

CIRCULAR DATED 26 SEPTEMBER 2018

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.



CIRCULAR TO UNITHOLDERS IN RELATION TO:

THE PROPOSED ACQUISITION OF THE BALANCE 70.0% OF THE UNITS IN INFINITY MALL TRUST WHICH HOLDS WESTGATE

IMPORTANT DATES AND TIMES FOR UNITHOLDERS

Event	Date and Time
Last date and time for lodgement of Proxy Forms	Tuesday, 23 October 2018 at 10.00 a.m.
Date and time of EGM	Thursday, 25 October 2018 at 10.00 a.m.
Place of EGM	The Star Gallery, Level 3 The Star Performing Arts Centre 1 Vista Exchange Green Singapore 138617

MANAGED BY

CAPITALAND MALL TRUST MANAGEMENT LIMITED

Independent Financial Adviser to the
Independent Directors and the Audit Committee of
CapitaLand Mall Trust Management Limited and to the Trustee



The SGX-ST takes no responsibility for the accuracy of any statements or opinions made, or reports contained, in this Circular. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your Units, you should immediately forward this Circular, together with the Notice of EGM and the accompanying Proxy Form in this Circular, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Meanings of capitalised terms may be found in the Glossary of this Circular.



Westgate is the retail component of the integrated mixed-use retail and office development located in Jurong Lake District.

Westgate is strategically located in Jurong Lake District, Singapore's upcoming second Central Business District. It is a family and lifestyle mall in the west of Singapore. The mall enjoys direct connectivity to both the Jurong East MRT station and bus interchange, and is close to amenities such as the Ng Teng Fong General Hospital and Jurong Regional Library. It provides shoppers with city lifestyle shopping experiences, with diverse offerings from tenants such as Isetan, Fitness First, Sephora, Tokyu Hands, Spotlight and ABC Cooking Studio. The mall also offers extensive beauty and health brands. Unique features of Westgate include a thematic children's playground and The Courtyard, which is naturally ventilated and offers alfresco dining options.

Westgate's NPI for 1H 2018 has stabilised at S\$24.8 million, when compared against the same period last year. Additionally, Tenant Sales Growth has improved from -3.3% (FY 2017) to +2.1% (1H 2018).



Summary of Selected Information for Westgate⁽¹⁾

Site Area

195,463 sq ft

Gross Floor Area

593,928 sq ft

Net Lettable Area

410,825 sq ft⁽²⁾

Car Park Lots

610⁽³⁾

Number of Leases

246

Land Tenure

Leasehold tenure of 99 years w.e.f. 29 August 2011

Committed Occupancy

98.0%
(as at 31 July 2018)

Shopper Traffic

4 million
per month

1H 2018 Tenant Sales Growth

2.1%

Valuation
(as at 21 August 2018
on a completed basis)

Colliers

S\$1,130.0 million

JLL

S\$1,125.0 million

Agreed Value
(including fixed assets,
and on a completed basis)

S\$1,128.0 million

NPI Yield on
Agreed Value

4.3%
(based on FY 2017)

4.4%
(based on 1H 2018,
annualised)



Notes:

(1) As at 30 June 2018, unless otherwise stated.

(2) Upon completion of the improvement works, the net lettable area of Westgate is expected to be approximately 410,825 sq ft.

(3) The car park lots are owned by the management corporation of Westgate.



OVERVIEW

Proposed Acquisition

On 27 August 2018, the Trustee entered into a Unit Purchase Agreement with the Vendors to acquire the balance 70.0% of the units in IMT, which holds Westgate. CMT currently already owns the other 30.0% of the units in IMT. The Vendors are wholly owned subsidiaries of CL. The obligations of the Vendors to the Trustee in respect of the Acquisition are guaranteed by CMA Singapore I Pte. Ltd., another wholly owned subsidiary of CL.

Total Acquisition Outlay

The Total Acquisition Outlay is estimated to be approximately S\$805.5 million, comprising:

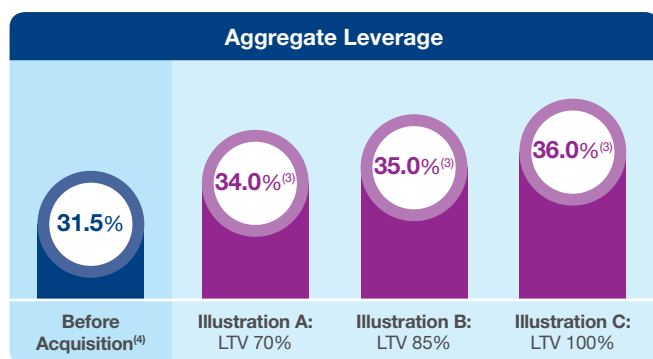
- the estimated Purchase Consideration of approximately S\$17.9 million;
- 70.0% of the Unitholders' Loans, being S\$379.7 million, which would be repaid with the new Trustee's Loan extended by CMT;
- 70.0% of the Bank Loan owed by IMT to certain financial institutions, being S\$392.0 million (which would remain in IMT after Completion);
- the Acquisition Fee payable in Units to the Manager for the Acquisition of approximately S\$7.9 million⁽¹⁾; and
- the estimated professional and other fees and expenses of approximately S\$8.0 million incurred or to be incurred by CMT in connection with the Acquisition.

Method of Financing

The Manager may finance the Cash Outlay, being the Total Acquisition Outlay less 70.0% of the Bank Loan and the Acquisition Fee, of S\$405.6 million, through debt or a combination of debt and equity funding.

The final decision regarding the funding mix for the Cash Outlay will be made by the Manager at the appropriate time taking into account the then prevailing market conditions, interest rate environment, and availability of alternative funding options.

The chart below sets out the changes to the Aggregate Leverage of the CMT Group through three funding scenarios with different LTVs⁽²⁾ purely for illustrative purposes.



