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**CAPITALAND INTEGRATED COMMERCIAL TRUST**

(Constituted in the Republic of Singapore pursuant to a trust deed dated 29 October 2001 (as amended))

**ANNOUNCEMENT**

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**LAUNCH OF THE PRIVATE PLACEMENT OF NEW UNITS IN CAPITALAND INTEGRATED COMMERCIAL TRUST TO RAISE GROSS PROCEEDS OF NO LESS THAN S\$200 MILLION**

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**1. INTRODUCTION**

CapitaLand Integrated Commercial Trust Management Limited, in its capacity as manager of CapitaLand Integrated Commercial Trust ("**CICT**", and the manager of CICT, the "**Manager**"), wishes to announce the proposed private placement of 103,627,000 new units in CICT ("**Units**" and the new Units to be issued pursuant to the Private Placement (as defined herein), the "**New Units**") to institutional, accredited and other investors at an issue price of between S\$1.930 and S\$1.981 per New Unit (both figures inclusive) (the "**Issue Price Range**") to raise gross proceeds of no less than S\$200 million (the "**Private Placement**"), with a potential upside option subject to demand.

**2. DETAILS OF THE PRIVATE PLACEMENT**

J.P. Morgan (S.E.A.) Limited and United Overseas Bank Limited (collectively, the "**Joint Bookrunners and Underwriters**") have today entered into a placement agreement (the "**Placement Agreement**") with the Manager in relation to the Private Placement. Pursuant to the Placement Agreement, each of the Joint Bookrunners and Underwriters has agreed to procure subscriptions and payments for (either by itself or through one or more Affiliates<sup>1</sup>), or failing which, to subscribe and pay for (either by itself or through one or more Affiliates), the New Units at the issue price per New Unit (the "**Issue Price**") to be determined, on the terms and subject to the conditions of the Placement Agreement. The Private Placement shall be subject to certain conditions precedent set out in the Placement Agreement, including the approval in-principle of Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the listing of and quotation for the New Units on the Main Board of the SGX-ST. The Private Placement is fully underwritten by the Joint Bookrunners and Underwriters on the terms and subject to the conditions of the Placement Agreement.

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<sup>1</sup> "**Affiliates**" shall have the meaning specified in Rule 501(b) of Regulation D under the United States Securities Act of 1933 (the "**Securities Act**").

The Issue Price Range of between S\$1.930 and S\$1.981 per New Unit (both figures inclusive) represents a discount of between:

- (i) approximately 3.7% and 6.1% to the volume weighted average price (“**VWAP**”) of S\$2.0561 per Unit for trades in the Units done on the SGX-ST for the Market Day<sup>1</sup> on 6 December 2021 (being the preceding Market Day up to the time the Placement Agreement was signed on 7 December 2021);
- (ii) (for illustrative purposes only) approximately 1.3% and 3.9% to the adjusted VWAP<sup>2</sup> of S\$2.0076 per Unit;
- (iii) approximately 3.4% and 5.9% to the closing price on 6 December 2021 of S\$2.05; and
- (iv) approximately 1.0% and 3.6% to the adjusted closing price (computed based on the closing price subtracting the mid-point of the estimated Advanced Distribution) on 6 December 2021 of S\$2.0015.

The Issue Price will be determined by the Manager and the Joint Bookrunners and Underwriters following a book-building process. The Manager will make an announcement via SGXNet once the Issue Price has been determined.

### 3. USE OF PROCEEDS

Subject to relevant laws and regulations, the Manager intends to use the gross proceeds of approximately S\$200 million from the Private Placement (based on the minimum issue price of S\$1.930 per New Unit) in the following manner:

- (i) approximately S\$150 million (which is equivalent to approximately 75% of the gross proceeds of the Private Placement) to partially finance the proposed acquisitions of all the units in Acacia Goulburn Trust which holds the property located at Civic Tower, 66 Goulburn Street, Sydney, Australia and all the units in Acacia Arthur Trust which holds the property located at 100 Arthur Street, Sydney, Australia (the proposed “**Acquisitions**”), which was announced on 3 December 2021;
- (ii) approximately S\$45.9 million (which is equivalent to approximately 23.0% of the gross proceeds of the Private Placement) to partially fund potential acquisitions in Singapore and other developed markets and associated costs, repayment and refinancing of debt and/or capital expenditure and asset enhancement initiatives; and
- (iii) approximately S\$4.1 million (which is equivalent to approximately 2.0% of the gross proceeds of the Private Placement) to pay the estimated transaction-related

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1 “**Market Day**” refers to a day on which the SGX-ST is open for securities trading.

