



CAPITALAND RETAIL CHINA TRUST

Proposed Acquisition of Five Business Park Properties and Balance 49% Interest in Rock Square

6 November 2020

Disclaimer



This presentation should be read in conjunction with the announcement released by CapitaLand Retail China Trust ("CRCT") on 6 November 2020 titled "Proposed Acquisition of the Respective Interests in the Companies which Hold the Ascendas Xinsu Portfolio, Ascendas Innovation Towers, Ascendas Innovation Hub, Singapore-Hangzhou Science and Technology Park Phase I and II and Rock Square, which is an Interested Person Transaction".

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Contents



- Transaction Summary and Overview of Acquisition Portfolio
- Acquisition Rationale
- Conclusion
- Appendix Property Details

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A Transformational Acquisition Towards Long-Term Resilience and Diversification

"

Tan Tze Wooi CEO

CapitaLand Retail China Trust Management Limited



Transaction Summary



Proposed Acquisition

- Respective equity interests or (as the case may be) shares in the Target Companies, from the Vendors¹, which hold the Properties:
 - o Ascendas Xinsu Portfolio in Suzhou (51%²)
 - Ascendas Innovation Towers in Xi'an (100%²)
 - o Ascendas Innovation Hub in Xi'an (80%²)
 - Singapore-Hangzhou Science & Technology Park Phase I in Hangzhou (80%²)
 - o Singapore-Hangzhou Science & Technology Park Phase II in Hangzhou (80%²)
 - o Rock Square in Guangzhou (balance 49%²)

Aggregate Appraised Property Value³

- CBRE RMB8,234mm (approximately \$\$1,674mm)
- JLL RMB8,243mm (approximately \$\$1,676mm)

Aggregate Agreed Property Value

- RMB8,130mm (approximately \$\$1,653mm, based on 100% stake)
- RMB4,945mm (approximately \$\$1,006mm, based on effective stake)
- Agreed Property Value represents c.1.3% discount and c.1.4% to the independent valuations of CBRE and JLL, respectively
- Implied Net Property Income ("NPI") yield of 5.8%⁴

Total Acquisition Cost

- Approximately \$\$822mm, comprising of:
 - o Purchase consideration of S\$800mm⁵
 - Acquisition fee payable to the Manager of S\$10mm
 - Estimated professional and other fees and expenses of \$\$12mm

Method of Financing

Combination of equity fund raising, perpetual securities, debt financing and internal cash resources



Business Park



Retail



Proposed Acquisition is subject to Unitholders' approval at an Extraordinary General Meeting to be convened at a later date

Notes: SGD/RMB of 4.9179 used

- 1. Vendors comprise related parties of Ascendas China Business Parks Fund 4 and CapitaLand.
- 2. Represents proposed percentage of equity interest or (as the case may be) shares to be acquired in the Target Companies.
- Appraised valuation based on 100% basis.
- Computed using aggregate annualised 1H2020 NPI of the Properties divided by the aggregate Agreed Value of the Properties on effective stake basis. Excluding the one-off rental rebate in relation to Covid-19, NPI yield would have been 6.0%.
- 5. Includes the provision of \$\$30mm Entrustment Loan to Ascendas Xinsu Portfolio.

Overview of the Acquisition Portfolio



Comprises a total of 6 properties with an aggregate GFA of 852,727 sq m and committed occupancy of 91.6%¹. The Business Park Properties feature an aggregate NPI yield of 6.8%², while Rock Square has an NPI yield of 4.4%².

	Ascendas Innovation Towers ("AII")			Ascendas Xinsu Portfolio ("Xinsu	Portfolio")
	Туре	Business Parks		Туре	Business Pa
	GFA	118,495 sq m			Industria
	Interest to be Acquired	100%	And the second s	GFA	373,334 sq
	Agreed Property Value (mm) ³	RMB759 / \$\$154		Interest to be Acquired	51%
	Committed Occupancy ¹	91.4%		Agreed Property Value (mm) ³	RMB2,265 / S
				Committed Occupancy ¹	90.3%
	Ascendas Innovation Hub ("AIH")		L		
	Туре	Business Parks		Singapore-Hangzhou Science & Technology Par I ("SHSTP Ph I")	
	GFA	40,547 sq m		Туре	Business Pa
	Interest to be Acquired	80%		GFA	101,811 sq
	Agreed Property Value (mm) ³	RMB298 / S\$61		Interest to be Acquired	80%
	Committed Occupancy ¹	93.1%	Xi'an	Agreed Property Value (mm) ³	RMB641/S\$
	<u> </u>		Suzhou	Committed Occupancy ¹	93.0%
	Rock Square	I There	2 O E	Singapore-Hangzhou Science &	Technology Par
	Туре	Retail	52 - Junto	II ("SHSTP Ph II")	
	GFA	88,279 sq m	Hangzhou	Туре	Business Pa
	Interest to be Acquired	Balance 49%	nangznou	GFA	130,261 sq
OMO A PER	· · · · · · · · · · · · · · · · · · ·		m the state of the	Interest to be Acquired	80%
	Agreed Property Value (mm) ³	RMB3,400 / S\$691		Agreed Property Value (mm) ³	RMB767/S\$
	Committed Occupancy ¹	91.9%	Guangzhou	Committed Occupancy ¹	93.7%

Notes: SGD/RMB of 4.9179 used.

- 1. Committed occupancy as at 30 September 2020.
- 2. NPI yield for Business Park Properties is computed based on the annualised 1H 2020 NPI and the Agreed Value on an effective stake basis. For Rock Square, the NPI yield excludes the one-off rental rebate in relation to 6 COVID-19.
- 3. Agreed Property Value on 100% basis.