Rationale For and Benefits of the Acquisition

1. Increased Exposure to the Jurong Lake District with Long-Term Growth Potential

Westgate is located in Jurong Lake District, which is slated to be the second central business district in Singapore. According to draft masterplans⁽⁵⁾ from the Urban Redevelopment Authority, there are plans to create 100,000 jobs and build 20,000 homes. Together with attractive street life, and a rich network of parks, water features and leisure options, the Manager believes that there is considerable long-term potential for increased population catchment from the future Jurong Lake District.

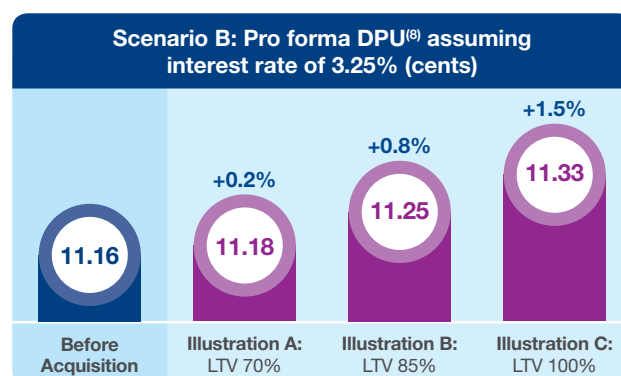
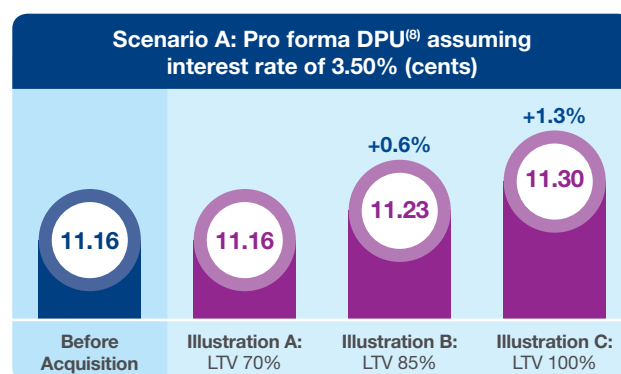
Tengah, the new HDB town of approximately 700 hectares⁽⁶⁾ with about 42,000⁽⁷⁾ new homes when completed, will also be connected to the Jurong East MRT station via the future Jurong Region Line. This will likely increase the residential population catchment in the area.

Being close to amenities such as the Ng Teng Fong General Hospital and Jurong Regional Library, and nearby commercial buildings like the adjoining Westgate Tower, Westgate is well poised to benefit from this ready catchment.

2. Redeployment of Capital towards Higher Yielding Assets with Better Fundamentals

The Acquisition is in line with CMT's principal investment strategy of investing in quality income-producing assets which are used, or predominantly used, for retail purposes primarily in Singapore.

The Acquisition is accretive to CMT's DPU and CMT's NAV per Unit based on the pro forma financial impact as at 31 December 2017, as described in this Circular. With illustrative funding mix from 70% to 100% LTV, the Acquisition is expected to result in positive DPU impact of up to 1.5% accretion and an increase of NAV per Unit of between S\$0.01 to S\$0.02. Please refer to Scenarios A and B below for illustrative purposes.



Notes:

- As the Acquisition constitutes an "interested party transaction" under the Property Funds Appendix, the Acquisition Fee shall be in the form of Units and shall not be sold within one year from the date of issuance in accordance with Paragraph 5.7 of the Property Funds Appendix.
- The respective LTV scenarios refer to the amount of debt as a percentage of the Total Acquisition Outlay less the Acquisition Fee.
- Based on CMT Group's Aggregate Leverage as at 30 June 2018, adding the incremental gross borrowings as a result of the Acquisition at the respective LTVs, and adding the incremental deposited property as a result of the Acquisition.
- As at 30 June 2018.
- Jurong Lake District (www.jld.sg).
- 1,500 flats to be launched in Singapore's first 'Forest Town', 14 May 2018, The Straits Times.
- Unveiling the Masterplan for Tengah: At Home With Nature, 8 September 2016, Housing & Development Board.
- Based on the financial year ended 31 December 2017, and at an illustrative price of S\$2.00 per new Unit for the portion funded by equity, where applicable.

The Acquisition provides CMT with the opportunity to rejuvenate and rebalance its portfolio towards higher yielding premium assets with greater long-term potential and situated at key transport hubs and regional centres. This will enable CMT to optimise its portfolio for long-term sustainable returns and growth.

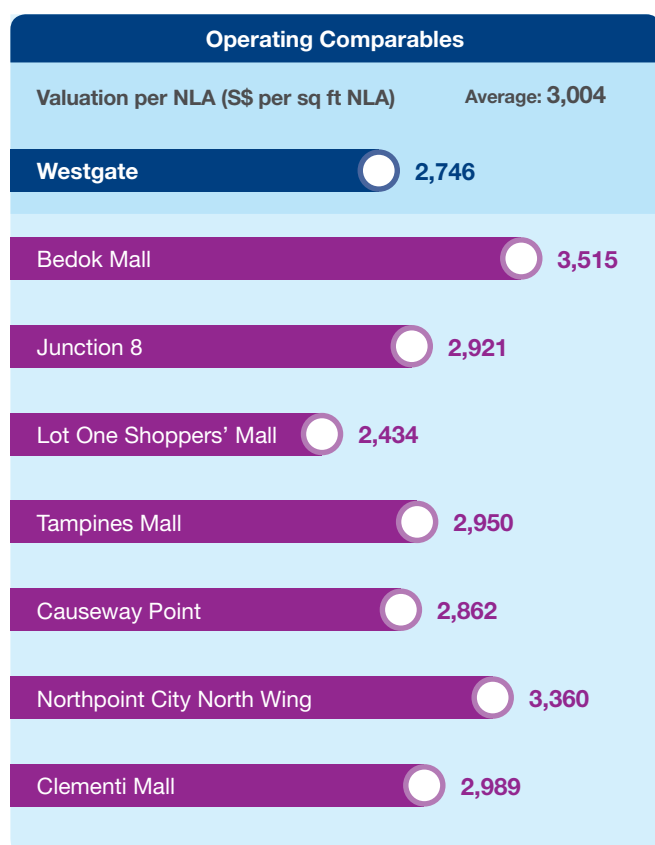
On 18 June 2018, CMT completed its divestment of Sembawang Shopping Centre at S\$248.0 million. With the Acquisition, CMT will be able to redeploy its capital at a higher property yield of approximately 4.3%. This is in line with the Manager's portfolio reconstitution strategy where proceeds from recent divestments with exit yields in the 3% to 4% range have been redeployed into newer assets with strong upside, thereby creating value for Unitholders.

