



(Constituted in the Republic of Singapore pursuant to
a trust deed dated 6 February 2004 (as amended))

ANNOUNCEMENT

JOINT VENTURE BY CCT, CAPITALAND AND MEA TO REDEVELOP THE PROPERTY PREVIOUSLY KNOWN AS MARKET STREET CAR PARK – SHAREHOLDERS' UNDERTAKING IN RELATION TO S\$890.0 MILLION 5-YEAR CREDIT FACILITIES TO MSO TRUST

1. INTRODUCTION

The **Manager** refers to the announcements made by it on 14 July 2011 and 27 July 2011 in relation to the **Joint Venture** for the redevelopment of the **Property**.

The respective interests of **CapitaLand** (through its wholly-owned subsidiary, **CL SPV**), **CCT** (through its trustee, HSBC Institutional Trust Services (Singapore) Limited (**CCT Trustee**)) and **MEA** in the **Joint Venture** through **MSO Trust** are 50%, 40% and 10%.

2. FACILITIES TO BE OBTAINED BY MSO TRUST AND THE SHAREHOLDERS' UNDERTAKING

2.1 The Facilities

The **Manager** wishes to announce that the **MSO Trustee-Manager** (being the trustee-manager of the **MSO Trust**), as the **Borrower**, has entered into the **Facility Agreement** with, amongst other parties, the **Lenders**, for secured facilities of up to an aggregate principal amount of S\$890.0 million, upon the terms and subject to the conditions of the **Facility Agreement**.

2.2 Certain terms of the Facilities

The proceeds of the **Facilities** will be used to (i) finance and/or refinance the purchase price of the **Property** and all other transaction costs relating thereto, and (ii) finance and/or refinance the costs for the redevelopment of the **Property**.

In conjunction with the **Facilities**, **OCBC** will act as both the facility agent and security agent.

The **Facilities** are secured by, amongst other things, a mortgage over the **Property** and a debenture over the assets of the **Borrower** which relate to the **Property**.

The tenure of the loan is five years, due in November 2016, and the loan amount will be drawn down progressively, in accordance with the construction and payment schedule for the redevelopment of the **Property**.

2.3 The Shareholders' Undertaking

In addition, **CCL** (as the immediate holding company of **CL SPV** and a wholly-owned subsidiary of **CapitaLand**), **CCT** (through the **CCT Trustee**) and **MEA** have provided the **Shareholders' Undertaking** in favour of **OCBC** (as security agent for the **Finance Parties**) to, amongst other things, jointly and/or severally (as the case may be) ensure compliance by the **Borrower** of certain of its obligations under the **Facility Agreement**.

The **Shareholders' Undertaking** is being extended by **CCL**, **CCT** and **MEA** in proportion to their respective interests in **MSO Trust**.

2.4 Rationale for the Shareholders' Undertaking

The provision of the **Shareholders' Undertaking** is required as security for the **Facilities** under the **Facility Agreement**.

2.5 Interested Person Transaction

- (a) As at the date of this announcement, **CapitaLand** has a deemed interest in 907,414,138 **CCT Units**, which is equivalent to approximately 32.0% of the total number of **CCT Units** in issue, and is therefore regarded as a "controlling **Unitholder**" of **CCT** under the **Listing Manual**. Separately, **CapitaLand** holds 100.0% of the shares of **CCL**, **CL SPV**, the **Manager** and the **MSO Trustee-Manager**, and is therefore regarded as a "controlling shareholder" of **CCL**, **CL SPV**, the **Manager** and the **MSO Trustee-Manager** under the **Listing Manual**.
- (b) For the purposes of Chapter 9 of the **Listing Manual**, **CapitaLand** (being a "controlling **Unitholder**" and a "controlling shareholder" of **CCL**, **CL SPV**, the **Manager** and the **MSO Trustee-Manager**) and associates of **CapitaLand** (including **CCL**, **CL SPV** and the **MSO Trustee-Manager** (being parties to the **Joint Venture Agreement**)) are (for the purposes of the **Listing Manual**) "interested persons" of **CCT**.
- (c) The undertaking in the **Shareholders' Undertaking** constitutes a provision of financial assistance and as it is entered into with **CCL**, it is an "interested person transaction" under Chapter 9 of the **Listing Manual** for **CCT**. As the value of the existing interested person transactions with **CapitaLand** and its associates for the current financial year, has exceeded 5.0% of the latest audited net tangible assets of **CCT**, the entry into any further interested person transaction is a discloseable transaction under Rule 905 of the **Listing Manual**. The **Manager** is making this announcement to comply with the disclosure obligation under Rule 905 of the **Listing Manual**. The **Shareholders' Undertaking** falls within the exception under Rule 916(3) of the **Listing Manual**, such so that even if the value exceeds 5.0% of the latest

audited net tangible assets of **CCT**, the approval of **Unitholders** for the **Shareholders' Undertaking** is not required.

3. STATEMENT FROM THE AUDIT COMMITTEE

- 3.1 The **Audit Committee** (which comprises independent directors of the **Manager**) has considered the **Shareholders' Undertaking** and is of the view that, on the basis that the undertaking is provided by all the **Joint Venture Parties** in proportion to their respective equity interests and on the same terms, the provision of the **Shareholders' Undertaking** by **CCT** is not prejudicial to the interests of **CCT** and its minority **Unitholders**.
- 3.2 The **Audit Committee** also refers to its announcement of 14 July 2011, in which it confirmed that **CapitaLand** did not have an existing equity interest in the **Joint Venture**, the beneficiary of the undertaking in the **Shareholders' Undertaking**, prior to the participation of **CCT** in the **Joint Venture**.