- 1 Strategic Addition of Highly Resilient Business Park Assets
- 2 Establishing Foothold in High-Growth Economic Zones
- 3 High Quality Business Parks Supporting the New Economy
- 4 100% Ownership in Rock Square Proven Track Record with Resilient Performance
- 5 Attractive Entry Valuation That Delivers Accretion
- 6 Significantly Enhance Portfolio's Scale, Diversification and Resilience
- 7 Leveraging on Sponsor's Strong Support, Network and Operational Expertise





Strategic Addition of Highly Resilient Business Park Assets



Business Parks – Thematically Supported By China's Economic Growth Initiatives











- √ 13th 5-year plan shifted focus towards new service-led growth model
- ✓ Introduced policies aimed at small and medium enterprises in business parks
- ✓ Prioritise domestic demand under 14th 5-year plan to transform towards self-sufficient economy

- Committed to investing in strategic industries that tend to be key tenants in China's business parks
- Supported by NDRC¹ to invest in valueadded industries
- √ Technology and innovation is of top priority in 14th 5-year plan

- ✓ Large-scale building of transport infrastructure in Tier 2 cities have improved connectivity to major cities
- Encouraged ongoing decentralisation of economic activities to Tier 2 cities
- ✓ Global enterprises have been relocating to business parks in Tier 2 cities

Provides impetus for sustained and long-term growth of business parks

Source: Based on the independent market research report provided by Colliers International Property Consultants (Shanghai) Co., Ltd. in relation to the Acquisition ("Independent Market Research Report"). Note:

1. Refers to China's National Development and Reform Commission.



Strategic Addition of Highly Resilient Business Park Assets (Cont'd)



Business Parks – Growing Demand Supported By Robust Industry Drivers

High-growth, innovation-based industries

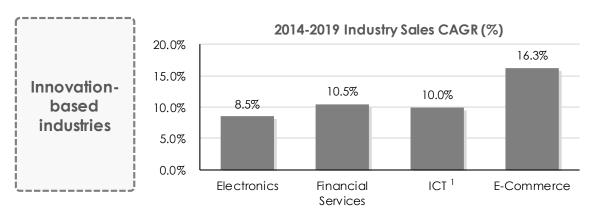
Consolidating multiple functions in a single location

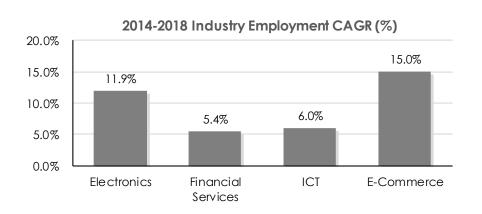
Key industry drivers

Electronics

Financial Services

Financial Serv





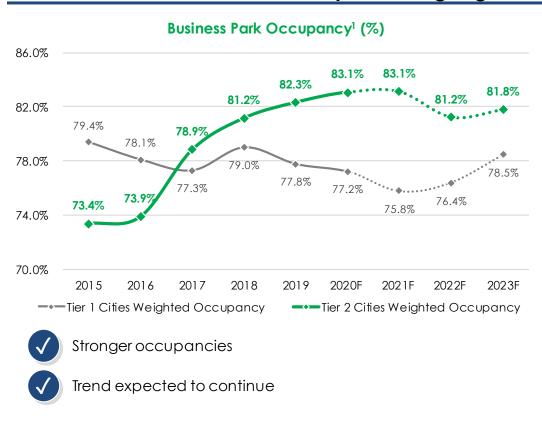
^{1. 2014-2018} CAGR due to lack of publicly disclosed information.

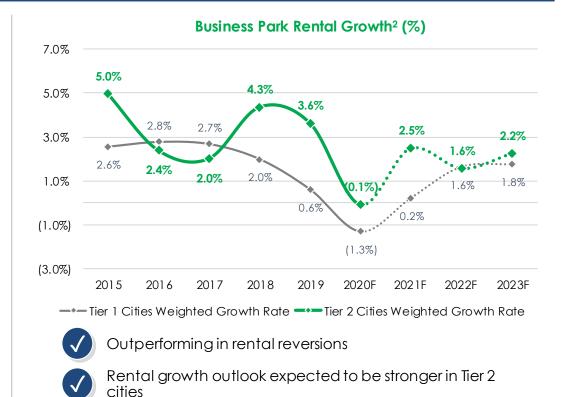


Strategic Addition of Highly Resilient Business Park Assets (Cont'd)



Business Parks in Tier 2 Cities Experiencing Higher Occupancy Rates and Stronger Rental Growth





Source: Independent Market Research Report.

Tier 1 cities comprises Beijing, Shanghai and Guangzhou. Tier 2 cities comprises Suzhou, Hangzhou and Xi'an.

- 1. Occupancy is weighted by total stock of business parks in the respective cities for each year.
- Rental growth is weighted by total stock of business parks in the respective cities for each year.