2 The adjusted VWAP is computed based on the VWAP of all trades in the Units on the SGX-ST for the Market Day on 6 December 2021 (being the preceding Market Day up to the time the Placement Agreement was signed on 7 December 2021) and subtracting the mid-point of the estimated Advanced Distribution (as defined herein) of between 4.80 cents and 4.90 cents per Unit. This amount is only an estimate based on information currently available to the Manager and the Manager’s estimate of CICT’s revenue and expenses for the relevant period on a pro-rata basis, and the actual Advanced Distribution may differ.

expenses, including professional fees and expenses, incurred or to be incurred by CICT in connection with the Private Placement,

with the balance of the gross proceeds of the Private Placement, if any, to be used for general corporate and/or working capital purposes.

Notwithstanding its current intention, in the event that the Private Placement is completed but the proposed Acquisitions do not proceed for whatever reason, the Manager may, subject to relevant laws and regulations, use the net proceeds from the Private Placement at its absolute discretion for other purposes, including, without limitation, funding future acquisitions, funding asset enhancement initiatives, the repayment of existing indebtedness and for funding capital expenditures.

Pending the deployment of the net proceeds from the Private Placement, the net proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions or used to repay outstanding borrowings or for any other purpose as the Manager may, in its absolute discretion, deem fit.

The Manager will make periodic announcements on the utilisation of the net proceeds of the Private Placement via SGXNet as and when such funds are materially utilised and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. Where there is any material deviation from the stated use of proceeds, the Manager will announce the reasons for such deviation.

#### 4. RATIONALE FOR THE PRIVATE PLACEMENT

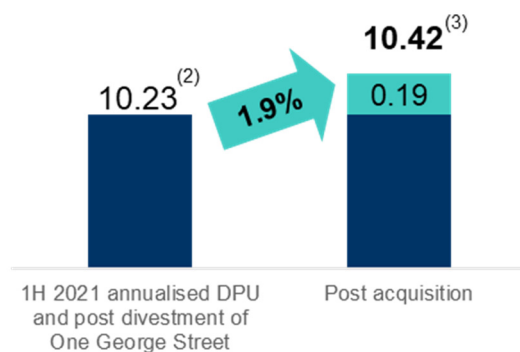
The Manager intends to use the net proceeds from the Private Placement to finance part of the total acquisition cost of the proposed Acquisitions.

The Manager believes that the proposed Acquisitions will bring the following benefits to the unitholders in CICT (the “**Unitholders**”):

- The proposed Acquisitions are in line with CICT’s value creation strategy through portfolio reconstitution;
- Benefit from recovery potential with the reopening of Sydney;
- The proposed Acquisitions are quality assets that complement CICT’s strategy, enhances resilience and diversity of portfolio;
- The proposed Acquisitions are DPU accretive to Unitholders; and
- Leverages Sponsor’s established platform.

The Acquisitions are accretive to CICT’s distribution per Unit (as defined herein) (“**DPU**”) based on a funding mix of debt, divestment proceeds and equity. For illustrative purposes, if the Acquisitions were completed on 1 January 2021, on a pro forma 1H 2021 basis, the effect on CICT’s DPU will be as follows:

