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## **CAPITAMALLS ASIA LIMITED**

**凱德商用產業有限公司\***

(Singapore Company Registration Number: 200413169H)  
(Incorporated in the Republic of Singapore with limited liability)

**(Hong Kong Stock Code: 6813)**

**(Singapore Stock Code: JS8)**

### **OVERSEAS REGULATORY ANNOUNCEMENT INSIDE INFORMATION**

This announcement is issued pursuant to Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rules 13.09(2)(a) and 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the next page for the document which has been published by Credit Suisse (Singapore) Limited and Morgan Stanley Asia (Singapore) Pte. for and on behalf of Sound Investment Holdings Pte. Ltd., a wholly-owned subsidiary of CapitaLand Limited, on the website of the Singapore Exchange Securities Trading Limited under CapitaMalls Asia Limited on 2 May 2014.

BY ORDER OF THE BOARD  
**CapitaMalls Asia Limited**  
**Tan Lee Nah**  
Company Secretary

Hong Kong, 2 May 2014

*As at the date of this announcement, the board of directors of the Company comprises Mr Ng Kee Choe (Chairman and non-executive director); Mr Lim Beng Chee as executive director; Mr Lim Ming Yan and Mr Lim Tse Ghow Olivier as non-executive directors; and Mr Sunil Tissa Amarasuriya, Tan Sri Amirsham A Aziz, Dr Loo Choon Yong, Mrs Arfat Pannir Selvam, Mr Bob Tan Beng Hai and Professor Tan Kong Yam as independent non-executive directors.*

\* For identification purposes only

General Announcement::Voluntary Conditional Cash Offer for CapitaMalls Asia Limited - Dealings Disclosure

Issuer & Securities

|                        |   |
|------------------------|---|
| <b>Issuer/ Manager</b> | CAPITAMALLS ASIA LIMITED                      |
| <b>Securities</b>      | CAPITAMALLS ASIA LIMITED - SG1Z05950543 - JS8 |

Announcement Details

|  |   |
|--|---|
| <b>Announcement Title</b>  | General Announcement  |
| <b>Date &amp; Time of Broadcast</b>  | 02-May-2014 09:33:31  |
| <b>Status</b>  | New   |
| <b>Announcement Sub Title</b>  | Voluntary Conditional Cash Offer for CapitaMalls Asia Limited - Dealings Disclosure |
| <b>Announcement Reference</b>  | SG140502OTHRZ4OY  |
| <b>Submitted By (Co./ Ind. Name)</b>   | Pankaj Goel   |
| <b>Designation</b>   | Managing Director   |
| <b>Description (Please provide a detailed description of the event in the box below)</b> | Please see attached.  |
| <b>Attachments</b>   | <p><a href="#">Dealings Disclosure dtd 2 5 2014.pdf</a></p> <p>Total size =76K</p>  |

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## VOLUNTARY CONDITIONAL CASH OFFER

by

### SOUND INVESTMENT HOLDINGS PTE. LTD.

*(Incorporated in the Republic of Singapore)  
(Company Registration No. 201410701H)*

a wholly-owned subsidiary of



### CAPITALAND LIMITED

*(Incorporated in the Republic of Singapore)  
(Company Registration No. 198900036N)*

for



### CAPITAMALLS ASIA LIMITED

凱德商用產業有限公司\*

*(Incorporated in the Republic of Singapore with limited liability)  
(Singapore Company Registration Number: 200413169H)  
(Hong Kong Stock Code: 6813)  
(Singapore Stock Code: JS8)*

Joint Financial Advisers to the Offeror and CapitaLand



#### CREDIT SUISSE (SINGAPORE) LIMITED

*(Incorporated in the Republic of Singapore)  
(Company Registration No. 197702363D)*

Morgan Stanley

#### MORGAN STANLEY ASIA (SINGAPORE) PTE.

*(Incorporated in the Republic of Singapore)  
(Company Registration No. 199206298Z)*

## DEALING DISCLOSURE

### 1. Introduction

Reference is made to:

- (i) the voluntary conditional cash offer ("**Offer**") by Sound Investment Holdings Pte. Ltd. ("**Offeror**"), a wholly-owned subsidiary of CapitaLand Limited ("**CapitaLand**"), for all the remaining ordinary shares ("**Shares**") in the capital of CapitaMalls Asia Limited ("**CMA**"),

CapitaLand's subsidiary, with a view to delist CMA, announced on 14 April 2014 ("**Offer Announcement**"); and

- (ii) the Offer Document dated 28 April 2014 (the "**Offer Document**") in relation to the Offer.