Establishing Foothold in High-Growth Economic Zones





Tier 2 Provincial Cities Set for Rapid Growth



Average Annual GDP Growth 2015-2019 (%)





Establishing Foothold in High-Growth Economic Zones (Cont'd)



Tier 2 Tech-Driven Provincial Cities Are Supported By Strong Economic Fundamentals

Suzhou Xi'an Hanazhou HQs for Fortune 500 Giants China's Silicon Valley E-Commerce Capital Industry / **Sector Focus** Biomedical Semiconductor Biomedicine Electronics E-Commerce Healt hcare Financial manufact uring Manufact uring Energy sciences Services Suzhou Industrial Park ("SIP") Xi'an High Tech Industries Hangzhou Economic and Technological **Development Zone Development Area** ("HEDA") Ranked first amongst economic **Business Park** development zones for past four Largest business park market in terms of Ranked among top ten national Market consecutive years economic scale in Northwestern China development zones for past three consecutive years One of the most popular investment Output value of IT/IC industries and Key hub for **new economy** Key destinations for MNCs in the Yangtze biotechnology exceeded RMB550 businesses and internet giants such **Highlights** River Delta area billion, with "high-tech" unicorns as Alibaba and NetEase accounting for 52.7% of the market's value

Source: Independent Market Research Report.

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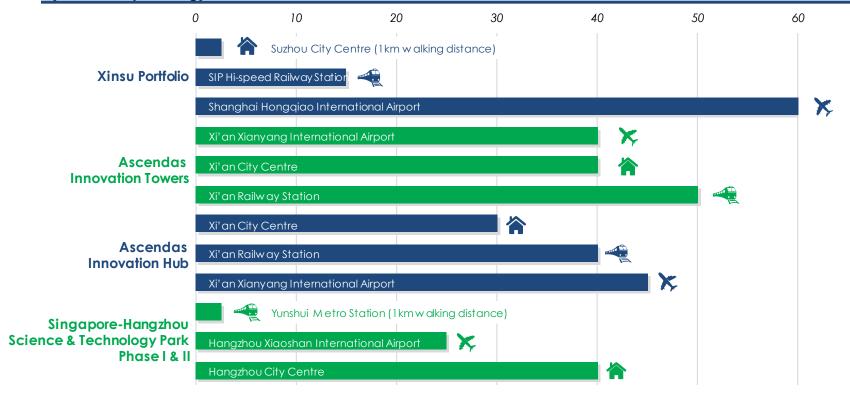


High Quality Business Parks Supporting the New Economy



Well-located Assets with Close Proximity to Key Transport Nodes













High Quality Business Parks Supporting the New Economy (Cont'd)



Campus-style Workplace Designed For High-growth, Innovation-based Industries



Good building specifications at attractive rents supporting tenants and park growth



Comprehensive suite of amenities favoured by modern workforce - Work-Live-Play concept



Campus-style environment with proximity to vast green communal landscape



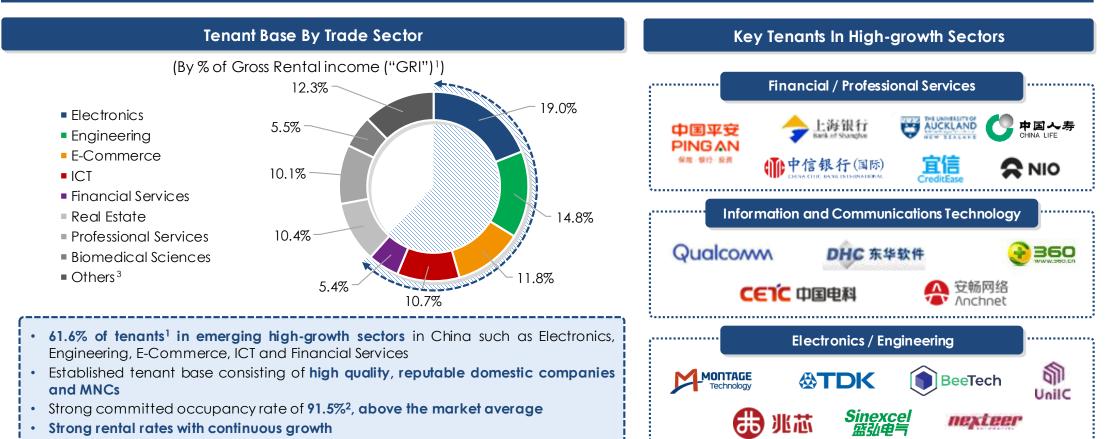
Built up industry clusters across the value chain encourages collaborative environment



High Quality Business Parks Supporting the New Economy (Cont'd)



Strong Occupancy Anchored by High Quality Tenants in Emerging High-growth Sectors



Notes

- 1. Based on GRI for the month ended 31 August 2020 and on a 100% basis for Business Parks / Industrial assets in the Acquisition Portfolio (subjected to rounding difference).
- Committed occupancy of Business Park and Industrial assets as at 30 September 2020.
- 3. Others include logistics and supply chain management, distribution and trading, education, data centres, energy and utilities, textile and garments, chemical, FM CG, media, natural resources, government and hospitality sectors.



100% Ownership in Rock Square – Proven Track Record with Resilient Performance



100% Ownership Will Allow CRCT To Capture the Full Upside from AEI and Reconfiguration



- One of the largest shopping malls in the well-established Jiangnanxi retail cluster in the Haizhu district of Guangzhou
- Double-digit positive rental reversions since acquisition: 26.8% in 2018, 23.0% in 2019 and 12.8% YTD September 2020
- Track record of strong performance since CRCT's 51% acquisition in 2018 and continues to demonstrate resilience post-COVID lockdown

Asset Enhancement Initiatives:

Ongoing AEIs to extract value with > 1,000 sq m of NLA to be added over the next 2-3 years

