



CAPITALAND INTEGRATED COMMERCIAL TRUST

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

ANNOUNCEMENT

ENTRY INTO INTERESTED PERSON TRANSACTIONS:

- (I) **LEASE AGREEMENT WITH EU YAN SANG INTEGRATIVE HEALTH PTE. LTD. AT JUNCTION 8**
 - (II) **LEASE AGREEMENT WITH VERTEX VENTURE MANAGEMENT PTE. LTD. AT RAFFLES CITY TOWER**
 - (III) **PROJECT MANAGEMENT AGREEMENT WITH CAPITALAND DEVELOPMENT PTE. LTD. FOR ADDITION AND ALTERATION WORKS FOR FIVE AND A HALF OFFICE FLOORS AT SIX BATTERY ROAD**
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1. INTRODUCTION

CapitaLand Integrated Commercial Trust Management Limited, as manager of CapitaLand Integrated Commercial Trust ("**CICT**", and the manager of CICT, the "**Manager**") wishes to announce that the following agreements have been entered into on 24 June 2022 in respect of the following properties of CICT:

- (a) a lease agreement between HSBC Institutional Trust Services (Singapore) Limited in its capacity as trustee of CICT and Eu Yan Sang Integrative Health Pte. Ltd. ("**EYS**"), an associate of Temasek Holdings (Private) Limited ("**Temasek**") (the "**EYS Tenancy**"), in respect of the premises on level 2 of Junction 8 (the "**EYS Premises**") for a period of three (3) years commencing on 4 August 2022 (the "**EYS Lease Period**");
- (b) a lease agreement between HSBC Institutional Trust Services (Singapore) Limited in its capacity as trustee-manager of RCS Trust and Vertex Venture Management Pte. Ltd. ("**VM**"), a subsidiary of Temasek (the "**VM Tenancy**"), in respect of the existing and new premises on levels 9 and 11 of Raffles City Tower (the "**VM Premises**") for a period of three (3) years commencing on 19 February 2023 (for the renewal of the lease of the existing premises at levels 9 and 11) and a period of approximately three (3) years and four (4) months commencing on 1 October 2022 (for a new lease of an adjacent unit on level 9) (collectively, the "**VM Lease Periods**"); and
- (c) a project management agreement between HSBC Institutional Trust Services (Singapore) Limited in its capacity as trustee of CapitaLand Commercial Trust ("**CCT**") and CapitaLand Development Pte. Ltd. ("**CLD**"), a subsidiary of Temasek, in respect of the addition and alteration works for five (5) and a half office floors at Six Battery Road (the "**SBR Premises**") (the "**SBR Project Management Services Agreement**") for a period of one (1) year and six (6) months commencing on 1 July 2022 (the "**Project Period**"),

(collectively, the "**Interested Person Transactions**").

2. DISCLOSURE REQUIREMENTS

Under Chapter 9 of the Listing Manual of Singapore Exchange Securities Trading Limited (the “**Listing Manual**”), where an entity at risk (as defined in the Listing Manual) proposes to enter into a transaction with an interested person (as defined in the Listing Manual) and the value of the transaction (either in itself or when aggregated with the value of other transactions, each of a value equal to or greater than S\$100,000, with the same interested person during the same financial year) is equal to or exceeds three per cent (3%), but is less than five per cent (5%), of the latest audited consolidated net tangible assets (“**NTA**”) of the issuer and its subsidiaries (the “**Issuer Group**”), an immediate announcement of the transaction must be made and if the value is equal to or exceeds five per cent (5%) of the Issuer Group's latest audited consolidated NTA, approval of the unitholders of the issuer must be obtained.

Based on the information available to the Manager as at the date of this Announcement, Temasek, through its subsidiaries and associated companies, has an aggregate interest in 1,597,871,962 units in CICT (“**Units**”), representing approximately 24.10%¹ of the total number of Units in issue, and is therefore regarded as a “controlling unitholder” of CICT under both the Listing Manual and Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore (the “**Property Funds Appendix**”). In addition, as the Manager is a wholly owned subsidiary of CapitaLand Investment Limited (“**CLI**”) and CLI is a subsidiary of Temasek, Temasek is therefore regarded as a “controlling shareholder” of the Manager under both the Listing Manual and the Property Funds Appendix.

For the purposes of Chapter 9 of the Listing Manual and Paragraph 5 of Appendix 6 of the Property Funds Appendix:

- (a) EYS, being an associate of Temasek;
- (b) VM, being a subsidiary of Temasek, and
- (c) CLD, being a subsidiary of Temasek,

are each considered an “associate” of (i) a “controlling unitholder” of CICT and (ii) a “controlling shareholder” of the Manager, and therefore an “interested person” (for the purposes of the Listing Manual) and “interested party” (for the purposes of the Property Funds Appendix) of CICT. Each of CICT, RCS Trust and CCT is regarded as an “entity at risk” for these purposes.

