

The Convertible Bonds (as defined below) and the New Shares (as defined below) to be issued upon conversion of the Convertible Bonds have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold within the United States, except pursuant to an exemption from, or transactions not subject to, the registration requirements of the Securities Act. There will be no public offering of the securities in the United States. This Announcement is for information purposes only and does not constitute an offer or sale of Convertible Bonds or New Shares to be issued upon conversion of the Convertible Bonds in the United States or any other jurisdiction. Neither this Announcement nor any portion hereof may be sent or transmitted into the United States or any jurisdiction where to do so is unlawful. Any failure to comply with these restrictions may constitute a violation of the United States securities law or the securities laws of any such other jurisdiction.



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

## **ANNOUNCEMENT**

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### **ISSUANCE OF S\$650,000,000 2.80 PER CENT. CONVERTIBLE BONDS DUE 2025 CLOSING**

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Terms used in this Announcement but not otherwise defined shall have the meanings given to those terms in the announcements dated 14 May 2015, 15 May 2015 and 27 May 2015 (the "**Previous Announcements**") in connection with the Issue (as defined below).

#### **1. INTRODUCTION**

CapitaLand Limited (the "**Company**") refers to its proposed issue (the "**Issue**") of S\$650,000,000 in principal amount of 2.80 per cent. convertible bonds due 2025 (the "**Initial Bonds**") convertible into new ordinary shares in the capital of the Company (the "**New Shares**") and up to an additional S\$150,000,000 in principal amount of 2.80 per cent. convertible bonds due 2025 (together with the Initial Bonds, the "**Convertible Bonds**") convertible into New Shares under an upside option granted by the Company to J.P. Morgan (S.E.A.) Limited (the "**Lead Manager**"), the sole bookrunner, lead manager and underwriter for the Issue.

#### **2. CLOSING**

The Company wishes to announce that the issue of S\$650,000,000 in principal amount of Initial Bonds has successfully closed today. As at the date of this Announcement, the upside option for an additional S\$150,000,000 in principal amount of 2.80 per cent. convertible bonds due 2025 granted by the Company to the Lead Manager, exercisable on or before 30 June 2015, has not yet been exercised.

#### **3. USE OF PROCEEDS**

In compliance with Rule 704(30) of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Company also wishes to announce that it will use S\$626,396,225 on 9 June 2015, representing approximately 96.37 per cent. of the gross proceeds from the issue of the Initial Bonds, to refinance the repurchase of part of its outstanding S\$1,200,000,000 2.875 per cent. convertible bonds due 2016 and S\$1,300,000,000 3.125 per cent. convertible bonds due 2018. The use of such proceeds from the issue of the Initial Bonds is in accordance with the stated use and in accordance with the percentage allocated in the Previous Announcements.

By Order of the Board

Michelle Koh  
Company Secretary  
8 June 2015