

**MISCELLANEOUS :: CAPITAMALL TRUST - "NOTICE TO HOLDERS OF S\$350,000,000 2.125% CONVERTIBLE BONDS DUE 2014"**

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*\* Asterisks denote mandatory information*

<b>Name of Announcer *</b>	CAPITAMALLS ASIA LIMITED
<b>Company Registration No.</b>	200413169H
<b>Announcement submitted on behalf of</b>	CAPITAMALLS ASIA LIMITED
<b>Announcement is submitted with respect to *</b>	CAPITAMALLS ASIA LIMITED
<b>Announcement is submitted by *</b>	Tan Lee Nah
<b>Designation *</b>	Company Secretary
<b>Date &amp; Time of Broadcast</b>	22-Jan-2014 18:00:38
<b>Announcement No.</b>	00092

**>> ANNOUNCEMENT DETAILS**

*The details of the announcement start here ...*

<b>Announcement Title *</b>	CapitaMall Trust - "Notice to Holders of S\$350,000,000 2.125% Convertible Bonds due 2014"
<b>Description</b>	CapitaMalls Asia Limited's subsidiary, CapitaMall Trust Management Limited, the manager of CapitaMall Trust, has today issued an announcement on the above matter, as attached for information.
<b>Attachments</b>	 <a href="#">CMTNoticeToHoldersOfSGD350mCBDue2014.pdf</a> Total size =41K (2048K size limit recommended)



(Constituted in the Republic of Singapore pursuant to  
a trust deed dated 29 October 2001 (as amended))

## ANNOUNCEMENT

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### NOTICE TO HOLDERS OF S\$350,000,000 2.125% CONVERTIBLE BONDS DUE 2014

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*Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as defined in the **Conditions**.*

**NOTICE IS HEREBY GIVEN THAT** the **Manager** proposes to declare the **Quarterly Distribution**. The Transfer Books and Register of Unitholders will be closed at 5.00 p.m. on 3 February 2014 being the **Books Closure Date** to determine the **Unitholders'** entitlements to the **Quarterly Distribution**.

Condition 6.3(c) of the **Conditions** provides for an adjustment to be made to the Conversion Price of the **Bonds**, which is currently S\$2.2427 per **Unit**, if and whenever any Extraordinary Distribution is paid or made to the **Unitholders** (except where the Conversion Price falls to be adjusted under Condition 6.3(b) of the **Conditions**).

However, under Condition 6.4(l) of the **Conditions**, no adjustment shall be made to the Conversion Price where such adjustment (rounded down to the nearest S\$0.0001 if applicable) would be less than 1 per cent. of the relevant Conversion Price, provided that such amount be carried forward and taken into account in any subsequent adjustment.

Based on the estimated **Quarterly Distribution per Unit** of S\$0.0272 (being the current expectation of the **Manager** of the quantum of the distribution per **Unit** under the **Quarterly Distribution**) and the formula set out in Condition 6.3(c) of the **Conditions**, and taking into account the adjustment amounts which were carried forward as a result of (i) the issuance of **Units** in connection with the placement of 125,000,000 new **Units** to institutional and other investors at the issue price of S\$2.00 per new **Unit** in November 2012 (**Condition 6.3(f) – Issues at less than Current Market Price**) and (ii) the distributions for the financial year ended 31 December 2012 (**Condition 6.3(c) – Extraordinary Distribution**), the indicative adjusted Conversion Price will be S\$2.1958 per **Unit**.

The adjustment to the Conversion Price will take effect on 3 February 2014.

The estimated **Quarterly Distribution per Unit** is computed on the basis that none of the **Bonds** is converted into **Units** before the **Books Closure Date**. Accordingly, the final quantum of the **Quarterly Distribution per Unit** may differ from the above estimated **Quarterly Distribution per Unit** if any of such conversion takes place before the **Books Closure Date**.

Upon determination of the final quantum of the **Quarterly Distribution**, the **Manager** will notify the holders of the **Bonds** accordingly.

**Definitions:**

<b>Bonds</b>	The S\$350,000,000 2.125% Convertible Bonds due 2014
<b>Books Closure Date</b>	5.00 p.m. on 3 February 2014, being the time and date on which the Transfer Books and Register of Unitholders will be closed to determine Unitholders' entitlements to the Quarterly Distribution
<b>CDP</b>	The Central Depository (Pte) Limited
<b>CMT</b>	CapitaMall Trust
<b>Conditions</b>	The terms and conditions of the Bonds
<b>Manager</b>	CapitaMall Trust Management Limited, in its capacity as manager of CMT
<b>Quarterly Distribution</b>	A distribution for the period from 1 October 2013 to 31 December 2013
<b>SGX-ST</b>	Singapore Exchange Securities Trading Limited
<b>Trustee</b>	HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of CMT
<b>Unit</b>	A unit representing an undivided interest in CMT
<b>Unitholders</b>	A registered holder for the time being of a Unit, including a person so registered as a joint holder, except where the registered holder is CDP, the term " <b>Unitholder</b> " shall, in relation to Units registered in the name of CDP, mean, where the context requires, the depositor whose securities account with CDP is credited with Units

BY ORDER OF THE BOARD  
CapitaMall Trust Management Limited  
(Company registration no. 200106159R)  
As manager of CapitaMall Trust for and on behalf of  
HSBC Institutional Trust Services (Singapore) Limited  
As trustee of CapitaMall Trust

Goh Mei Lan  
Company Secretary  
22 January 2014

### Important Notice

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for **Units**. 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. This announcement is not an offer of securities for sale into the United States, Canada or Japan. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. Any public offering of securities made in the United States would be made by means of a prospectus that may be obtained from the **Manager** and would contain detailed information about the **Manager** and **CMT**, as well as financial statements. 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 as well as rise. **Units** are not obligations of, deposits in, or guaranteed by, the **Manager** or any of its affiliates. An investment in **Units** is subject to investment risks, including the possible loss of the principal amount invested.

Investors should note that they will have no right to request the **Manager** to redeem or purchase their **Units** for so long as the **Units** are listed on the **SGX-ST**. It is intended that **Unitholders** may only deal in their **Units** through trading on the **SGX-ST**. Listing of the **Units** on the **SGX-ST** does not guarantee a liquid market for the **Units**.

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

All figures in this announcement unless expressed differently or otherwise stated are rounded off to one decimal place.