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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 5 June 2014.

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

Hong Kong, 5 June 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

## REPL::Tender/ Acquisition/ Takeover/ Purchase Offer::Voluntary

## Issuer &amp; Securities

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

## Announcement Details

<b>Announcement Title</b>	Voluntary Tender/ Acquisition/ Takeover/ Purchase Offer
<b>Date &amp; Time of Broadcast</b>	05-Jun-2014 07:03:50
<b>Status</b>	Replacement
<b>Corporate Action Reference</b>	SG140414TENDQOE0
<b>Submitted By (Co./ Ind. Name)</b>	Credit Suisse / Pankaj Goel
<b>Designation</b>	Managing Director
<b>Percentage Sought (%)</b>	7.3

## Event Narrative

<b>Narrative Type</b>	<b>Narrative Text</b>
Offeror	Sound Investment Holdings Pte. Ltd.
Additional Text	Offeror and CapitaLand own more than 90% of shares in CMA

## Disbursement Details

<b>Acceptance Period</b>	28/04/2014-09/06/2014
<b>Existing Security Details</b>	
<b>Disbursement Type</b>	Cash
<b>Cash Payment Details</b>	
<b>Offer Price</b>	SGD 2.35
<b>Attachments</b>	<a href="#">90_per cent shareholding in CMA dtd 05_06_2014.pdf</a> Total size =221K
<b>Related Announcements</b>	<a href="#">21/05/2014 19:44:45</a> <a href="#">16/05/2014 08:01:36</a> <a href="#">28/04/2014 17:36:07</a> <a href="#">14/04/2014 14:08:45</a>

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## VOLUNTARY UNCONDITIONAL 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)  
(Singapore Stock Code: JS8)  
(Hong Kong Stock Code: 6813)*

Joint Financial Advisers to the Offeror and CapitaLand

  
**CREDIT SUISSE**  
**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)*

## OFFEROR AND CAPITALAND OWN MORE THAN 90% OF SHARES IN CMA

### 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

\* For identification purposes only.

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, which has been declared unconditional in all respects on 16 May 2014;

- (ii) the Offer Document dated 28 April 2014 (the “**Offer Document**”) in relation to the Offer;
- (iii) the announcement dated 16 May 2014 in relation to the revision of the Offer Price and the waiver of the Acceptance Condition; and
- (iv) the announcement dated 5 June 2014 (“**Dealing Disclosure**”) in relation to the dealing in Shares by Offeror and the latest level of acceptances of the Offer as at 4 June 2014.

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

## **2. Level of Acceptances and Aggregate Shareholdings**

As announced in the Dealing Disclosure, as at 5.00 p.m. on 4 June 2014, the Offeror has received in aggregate valid acceptances in respect of 450,164,267 Shares, representing approximately 11.5% of the issued share capital of CMA<sup>1</sup> which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties as at the same date, comprise an aggregate of 3,614,324,178 Shares, representing approximately 92.7% of the issued share capital of CMA.

## **3. Trading Suspension and Delisting**

Under Rule 1303(1) of the Listing Manual, as the Offeror and its Concert Parties have, through acceptances or otherwise, succeeded in holding more than 90% of the Shares in issue, **the SGX-ST will suspend trading of the Shares on the SGX-ST at the close of the Offer.**<sup>2</sup>

As stated in the Offer Document, the Offeror and CapitaLand intend to make CMA a wholly-owned subsidiary of CapitaLand and do not intend to preserve the listing status of CMA. **Therefore, the Offeror and CapitaLand do not intend to support any action or take any steps to maintain the listing status of CMA or to restore the free float of the Shares consistent with their intention to delist CMA from the SGX-ST.**<sup>3</sup>

Additionally, an application has been made to the SGX-ST for the delisting of CMA.<sup>4</sup>

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<sup>1</sup> In this Announcement, the percentage of CMA shareholding is computed based on 3,897,824,435 Shares in issue as at 2 June 2014.

<sup>2</sup> The trading of the Shares on HKSE will also be suspended at the close of the Offer following the suspension of trading in the Shares on the SGX-ST.

<sup>3</sup> Consistent with the intention of the Offeror and CapitaLand to delist CMA from the SGX-ST, they also intend to delist CMA from HKSE.

<sup>4</sup> A separate application will be made to HKSE for the delisting of CMA from HKSE.

#### **4. Offer Remains Open for Acceptances**

**The Offer remains open for acceptances until 5.30 p.m. (Singapore time) on 9 June 2014 (or such later date(s) as may be announced from time to time by or on behalf of the Offeror). If you wish to accept the Offer, you may do so by following the procedures for acceptance of the Offer as set out in the Offer Document and the relevant Acceptance Forms.**

You should read and carefully consider the recommendation of the directors of CMA who are considered independent in relation to the Offer and the opinion of the independent financial adviser to such directors as set out in CMA's supplemental circular to Shareholders dated 23 May 2014 before taking any action in relation to the Offer. If you are in any doubt about the Offer, you should consult your stockbroker, bank manager, solicitor or other professional adviser immediately. All Overseas Shareholders should inform themselves about, and observe, any applicable requirements in their own jurisdictions.

#### **5. Responsibility Statement**

- 5.1 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.

- 5.2 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.**

5 June 2014

Singapore