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## CAPITALAND LIMITED

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

### ANNOUNCEMENT

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## RIGHTS ISSUE TO RAISE GROSS PROCEEDS OF APPROXIMATELY S\$1.84 BILLION

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### Introduction

CapitaLand today announces the **Rights Issue** to raise gross proceeds of approximately S\$1.84 billion. The **Rights Issue** is a strategic initiative that is consistent with the **Group's** track record of pro-active capital management. It will significantly enhance the **Group's** financial flexibility, and further enhance its competitive position.

CapitaLand is raising capital from a position of financial and business strength. Despite challenging real estate markets globally, the **Group** recorded a strong **PATMI** of S\$1.26 billion for the financial year ended 31 December 2008. The **Group** has significant financial strength to weather the global economic uncertainties, with total book equity of S\$12.0 billion, a low net debt to equity ratio of 0.47, a strong liquidity position with S\$4.2 billion of cash on balance sheet, and a weighted average term of debts of 4.4 years, as at 31 December 2008.

Notwithstanding the **Group's** organic strength, it continues to adopt a pro-active stance in its strategic capital management. This is especially critical in a capital and liquidity constrained global environment, where the prevailing "flight to quality" will result in a very significant reshaping of the competitive landscape in many industries, including real estate. The **Rights Issue** is pre-emptive, and will further enhance the capacity of the **Group's** various businesses to seize opportunities which would arise in its various key markets.

Pursuant to the **Rights Issue**, up to 1,415,839,907 **Rights Shares** will be offered at the **Issue Price** of S\$1.30 per **Rights Share** on the basis of one (1) **Rights Share** for every two (2) existing **Shares** held by **Shareholders** as at the **Books Closure Date**.

An application has been made to the **SGX-ST** for permission to deal in and for the listing of and quotation for the **Rights Shares** on the Official List of the **SGX-ST**. An appropriate announcement will be made upon the receipt of such in-principle approval from the **SGX-ST**. Following the receipt of such in-principle approval, the **Offer Information Statement** will be lodged with the **MAS** and despatched to **Entitled Shareholders**.

The **Rights Issue** is managed and fully underwritten by the **Joint Lead Managers and Joint Underwriters** severally. The **Rights Issue** is renounceable and **Entitled Shareholders** may trade their **Rights** during the **Rights** trading period. Please refer to the section entitled "Indicative Timetable" of this announcement for more details.

The directors of **CapitaLand** intend to take up their pro-rata entitlements of **Rights Shares** in full.

### **Rationale for the Rights Issue and Use of Proceeds**

The purpose of the **Rights Issue** is to:

- (a) pre-emptively enhance the **Group's** financial flexibility by strengthening its balance sheet, thus providing a further source of differentiation from its peers;
- (b) enhance the **Group's** market leadership position with a consistent strategy in its core markets vis-à-vis its competitors; and
- (c) provide the **Group** with greater financial capacity to pursue both tactical and strategic growth opportunities as and when they arise.

Given that the **Rights Issue** is undertaken to pro-actively strengthen the **Group's** balance sheet, financial flexibility and competitive position, a definitive use of the proceeds from the **Rights Issue** cannot be detailed at this point in time. However, the use of proceeds from the **Rights Issue** could include the following purposes:

- (a) to further enhance the **Group's** strong positions in core markets and develop other markets where appropriate;
- (b) to further enhance the **Group's** strength in its core businesses of residential, retail malls, commercial, real estate financial services, serviced residences and integrated developments;
- (c) to pursue value creating mergers and acquisitions and investment opportunities if and when they arise; and
- (d) general corporate and working capital purposes.

### CapitaMall Trust Rights Issue

**CMT** has today also announced a S\$1.23 billion rights issue. To demonstrate its commitment to **CMT**, **CapitaLand**, being the sponsor and having an interest of approximately 29.7% (direct and indirect) in **CMT**, is committed to supporting the **CMT Rights Issue**, and has agreed to procure that its relevant subsidiaries subscribe for their respective pro-rata entitlements under the **CMT Rights Issue**. In addition, **CapitaLand** has also agreed to subscribe for or procure the subscription of such number of additional units in **CMT** under the **CMT Rights Issue** which would, together with the pro-rata entitlements of its relevant subsidiaries, amount to up to 60% of the new units to be issued under the **CMT Rights Issue**.