4. TOTAL VALUE OF ALL INTERESTED PERSON TRANSACTIONS

As at the date of this announcement:

- (a) the value of all other interested person transactions between **CCT** and **CapitaLand** and/or the associates of **CapitaLand** for the period from 1 January 2011 to the date of this announcement, including (i) the value of the **Joint Venture**, that is, the value of the **CCT Trustee's** contribution commitments to **MSO Trust** under the **Joint Venture Agreement**, and (ii) the **CCT Trustee's** estimated contingent obligations under the **Shareholders' Undertaking**, would be an aggregate of S\$368.4 million. If, due to changes in such estimated contingent obligations, the aggregate amount of S\$368.4 million increases in future, the **Manager** will make a further announcement as appropriate; and
- (b) the aggregate value of all interested person transactions of **CCT** for the period from 1 January to the date of this announcement is approximately S\$372.4 million.

5. INTERESTS OF DIRECTORS AND CONTROLLING UNITHOLDERS

As at the date of this announcement:

- 5.1 certain directors of the **Manager** collectively have an aggregate direct interest in 602,000 **CCT Units**.
- 5.2 Mr Richard Edward Hale is the Chairman and a Non-Executive Director of the **Manager** and a Director of **CapitaLand**. Mr Liew Mun Leong is the Deputy Chairman and a Non-Executive Director of the **Manager** and is the President, the Chief Executive Officer and an Executive Director of **CapitaLand**. Mr Lim Tse Ghow Olivier

is a Non-Executive Director of the **Manager** and the Head of Strategic Development of **CapitaLand**. Mr Wen Khai Meng is a Non-Executive Director of the **Manager** and the Chief Investment Officer of **CapitaLand**. Mr Chong Lit Cheong is a Non-Executive Director of the **Manager** and the Chief Executive Officer of **CCL**.

- 5.3 through E-Pavilion Pte. Ltd., SBR Private Limited and the **Manager**, **CapitaLand** has a deemed interest in 907,414,138 **CCT Units** (approximately 32.0% of the **CCT Units** in issue).

Save as disclosed above and based on the information available to the **Manager**, none of the directors of the **Manager** or controlling **Unitholders** have an interest, direct or indirect, in the **Shareholders' Undertaking**.

BY ORDER OF THE BOARD

CapitaCommercial Trust Management Limited

(Company registration no. 200309059W)

As manager of CapitaCommercial Trust

Michelle Koh

Company Secretary

Singapore

17 November 2011

Definitions:

Audit Committee	The audit committee of the Manager
Borrower	The MSO Trustee-Manager
CapitaLand	CapitaLand Limited
CCL	CapitaLand Commercial Limited, a wholly-owned subsidiary of CapitaLand
CCT	CapitaCommercial Trust
CCT Trustee	HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of CCT)
CCT Unit	A unit representing an undivided interest in CCT
CL SPV	Market Street Office Pte. Ltd., a wholly-owned subsidiary of CCL and a special purpose vehicle set up to invest in the Project
Facility Agreement	The facility agreement dated 16 November 2011 entered into between, amongst other parties, the Borrower and the Lenders
Facilities	Term loan and revolving credit facilities of up to an aggregate amount of S\$890.0 million

Finance Parties	OCBC (as facility agent), OCBC (as security agent) or a Lender
Joint Venture	The joint venture in connection with the management of the Project , (following the completion of the Project) the management and operation of the new commercial building and the management of the MSO Trust
Joint Venture Agreement	The joint venture agreement dated 13 July 2011 entered into between the Joint Venture Parties
Joint Venture Parties	The CCT Trustee , the MSO Trustee-Manager , CL SPV , the Manager , CCL and MEA
Lenders	the Bank of Tokyo-Mitsubishi UFJ, Ltd., Singapore Branch, DBS Bank Ltd., Mizuho Corporate Bank, Ltd., Oversea-Chinese Banking Corporation Limited and United Overseas Bank Limited
Listing Manual	The Listing Manual of the Singapore Exchange Securities Trading Limited
Manager	CapitaCommercial Trust Management Limited as manager of CCT
MEA	Mitsubishi Estate Asia Pte. Ltd.
MSO Trust	The trust known as “MSO Trust” and constituted by the trust deed dated 15 June 2011 and supplemented by a first supplemental trust deed dated 15 November 2011
MSO Trustee-Manager	Market Street Office Trustee Pte. Ltd., as trustee-manager of MSO Trust , a wholly-owned subsidiary of CCL and a special purpose vehicle set up for the purpose of establishing the MSO Trust and to provide trustee and management services to the MSO Trust
OCBC	Oversea-Chinese Banking Corporation Limited
Project	The project for the construction of the new commercial office development at 146 Market Street
Property	The leasehold estate for the unexpired duration of the term commencing from 1 April 1974 comprised in the whole of Lot 503A of Town Subdivision 1 held under Certificate of Title Volume 349 Folio 190, located at 146 Market Street and previously known as Market Street Car Park
Shareholders’ Undertaking	The shareholders’ undertaking dated 16 November 2011 given by CCL , the CCT Trustee and MEA in favour of OCBC (as security agent for the Finance Parties)
Unitholders	Unitholders of CCT