Efficient reconfiguration to make way for higher yielding F&B tenants

15% ROI expected to be generated

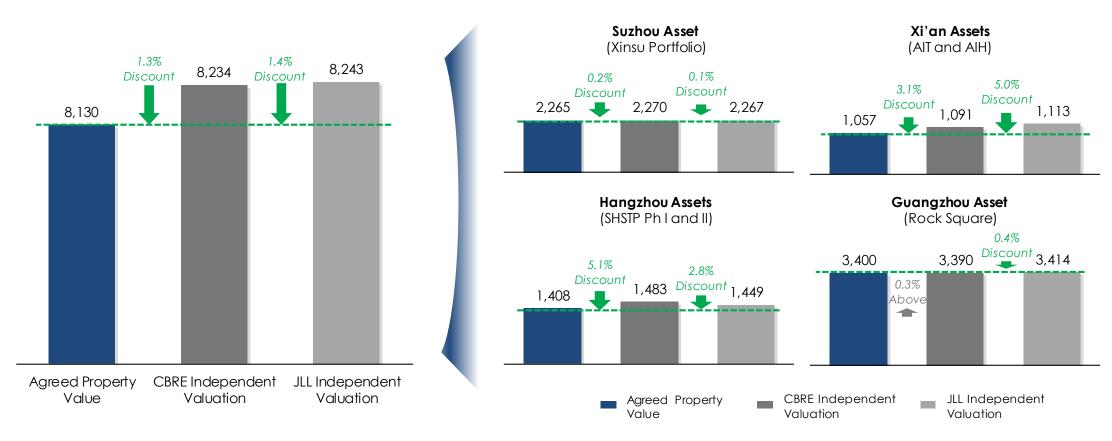
- Improve shopper circulation and area efficiency
- Enhance overall building facade



Attractive Entry Valuation That Delivers Accretion



Agreed Property Value Relative to Independent Valuations¹ (RMB mm)



Source: Independent Valuers.

Note

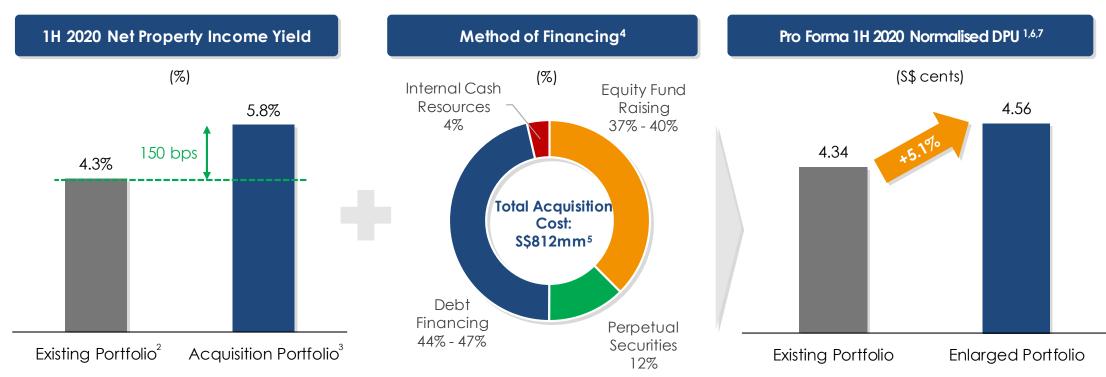
^{1.} Agreed Property Value and appraised valuation based on 100% basis.



Attractive Entry Valuation That Delivers Accretion (Cont'd)



Positive Impact On Portfolio with 5.1% Pro Forma Dividend Per Unit ("DPU") Accretion



Notes:

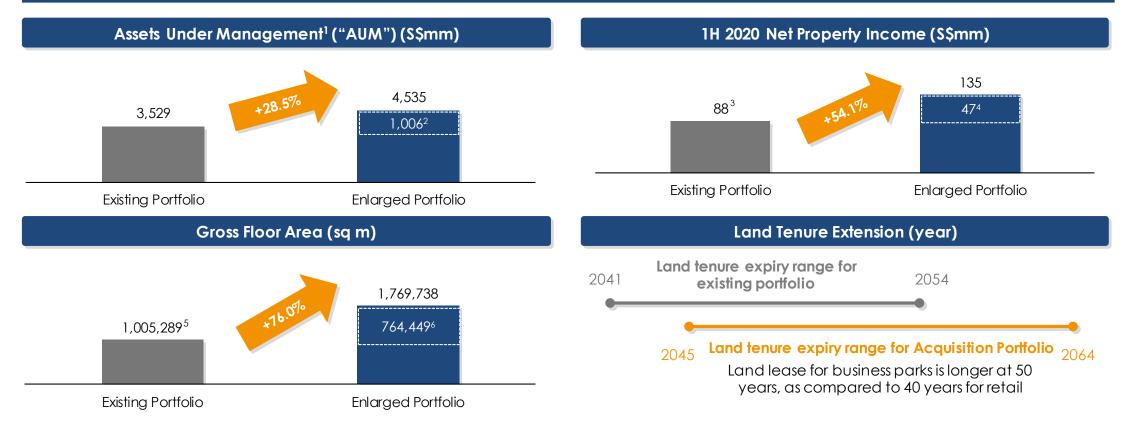
- 1. Assuming the acquisition is funded through \$\$100mm perpetual securities, \$\$300mm Equity Fund Raising ("EFR"), \$\$30mm of internal cash resources and the remaining through debt financing. If assuming the EFR is \$\$325mm, the DPU after acquisition would be 4.51 Singapore cents and the DPU accretion would be 3.9%.
- 2. NPI yield is computed based on the annualised 1H 2020 NPI and the property valuation as at 1 November 2020 (except for 51% stake in Rock Square where the Agreed Value is used for the property valuation instead). Excludes CapitaMall Ergi as the mall was divested on 28 May 2020. FRS116 adjustments are excluded in the NPI for CapitaMall Qibao and CapitaMall Minzhongleyuan.
- 3. NPI yield is computed based on the annualised 1H 2020 NPI and the Agreed Value of the Acquisition Portfolio on effective stake basis. Excluding the one-off rental rebate given to Rock Square's tenants in relation to COVID-19, the NPI yield would have been 6.0%.
- 4. Assuming an EFR of \$\$300mm and \$\$325mm, the post-transaction gearing would be 37.9% and 37.4% respectively where the enlarged deposited property and gross borrowings are translated based on the fixed exchange rate of RM B4.9179 = \$\$1.000 pursuant to the Agreement.
- 5. Excludes S\$10mm Acquisition fee payable in units.
- 6. Computed based on the illustrative average unit price of \$\\$1.130.
- 7. On a normalised basis excluding one-off rental rebate of \$\$17.9mm (net of fees and tax savings) provided to tenants, pre-termination compensation of \$\$3.5mm received by CapitaMall Erqi and retained distributable income of \$\$1.8mm. If using the actual CRCT 1H 2020 reported numbers: (i) DPU before acquisition was 3.02 Singapore cents (ii) DPU after acquisition would be 3.43 (iii) DPU accretion would be 13.6%.