In accordance with their commitments above, **CapitaLand** and its relevant subsidiaries will have to pay an aggregate consideration of (i) S\$365.8 million if they only subscribe for their respective pro-rata entitlements under the **CMT Rights Issue** or (ii) S\$739.2 million if they subscribe for their respective pro-rata entitlements under the **CMT Rights Issue** and such number of additional units in **CMT** under the **CMT Rights Issue** which would, together with their respective pro-rata entitlements under the **CMT Rights Issue**, amount to up to 60% of the new units to be issued under the **CMT Rights Issue**. **CapitaLand** intends to fund these commitments entirely from its existing cash reserves and not from the proceeds from the **Rights Issue**.

### Value Proposition for Shareholders

The **Rights Issue** is in the best interests of **Shareholders** and the **Group** as a whole. The **Rights Issue** provides all **Shareholders** with the pre-emptive opportunity to subscribe for the **Rights Shares** at the **Issue Price** of S\$1.30 which is at a discount of approximately:

- 45% to the closing price on 6 February 2009 (being the trading day immediately preceding the date of this announcement) of S\$2.36 per **Share**;
- 51% to the volume weighted average trading price per **Share** for the one-month period immediately preceding the date of this announcement of S\$2.66 per **Share**;
- 35% to the theoretical ex-rights trading price<sup>1</sup> of S\$2.01 per **Share**; and
- 54% to **CapitaLand's** post-**Rights Issue** **NTA** of S\$2.80 per **Share**.

The theoretical ex-rights trading price of S\$2.01 per **Share** is at a discount of approximately 28% to **CapitaLand's** post-**Rights Issue** **NTA** of S\$2.80 per **Share**.

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<sup>1</sup> The theoretical ex-rights price is the theoretical market price of each **Share** assuming the completion of the **Rights Issue**, and is calculated based on the closing price of S\$2.36 per Share on the **SGX-ST** on 6 February 2009, being the last trading day of the **Shares** on the **SGX-ST** prior to this announcement and the number of **Shares** following the completion of the **Rights Issue**.

## Principal Terms of the Rights Issue

The **Rights Shares** will be issued under the share issue mandate approved by **Shareholders** at **CapitaLand's** annual general meeting held on 29 April 2008.

Pursuant to the **Rights Issue**, up to 1,415,839,907 **Rights Shares** will be provisionally allotted on the basis of one (1) **Rights Share** for every two (2) existing **Shares** held by **Shareholders** as at the **Books Closure Date**. The **Rights** will be renounceable and are expected to be traded on the Main Board of the **SGX-ST** from 26 February 2009 to 6 March 2009. The last date and time for acceptances, excess applications and payment for the **Rights Shares** is expected to be 12 March 2009 at 5.00 p.m. (or 9.30 p.m. for electronic applications).

The **Rights Shares** will, on allotment and issue, rank *pari passu* in all respects with the existing **Shares** and shall be entitled to all dividends, rights, allotments or other distributions declared by **CapitaLand** after the date of issue of the **Rights Shares**. It is expected that the **Rights Shares** will be allotted and issued on or about 20 March 2009.

Fractional entitlements to the **Rights Shares** will be disregarded and will, together with provisional allotments to the **Rights Shares** which are not taken up for any reason, be aggregated and allotted to satisfy excess applications for **Rights Shares** (if any) or be disposed of or otherwise dealt with in such manner as the **Board** may, in their absolute discretion, deem fit in the interests of **CapitaLand**. In the allotment of excess **Rights Shares**, preference will be given for the rounding of odd lots, and substantial **Shareholders** and **CapitaLand's** directors will rank last in priority.

Full details of the terms and conditions of the **Rights Issue** will be set out in the **Offer Information Statement** to be lodged by **CapitaLand** with the **MAS** in connection with the **Rights Issue** and to be despatched to **Entitled Shareholders** after the receipt of the in-principle approval from the **SGX-ST** to deal in and for the listing of and quotation for the **Rights Shares** on the Official List of the **SGX-ST**.