Therefore, the entry into each of the Interested Person Transactions constitutes an “interested person transaction” under Chapter 9 of the Listing Manual as well as an “interested party transaction” under the Property Funds Appendix. The Interested Person Transactions, when aggregated with the existing interested person transactions with Temasek and its subsidiaries and associates (excluding CLI and its subsidiaries and associates) (the “**Temasek Group**”) would exceed 3.0% of the latest audited NTA of CICT, and accordingly under Rule 905 of the Listing Manual, the Manager must make an announcement of such interested person transactions.

3. CERTAIN PRINCIPAL TERMS OF THE INTERESTED PERSON TRANSACTIONS

3.1 Key Terms of the EYS Tenancy

Pursuant to the EYS Tenancy, an estimated aggregate sum of S\$0.66 million is payable by EYS as gross rent for the EYS Premises, during the EYS Lease Period (the “**EYS Rent**”).

¹ Based on a total of 6,629,556,440 Units as at 24 June 2022.

The EYS Rent is calculated based on the monthly gross rent payable by EYS during the EYS Lease Period and has been reviewed by an independent valuer to be in accordance with market standards. The EYS Rent was benchmarked against comparable third-party lettings in similar retail malls, taking into account factors such as term of the lease, unit size, unit configuration and orientation, floor level and the prestige of the building. The independent valuer is of the opinion that the EYS Rent as at the date of commencement of the EYS Tenancy is at market level and the other key commercial terms of the EYS Tenancy are normal commercial terms.

Accordingly, the Manager is of the view that EYS Tenancy is on normal commercial terms and not prejudicial to the interests of CICT and its minority unitholders.

The value of the EYS Tenancy will be aggregated pursuant to Rule 905 of the Listing Manual. As the EYS Tenancy falls within the exception under Rule 916(1) of the Listing Manual, the value of the EYS Tenancy is thus not the subject of aggregation pursuant to Rule 906 of the Listing Manual.

3.2 Key Terms of the VM Tenancy

The VM Tenancy comprises a renewal of tenancy of the existing premises leased by VM at levels 9 and 11 of Raffles City Tower for a period from 19 February 2023 to 18 February 2026 (the “**VM Renewal Tenancy**”) and a new lease for an adjacent unit on level 9 for a period from 1 October 2022 to 18 February 2026 (the “**VM New Tenancy**”).

Pursuant to the VM Tenancy, an estimated aggregate sum of S\$7.58 million (comprising S\$5.31 million for the VM Renewal Tenancy and S\$2.27 million for the VM New Tenancy) is payable by VM as gross rent for the VM Premises during the VM Lease Periods (the “**VM Rent**”).

The VM Rent is calculated based on the monthly gross rent payable by VM and has been reviewed by an independent valuer to be in accordance with market standards. The VM Rent was benchmarked against comparable third-party lettings in similar office buildings, taking into account factors such as market condition, term of the lease, unit size, unit configuration and orientation, floor level and the prestige of the building. The independent valuer is of the opinion that the VM Rent as at the respective dates of commencement of the VM Tenancy is at market level and the other key commercial terms of the VM Tenancy are normal commercial terms.

Accordingly, the Manager is of the view that VM Tenancy is on normal commercial terms and not prejudicial to the interests of CICT and its minority unitholders.

In respect of the VM Renewal Tenancy:

- (a) its value will be aggregated pursuant to Rule 905 of the Listing Manual; and
- (b) as it falls within the exception under Rule 916(1) of the Listing Manual, its value is thus not the subject of aggregation pursuant to Rule 906 of the Listing Manual.

In respect of the VM New Tenancy:

- (a) its value will be aggregated pursuant to Rule 905 of the Listing Manual; and
- (b) as it does not fall within the exception under Rule 916(1) of the Listing Manual, its value will be aggregated pursuant to Rule 906 of the Listing Manual.

3.3 Key Terms of the SBR Project Management Services Agreement

Pursuant to the SBR Project Management Services Agreement, an estimated aggregate sum of S\$0.35 million is payable to CLD for project management services at the SBR Premises, during the Project Period (the “Fees”).

The Fees are calculated based on a fixed percentage of the total construction cost for the Project Period and have been reviewed by an independent valuer to be in accordance with market standards. The Fees were benchmarked against the market range for projects of comparable scale and nature, taking into account the scope of services rendered by CLD.

Accordingly, the Manager is of the view that SBR Project Management Services Agreement is on normal commercial terms and not prejudicial to the interests of CICT and its minority unitholders.