Significantly Enhance Portfolio's Scale, Diversification and Resilience



Significant Increase in Size



Notes:

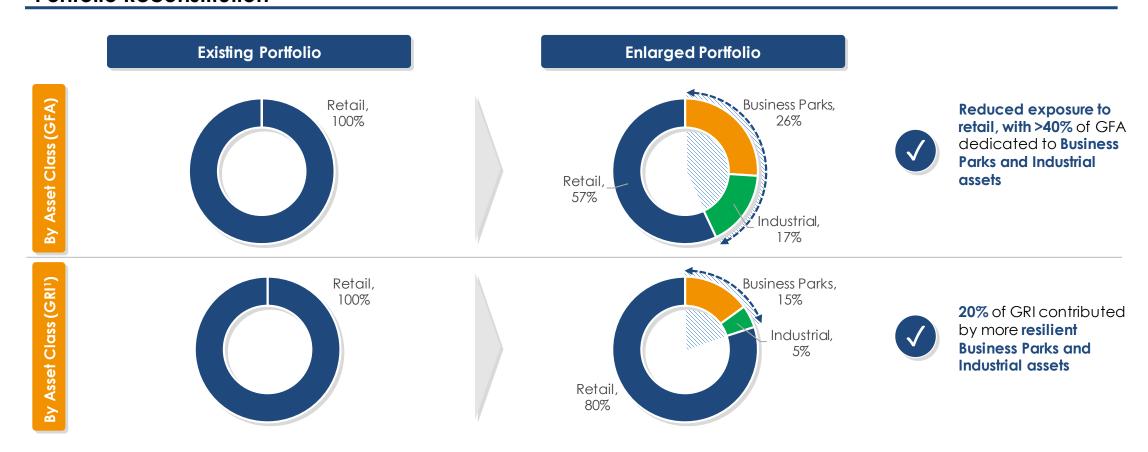
- 1. AUM for Existing Portfolio is based on the valuation as at 1 November 2020 and Agreed Price of Rock Square, and AUM for the Properties are based on Agreed Value. All AUM are stated on effective stake basis.
- 2. Contribution from Business Parks, Industrials and balance 49% interest in Rock Square.
- 3. Based on the normalised 1H 2020 NPI (excluding one-off fees and property tax savings) on a 100% consolidated basis.
- 4. Contribution from Business Parks, Industrials and Rock Square (excluding one-off rental rebate (net of fees and property tax savings provided to tenants)).
- 5. Includes 100% of Rock Square's GFA.
- Contribution from Business Parks and Industrial.



Significantly Enhance Portfolio's Scale, Diversification and Resilience (Cont'd)



Enhanced Diversification and Exposure Offers Greater Stability Through Market Cycles and Flexibility In Portfolio Reconstitution

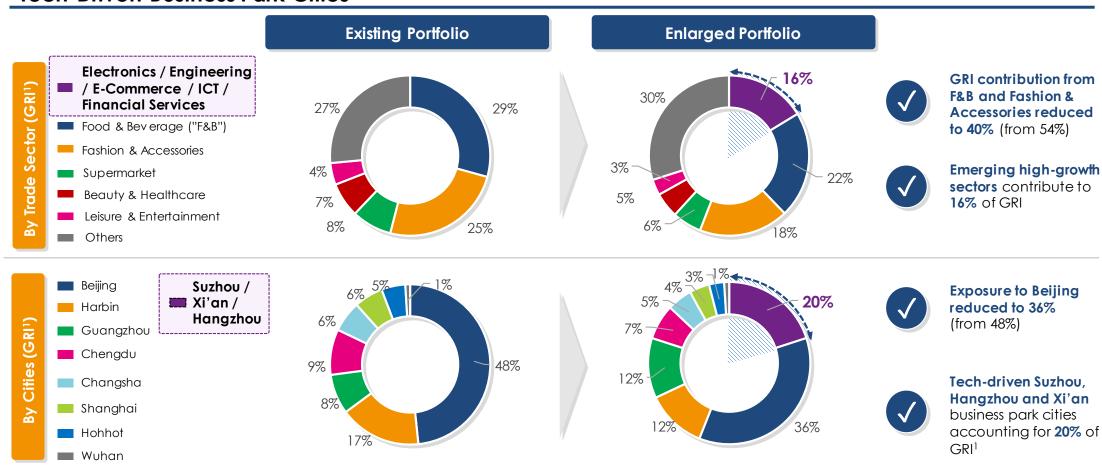




Significantly Enhance Portfolio's Scale, Diversification and Resilience (Cont'd)