## Dividends

The **Board** has proposed a first and final dividend of 5.5 cents per **Share** for the year ended 31 December 2008. This would amount to a payout of approximately S\$233 million based on **CapitaLand's** enlarged **Share** capital after the **Rights Issue**, which is higher than the first and final dividend declared and paid for the year ended 31 December 2007 of S\$226 million.

In addition, in light of **CapitaLand's** good performance for the year ended 31 December 2008, the **Board** has decided to propose a special dividend of 1.5 cents per **Share** for the year ended 31 December 2008 amounting to approximately S\$64 million on top of the first and final dividend. The aggregate proposed dividend payout for the year ended 31 December 2008 is approximately S\$297 million based on **CapitaLand's** enlarged **Shares** after the **Rights Issue**.

Based on the current indicative timetable of the **Rights Issue**, the **Rights Shares** will be entitled to the dividends proposed for the year ended 31 December 2008, which will be tabled for **Shareholders'** approval at **CapitaLand's** upcoming annual general meeting scheduled to be held in April 2009.

### **Underwriting**

The **Rights Issue** is fully underwritten by the **Joint Lead Managers and Joint Underwriters**, severally and not jointly, on the terms and subject to the conditions of the **Management and Underwriting Agreement**.

In consideration of the **Joint Lead Managers and Joint Underwriters'** agreement to underwrite the **Rights Shares**, **CapitaLand** will pay the **Joint Lead Managers and Joint Underwriters** an underwriting commission of (1) 1.75% of the **Issue Price** multiplied by the number of **Rights Shares** which is equal to the number of **Pro Rata Shares** and (2) a minimum of 2.25% to a maximum of 2.45% of the **Issue Price** multiplied by the total number of **Rights Shares** less the number of **Pro Rata Shares**.

The **Joint Lead Managers and Joint Underwriters** may arrange sub-underwriting for some, all or none of the **Rights Shares** other than the **Pro Rata Shares** to be subscribed by **Temasek** as discussed below.

### **Temasek's Subscription and Sub-underwriting**

As at the date of this announcement, **Temasek** has a direct interest in approximately 39.68% of **CapitaLand's** current **Share** capital and a deemed interest (through its subsidiaries and associated companies) in approximately 1.75% of **CapitaLand's** current **Share** capital.

In support of the **Rights Issue**, **Fullerton**, which is wholly owned by **Temasek**, has irrevocably undertaken to **CapitaLand** and the **Joint Lead Managers and Joint Underwriters** to procure **Temasek** to subscribe for the **Pro Rata Shares**. **Fullerton** has also entered into a sub-underwriting agreement with the **Joint Lead Managers and Joint Underwriters** pursuant to which it has agreed to the **Sub-Underwriting Commitment**<sup>2</sup>.

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<sup>2</sup> DBS Bank Ltd is a wholly-owned subsidiary of DBS Group Holdings Ltd.. As at 2 February 2009, **Temasek** held directly and through a wholly-owned subsidiary, Maju Holdings Pte. Ltd., approximately 27.6% of DBS Group Holdings Ltd's issued share capital. Merrill Lynch (Singapore) Pte. Ltd. is an indirect subsidiary of Bank of America Corporation. As at 2 February 2009, **Temasek** beneficially owned, directly or indirectly, less than 5% of the issued share capital of Bank of America Corporation.

In consideration of the **Sub-Underwriting Commitment** and for **Temasek** forgoing the ability to trade its **Rights**, the **Joint Lead Managers and Joint Underwriters** have agreed to pay a sub-underwriting fee to **Fullerton** equal to 1.75% of the **Issue Price** multiplied by the number of **Pro Rata Shares**.

Pursuant to the arrangements described above, as **Temasek's** commitments are to subscribe and pay for the **Pro Rata Shares**, for so long as it does not acquire and/or subscribe any other **Shares** such that its aggregate interest in **CapitaLand's** issued **Shares** after the **Rights Issue** increases by more than 1% within a six-month period, **Temasek** would not incur an obligation to make a mandatory general offer for **Shares** under the Singapore Code on Take-overs and Mergers.