3. Pricing is Within Valuations of Comparable Malls and Range of Recent Transactions

The Agreed Value of S\$1,128 million (S\$2,746 per sq ft of NLA) is in line with the two independent valuations commissioned for the Acquisition.

The Agreed Value of S\$2,746 per sq ft of NLA is at the lower end of the range of Valuation per NLA from S\$2,434 per sq ft of NLA to S\$3,515 per sq ft of NLA of malls which are also located directly at transport hubs with an MRT station and bus interchange, namely Bedok Mall, Junction 8, Lot One Shoppers' Mall, Tampines Mall, Clementi Mall, Causeway Point and Northpoint City North Wing. Among the Transaction Comparables, the closest property to Westgate is Jurong Point, which is also located in the west of Singapore and is also directly connected to a transport hub. The Agreed Value of S\$2,746 per sq ft of NLA is below the S\$3,343 per sq ft of NLA implied by the acquisition of Jurong Point. The NPI Yield implied by the Agreed Value of 4.3% is above the 4.2% implied by the Jurong Point transaction. Please refer to the chart below for details on the Valuation per NLA of Operating Comparables based on the IFA Letter.

The transaction premium over carrying value for the Acquisition is 13.8%⁽¹⁾, which is lower than the transaction premiums for the recent acquisitions of 55 Market Street, Twenty Anson, Sembawang Shopping Centre and Wilkie Edge which ranged from 16.7% to 96.8% as indicated in the IFA Letter.



4. Strategically Located High Quality Asset

Westgate enjoys high shopper traffic of about 4 million per month as well as consistently high occupancy rates⁽²⁾, underpinned by:

- Strategic Location in the Heart of Jurong East**

Westgate is strategically located at Jurong East's transport hub and enjoys excellent transport connectivity, with seamless connection to the Jurong East MRT station as well as close proximity to the Jurong East bus interchange, the Ayer Rajah Expressway, and the Pan Island Expressway. Westgate is also directly connected to neighbouring buildings such as the Ng Teng Fong General Hospital and IMM Building via an elevated pedestrian network.

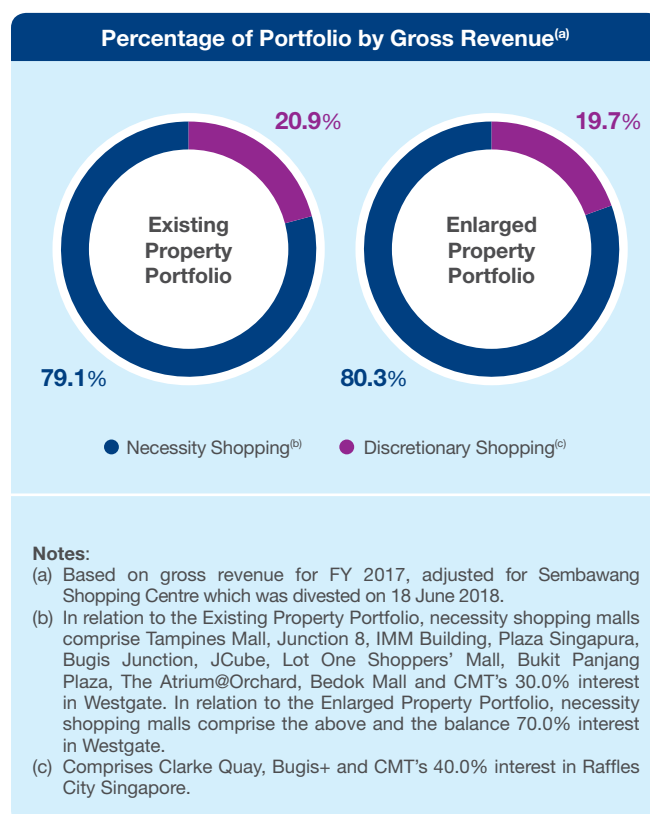
The Jurong East MRT station is an interchange for the East-West Line and the North-South Line, both of which are the longest MRT lines by track length⁽³⁾ in Singapore. With the expected addition of the future Jurong Region Line, the Jurong East MRT station will be served by three MRT lines, further strengthening its current position as a key transport node in the Jurong region.

- New and High Quality Asset with Multiple Awards and Ongoing Works to Further Enhance Shopper Experience**

Completed in 2013, Westgate has been accorded various awards including the BCA Universal Design Mark Platinum for accessibility, connectivity and user friendliness and the BCA Green Mark Platinum, the highest accolade for green building certification in Singapore.

5. Enhances CMT Group Portfolio's Resilience and Diversification

The Acquisition will further enhance CMT Group portfolio's resilience and diversification through an increase in exposure to necessity shopping malls and a reduction of CMT's reliance on any single property.



The Manager expects that the maximum contribution to CMT Group's gross revenue by any single property within CMT Group's property portfolio will decrease from approximately 11.8% to approximately 11.1% following the Acquisition.

Notes:

- Based on the Agreed Value over the latest preceding property valuation of S\$991.0 million as at 30 June 2018.
- Westgate's committed occupancy rate was 98.0% as at 31 July 2018.
- Land Transport Authority (www.lta.gov.sg) and SBS Transit (www.sbsttransit.com.sg).



LOCATION MAP

JURONG LAKE DISTRICT
 The largest commercial and regional centre outside Singapore's City Centre.



