

## 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>	28-Apr-2014 17:36:07
<b>Status</b>	Replacement
<b>Corporate Action Reference</b>	SG140414TENDQOE0
<b>Submitted By (Co./ Ind. Name)</b>	Pankaj Goel
<b>Designation</b>	Managing Director
<b>Percentage Sought (%)</b>	29.7

## Event Narrative

<b>Narrative Type</b>	<b>Narrative Text</b>
Offeror	Sound Investment Holdings Pte. Ltd.
Additional Text	Voluntary Conditional Cash Offer for CapitaMalls Asia Limited - Despatch Of Offer Document

## Disbursement Details

<b>Acceptance Period</b>	28/04/2014-26/05/2014
<b>Existing Security Details</b>	
<b>Disbursement Type</b>	Cash
<b>Cash Payment Details</b>	
<b>Offer Price</b>	SGD 2.22

<b>Attachments</b>	<a href="#">Sound Investment Holdings Pte Ltd Despatch Announcement.pdf</a> <a href="#">Sound Investment Holdings Pte Ltd Form of Acceptance and Authorisation.PDF</a> <a href="#">Sound Investment Holdings Pte Ltd Form of Acceptance and Transfer.PDF</a> <a href="#">Sound Investment Holdings Pte Ltd Offer Document.pdf</a> Total size =5076K
<b>Related Announcements</b>	<a href="#">14/04/2014 14:08:45</a>

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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)*

## DESPATCH OF OFFER DOCUMENT

### 1. Introduction

Reference is made to 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").

\* For identification purposes only.

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

## 2. Despatch of Offer Document, FAA, FAT and HK FAT

On 28 April 2014, the Offeror has despatched to the shareholders of CMA (“**Shareholders**”) the formal offer documents (“**Offer Documents**”), setting out the terms of the Offer and enclosing the relevant Acceptance Forms (as defined below):

Shareholders	Acceptance Forms
CDP Depositors <sup>1</sup>	Form of Acceptance and Authorisation (“ <b>FAA</b> ”)
Singapore Registered Shareholders <sup>2</sup>	Form of Acceptance and Transfer (“ <b>FAT</b> ”)
Hong Kong Registered Shareholders <sup>3</sup>	Form of Acceptance and Transfer (“ <b>HK FAT</b> ”)

If you hold Shares on a scripless basis:

- (i) via CDP through a “securities sub-account” (such as through a nominee company, i.e., not in your own name), you should contact your nominee company, in reasonable time before the close of the Offer or by such deadline set by your nominee company, to instruct them whether you wish to accept or reject the Offer; or
- (ii) through CCASS<sup>4</sup>, you should either:
  - (a) contact your licensed securities dealer/registered institution in securities/custodian bank, on or before the deadline set by such dealer/institution, to authorise HKSCC Nominees Limited to accept the Offer on your behalf; or
  - (b) authorise your instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set by HKSCC Nominees Limited.

Please also refer to **Appendix 2B** to the Offer Document for further information.

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<sup>1</sup> Shareholders whose Shares are deposited with The Central Depository (Pte) Limited (“**CDP**”).

<sup>2</sup> Shareholders whose Shares are registered in their own names on the register of Shareholders maintained by Boardroom Corporate & Advisory Services Pte. Ltd. (such register, “**Singapore Register**”).

<sup>3</sup> Shareholders whose Shares are registered in their own names on the branch register of Shareholders maintained by Computershare Hong Kong Investor Services Limited (such register, “**Hong Kong Branch Register**”).

<sup>4</sup> The Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited.

### 3. Information Pertaining to CPFIS Investors

Shareholders who purchased Shares using their Central Provident Fund (“**CPF**”) account savings under the Central Provident Fund Investment Scheme (“**CPFIS**”, and such shareholders, “**CPFIS Investors**”) should receive further information on how to accept the Offer from their respective agent banks included under the CPFIS (“**CPF Agent Banks**”) shortly. CPFIS Investors are advised to consult their respective CPF Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors should seek independent professional advice. CPFIS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks. Subject to the Offer becoming or being declared to be unconditional as to acceptances, CPFIS Investors who accept the Offer will receive the Offer Price payable in respect of their Offer Shares in their CPF investment accounts.

### 4. Closing Date

The Offer will close at 5.30 p.m. (Singapore time) on 26 May 2014 or such later date(s) as may be announced from time to time by or on behalf of the Offeror, being the last day for the lodgement of acceptances of the Offer (“**Closing Date**”).

Shareholders who wish to accept the Offer should do so before the Closing Date. For detailed instructions on how to accept the Offer:

- (i) CDP Depositors may refer to **Appendix 2A** to the Offer Document and the FAA;
- (ii) Singapore Registered Shareholders may refer to **Appendix 2A** to the Offer Document and the FAT; and
- (iii) Hong Kong Registered Shareholders may refer to **Appendix 2B** to the Offer Document and the HK FAT.

### 5. How to Obtain Offer Document and Related Documents

A copy of the Offer Document is available on the website of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) at [www.sgx.com](http://www.sgx.com) and the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Shareholders may (subject to compliance with applicable laws) obtain copies of the Offer Document, the relevant Acceptance Forms and any related documents, during normal business hours up to the Closing Date at the following addresses:

Shareholders	Where to obtain Offer Document	Address
CDP Depositors	CDP	9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588
Singapore Registered Shareholders	Boardroom Corporate & Advisory Services Pte. Ltd.	50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623

Alternatively, a Shareholder whose address is outside Singapore and Hong Kong, as shown on the Singapore Register, the Hong Kong Branch Register or in the records of CDP, as the case may be (“**Overseas Shareholders**”), may (subject to compliance with applicable laws) write to the following addresses to request for the Offer Document, the relevant Acceptance Forms and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to three market days (being the days on which the SGX-ST is open for trading of securities) prior to the Closing Date:

Overseas Shareholders	Where to request for Offer Document	Address
CDP Depositors	CDP	Robinson Road Post Office P.O. Box 1984 Singapore 903934
Singapore Registered Shareholders	Boardroom Corporate & Advisory Services Pte. Ltd.	50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623

**If any Shareholder is in doubt about his position, he should consult his professional adviser in the relevant jurisdiction. All Overseas Shareholders should inform themselves about, and observe, any applicable requirements in their own jurisdictions.**

## 6. Independent Advice

A circular containing the recommendation of the directors of CMA who are considered independent for the purpose of the Offer (“**Independent Directors**”), and the independent financial adviser to the Independent Directors on the Offer will be sent to Shareholders within 14 days from the date of despatch of the Offer Document – that is, by 12 May 2014.

## 7. Responsibility Statement

- 7.1 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.

**7.2 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.**

28 April 2014

Singapore

Any enquiries relating to this Announcement or the Offer should be directed to the following persons during office hours:

Investor Contact

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