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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

Tender/ Acquisition/ Takeover/ Purchase Offer::Voluntary

Issuer & Securities

Issuer/ Manager	CAPITAMALLS ASIA LIMITED
Security	CAPITAMALLS ASIA LIMITED - SG1Z05950543 - JS8

Announcement Details

Announcement Title	Voluntary Tender/ Acquisition/ Takeover/ Purchase Offer
Date & Time of Broadcast	05-Jun-2014 07:07:32
Status	New
Corporate Action Reference	SG140605TEND519V
Submitted By (Co./ Ind. Name)	Tan Lee Nah
Designation	Company Secretary
Percentage Sought (%)	92.7

Event Narrative

Narrative Type	Narrative Text
Offeror	Sound Investment Holdings Pte. Ltd.
Additional Text	Voluntary Unconditional Cash Offer for CapitaMalls Asia Limited SGX-ST Public Float Requirement

Disbursement Details

Existing Security Details	
Disbursement Type	Cash
Cash Payment Details	
Offer Price	SGD 2.35
Attachments	20140604_CMA_eAnnc_SGXPublicFloat_clean_final.pdf 20140604_CMA_cAnnc_SGXPublicFloat_clean_final.pdf Total size =505K

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ANNOUNCEMENT

VOLUNTARY UNCONDITIONAL CASH OFFER FOR CAPITAMALLS ASIA LIMITED

SGX-ST PUBLIC FLOAT REQUIREMENT

1. INTRODUCTION

1. The Board of Directors (the "Board") of CapitaMalls Asia Limited ("**CMA**" or the "**Company**") refers to:
 - (a) the voluntary conditional cash offer (the "**Offer**") by Sound Investment Holdings Pte. Ltd. (the "**Offeror**"), a wholly-owned subsidiary of CapitaLand Limited ("**CapitaLand**"), for all the remaining ordinary shares (the "**Shares**") in the capital of the Company, with a view to delist CMA, announced on 14 April 2014, which has been declared unconditional in all respects on 16 May 2014;
 - (b) the offeree circular dated 9 May 2014 (the "**Offeree Circular**") and the supplemental letter to the Offeree Circular dated 23 May 2014 issued by the Company in connection with the Offer;

* For identification purposes only

- (c) the announcement dated 5 June 2014 (the “**Level of Acceptances Announcement**”) announced for and on behalf of the Offeror in relation to the dealing in Shares by the Offeror and the latest level of acceptances of the Offer as at 5.00 p.m. on 4 June 2014; and
- (d) the announcement dated 5 June 2014 (the “**Relevant Announcement**”) announced for and on behalf of the Offeror in relation to the Offeror and CapitaLand having owned more than 90% of the Shares in issue.

Unless otherwise defined, capitalised terms used in this Announcement shall have the same meanings ascribed to them in the Offeree Circular.

2. SGX-ST PUBLIC FLOAT REQUIREMENT, SUSPENSION OF TRADING AND DELISTING

- 2.1 As announced in the Level of Acceptances Announcement, 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 CMA¹ 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.
- 2.2 Pursuant to Rule 1303(1) of the Listing Manual of the SGX-ST, in a take-over situation, where the percentage of an issuer’s total number of issued shares excluding treasury shares held in public² hands fall below 10%, the SGX-ST will suspend the trading of the listed securities of the issuer only at the close of the take-over offer.
- 2.3 The Board of Directors of CMA wishes to highlight that the percentage of the total number of issued Shares in public hands has fallen below 10%, and accordingly the trading of the Shares will be suspended on the SGX-ST and the HKSE at the close of the Offer.
- 2.4 According to the Relevant Announcement, 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

¹ In the Level of Acceptances Announcement, the percentage of CMA shareholding is computed based on 3,897,824,435 Shares in issue as at 2 June 2014.

² Persons other than:

- (i) directors, chief executive officer, substantial shareholders or controlling shareholders of CMA or its subsidiary companies; and
- (ii) associates of the persons in paragraph (i) above.

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 the Company who are considered independent in relation to the Offer and the opinion of the independent financial adviser to such directors as set out in the Company's supplemental letter 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.

- 2.5 In addition, under Rule 724 of the Listing Manual, the Shares may be delisted from the SGX-ST if the percentage of Shares held in public hands is not restored to at least 10% after a period of 3 months, or such longer period as the SGX-ST may agree. 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.³
- 2.6 According to the Relevant Announcement announced for and on behalf of the Offeror, an application has been made to the SGX-ST for the delisting of CMA⁴.
- 2.7 The Company will make further announcements where necessary to inform Shareholders on the listing status of the Company.

3. RESPONSIBILITY STATEMENT

The Directors of the Company (including any who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no material facts not contained in this Announcement, the omissions of which would make any statement in this Announcement misleading, and they jointly and severally accept responsibility accordingly.

³ According to the Offer Document, consistent with the intention of the Offeror and CapitaLand to delist CMA from the SGX-ST, they also intend to delist CMA from the HKSE.

⁴ The Relevant Announcement also states that a separate application will be made to the HKSE for the delisting of CMA from the HKSE.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Level of Acceptances Announcement and the Relevant Announcement), the sole responsibility of the Directors of the Company 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.

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

Singapore, 5 June 2014

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