CRCT's Enlarged Portfolio Benefits from Geographical and Trade Sector Diversification and Access to Tech-Driven Business Park Cities



Note:

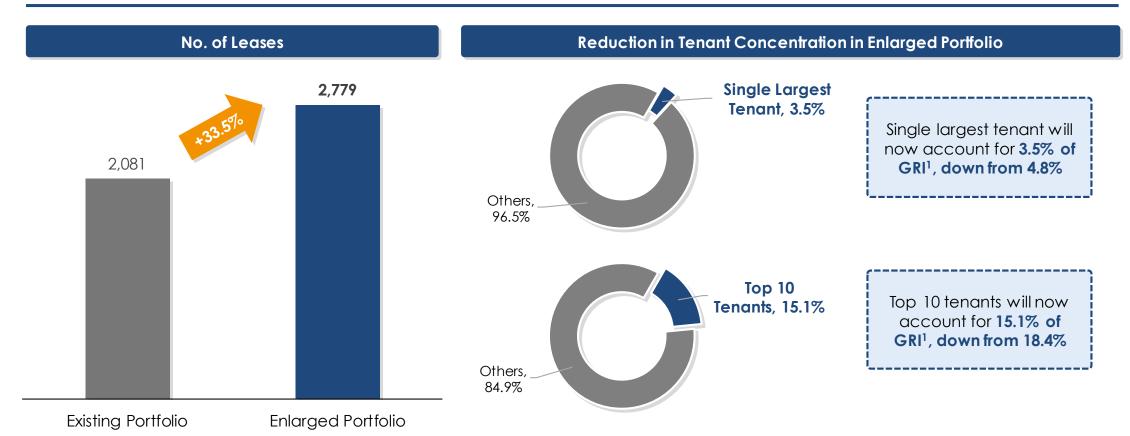
^{1.} Based on GRI for the month ended 31 August 2020 and on an effective stake basis.



Significantly Enhance Portfolio's Scale, Diversification and Resilience (Cont'd)



Enlarge and Diversify CRCT's Tenant Base and Reduces Exposure to Top 10 Tenants and Single Tenant Concentration Risk



Note:



Leveraging on Sponsor's Strong Support, Network and Operational Expertise

Assets



Strong Sponsor Supporting CRCT's Growth and Diversification

Assets

CapitaLand – One of Asia's Largest Diversified Real Estate Groups In-depth local market knowledge across China Full spectrum of real estate capabilities and resources CRCT to tap on the strength and depth of CapitaLand's expertise and network to enter into new asset classes CRCT is the dedicated Singapore listed REIT for CapitaLand Group's non-lodging China Business with acquisition pipeline access to CapitaLand's China's assets CapitaLand's China Investment Portfolio¹ Integrated Developments Industrial **Business Park** Retail 27 22 10

Note:

1. As at 30 June 2020. Includes Acquisition Portfolio.

Assets



Leveraging on Sponsor's Strong Support, Network and Operational Expertise (Cont'd)



Professional And Efficient Property Management Is Highly Attractive To Corporate Tenants

CapitaLand's Best-in-Class Property Management Toolkit



Advanced data visualisation and real-time monitoring for efficient property management



"One-Stop" Call Centre **enhances customer experiences** through unification of services



Intelligent Property Management System improves user experience through a single smart interface

Community-building Initiatives To Enhance Tenant Stickiness

CapitaLand's Bridge+ co-working spaces encourage a collaborative community

Community-building signature events:

Technology and Innovation

- TEDx talk on cutting-edge topics
- Drone Club

Lifestyle

Flea markets, movie week, music festival etc.







Growing From Strength To Strength













2020





5 High Quality Business Parks

CRCT's first foray into Business Parks in Suzhou, Xi'an and Hangzhou

Acquisition of balance 49% interest in Rock Square

CRCT's core growth engine asset

Divestment of CapitaMall Erqi Non-core master-leased

mall

2018

Acquisition of 51% of Rock Square CRCT's **first** retail mall in **Guangzhou**



2019

2017
Div estment of CapitaMall Anzhen
Mature master-leased mall



2016
Acquisition of CapitaMall

CRCT's **first**retailmallin **Chengdu**















Acquisition of CapitaMall Xuefu, CapitaMall Aidemengdun and CapitaMall Yuhuating

CRCT's **first**retail assets in **Changsha and Harbin**

Bundle deal to divest CapitaMall Saihan and acquire Yuquan Mall Strategic mall to capture growing market in **Hohhot** Div estment of CapitaMall Wuhu Non-core mall

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Past Acquisition Past Divestment Past Acquisition & Divestment

CRCT After The Proposed Acquisitions¹



	Existing Portfolio	Enlarged Portfolio	% Change
No. of Properties	13 ²	18	38.5%
GFA (sq m)	1,005,289 ^{2,3}	1,769,738	76.0%
NLA (sq m)	533,850 ²	1,243,529	132.9%
Number of Leases	2,081 ²	2,779	33.5%
Committed Occupancy ⁴	91.7%²	91.6%	-
Market Capitalisation ⁵ (\$\$mm)	1,552	1,862 ⁶	20.0%
Assets Under Management ⁷ (S\$mm)	3,529	4,535	28.5%

Notes:

- 1. All information as at 31 August 2020 (unless otherwise indicated).
- 2. Includes Rock Square on a 100% basis.
- 3. Yuquan Mall is undergoing fit-out and is expected to be opened by the end of 2020. GFA includes Yuquan Mall.
- 4. As at 30 September 2020.
- 5. Market capitalisation as at 5 November 2020 based on the closing price of \$\$1.26.
- 6. Assuming an EFR of S\$300mm and S\$10mm Acquisition fee payable in units.
- 7. AUM for Existing Portfolio is based on the valuation as at 1 November 2020 and Agreed Price of Rock Square, and AUM for the Properties are based on Agreed Value. All AUM are stated on effective stake basis.