### **Lock-up**

Under the **Management and Underwriting Agreement**, **CapitaLand** has agreed, subject to certain exceptions, not to issue any new **Shares** for a period of 180 days following the completion of the **Rights Issue** without the prior consent of the **Joint Lead Managers and Joint Underwriters**, such consent not to be unreasonably withheld.

### **Board Confirmation**

The **Board** believes that it is important for the **Rights Issue** to be fully underwritten in light of recent periods of market stress and volatility. The **Board** has considered the terms of the **Management and Underwriting Agreement** and is unanimously of the view that the terms of the **Management and Underwriting Agreement** have been entered into on an arm's length basis and are on normal commercial terms.

In considering the structure of the **Rights Issue** underwriting, the **Board** noted the **Joint Lead Managers and Joint Underwriters'** feedback that (1) the **Joint Lead Managers and Joint Underwriters** had initiated discussions with **Fullerton** for it to sub-underwrite the **Rights Issue** and (2) the **Joint Lead Managers and Joint Underwriters** will not underwrite the **Rights Issue** unless **Fullerton** enters into a sub-underwriting agreement with the **Joint Lead Managers and Joint Underwriters** to agree to the **Sub-Underwriting Commitment**. The **Board** further noted that, **Temasek**, in agreeing to subscribe for the **Pro Rata Shares**, through **Fullerton**, will be assuming market risks for the entire **Rights Issue** period and will be forgoing the ability to trade its **Rights**. Additionally, the sub-underwriting fee to **Fullerton** will be paid by the **Joint Lead Managers and Joint Underwriters** out of their underwriting commission and will not lead to an additional cost to **CapitaLand** over and above the underwriting commission payable to the **Joint Lead Managers and Joint Underwriters**. Accordingly, the **Board**, including the independent directors, is unanimously of the view that the underwriting structure for the **Rights Issue**, including the sub-underwriting arrangement between the **Joint Lead Managers and Joint Underwriters** and **Fullerton** as described above, is fair and not prejudicial to the interests of **CapitaLand** and the other **Shareholders**.

**Indicative Timetable**

An indicative timeline for the **Rights Issue** (which is conditional upon the receipt of the in-principle approval from the **SGX-ST** to deal in and for the listing of and quotation for the **Rights Shares** on the Official List of the **SGX-ST**) is set out below (all references are to Singapore dates and times):

Lodgement of <b>Offer Information Statement</b> with <b>MAS</b>	: Monday, 16 February 2009
<b>Shares</b> trade ex- <b>Rights</b>	: Thursday, 19 February 2009 from 9.00 a.m.
<b>Books Closure Date</b>	: Monday, 23 February 2009 at 5.00 p.m.
Despatch of the <b>Offer Information Statement</b> and accompanying documents, to <b>Entitled Shareholders</b>	: Thursday, 26 February 2009
Commencement of trading of <b>Rights</b>	: Thursday, 26 February 2009 at 9.00 a.m.
Last date and time for splitting <b>Rights</b>	: Friday, 6 March 2009 at 5.00 p.m.
Last date and time for trading of <b>Rights</b>	: Friday, 6 March 2009 at 5.00 p.m.
Last date and time for acceptance of and payment for <b>Rights Shares</b>	: Thursday, 12 March 2009 at 5.00 p.m. (at 9.30 p.m. for electronic applications)
Last date and time for renunciation of and payment for <b>Rights Shares</b>	: Thursday, 12 March 2009 at 5.00 p.m.
Last date and time for application and payment for excess <b>Rights Shares</b>	: Thursday, 12 March 2009 at 5.00 p.m. (at 9.30 p.m. for electronic applications)
Expected date for issuance of <b>Rights Shares</b>	: Friday, 20 March 2009
Expected date for commencement of trading of <b>Rights Shares</b>	: Monday, 23 March 2009

The indicative timetable above is subject to modifications at the discretion of **CapitaLand**, following consultation with the **Joint Lead Managers and Joint Underwriters**.