TENGH (Future new HDB town)
 TENGH PARK STATION

BUKIT BATOK WEST STATION

CHINESE GARDEN STATION
 New Science Centre
 Jurong Lake Gardens East
 Jurong Lake Gardens Central (Chinese Garden and Japanese Garden)
 Jurong Lake Gardens West

TOH GUAN STATION
 Yuhua Primary School
 Crest Secondary School
 Shuqun Secondary School

JURONG EAST STATION (INTERCHANGE)
 Devan Nair Institute for Employment and Employability
 IMM
 Ng Teng Fong General Hospital
 Jurong Community Hospital
 The Chevrans
 Vision Exchange
 International Business Park

JCUBE
 Jurong Regional Library

westgate
 J Gateway Condo

JURONG EAST TOWN CENTRE
 JTC Summit
 Genting Hotel Jurong

Other locations: Fuhua Secondary School, Canadian International School, ActiveSG Jurong East Sports Centre, Westmere, Fuhua Primary School, Ivory Heights, Snow City, Omni Theatre, Singapore Science Centre, Lakeside Village, Jurong East Town Centre, J Gateway Condo, Devan Nair Institute for Employment and Employability, IMM, Ng Teng Fong General Hospital, Jurong Community Hospital, The Chevrans, Vision Exchange, International Business Park.

Roads: PAN ISLAND EXPRESSWAY (PIE), BOON LAY WAY, JURONG TOWN HALL ROAD, TOH GUAN ROAD.



CAPITALAND MALL TRUST

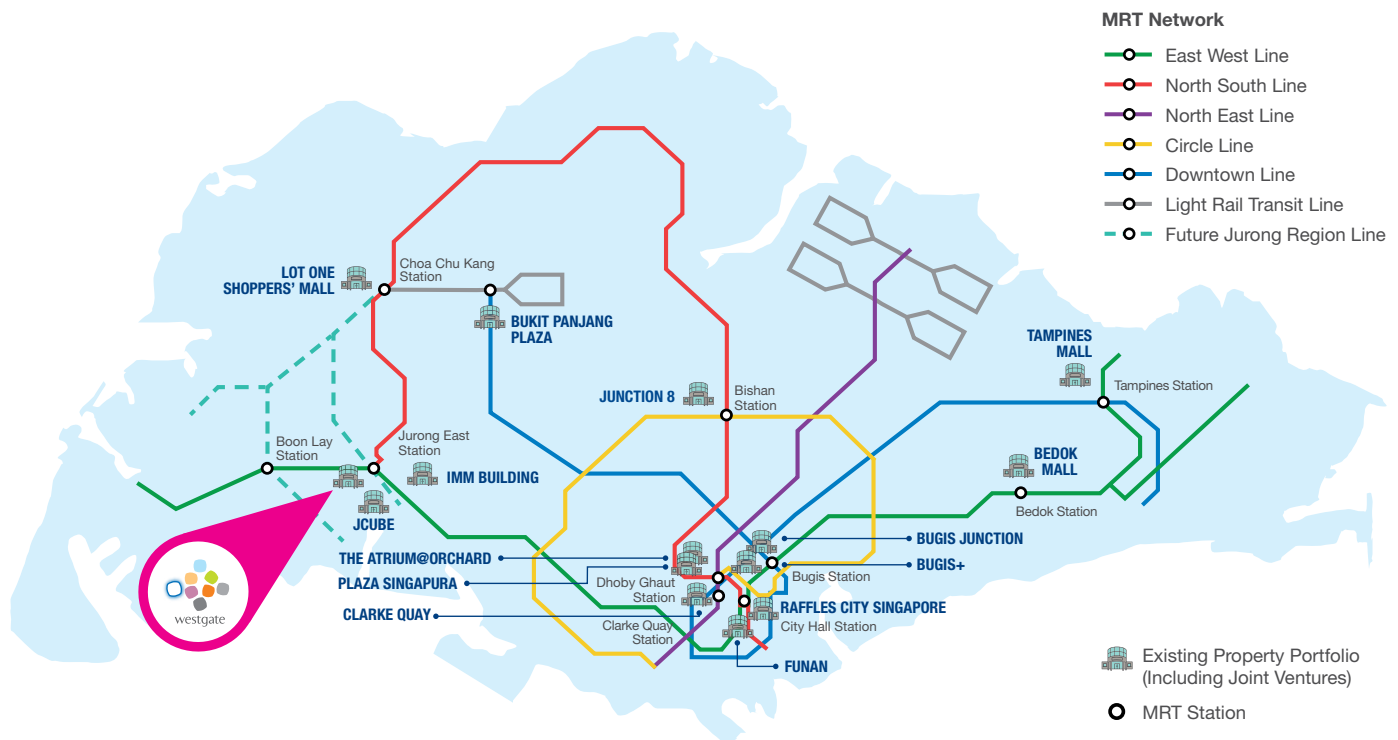
First and Largest Retail REIT in Singapore

CMT is the first REIT listed on the SGX-ST in July 2002. CMT is also the largest retail REIT by market capitalisation of approximately S\$7.6 billion (as at the Latest Practicable Date) in Singapore. CMT has been affirmed an 'A2' issuer rating by Moody's Investors Service on 28 August 2018. The 'A2' issuer rating is the highest rating assigned to a Singapore REIT.

CMT owns and invests in quality income-producing assets which are used, or predominantly used, for retail purposes primarily in Singapore. As at 30 June 2018, CMT's portfolio comprised a diverse list of close to 2,800 leases with local and international retailers and achieved a committed occupancy of 98.0%. CMT's

15 quality shopping malls, which are strategically located in the suburban areas and downtown core of Singapore, comprise Tampines Mall, Junction 8, Funan, IMM Building, Plaza Singapura, Bugis Junction, JCube, Raffles City Singapore (40.0% interest), Lot One Shoppers' Mall, 90 out of 91 strata lots in Bukit Panjang Plaza, The Atrium@Orchard, Clarke Quay, Bugis+, Westgate (30.0% interest) and Bedok Mall. CMT also owns 122.7 million units in Capitaland Retail China Trust, the first China shopping mall REIT listed on the SGX-ST in December 2006.

CMT is managed by an external manager, CapitaLand Mall Trust Management Limited, which is an indirect wholly owned subsidiary of CL, one of Asia's largest real estate companies headquartered and listed in Singapore.



