

This Announcement does not constitute an offer to buy, or a solicitation of an offer to sell, any Convertible Bonds (as defined below) and no such offer, solicitation, purchase or sale shall be made in the United States or any jurisdiction in which such offer, solicitation, purchase or sale would be unlawful.

The distribution of the Tender Offer Memorandum (as defined below) in certain jurisdictions may be restricted by law. Bondholders and any other person into whose possession the Tender Offer Memorandum comes are required by the Company (as defined below), the Dealer Manager (as defined in the Tender Offer Memorandum) and the Tender Agent (as defined in the Tender Offer Memorandum) to inform themselves about, and to observe, any such restrictions.



CAPITALAND LIMITED
Regn No.: 198900036N
(Incorporated in the Republic of Singapore)

ANNOUNCEMENT

- (I) **INVITATION TO TENDER FOR CASH REPURCHASE OF S\$1,200,000,000 2.875 PER CENT. CONVERTIBLE BONDS DUE 2016 (ISIN: XS0444106644)**
- (II) **INVITATION TO TENDER FOR CASH REPURCHASE OF S\$1,300,000,000 3.125 PER CENT. CONVERTIBLE BONDS DUE 2018 (ISIN: XS0345271489)**
- (III) **INVITATION TO TENDER FOR CASH REPURCHASE OF S\$1,000,000,000 2.95 PER CENT. CONVERTIBLE BONDS DUE 2022 (ISIN: XS0303539786)**

NOTICE OF SETTLEMENT OF THE 2.875 PER CENT. BONDS TENDER OFFER AND THE 3.125 PER CENT. BONDS TENDER OFFER

*Terms used in this Announcement but not otherwise defined shall have the meanings given to those terms in the tender offer memorandum dated 15 May 2015 (“**Tender Offer Memorandum**”) issued by the Company (as defined below) in connection with the Tender Offers (as defined below).*

CapitaLand Limited (the “**Company**”) refers to:

- (i) its announcements dated 14 May 2015 (the “**Tender Offer Announcements**”) in connection with its invitation to tender for repurchase for cash of its S\$1,200,000,000 2.875 per cent. convertible bonds due 2016 (the “**2.875 per cent. Bonds**”) (the “**2.875 per cent. Bonds Tender Offer**”), its S\$1,300,000,000 3.125 per cent. convertible bonds due 2018 (the “**3.125 per cent. Bonds**”) (the “**3.125 per cent. Bonds Tender Offer**”) and its S\$1,000,000,000 2.95 per cent. convertible bonds due 2022 (together with the 2.875 per cent. Bonds and the 3.125 per cent. Bonds, the “**Convertible Bonds**”) (collectively, the “**Tender Offers**”); and
 - (ii) its announcements dated 21 May 2015, 22 May 2015, 25 May 2015 and 27 May 2015 in connection with the Tender Offers (collectively, the “**Previous Announcements**”).
- (a) **2.875 per cent. Bonds Tender Offer**

The Company wishes to inform the holders of the 2.875 per cent. Bonds that:

- (i) settlement in respect of the 2.875 per cent. Bonds Tender Offer has occurred on 9 June 2015 (the “**2.875 per cent. Bonds Tender Offer Settlement Date**”);

- (ii) pursuant to the 2.875 per cent. Bonds Tender Offer, the Company has repurchased in part the 2.875 per cent. Bonds in an aggregate principal amount of S\$423,000,000;
- (iii) the aggregate cash consideration (excluding accrued but unpaid interest from, and including, the latest interest payment date in respect of the 2.875 per cent. Bonds up to, but not including, the 2.875 per cent. Bonds Tender Offer Settlement Date (“**Accrued Interest for the 2.875 per cent. Bonds**”)) paid on the 2.875 per cent. Bonds Tender Offer Settlement Date by the Company for the repurchase of the 2.875 per cent. Bonds which have been validly tendered and accepted for purchase by the Company (the “**Accepted 2.875 per cent. Bonds**”) was S\$440,766,000;
- (iv) the aggregate amount of Accrued Interest for the 2.875 per cent. Bonds paid on the 2.875 per cent. Bonds Tender Offer Settlement Date by the Company in respect of the Accepted 2.875 per cent. Bonds was S\$3,265,223;
- (v) the total consideration (including Accrued Interest for the 2.875 per cent. Bonds) paid on the 2.875 per cent. Bonds Tender Offer Settlement Date by the Company for the repurchase of the Accepted 2.875 per cent. Bonds was S\$444,031,223;
- (vi) the Accepted 2.875 per cent. Bonds were cancelled as of 9 June 2015; and
- (vii) following cancellation of the Accepted 2.875 per cent. Bonds, the aggregate outstanding principal amount of the 2.875 per cent. Bonds is S\$44,000,000, which is less than 10 per cent. of the aggregate principal amount of the 2.875 per cent. Bonds originally issued.