### **Notice of Books Closure Date**

Notice is hereby given that the Transfer Books and the Register of Members of **CapitaLand** will be closed at 5.00 p.m. (Singapore time) on 23 February 2009 for the purpose of determining the **Rights of Shareholders** under the **Rights Issue**. Investors should note the **Books Closure Date** is conditional upon the receipt of the in-principle approval from the **SGX-ST** for permission to deal in and for the listing of and quotation for the **Rights Shares** on the Official List of the **SGX-ST**. **CapitaLand** will announce the actual and confirmed **Books Closure Date** only after receipt of the in-principle approval. In the event that there is any change to the **Books Closure Date**, **CapitaLand** will announce a new date for the closing of its Transfer Books and the Register of Members which shall fall at least five market days after the date of such subsequent announcement.

### **Eligibility to Participate in the Rights Issue**

Entitled Depositors - **Depositors** will be allotted **Rights** on the basis of the number of **Shares** standing to the credit of their securities accounts with **CDP** as at the **Books Closure Date**.

To be "Entitled Depositors", **Depositors** must have registered addresses in Singapore with **CDP** as at the **Books Closure Date** or, if they have registered addresses outside Singapore, must provide **CDP**, at 4 Shenton Way, #02-01 SGX Centre 2, Singapore 068807, with a registered address in Singapore no later than 5.00 p.m. (Singapore time) on 18 February 2009, being three (3) market days prior to the **Books Closure Date**, in order to be allotted **Rights**.

Entitled Scripholders - **Scripholders** will have to submit duly completed and stamped transfers (in respect of **Shares** not registered in the name of **CDP**), together with all relevant documents of title, so as to be received up to 5.00 p.m. (Singapore time) on the **Books Closure Date** by **CapitaLand's** share registrar, M & C Services Private Limited, at 138 Robinson Road, #17-00 The Corporate Office, Singapore 068906, in order to be registered to determine the transferee's **Rights**.

To be "Entitled Scripholders", **Scripholders** must have registered addresses in Singapore with **CapitaLand** as at the **Books Closure Date** or, if they have registered addresses outside Singapore, must provide **CapitaLand's** share registrar, M & C Services Private Limited, at 138 Robinson Road, #17-00 The Corporate Office, Singapore 068906, with an address in Singapore for the service of notices or documents not later than 5.00 p.m. (Singapore time) on 18 February 2009, being three (3) market days prior to the **Books Closure Date**, in order to be allotted their **Rights**.

Notwithstanding the foregoing, investors should note that the offer and sale of, or exercise or acceptance of, or subscription for, **Rights** and **Rights Shares** to or by persons located or resident in jurisdictions other than Singapore may be restricted or prohibited by the laws of the relevant jurisdiction. Crediting of **Rights** to any securities account with **CDP**, the receipt of any **Rights**, or receipt of the **Offer Information Statement** and/or any of its accompanying documents, will not constitute an offer or sale in those jurisdictions in which it will be illegal to make such offer or sale, or where such offer or sale will otherwise violate the securities laws of such jurisdictions or be prohibited. **CapitaLand** reserves absolute discretion in determining whether any **Shareholder** located or resident outside Singapore may participate in the **Rights Issue**.

Foreign Shareholders - The **Rights Shares** will not be offered to Foreign Shareholders. "Foreign Shareholders" are our record **Shareholders** with registered addresses outside Singapore as at **Books Closure Date** and who have not at least three (3) market days prior thereto provided **CDP** or CapitaLand's share registrar, M & C Services Private Limited, as the case may be, with addresses in Singapore for the service of notices or documents.

To the extent it is practicable to do so, arrangements may, at the absolute discretion of **CapitaLand**, be made for the **Rights** which would otherwise have been provisionally allotted to Foreign Shareholders to be sold nil-paid on the **SGX-ST** as soon as practicable after commencement of trading of nil-paid **Rights**. The net proceeds of such sales (after deducting any applicable brokerage, commissions and expenses, including goods and services tax) will be aggregated and paid to Foreign Shareholders in proportion to their respective shareholdings as at the **Books Closure Date**, save that no payment will be made of amounts of less than S\$10 to a single or joint Foreign Shareholder, which amounts will be aggregated and will ultimately accrue to the benefit of **CapitaLand**.