**Pro forma DPU (S\$ cents)<sup>(1)</sup>**



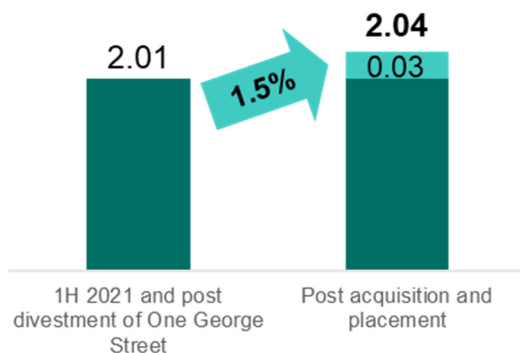
**Notes:**

- (1) Assuming a loan-to-value of approximately 50% for the Acquisitions and the balance of the purchase consideration to be funded from a combination of partial net sales proceeds from the divestment of 50.0% interest in One George Street ("**Divestment**") and equity (based on the deployment of S\$150 million from the proceeds of the Private Placement).
- (2) DPU for 1H 2021 on an annualised basis, and assuming the Divestment had been completed on 1 January 2021.
- (3) Based on CICT's pro forma DPU for 1H 2021 on an annualised basis and the Implied NPI. The Implied NPI is based on the annualised 1H 2021 NPI of the properties and taking into account the following assumptions: (a) the acquisition of the two trusts were completed on 1 January 2021 and held and operated to 30 June 2021; (b) including tenants' incentives for 66 Goulburn Street and 100 Arthur Street for 1H 2021 borne by the Vendor, as well as the rental guarantee for 100 Arthur Street; (c) the tenants and committed tenants of 100 Arthur Street as at 30 September 2021 were in place on 1 January 2021. Without the Rental Guarantee (as described in Acquisition Announcement), the pro forma DPU for 1H 2021 on an annualised basis would be 10.33 cents, translating to 1.0% DPU accretion.

The pro forma aggregate leverage of CICT is expected to be approximately 40.2% based on the funding mix.

The adjusted net asset value per Unit will increase following the Acquisitions. For illustrative purposes, if the Acquisitions were completed as at 30 June 2021, on a pro forma 1H 2021 basis, the effect on CICT's net asset value ("**NAV**") per Unit is as follows:

**Pro forma Adjusted NAV per Unit (S\$)<sup>(1)</sup>**



**Note:**

- (1) Assuming the Divestment and the Acquisitions were completed as at 30 June 2021.

See announcement of CICT titled “Proposed Acquisition of 66 Goulburn Street and 100 Arthur Street, Sydney, Australia” dated 3 December 2021 (the “**Acquisition Announcement**”) for further details, including the rationale of the proposed Acquisitions.

The Manager believes that the Private Placement is an overall efficient and beneficial method of raising funds to partially finance the proposed Acquisitions.

## 5. **AUTHORITY TO ISSUE NEW UNITS**

The New Units will be issued pursuant to a general mandate (the “**General Mandate**”) given to the Manager at the annual general meeting (“**AGM**”) of CICT held on 14 April 2021.

Pursuant to the General Mandate, the Manager may issue new Units, make or grant offers, agreements or options (collectively, the “**Instruments**”) and issue Units in pursuance of such Instruments, during the period from 14 April 2021 until (i) the conclusion of the next AGM of CICT or (ii) the date by which the next AGM of CICT is required by applicable laws and regulations or the trust deed of CICT to be held, whichever is the earlier, unless such authority is earlier revoked or varied by the Unitholders in a general meeting.

The aggregate number of Units which the Manager may issue (including new Units to be issued pursuant to Instruments) under the General Mandate must not exceed 50% of the total number of Units in issue as at 14 April 2021 (the “**Base Figure**”), of which the aggregate number of new Units issued other than on a *pro-rata* basis to Unitholders shall not be more than 20% of the Base Figure.

The Base Figure, being the number of Units in issue as at 14 April 2021, was 6,473,592,581.

The amount of Units that can be issued under the General Mandate on a *pro-rata* basis to existing Unitholders is 3,236,796,291 Units, of which no more than 1,294,718,516 Units may be issued for a non *pro-rata* placement. The Manager has issued 7,474,759 Units under the General Mandate since 14 April 2021 on a non *pro-rata* basis.

The 103,627,000 New Units to be issued pursuant to the Private Placement would constitute 1.6% of the Base Figure, which is within the 20.0% limit for issue of new Units other than on a *pro-rata* basis. Accordingly, the New Units under the Private Placement fall within the limit approved under the General Mandate.

## 6. **ELIGIBILITY TO PARTICIPATE IN THE PRIVATE PLACEMENT**

The offer of New Units under the Private Placement will be made to institutional, accredited and other investors.

The New Units to be offered under the Private Placement have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or the securities laws of any state or jurisdiction of the United States, or under the securities laws of any other jurisdiction, and may not be offered, sold, resold, granted, delivered, allotted, taken up or transferred, directly or indirectly, in the United States, except pursuant to an exemption from the registration requirements of the Securities Act and in compliance with applicable state laws.