CRCT on Track in Executing Planned Strategies

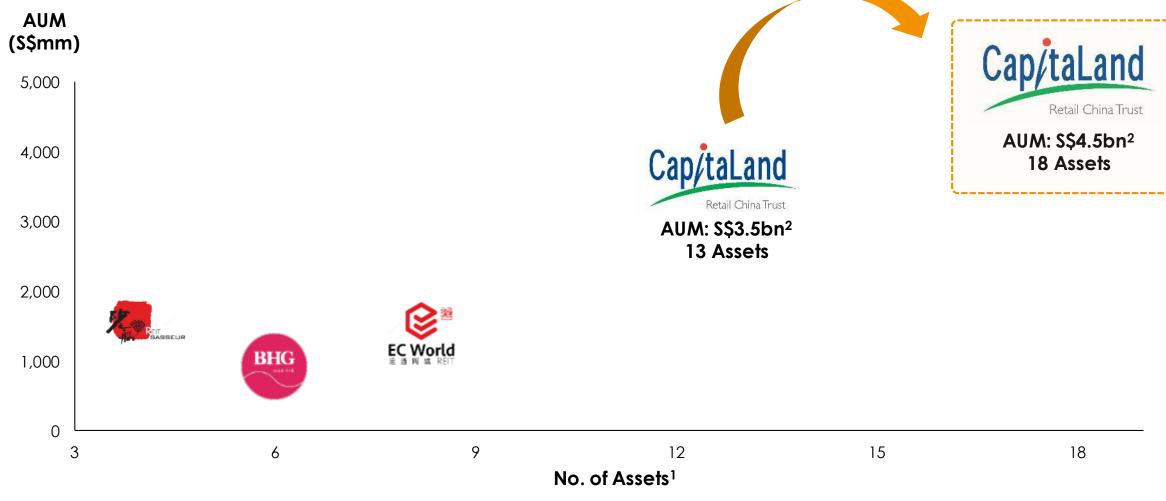


- Existing retail portfolio has a high component of exposure to essential services at 48.7% of GRI¹
- All malls and trade sectors are currently operational
- Recovery has been observed in successive quarters with 3Q2020 shopper traffic and tenant sales at 89.0% and 91.9% of 3Q2019 levels respectively
- CRCT will leverage on evolving trends to rejuvenate and rebalance tenant mix
- Key beneficiary of China's drive to a consumption-driven, higher-valued, service-led economy

With the expanded investment strategy, CRCT is well-positioned for next phase of growth

Strengthening Position As The Largest China Focused S-REIT





Source: Company filings.

Notes:

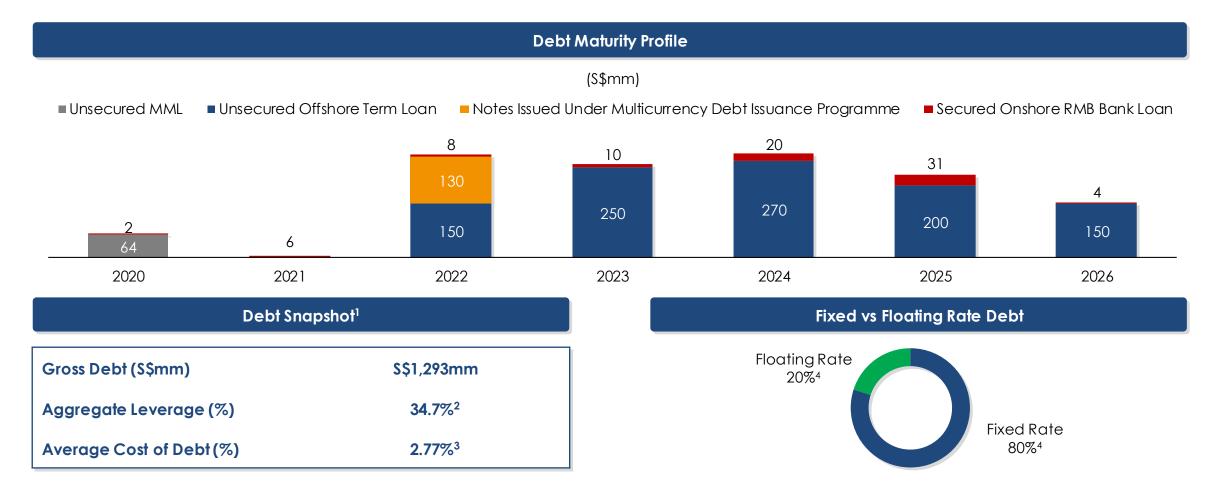
^{1.} As at 30 June 2020 unless otherwise stated.