#### **Private Placement to Qualified Institutional Buyers**

Notwithstanding the foregoing, the **Rights** and **Rights Shares** are not intended to be offered or sold to persons in the United States or to U.S. persons (as defined under Regulation S under the **U.S. Securities Act**) outside the United States, except for offers and sales to qualified institutional buyers (as defined in Rule 144A under **the U.S. Securities Act**) who have provided to **CapitaLand** prior to 2 March 2009 (and **CapitaLand** has accepted) a signed investor representation letter in the form to be provided by **CapitaLand** to such persons, in transactions exempt from the registration requirements of the **U.S. Securities Act**.

### **Adjustments to Share Options and Awards; and Convertible Bonds**

**CapitaLand** will make adjustments with respect to the share options and awards granted under its **Share Based Incentive Plans** to take into account the **Rights Issue** so that holders thereof will not be adversely affected thereby. Details of such adjustments will be communicated separately to holders of such options and awards.

As at the date hereof, **CapitaLand** has outstanding convertible bonds convertible into 285,524,262 new **Shares** in accordance with the respective terms and conditions of the **Convertible Bonds**. As all of the **Convertible Bonds** are out-of-the-money, it is assumed that none of the **Convertible Bonds** will be converted on or before the **Books Closure Date** and **CapitaLand** has not, as at the date of this announcement, received any notice of conversion for any of the **Convertible Bonds**. **CapitaLand** will separately announce any adjustments that may be made to the **Convertible Bonds**, in accordance with their respective terms and conditions, as a result of the **Rights Issue**.

### **Cessation of Share Buy-Backs**

On 29 April 2008, **CapitaLand** renewed its **Shareholders'** approval for a share purchase mandate. As at the date of this announcement **CapitaLand** has not bought any **Shares** and will not buy any **Shares** pursuant to the share purchase mandate from the date hereof until after **CapitaLand's** forthcoming annual general meeting scheduled to be held in April 2009.

### **Interests of Directors and Substantial Shareholders**

Save for the **Sub-Underwriting Commitment**, none of the directors of **CapitaLand** or the substantial **Shareholders** has an interest, direct or indirect, in the **Rights Issue** other than through their respective shareholding interests, direct or indirect, in **CapitaLand**.

### **Financial Effect**

As at 31 December 2008, the net debt-to-equity ratio of the **Group** was 0.47 and the **NTA** per **Share** was S\$3.57. After adjusting for the estimated net proceeds of the **Rights Issue**, the proforma net debt-to-equity ratio of the **Group** is expected to improve to 0.28 and the **NTA** per **Share** is expected to decrease to S\$2.80.

### **Further Information**

For further information, please telephone the Customer Hotline at +65 6823 3695 which is available during normal business hours from the date of this announcement.

Please note that the applicable rules and regulation in Singapore do not allow the persons manning the Customer Hotline to give advice on the merits of the **Rights Issue**, the **Rights**, the **Rights Shares**, the **Group** or to provide investment, business, financial, legal or tax advice. If you are in any doubt as to what action you should take, please consult your business, financial, legal, tax or other professional adviser.

### **Definitions**

<b>“Board”</b>	:	CapitaLand’s board of directors
<b>“Books Closure Date”</b>	:	5.00 p.m. (Singapore time) on 23 February 2009 (which is conditional upon receipt of the in-principle approval from the SGX-ST to deal in and for the listing of and quotation for the Rights Shares on the Official List of the SGX-ST)
<b>“CapitaLand”</b>	:	CapitaLand Limited
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“CMT”</b>	:	CapitaMall Trust
<b>“CMT Rights Issue”</b>	:	The rights issue announced by CMT on 9 February 2009
<b>“Convertible Bonds”</b>	:	The convertible bonds issued by CapitaLand in 2006, 2007 and 2008
<b>“Depositors”</b>	:	Shareholders whose securities accounts with the CDP are credited with Shares as at 5.00 p.m. (Singapore time) on the Books Closure Date
<b>“Entitled Shareholders”</b>	:	Entitled Depositors and Entitled Scripholders
<b>“Fullerton”</b>	:	Fullerton (Private) Limited
<b>“Group”</b>	:	CapitaLand and its subsidiaries, collectively