The Manager, along with the Joint Bookrunners and Underwriters, reserve the absolute discretion in determining whether to allow such participation as well as the persons who may be allowed to do so.

## **7. STATUS OF THE NEW UNITS**

### **7.1 Entitlement to Advanced Distribution**

CICT's policy is to distribute its distributable income on a semi-annual basis to Unitholders.

In connection with the Private Placement, the Manager intends to declare, in respect of the Units in issue on the day immediately prior to the date on which the New Units pursuant to the Private Placement are issued (the **"Existing Units"**, each an **"Existing Unit"**), a distribution of the distributable income for the period from 1 July 2021 to the day immediately prior to the date on which the New Units are issued pursuant to the Private Placement (the **"Advanced Distribution"**).

The New Units are expected to be listed on the SGX-ST on 16 December 2021. The current expectation of the Manager is that the quantum of taxable distribution per Existing Unit under the Advanced Distribution is estimated to be between 4.80 cent and 4.90 cents<sup>1</sup>. The actual quantum of the distribution per Existing Unit under the Advanced Distribution (which may differ from the estimate above) will be announced on a later date.

The next distribution following the Advanced Distribution will comprise CICT's distributable income for the period from the day the New Units are issued pursuant to the Private Placement to 31 December 2021. Semi-annual distributions will resume thereafter.

The Advanced Distribution is intended to ensure that the distributable income accrued by CICT up to the day immediately preceding the date of issue of the New Units (which at this point, will be entirely attributable to the Existing Units) is only distributed in respect of the Existing Units, and is being proposed as a means to ensure fairness to holders of the Existing Units.

**For the avoidance of doubt, holders of the New Units to be issued pursuant to the Private Placement will not be entitled to participate in the distribution of any distributable income accrued by CICT prior to the date of issue of the New Units (including the Advanced Distribution).**

### **7.2 Status of New Units issued pursuant to the Private Placement**

The New Units issued pursuant to the Private Placement will, upon issue, rank *pari passu* in all respects with the Existing Units, including the right to CICT's distributable income from the day of issuance of the New Units under the Private Placement as well as all distributions thereafter, other than in respect of the Advanced Distribution.

**For the avoidance of doubt, the holders of the New Units to be issued pursuant to the Private Placement will not be entitled to the Advanced Distribution.**

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<sup>1</sup> This amount is an estimate only based on information currently available to the Manager and the Manager's estimate of CICT's revenue and expenses for the relevant period on a pro-rata basis and the actual Advanced Distribution may differ.

**8. APPLICATION TO THE SGX-ST FOR APPROVAL IN-PRINCIPLE**

The Manager will make a formal application to the SGX-ST for the listing of, dealing in, and quotation of, the New Units on the Main Board of the SGX-ST. An appropriate announcement will be made upon the receipt of such in-principle approval from the SGX-ST.

**BY ORDER OF THE BOARD**

CapitaLand Integrated Commercial Trust Management Limited  
(Registration Number: 200106159R)  
As manager of CapitaLand Integrated Commercial Trust

Lee Ju Lin, Audrey  
Company Secretary  
7 December 2021

## Important Notice

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, European Economic Area the United Kingdom, Canada, Japan or Australia, and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.

The securities referred to herein 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 in the United States absent registration or an exemption from registration under the U.S. Securities Act or under the securities laws of any state or other jurisdiction of the United States, and any such new Units 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 U.S. Securities Act and in compliance with any applicable state securities laws. Any public offering of securities to be made in the United States would be made by means of a prospectus that may be obtained from an issuer and would contain detailed information about such issuer and the management, as well as financial statements. There will be no public offering of the securities referred to herein in the United States.

The past performance of CapitaLand Integrated Commercial Trust (“**CICT**”) is not indicative of future performance. The listing of the units in CICT (“**Units**”) on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) does not guarantee a liquid market for the Units. The value of the Units and the income from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, CapitaLand Integrated Commercial Trust Management Limited, as manager of CICT (the “**Manager**”), or any of its affiliates. An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request that the Manager redeem or purchase their Units while the Units are listed on the SGX-ST. It is intended that holders of Units may only deal in their Units through trading on the SGX-ST.

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units.

This announcement may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from other developments or companies, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager’s current view on future events.

### **Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore:**

The New Units are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in the Monetary Authority of Singapore (“**MAS**”) Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).