Accordingly, as disclosed in the Previous Announcements, the Company may therefore exercise the qualifying clean up call right it has under the terms and conditions of the 2.875 per cent. Bonds in respect of the aggregate outstanding amount of the 2.875 per cent. Bonds. The Company intends to exercise such right and will announce its formal intention to do so as well as the terms of such exercise separately in due course.

(b) **3.125 per cent. Bonds Tender Offer**

The Company wishes to inform the holders of the 3.125 per cent. Bonds that:

- (i) settlement in respect of the 3.125 per cent. Bonds Tender Offer has occurred on 9 June 2015 (the “**3.125 per cent. Bonds Tender Offer Settlement Date**”);
- (ii) pursuant to the 3.125 per cent. Bonds Tender Offer, the Company has repurchased in part the 3.125 per cent. Bonds in an aggregate principal amount of S\$168,250,000 (and not S\$177,000,000 as disclosed in the Previous Announcements);
- (iii) the aggregate cash consideration (excluding accrued but unpaid interest from, and including, the latest interest payment date in respect of the 3.125 per cent. Bonds up to, but not including, the 3.125 per cent. Bonds Tender Offer Settlement Date (“**Accrued Interest for the 3.125 per cent. Bonds**”)) paid on the 3.125 per cent. Bonds Tender Offer Settlement Date by the Company for the repurchase of the 3.125 per cent. Bonds which have been validly tendered and accepted for purchase by the Company (the “**Accepted 3.125 per cent. Bonds**”) was S\$185,630,225 (and not S\$195,284,100 as disclosed in the Previous Announcements);
- (iv) the aggregate amount of Accrued Interest for the 3.125 per cent. Bonds paid on the 3.125 per cent. Bonds Tender Offer Settlement Date by the Company in respect of the Accepted 3.125 per cent. Bonds was S\$1,372,877 (and not S\$1,444,275 as disclosed in the Previous Announcements);
- (v) the total consideration (including Accrued Interest for the 3.125 per cent. Bonds) paid on the 3.125 per cent. Bonds Tender Offer Settlement Date by the Company for the repurchase of the Accepted 3.125 per cent. Bonds was S\$187,003,102 (and not S\$196,728,375 as disclosed in the Previous Announcements);

- (vi) the Accepted 3.125 per cent. Bonds were cancelled as of 9 June 2015; and
- (vii) following cancellation of the Accepted 3.125 per cent. Bonds, the aggregate outstanding principal amount of the 3.125 per cent. Bonds is S\$59,250,000 (and not S\$50,500,000 as disclosed in the Previous Announcements), which is less than 10 per cent. of the aggregate principal amount of the 3.125 per cent. Bonds originally issued.

Accordingly, as disclosed in the Previous Announcements, the Company may therefore exercise the qualifying clean up call right it has under the terms and conditions of the 3.125 per cent. Bonds in respect of the aggregate outstanding amount of the 3.125 per cent. Bonds. The Company intends to exercise such right and will announce its formal intention to do so as well as the terms of such exercise separately in due course.

As disclosed in the Previous Announcements, Mr Lim Ming Yan, President & Group Chief Executive Officer of the Company, is the holder of S\$1,000,000 aggregate principal amount of the 2.875 per cent. Bonds, all of which have been validly tendered in the 2.875 per cent. Bonds Tender Offer and accepted by the Company. Mr Lim Ming Yan has abstained from all deliberations by the board of directors of the Company (the “**Board**”) on the terms of the 2.875 per cent. Bonds Tender Offer and also abstained from voting on all Board resolutions to approve the 2.875 per cent. Bonds Tender Offer. As of the 2.875 per cent. Bonds Tender Offer Settlement Date, he no longer has any interest in the Convertible Bonds.

Save as disclosed above, none of the directors or the controlling shareholders of the Company have any interest, direct or indirect, in the Convertible Bonds.

Save as announced by the Company in this Announcement and the Previous Announcements, all the information and terms in relation to the Tender Offers as disclosed in the Tender Offer Announcements and the Tender Offer Memorandum remain unchanged.

By Order of the Board

Michelle Koh
Company Secretary
9 June 2015