<b>“Issue Price”</b>	:	The issue price of S\$1.30 per Rights Share
<b>“Joint Lead Managers and Joint Underwriters”</b>	:	DBS Bank Ltd., J.P. Morgan (S.E.A.) Limited and Merrill Lynch (Singapore) Pte. Ltd.
<b>“Management and Underwriting Agreement”</b>	:	The management and underwriting agreement dated 9 February 2009 entered into among CapitaLand and the Joint Lead Managers and Joint Underwriters
<b>“MAS”</b>	:	The Monetary Authority of Singapore
<b>“NTA”</b>	:	Net tangible assets
<b>“Offer Information Statement”</b>	:	The offer information statement to be issued by CapitaLand in relation to the Rights Issue
<b>“PATMI”</b>	:	Profit after tax and minority interests
<b>“Pro Rata Shares”</b>	:	Temasek’s pro rata entitlement of Rights Shares based on its direct interest in 1,120,469,427 Shares representing approximately 39.68% of CapitaLand’s current Share capital
<b>“Rights”</b>	:	The provisional entitlements to subscribe for Rights Shares
<b>“Rights Issue”</b>	:	The renounceable underwritten rights issue of the Rights Shares at the Issue Price on the basis of one (1) Rights Share for every two (2) existing Shares held by Shareholders as at the Books Closure Date, fractional entitlements to be disregarded, on the terms and conditions of the Offer Information Statement
<b>“Rights Shares”</b>	:	Up to 1,415,839,907 new Shares to be issued by CapitaLand under the Rights Issue
<b>“Scripholders”</b>	:	Shareholders whose share certificates are not deposited with CDP and whose shares are not registered in the name of CDP
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited

“Share Based Incentive Plans”	:	The CapitaLand Share Option Plan, the CapitaLand Restricted Stock Plan and the CapitaLand Performance Share Plan
“Shareholders”	:	The shareholders of CapitaLand
“Shares”	:	Ordinary shares in the issued share capital of CapitaLand
“Sub-Underwriting Commitment”	:	Fullerton’s commitment to subscribe for up to 560,234,713 Rights Shares, being 39.68% of the Rights Shares to be issued (based on CapitaLand’s issued share capital as at the date of this announcement), such obligation being set off by the number of Pro Rata Shares taken up by Temasek pursuant to Fullerton’s undertaking to CapitaLand and the Joint Lead Managers and Joint Underwriters to procure Temasek to subscribe for the Pro Rata Shares
“Temasek”	:	Temasek Holdings (Private) Limited
“U.S. Securities Act”	:	U.S. Securities Act of 1933, as amended, and the relevant rules and regulations of the U.S. Securities and Exchange Commission promulgated thereunder
“S\$” or “cents”	:	Singapore dollars and cents respectively

By Order of the Board

Low Sai Choy  
Company Secretary

Singapore  
9 February 2009

#### Important Notice

This announcement is for information purposes only and does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, **Rights** or **Rights Shares** or to take up any entitlements to **Rights Shares** in any jurisdiction in which such an offer or solicitation is unlawful. No person should acquire any **Rights** or **Rights Shares** except on the basis of the information contained in the **Offer Information Statement**.

The information contained in this announcement should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.

The issue, exercise or sale of rights and the acquisition or purchase of **Rights Shares** are subject to specific legal or regulatory restrictions in certain jurisdictions. **CapitaLand** assumes no responsibility in the event there is a violation by any person of such restrictions.

The distribution of this announcement, the **Offer Information Statement**, the provisional allotment letters and/or the application forms for **Rights Shares** and/or excess **Rights Shares** into jurisdictions other than Singapore may be restricted by law. Persons into whose possession this announcement and such other documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Neither the content of **CapitaLand's** website nor any website accessible by hyperlinks on **CapitaLand's** website is incorporated in, or forms part of, this announcement.

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