	As at 30 June 2018
Average Term to Maturity (years)	5.2
Average Cost of Debt	3.1%

Enlarged Property Portfolio

The table below sets out the valuation of the Enlarged Property Portfolio as at 30 June 2018 (unless otherwise indicated).

	Westgate ⁽¹⁾	Existing Property Portfolio	Enlarged Property Portfolio
Valuation (S\$ million)	1,130.0 (Colliers) 1,125.0 (JLL)	10,224.5 ⁽²⁾	11,055.2 ⁽³⁾

Accolades for Westgate

Multi-award winning development

Green Mark Platinum
Building and Construction Authority, Singapore

Universal Design Mark Platinum
Building and Construction Authority, Singapore

Notes:
 (1) Valuations of the Property as at 21 August 2018 on a completed basis by Colliers and JLL.
 (2) As at 30 June 2018, and includes CMT's 40.0% interest in Raffles City Singapore and CMT's 30.0% interest in Westgate.
 (3) Based on the aggregate of the valuation of the Existing Property Portfolio as at 30 June 2018 (excluding Westgate) and the Agreed Value of Westgate of S\$1,128.0 million.

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CORPORATE INFORMATION

Directors of CapitaLand Mall Trust Management Limited (the manager of CMT) (the “Manager”)	:	Adj Prof Richard R. Magnus (Chairman & Non-Executive Independent Director) Mr Tony Tan Tee Hieong (Chief Executive Officer & Executive Non-Independent Director) Mr Tan Kian Chew (Non-Executive Non-Independent Director) Mr Ng Chee Khern (Non-Executive Independent Director) Mr Lee Khai Fatt, Kyle (Non-Executive Independent Director) Mr Fong Kwok Jen (Non-Executive Independent Director) Mr Gay Chee Cheong (Non-Executive Independent Director) Mr Jason Leow Juan Thong (Non-Executive Non-Independent Director) Mr Lim Cho Pin Andrew Geoffrey (Non-Executive Non-Independent Director)
Registered Office of the Manager	:	168 Robinson Road #30-01 Capital Tower Singapore 068912
Trustee of CMT (the “Trustee”)	:	HSBC Institutional Trust Services (Singapore) Limited 21 Collyer Quay #13-02 HSBC Building Singapore 049320
Legal Adviser for the Acquisition and to the Manager	:	Allen & Gledhill LLP One Marina Boulevard #28-00 Singapore 018989
Legal Adviser to the Trustee	:	Shook Lin & Bok LLP 1 Robinson Road #18-00 AIA Tower Singapore 048542
Unit Registrar and Unit Transfer Office	:	Boardroom Corporate & Advisory Services Pte. Ltd. 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623
Independent Financial Adviser to the Independent Directors and the Audit Committee of the Manager and to the Trustee (the “IFA”)	:	Australia and New Zealand Banking Group Limited 10 Collyer Quay #30-00 Ocean Financial Centre Singapore 049315

Independent Valuers : Colliers International Consultancy & Valuation (Singapore) Pte Ltd
(appointed by the Manager)
1 Raffles Place
#45-00 One Raffles Place
Singapore 048616

Jones Lang LaSalle Property Consultants Pte Ltd
(appointed by the Trustee)
9 Raffles Place
#39-00 Republic Plaza
Singapore 048619

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OVERVIEW

The following overview is qualified in its entirety by, and should be read in conjunction with, the full text of this Circular. Meanings of defined terms may be found in the Glossary on pages 27 to 32 of this Circular.

Any discrepancies in the tables included herein between the listed amounts and totals thereof are due to rounding.

OVERVIEW

CapitaLand Mall Trust (“**CMT**”) is the largest retail real estate investment trust (“**REIT**”) listed on Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) by market capitalisation. CMT’s objective is to deliver stable distributions and sustainable total returns to unitholders of CMT (“**Unitholders**”) by owning and investing in quality income-producing assets which are used, or predominantly used, for retail purposes primarily in Singapore.

As at 20 September 2018, being the latest practicable date prior to the printing of this Circular (the “**Latest Practicable Date**”), CMT has a market capitalisation of approximately S\$7.6 billion¹. CMT’s portfolio comprises 15 quality shopping malls, which are strategically located in the suburban areas and downtown core of Singapore.

CMT’s existing property portfolio comprises (i) Bugis+, (ii) Bugis Junction, (iii) 90 out of 91 strata lots in Bukit Panjang Plaza, (iv) Clarke Quay, (v) Funan, (vi) JCube, (vii) IMM Building (“**IMM**”), (viii) Junction 8, (ix) Lot One Shoppers’ Mall, (x) Plaza Singapura, (xi) a 40.0% interest in Raffles City Singapore, (xii) Bedok Mall, (xiii) Tampines Mall, (xiv) The Atrium@Orchard and (xv) a 30.0% interest in Westgate (collectively, the “**Existing Property Portfolio**”²).

On 27 August 2018, the Trustee entered into a conditional unit purchase agreement (the “**Unit Purchase Agreement**”) with CMA Singapore Investments (4) Pte. Ltd. and CL JM Pte. Ltd. (together, the “**Vendors**”) to acquire the balance 70.0% of the units in Infinity Mall Trust (“**IMT**”, and the acquisition of units in IMT, the “**Acquisition**”), which holds Westgate. CMT currently already owns the other 30.0% of the units in IMT. The Vendors are wholly owned subsidiaries of CapitaLand Limited (“**CL**”). The obligations of the Vendors to the Trustee in respect of the Acquisition are guaranteed by CMA Singapore I Pte. Ltd., another wholly owned subsidiary of CL.

For the purposes of this Circular, “**Enlarged Property Portfolio**” comprises the Existing Property Portfolio and the balance 70.0% of Westgate.

The property information contained in this Circular on the Existing Property Portfolio and Enlarged Property Portfolio is as at 30 June 2018 unless otherwise stated.

SUMMARY OF APPROVAL SOUGHT

The Manager seeks approval from Unitholders for the proposed acquisition of the balance 70.0% of the units in IMT which holds Westgate.