Unless otherwise defined, capitalised terms in this Announcement have the same meanings as defined in the Offer Document.

## 2. Dealings

Pursuant to Rule 12.1 of the Singapore Code on Take-overs and Mergers (the "**Code**"), the Offeror reports the following dealing on the Singapore Exchange Securities Trading Limited ("**SGX-ST**")<sup>1</sup> by the Offeror:

| Date of Dealing | Nature of Dealing | Number of Shares | Consideration per Share <sup>2</sup> |
|-----------------|-------------------|------------------|--------------------------------------|
| 30 April 2014   | Purchase          | 1,253,000        | S\$2.20                              |

Following the dealing reported above, the Offeror holds 194,766,000 Shares, representing approximately 5.0% of the issued share capital of CMA<sup>3</sup>.

## 3. Aggregate Shareholdings

|  | Offeror  | CapitaLand  | Offeror and Concert Parties                    |
|--|--|---|--|
|  | No. of Shares (Shareholding percentage in CMA) | No. of Shares (Shareholding percentage in CMA) <sup>4</sup> | No. of Shares (Shareholding percentage in CMA) |
| Shares owned, controlled or agreed to be acquired as at 14 April 2014 (" <b>Offer Announcement Date</b> ")               | Nil (0%)                                       | 2,544,020,000 (65.3%)                                       | 2,548,389,708 (65.4%) <sup>5</sup>             |
| Shares acquired or agreed to be acquired between the Offer Announcement Date and up to close of trading on 30 April 2014 | 194,766,000 (5.0%)                             | Nil (0%)  | 194,766,000 (5.0%)                             |

<sup>1</sup> In this Announcement, Shares agreed to be acquired pursuant to a trade on the SGX-ST on a trading day shall be regarded as being acquired on such trading day, notwithstanding that settlement of that trade will occur on a later trading day.

<sup>2</sup> Excluding brokerage fee, clearing fee and applicable tax.

<sup>3</sup> In this Announcement, the percentage of CMA shareholding is computed based on the aggregate Shares in issue of 3,897,695,302 as at 21 April 2014.

<sup>4</sup> This excludes the Shares owned, controlled or agreed to be acquired by the Offeror.

<sup>5</sup> This figure excludes the short position of Morgan Stanley & Co International plc (an associate of Morgan Stanley Asia (Singapore) Pte.) of 466,563 Shares which are either covered by securities borrowing or arise from certain derivative transactions.

|   | <b>Offeror</b>  | <b>CapitaLand</b>   | <b>Offeror and Concert Parties</b>                    |
|---|---|---|---|
|   | <b>No. of Shares (Shareholding percentage in CMA)</b> | <b>No. of Shares (Shareholding percentage in CMA)<sup>4</sup></b> | <b>No. of Shares (Shareholding percentage in CMA)</b> |
| Shares owned, controlled or agreed to be acquired as at close of trading on 30 April 2014 | 194,766,000 (5.0%)                                    | 2,544,020,000 (65.3%)   | 2,743,155,708 (70.4%) <sup>5</sup>                    |

#### **4. Responsibility Statement**

**4.1 Directors of Offeror.** The directors of the Offeror (including any who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or publicly available sources, the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

**4.2 Directors of CapitaLand.** The directors of CapitaLand (including any who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or publicly available sources, the sole responsibility of the directors of CapitaLand has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by

**Credit Suisse (Singapore) Limited and Morgan Stanley Asia (Singapore) Pte.**

For and on behalf of

**Sound Investment Holdings Pte. Ltd.**

2 May 2014

Singapore