

**NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES, EUROPEAN  
ECONOMIC AREA, CANADA, JAPAN OR AUSTRALIA**



**CAPITALAND MALL 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 MALL TRUST TO  
RAISE GROSS PROCEEDS OF NO LESS THAN S\$250.0 MILLION**

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**1. INTRODUCTION**

CapitaLand Mall Trust Management Limited, in its capacity as manager of CapitaLand Mall Trust ("**CMT**", and the manager of CMT, the "**Manager**"), wishes to announce the proposed private placement of 122,011,000 new units in CMT ("**Unit**" and the new Units, the "**New Units**") to eligible institutional, accredited and other investors at an issue price of between S\$2.049 and S\$2.097 per New Unit (both figures inclusive) (the "**Issue Price Range**") to raise gross proceeds of no less than S\$250.0 million (the "**Private Placement**"), subject to an upsize option to raise additional gross proceeds of up to approximately S\$25.0 million (the "**Upsize Option**").

**2. DETAILS OF THE PRIVATE PLACEMENT**

DBS Bank Ltd. and J.P. Morgan (S.E.A.) 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.

The Issue Price Range of between S\$2.049 and S\$2.097 per New Unit (both figures inclusive) represents a discount of between:

- (i) approximately 2.52% and 4.75% to the volume weighted average price ("**VWAP**")

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

of S\$2.1512 per Unit for trades in the Units done on the SGX-ST for the Market Day<sup>1</sup> on 25 October 2018 (being the Market Day on which the Placement Agreement was signed); and

- (ii) (for illustrative purposes only) approximately 0.51% and 2.79% to the adjusted VWAP<sup>2</sup> of S\$2.1077 per Unit.

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\$250.0 million (based on the minimum of the Issue Price Range of S\$2.049 per New Unit and assuming the Upsize Option is not exercised) from the Private Placement in the following manner:

- (i) approximately S\$245.6 million (which is equivalent to approximately 98.2% of the gross proceeds of the Private Placement) to partially finance the acquisition (the “**Acquisition**”) of the balance 70.0% of the units of Infinity Mall Trust which holds Westgate and the associated costs<sup>3</sup>; and
- (ii) approximately S\$4.4 million (which is equivalent to approximately 1.8% of the gross proceeds of the Private Placement) to pay the estimated transaction-related expenses, including professional fees and expenses, incurred or to be incurred by CMT 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, the Manager may, subject to relevant laws and regulations, use the net proceeds from the Private Placement of approximately S\$245.6 million 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 used to repay outstanding borrowings or for any other purpose as the Manager may, in its absolute discretion, deem fit.

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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 25 October 2018 (being the Market Day on which the Placement Agreement was signed) and subtracting the mid-point of the estimated Cumulative Distribution (as defined herein) of 4.35 cents per Unit. This amount is only an estimate based on information currently available to the Manager and the Manager’s estimate of CMT’s revenue and expenses for the relevant period on a pro-rata basis, and the actual Cumulative Distribution may differ.

3 The Manager may drawdown on loans for the completion of the Acquisition and use the proceeds from the Private Placement to repay such borrowings.

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 towards the Acquisition. See the announcement dated 27 August 2018 titled “Proposed Acquisition of the Balance 70.0% of the Units in Infinity Mall Trust which holds Westgate” for further details of the Acquisition. The Manager believes that the Private Placement is an overall efficient and beneficial method of raising funds to partially finance the Acquisition.

#### **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**”) held on 17 April 2018.

Pursuant to the General Mandate, the Manager may, during the period from 17 April 2018 to (i) the conclusion of the next AGM of CMT or (ii) the date by which the next AGM of CMT is required by applicable laws and regulations or the trust deed of CMT to be held, whichever is earlier, issue new Units and/or securities, warrants, debentures or other instruments convertible into Units (“**Convertible Securities**”) such that the number of new Units (and/or Units into which the Convertible Securities may be converted) does not exceed 50.0% of the total number of Units in issue as at 17 April 2018 (the “**Base Figure**”), of which the aggregate number of new Units (and/or Units into which the Convertible Securities may be converted) issued other than on a pro-rata basis to existing holders of units in CMT (“**Unitholders**”), shall not be more than 20.0% of the Base Figure.

The Base Figure, being the number of Units in issue as at 17 April 2018, was 3,548,126,679.

The amount of Units that can be issued under the General Mandate on a pro-rata basis to existing Unitholders is 1,774,063,339 Units, of which no more than 709,625,335 Units may be issued for a non pro-rata placement. The Manager has issued 798,950 Units since 17 April 2018 on a non pro-rata basis.

134,213,000 New Units (inclusive of the Upsize Option) to be issued pursuant to the Private Placement, together with the Units issued since 17 April 2018, would constitute 3.8% 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 prior approval of the Unitholders is not required for the issue of the New Units under the Private Placement.

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

The offer of New Units under the Private Placement will be made to eligible 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 Cumulative Distribution**

On 25 October 2018 (before trading hours), the Manager had announced a quarterly distribution of 2.92 cents per Unit for the period from 1 July 2018 to 30 September 2018 (the “**3QFY18 Distribution**”). CMT’s policy is to distribute its distributable income on a quarterly 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**”), a distribution of the distributable income for the period from 1 October 2018 to the day immediately prior to the date on which the New Units are issued pursuant to the Private Placement (the “**Advanced Distribution**” and together with 3QFY18 Distribution, the “**Cumulative Distribution**”).

The current expectation of the Manager is that the quantum of taxable distribution per Existing Unit under the Cumulative Distribution is estimated to be between 4.30 cents<sup>1</sup> and 4.40 cents. The actual quantum of the distribution per Unit under the Cumulative Distribution (which may differ from the estimate above) will be announced on a later date.

For the avoidance of doubt, holders of the New Units will not be entitled to participate in the distribution of any distributable income accrued by CMT prior to the date of issue of the New Units (including the Cumulative Distribution). The New Units are expected to be listed on the SGX-ST on 8 November 2018.

The next distribution thereafter will comprise CMT’s distributable income for the period from the day the New Units are issued pursuant to the Private Placement to 31 December 2018. Quarterly distributions will resume thereafter.

The Cumulative Distribution is intended to ensure that the distributable income accrued by CMT up to the day immediately preceding the date of issue of the New Units (which at this

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<sup>1</sup> This amount is based on the aggregate of (i) the distributions for the period from 1 July 2018 to 30 September 2018 and (ii) an estimate of the distributions for the period from 1 October 2018 to the day immediately prior to the date on which the New Units are issued pursuant to the Private Placement based on information currently available to the Manager and the Manager’s estimate of CMT’s revenue and expenses for the relevant period on a pro-rata basis and the actual Cumulative Distribution may differ.

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.

#### **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 CMT'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 Cumulative 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 Cumulative Distribution.**

#### **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 Mall Trust Management Limited  
(Company Registration No. 200106159R)  
As manager of CapitaLand Mall Trust

Lee Ju Lin, Audrey  
Company Secretary  
25 October 2018

## **Important Notice**

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, CapitalLand Mall Trust Management Limited (the “**Manager**”), as manager of CapitalLand Mall Trust (“**CMT**”), 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 (the “**SGX-ST**”). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

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

The past performance of CMT is not necessarily indicative of the future performance of CMT.

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.

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, European Economic Area, 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 Securities Act, and may not be offered or sold in the United States absent registration or an exemption from registration under the 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 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.

**Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore:** The 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 MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).