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CAPITALAND RETAIL CHINA TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 23 October 2006 (as amended))

CLOSE OF UPSIZED PRIVATE PLACEMENT OF NEW UNITS IN CAPITALAND RETAIL CHINA TRUST AT AN ISSUE PRICE OF S\$1.612 PER UNIT

1. Introduction

Further to the announcement dated 28 November 2017 (the "**Announcement**") in relation to the launch of the private placement of 51,514,000 new units in CapitaLand Retail China Trust ("**CRCT**") ("**New Units**") at an issue price of between S\$1.553 and S\$1.612 per New Unit (both figures inclusive) (the "**Private Placement**"), CapitaLand Retail China Trust Management Limited, as manager of CRCT (the "**Manager**"), wishes to announce that the Private Placement has been over-subscribed and that DBS Bank Ltd. ("**DBS**" or the "**Sole Bookrunner and Underwriter**") has, in consultation with the Manager, closed the books of orders for the Private Placement on 29 November 2017.

The issue price has been fixed at the top end of the price range at S\$1.612 per New Unit (the "**Issue Price**") and the Upsize Option (as defined in the Announcement) has been exercised in full. With the exercise of the Upsize Option, a total of 64,392,000 New Units will be issued, increasing the aggregate gross proceeds raised to S\$103.8 million.

2. Issue Price

The Issue Price of S\$1.612 per New Unit represents a discount of:

- (i) approximately 3.5% to the volume weighted average price ("**VWAP**") of S\$1.6707 per unit in CRCT ("**Unit**"), of trades in the Units done on Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the Market Day¹ on 28 November 2017 (being the date on which the placement agreement between the Manager and Sole Bookrunner and Underwriter (the "**Placement Agreement**") was entered into); and
- (ii) (for illustrative purposes only) approximately 1.2% to the adjusted VWAP² ("**Adjusted VWAP**") of S\$1.6316 per Unit.

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 trades in the Units done on the SGX-ST for the Market Day on 28 November 2017 (being the date on which the Placement Agreement was entered into) and subtracting the Advanced Distribution (as defined in the Announcement). This amount is only an estimate based on information currently available to the Manager, and the actual Advanced Distribution may differ.

3. Use of Proceeds

Further to the Announcement and subject to relevant laws and regulations, the Manager intends to use the aggregate gross proceeds of approximately S\$103.8 million from the Private Placement in the following manner:

- (i) approximately S\$101.7 million (which is equivalent to approximately 98.0% of the gross proceeds of the Private Placement) to partially fund the joint acquisition of Rock Square, a property located in Guangzhou, China, with CapitaLand Limited (the “**Proposed Acquisition**”) (please refer to the announcement titled “Joint Acquisition of 100% interest in Special Purpose Company which holds Rock Square, Guangzhou, China” dated 28 November 2017 issued by the Manager for further details on the Proposed Acquisition); and
- (ii) approximately S\$2.1 million (which is equivalent to approximately 2.0% of the gross proceeds of the Private Placement) to pay the estimated fees and expenses to be incurred by CRCT in connection with the Private Placement.

Notwithstanding its current intention, 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, to repay existing indebtedness.

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 be used to repay outstanding borrowings or for any other purpose on a short-term basis 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. Listing of, Dealing in and Quotation of the New Units

The trading of the New Units on the SGX-ST is currently expected to commence at 9.00 a.m. on 7 December 2017.

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 announcement will be made upon the receipt of such in-principle approval from the SGX-ST.

The Private Placement shall be subject to certain conditions precedent set out in the Placement Agreement, including the receipt of the approval in-principle of the SGX-ST for the listing of, dealing in, and quotation of, the New Units on the Main Board of the SGX-ST.

5. Placement of New Units to DBS’ Treasury Investments Unit (“DBS TI”)

DBS TI has been allocated 1,000,000 New Units under the Private Placement. CapitaLand Limited (the “**Sponsor**”) is a substantial unitholder of CRCT. As of the date of this announcement and based on information available to the Manager, Temasek Holdings (Private) Limited (“**Temasek**”) owns 39.99% of the Sponsor. Accordingly, Temasek, through

its interest in the Sponsor, is deemed a substantial unitholder of CRCT. DBS is a wholly owned subsidiary of DBS Group Holdings Ltd (“**DBSH**”) and as of 30 September 2017, Temasek had a direct and deemed interest of 29.05% in DBSH.

In response to an application by DBS, which is the Sole Bookrunner and Underwriter, the SGX-ST has stated that it has no objections to the placement of New Units to DBS TI pursuant to Rule 812(4) of the Listing Manual of the SGX-ST, subject to the following conditions: (a) DBS operates independently from and is not involved in the management of CRCT and the Sponsor, and save for Ms. Euleen Goh Yiu Kiang, who is a non-executive and independent director of both the Sponsor and DBS, the Manager, the Sponsor and DBS do not share any common director; (b) the Private Placement is for the purpose of acquisition in the ordinary course of business; (c) Temasek’s charter provides that it will only provide strategic directions to CRCT and the Sponsor and it does not involve itself in their day-to-day commercial decisions; (d) Temasek does not have board representation in the Manager or the Sponsor; (e) the Private Placement is effected through an independent process of book building and the allocation and pricing of the Private Placement will be done in consultation and with the approval of CRCT; (f) any amount placed to DBS should not be more than 25.0% of the total New Units under the Private Placement; (g) DBSH not increasing its interest in CRCT above 5.0%; and (h) disclosure via SGXNET by CRCT of the placement to DBS TI and disclosure of the above conditions.

BY ORDER OF THE BOARD

CapitaLand Retail China Trust Management Limited
(Registration Number: 200611176D)
As manager of CapitaLand Retail China Trust

Tan Lee Nah
Company Secretary
29 November 2017

IMPORTANT NOTICE

This announcement is for information purposes only and does not constitute an offer for sale or an invitation or offer to acquire, purchase or subscribe for units in CapitaLand Retail China Trust (“**Units**”) in the United States or any other jurisdiction. This announcement is not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia), Canada or Japan. The Units referred to herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state of the United States or other jurisdiction, and the Units may not be offered or sold in the United States, absent registration or an exemption from, the registration requirements under the Securities Act and applicable state or local securities laws. No public offering of securities is being made in the United States.

The value of Units and the income derived from them, if any, may fall or rise. The Units are not obligations of, deposits in, or guaranteed by, CapitaLand Retail China Trust Management Limited (the “**Manager**”), as manager of CapitaLand Retail China Trust, or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that unitholders may only deal in their Units through trading on Singapore Exchange Securities Trading Limited (“**SGX-ST**”). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of CapitaLand Retail China Trust is not necessarily indicative of the future performance of CapitaLand Retail China Trust.

This announcement may contain forward-looking statements that involve 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 similar developments, shifts in expected levels of property rental income, changes in operating expenses, (including employee wages, benefits and training costs), property expenses and 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.