1 Based on the closing Unit price of S\$2.130 as at the Latest Practicable Date.

2 The Existing Property Portfolio excludes the 122.7 million units in CapitaLand Retail China Trust (“**CRCT**”) held by CMT.

Description of Westgate

Westgate is comprised in Lot U78814N, Lot U78813K and Lot U78812A, all of Mukim 5 and is the retail component of the integrated mixed-use retail and office development located in Jurong Lake District. CMT had, in 2011, entered into a joint venture with subsidiaries of CL to jointly bid for and develop the site that the integrated development is situated on. Westgate, the retail component of the integrated development, is held under IMT. Westgate was completed in 2013, and has a total retail NLA (as defined herein) of 410,825 sq ft. CL holds an aggregate of 70.0% of the units in IMT through its wholly owned subsidiaries, CMA Singapore Investments (4) Pte. Ltd. and CL JM Pte. Ltd.. CMA Singapore Investments (4) Pte. Ltd. holds 50.0% of the units in IMT and CL JM Pte. Ltd. holds 20.0% of the units in IMT. CMT currently holds the remaining 30.0% of the units in IMT.

Westgate is strategically located in Jurong Lake District, Singapore's upcoming second Central Business District. It is a family and lifestyle mall in the west of Singapore. The mall enjoys direct connectivity to both the Jurong East MRT station and bus interchange, and is close to amenities such as the Ng Teng Fong General Hospital and Jurong Regional Library. It provides shoppers with city lifestyle shopping experiences, with diverse offerings from tenants such as Isetan, Fitness First, Sephora, Tokyu Hands, Spotlight and ABC Cooking Studio. The mall also offers extensive beauty and health brands. Unique features of Westgate include a thematic children's playground and The Courtyard, which is naturally ventilated and offers alfresco dining options.

The committed occupancy of Westgate was 98.0% as at 31 July 2018.

(See **Appendix A** of this Circular for further details.)

Total Acquisition Outlay

The total acquisition outlay is estimated to be approximately S\$805.5 million, comprising:

- (i) the estimated Purchase Consideration (as defined herein) of approximately S\$17.9 million;
- (ii) 70.0% of the Unitholders' Loans (as defined herein), being S\$379.7 million, which would be repaid with the new Trustee's Loan (as defined herein) extended by CMT;
- (iii) 70.0% of the Bank Loan (as defined herein) owed by IMT to certain financial institutions, being S\$392.0 million (which would remain in IMT after completion of the Acquisition ("**Completion**" and the date of Completion, the "**Completion Date**"));
- (iv) the acquisition fee (the "**Acquisition Fee**") payable in Units to the Manager for the Acquisition (the "**Acquisition Fee Units**") of approximately S\$7.9 million¹; and
- (v) the estimated professional and other fees and expenses of approximately S\$8.0 million incurred or to be incurred by CMT in connection with the Acquisition,

(collectively, the "**Total Acquisition Outlay**").

¹ As the Acquisition constitutes an "**interested party transaction**" under Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore (the "**Property Funds Appendix**"), the Acquisition Fee shall be in the form of Units (the "**Acquisition Fee Units**") and shall not be sold within one year from the date of issuance in accordance with Paragraph 5.7 of the Property Funds Appendix.

Purchase Consideration and Valuation

The purchase consideration (the “**Purchase Consideration**”) payable to the Vendors in connection with the Acquisition is S\$17.9 million, derived from 70.0% of IMT’s NAV (based on the pro forma completion balance sheet of IMT as at 30 June 2018 and subject to completion adjustments up to the day preceding the Completion Date). IMT’s NAV is estimated at S\$25.6 million as at Completion Date after taking into account, among others:

- (a) the agreed market value (the “**Agreed Value**”) of Westgate of S\$1,128.0 million (equivalent to S\$2,746 per sq ft of NLA) on a completed basis¹, including fixed assets and after carrying out the Agreed Works (as defined herein), negotiated on a willing-buyer and willing-seller basis taking into account the independent valuations of Westgate; less
- (b) the unitholders’ loans of S\$542.4 million² owed by IMT to the Trustee and the Vendors (the “**Unitholders’ Loans**”) and the bank loan of an aggregate amount of approximately S\$560.0 million³ owed by IMT to certain financial institutions (the “**Bank Loan**”, and together with the Unitholders’ Loans, the “**Loan Liabilities**”).

On Completion, in addition to the payment of the Purchase Consideration to the Vendors, the Trustee will extend a loan of S\$542.4 million to IMT (the “**Trustee’s Loan**”) to enable it to repay and discharge the Unitholders’ Loans (which includes CMT’s 30.0% interest in the Unitholders’ Loans). For the avoidance of doubt, the Unitholders’ Loans will be fully repaid on Completion. The Bank Loan will remain in IMT after Completion.

The final Purchase Consideration payable to the Vendors on Completion will be subject to completion adjustments to IMT’s NAV up to the day preceding the Completion Date, and the final amount of the Loan Liabilities will depend on the final amount outstanding on the Completion Date.

For the avoidance of doubt, the total amount to be received by the Vendors in connection with the Acquisition will be approximately S\$397.6 million, being the aggregate of the Purchase Consideration of S\$17.9 million and 70.0% of the Unitholders’ Loans, being S\$379.7 million.

The Manager has commissioned an independent property valuer, Colliers International Consultancy & Valuation (Singapore) Pte Ltd (“**Colliers**”), and the Trustee has commissioned another independent property valuer, Jones Lang LaSalle Property Consultants Pte Ltd (“**JLL**”, and together with Colliers, the “**Independent Valuers**”), to value Westgate on a completed basis, after carrying out the Agreed Works. The valuation of Westgate as at 21 August 2018 is S\$1,130.0 million (70.0% of which is S\$791.0 million) and S\$1,125.0 million (70.0% of which is S\$787.5 million) as stated by Colliers and JLL in their respective valuation reports. The methods used by the Independent Valuers were the capitalisation method, the discounted cash flow method, and the comparison method.