^{2.} AUM for Existing Portfolio is based on the valuation as at 1 November 2020 and Agreed Price of Rock Square, and AUM for the Properties are based on Agreed Value. All AUM are stated on effective stake basis.



Well Distributed Debt Maturity Profile with Proactive Capital Management





Notes: As at 30 September 2020.

- 1. All key financial indicators exclude the effect of FRS 116 Leases.
- Based on total borrowings over the deposited properties in accordance to Property Funds Appendix (includes CRCT's proportionate share of its Joint Venture's borrowing and deposited property).
- 3. Ratio of the consolidated YTD 2020 interest expense reflected over weighted average borrowings on balance sheet.
- 4. Excludes MML which were intended to be short term as well as RMB denominated loan.

Overview of Xinsu Portfolio

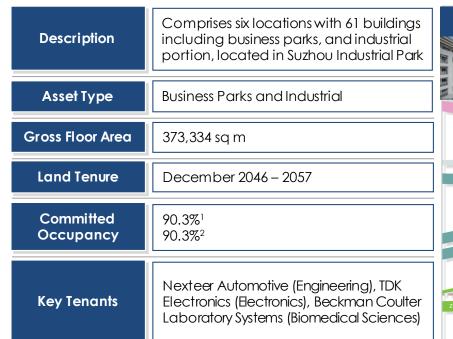
Xinsu Square

Xinsu North Belt



Ascendas Xinsu

Industrial Square II





NIO Delivery Centre

Semi-Detached Factory

in EPZ

Nexteer BTS

Phase 1 & 2

Source: Independent Market Research Report. Notes:

- 1. As at 30 September 2020.
- 2. As at 31 August 2020.

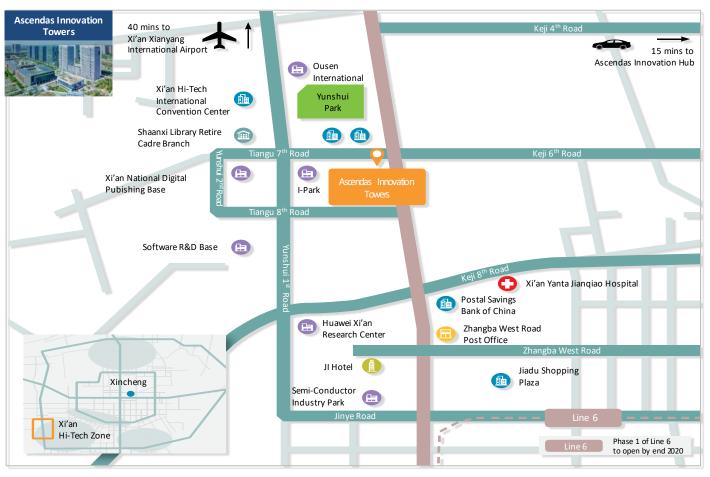
Nio Delivery Centre

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Cap/taLand Retail China Trust

Overview of Ascendas Innovation Towers





- 1. As at 30 September 2020.
- As at 31 August 2020.

Overview of Ascendas Innovation Hub







- 1. As at 30 September 2020.
- As at 31 August 2020.

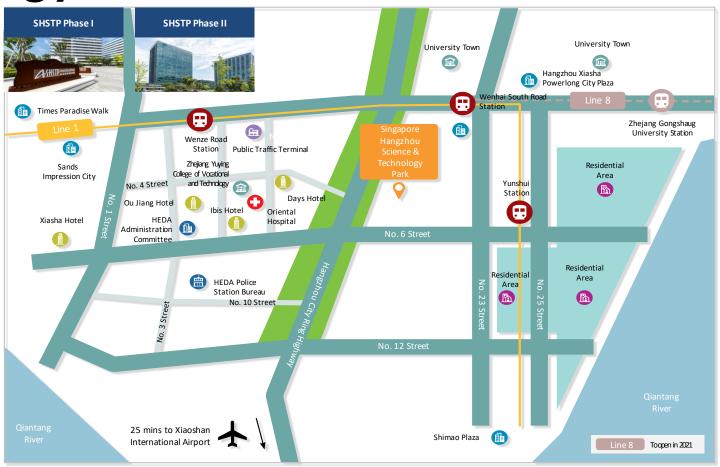
Overview of Singapore-Hangzhou Science & Technology Park Phase I and II



Integrated Business Park located in the **Description** Hangzhou Economic & Technological Development Area **Asset Type Business Parks** SHSTP, PH I: 101,811 sq m **Gross Floor Area** SHSTP PH II: 130,261 sq m SHSTP Ph I: September 2056 **Land Tenure** SHSTP Ph I: July 2060 Committed SHSTP Ph I: 93.0%¹, 92.5%² Occupancy SHSTP Ph II: 93.7%¹, 96.5%² Hangzhou Lelong Technology (Real Estate), Zhejiana Hebenye Enterprise **Key Tenants** Management (Real Estate), Tao Da Group of Companies (E-Commerce)







- 1. As at 30 September 2020.
- 2. As at 31 August 2020.

Overview of Rock Square



One of the largest mall in Jiangnanxi, an Description established retail cluster located in Guangzhou's Haizhu District **Asset Type** Retail **Gross Floor Area** 88,279 sq m **Land Tenure** October 2045 Committed 91.9% Occupancy $93.8\%^{2}$ AEON (Supermarket), 广州华影企业形象 策划有限公司 (Leisure & Entertainment), **Key Tenants**

& Entertainment)





深圳市乐的文化有限公司广州分店 (Leisure



- 1. As at 30 September 2020.
- 2. As at 31 August 2020.

















Thank you

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