4. RATIONALE FOR AND BENEFITS OF THE INTERESTED PERSON TRANSACTIONS

4.1 Rationale and Benefit of the EYS Tenancy

EYS is a new tenant in Junction 8 and this would improve the overall trade mix of Junction 8. The EYS Tenancy benefits CICT as it improves the occupancy rate at Junction 8 and the EYS Rent would add to CICT's income.

4.2 Rationale and Benefit of the VM Tenancy

VM is an existing tenant in Raffles City Tower and would be renewing the tenancy of their existing unit as well as leasing an additional unit. The VM Tenancy benefits CICT as it improves the occupancy rate at Raffles City Tower and the VM Rent would add to CICT's overall income.

4.3 Rationale and Benefit of the SBR Project Management Services Agreement

CLD has a proven track record in executing various asset enhancement works for properties held by CICT. In addition, CLD has the requisite experience and familiarity with Six Battery Road, having been engaged as the project manager of an asset enhancement initiative carried out on the retail podium block of Six Battery Road previously. CLD also has experienced design management and project management teams which have been involved in major retail and commercial properties in Singapore and can deploy their expertise for the current addition and alteration works at the SBR Premises to benefit CICT.

5. AUDIT COMMITTEE STATEMENT

The Audit Committee has considered the terms of each of the Interested Person Transactions and is of the view that they are on normal commercial terms and are not prejudicial to the interests of CICT and its minority unitholders.

6. TOTAL VALUE OF INTERESTED PERSON TRANSACTIONS WITH TEMASEK GROUP FOR THE CURRENT FINANCIAL YEAR

As at the date of this announcement, the value of all interested person transactions entered into between (1) CICT and (2) Temasek and members of the Temasek Group (excluding CLI and its subsidiaries and associates) during the course of the current financial year (including the Interested Person Transactions but excluding any transaction with a value of less than S\$100,000) is approximately (a) S\$588.97 million and (b) S\$574.69 million pursuant to Rules 905 and 906 of the Listing Manual respectively.

The value of all interested person transactions entered into between (1) CICT and (2) all interested persons during the course of the current financial year (including the Interested Person Transactions but excluding any transaction with a value of less than S\$100,000) is approximately (a) S\$1,250.27 million and (b) S\$1,128.40 million pursuant to Rules 905 and 906 of the Listing Manual respectively.

7. INTERESTS OF DIRECTORS AND CONTROLLING UNITHOLDERS²

As at the date of this announcement, certain directors of the Manager collectively hold an aggregate direct and indirect interest in 1,103,962 Units.

Mr Tony Tan Tee Hieong is the Chief Executive Officer and an Executive Non-Independent Director of the Manager. Mr Jonathan Yap is a Non-Executive Non-Independent Director of the Manager and Chief Executive Officer (Fund Management) of CLI. Mr Lim Cho Pin Andrew Geoffrey is a Non-Executive Non-Independent Director of the Manager and the Group Chief Financial Officer of CLI. Ms Teo Swee Lian, Mrs Quek Bin Hwee and Ms Jeann Low Ngiap Jong are directors of certain related corporations and an associated company of Temasek, but for the avoidance of doubt, they are not involved in the day-to-day management of such entities, and none of such entities is a direct or indirect shareholder of EYS, VM or CLD.

Based on information available to the Manager as at the date of this announcement, Temasek, through its subsidiaries and associated companies (including CLI and its subsidiaries), has an aggregate deemed interest in 1,597,871,962 Units, which is equivalent to approximately 24.10% of the total number of Units in issue.

Save as disclosed in this announcement and as at the date of this announcement, none of the directors of the Manager or Controlling Unitholders has an interest, direct or indirect, in the Interested Person Transactions.

BY ORDER OF THE BOARD

CapitaLand Integrated Commercial Trust Management Limited
(Registration Number: 200106159R)
as manager of CapitaLand Integrated Commercial Trust

Lee Ju Lin, Audrey
Company Secretary

24 June 2022

IMPORTANT NOTICE

The past performance of CapitaLand Integrated Commercial Trust (“**CICT**”) is not indicative of future performance. The listing of the units in CICT (“**Units**”) on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) does not guarantee a liquid market for the Units. The value of the Units and the income from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, CapitaLand Integrated Commercial Trust Management Limited, as manager of CICT (the “**Manager**”), or any of its affiliates. An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request that the Manager redeem or purchase their Units while the Units are listed on the SGX-ST. It is intended that holders of Units may only deal in their Units through trading on the SGX-ST.

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units.

This announcement may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from other developments or companies, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager’s current view of future events.

² “**Controlling Unitholders**” refers to a person with an interest in Units constituting not less than 15.0% of all Units in issue.