(See paragraph 2.2 of the Letter to Unitholders for further details.)

1 As the acquisition of Westgate is on a completed basis, the Vendors would be paying their proportionate share of the Agreed Works prior to the Completion Date.

2 Based on the expected amount to be drawn down by IMT by the Completion Date.

3 Assuming the full amount of the Bank Loan is drawn down by the Completion Date.

Method of Financing

The Manager may finance the cash outlay, being the Total Acquisition Outlay less 70.0% of the Bank Loan and the Acquisition Fee (the “**Cash Outlay**”), of S\$405.6 million, through debt or a combination of debt and equity funding.

The table below sets out the various funding mix through three funding scenarios purely for illustrative purposes.

	Cash Outlay		
Transaction Gearing (“LTV”)⁽¹⁾	70%	85%	100%
Debt⁽²⁾ (S\$ million)	166.3	286.0	405.6
Equity (S\$ million)	239.3	119.6	–
Cash Outlay (S\$ million)	405.6	405.6	405.6

Notes:

- (1) The respective LTV scenarios refer to the amount of debt (including 70.0% of the Bank Loan owed by IMT to certain financial institutions, being S\$392.0 million) as a percentage of the Total Acquisition Outlay less the Acquisition Fee.
- (2) The amount of debt to be raised excludes 70.0% of the Bank Loan owed by IMT to certain financial institutions, being S\$392.0 million, which will remain in IMT after Completion.

The final decision regarding the funding mix for the Cash Outlay will be made by the Manager at the appropriate time taking into account the then prevailing market conditions, interest rate environment, and availability of alternative funding options.

Structure of the Acquisition

As at the date of this Circular, 70.0% of the issued units in IMT are held by the Vendors. The Vendors are wholly owned subsidiaries of CL.

The Unit Purchase Agreement provides for the Acquisition by the Trustee of the balance 70.0% of the units in IMT. The obligations of the Vendors to the Trustee in respect of the Acquisition are guaranteed by CMA Singapore I Pte. Ltd., another wholly owned subsidiary of CL.

(See paragraph 2.2 of the Letter to Unitholders for further details.)

Interested Person Transaction and Interested Party Transaction

As at the Latest Practicable Date, CL, through Pyramex Investments Pte Ltd (“**PIPL**”), Albert Complex Pte Ltd (“**ACPL**”), Premier Healthcare Services International Pte Ltd (“**PHSIPL**”) and the Manager, holds an aggregate interest in 1,044,933,659 Units, which is equivalent to approximately 29.44% of the total number of Units in issue, and is therefore regarded as a “controlling unitholder” of CMT under both the Listing Manual of the SGX-ST (the “**Listing Manual**”) and the Property Funds Appendix. In addition, as the Manager is a wholly owned subsidiary of CL, CL is therefore regarded as a “controlling shareholder” of the Manager under both the Listing Manual and the Property Funds Appendix.

As the Vendors are wholly owned subsidiaries of CL, for the purposes of Chapter 9 of the Listing Manual and Paragraph 5 of the Property Funds Appendix, the Vendors (being subsidiaries of a “controlling unitholder” of CMT and a “controlling shareholder” of the Manager) are (for the purpose of the Listing Manual) “interested persons” and (for the purpose of the Property Funds Appendix) “interested parties” of CMT.

Therefore, the Acquisition constitutes an “interested person transaction” under Chapter 9 of the Listing Manual as well as an “interested party transaction” under the Property Funds Appendix, in respect of which the approval of Unitholders is required.

Accordingly, the Manager is seeking the approval of Unitholders by way of an Ordinary Resolution (as defined herein) of the Unitholders for the Acquisition.

(See paragraph 4.2.3 of the Letter to Unitholders for further details.)

RATIONALE FOR AND BENEFITS OF THE ACQUISITION

The Manager believes that the Acquisition will bring the following key benefits to Unitholders:

- Increased Exposure to the Jurong Lake District with Long-Term Growth Potential
- Redeployment of Capital towards Higher Yielding Assets with Better Fundamentals
- Pricing is Within Valuations of Comparable Malls and Range of Recent Transactions
- Strategically Located High Quality Asset
 - Strategic Location in the Heart of Jurong East
 - New and High Quality Asset with Multiple Awards and Ongoing Works to Further Enhance Shopper Experience
- Enhances CMT Group Portfolio’s Resilience and Diversification

(See paragraph 3 of the Letter to Unitholders for further details.)

INDICATIVE TIMETABLE

The timetable for the events which are scheduled to take place after the EGM is indicative only and is subject to change at the Manager's absolute discretion. Any changes (including any determination of the relevant dates) to the timetable below will be announced.

Event	Date and Time
Last date and time for lodgement of Proxy Forms	: Tuesday, 23 October 2018 at 10.00 a.m.
Date and time of the EGM	: Thursday, 25 October 2018 at 10.00 a.m.

If approval for the Acquisition is obtained at the EGM:

Target date for Completion	: Expected to be on 1 November 2018 (or such other date as may be agreed between the Trustee and the Vendors)
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MallTrust

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

Directors of the Manager

Adj Prof Richard R. Magnus (Chairman & Non-Executive Independent Director)
Mr Tony Tan Tee Hieong (Chief Executive Officer & Executive Non-Independent Director)
Mr Tan Kian Chew (Non-Executive Non-Independent Director)
Mr Ng Chee Khern (Non-Executive Independent Director)
Mr Lee Khai Fatt, Kyle (Non-Executive Independent Director)
Mr Fong Kwok Jen (Non-Executive Independent Director)
Mr Gay Chee Cheong (Non-Executive Independent Director)
Mr Jason Leow Juan Thong (Non-Executive Non-Independent Director)
Mr Lim Cho Pin Andrew Geoffrey (Non-Executive Non-Independent Director)

Registered Office

168 Robinson Road
#30-01 Capital Tower
Singapore 068912

26 September 2018

To: Unitholders of CMT

Dear Sir/Madam

1 SUMMARY OF APPROVAL SOUGHT

The Manager is convening the EGM to seek the approval from Unitholders by way of Ordinary Resolution¹ for the proposed Acquisition.

2 THE PROPOSED ACQUISITION

2.1 Description of Westgate

Westgate is comprised in Lot U78814N, Lot U78813K and Lot U78812A, all of Mukim 5 and is the retail component of the integrated mixed-use retail and office development located in Jurong Lake District. CMT had, in 2011, entered into a joint venture with subsidiaries of CL to jointly bid for and develop the site that the integrated development is situated on. Westgate, the retail component of the integrated development, is held under IMT. Westgate was completed in 2013, and has a total retail NLA of 410,825 sq ft. CL holds an aggregate of 70.0% of the units in IMT through its wholly owned subsidiaries, CMA Singapore Investments (4) Pte. Ltd. and CL JM Pte. Ltd.. CMA Singapore Investments (4) Pte. Ltd. holds 50.0% of the units in IMT and CL JM Pte. Ltd. holds 20.0% of the units in IMT. CMT currently holds the remaining 30.0% of the units in IMT.

Westgate is strategically located in Jurong Lake District, Singapore's upcoming second Central Business District. It is a family and lifestyle mall in the west of Singapore. The mall enjoys direct connectivity to both the Jurong East MRT station and bus interchange, and is close to amenities such as the Ng Teng Fong General Hospital and Jurong Regional Library.

¹ "Ordinary Resolution" means a resolution proposed and passed as such by a majority being greater than 50.0% or more of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed (as defined herein).

It provides shoppers with city lifestyle shopping experiences, with diverse offerings from tenants such as Isetan, Fitness First, Sephora, Tokyu Hands, Spotlight and ABC Cooking Studio. The mall also offers extensive beauty and health brands. Unique features of Westgate include a thematic children's playground and The Courtyard, which is naturally ventilated and offers alfresco dining options.

The committed occupancy of Westgate was 98.0% as at 31 July 2018.

(See **Appendix A** of this Circular for further details.)

2.2 Structure of the Acquisition and the Independent Valuations

On 27 August 2018, the Trustee entered into the Unit Purchase Agreement with the Vendors to acquire Westgate by way of acquiring the balance 70.0% of the units in IMT. The obligations of the Vendors to the Trustee under the Unit Purchase Agreement are guaranteed by CMA Singapore I Pte. Ltd., another wholly owned subsidiary of CL.

The Purchase Consideration payable to the Vendors in connection with the Acquisition is S\$17.9 million, derived from 70.0% of IMT's NAV (based on the pro forma completion balance sheet of IMT as at 30 June 2018 and subject to completion adjustments up to the day preceding the Completion Date). IMT's NAV is estimated at S\$25.6 million as at Completion Date after taking into account, among others:

- (a) the Agreed Value of Westgate of S\$1,128.0 million (equivalent to S\$2,746 per sq ft of NLA) on a completed basis¹, including fixed assets and after carrying out the Agreed Works, negotiated on a willing-buyer and willing-seller basis taking into account the independent valuations of Westgate; less
- (b) the Unitholders' Loans of S\$542.4 million² and the Bank Loan of S\$560.0 million³.

On Completion, in addition to the payment of the Purchase Consideration to the Vendors, the Trustee will extend the Trustee's Loan of S\$542.4 million to IMT to enable it to repay and discharge the Unitholders' Loans (which includes CMT's 30.0% interest in the Unitholders' Loans). For the avoidance of doubt, the Unitholders' Loans will be fully repaid on Completion. The Bank Loan will remain in IMT after Completion.

The final Purchase Consideration payable to the Vendors on Completion will be subject to completion adjustments to IMT's NAV up to the day preceding the Completion Date, and the final amount of the Loan Liabilities will depend on the final amount outstanding on the Completion Date.

For the avoidance of doubt, the total amount to be received by the Vendors in connection with the Acquisition will be approximately S\$397.6 million, being the aggregate of the Purchase Consideration of S\$17.9 million and 70.0% of the Unitholders' Loans, being S\$379.7 million.

The Manager has commissioned an independent property valuer, Colliers, and the Trustee has commissioned another independent property valuer, JLL, to value Westgate on a completed basis, after carrying out the Agreed Works. The valuation of Westgate as at 21 August 2018 is S\$1,130.0 million (70.0% of which is S\$791.0 million) and S\$1,125.0 million (70.0% of which is S\$787.5 million) as stated by Colliers and JLL in their respective

1 As the acquisition of Westgate is on a completed basis, the Vendors would be paying their proportionate share of the Agreed Works prior to the Completion Date.

2 Based on the expected amount to be drawn down by IMT by the Completion Date.

3 Assuming the full amount of the Bank Loan is drawn down by the Completion Date.

valuation reports. The methods used by the Independent Valuers were the capitalisation method, the discounted cash flow method, and the comparison method.

2.3 Agreed Improvement Works

As the acquisition of Westgate is on a completed basis, the Vendors would be paying their proportionate share of the agreed improvement works for IMT, which amounts to S\$6.0 million (the “**Agreed Works**”). Pursuant to the Unit Purchase Agreement, CMA Singapore Investments (4) Pte. Ltd. is required to contribute the amount for 50.0% of the Agreed Works to IMT prior to Completion while CL JM Pte. Ltd. is required to contribute the amount for 20.0% of the Agreed Works to IMT prior to Completion.

2.4 Certain Terms and Conditions of the Unit Purchase Agreement

The principal terms of the Unit Purchase Agreement include, among others, the following conditions precedent:

- (i) the Acquisition having been approved by the Unitholders at the EGM;
- (ii) there being no resolution, proposal, scheme or order for the compulsory acquisition of the whole or any part of Westgate on or before Completion;
- (iii) there being no material damage to Westgate on or before Completion; and
- (iv) the receipt of an in-principle approval from the Inland Revenue Authority of Singapore that IMT will continue to be regarded as an approved sub-trust of CMT pursuant to section 43(2A)(a)(iv) and (b) of the Income Tax Act, Chapter 134 of Singapore, on Completion, there not having occurred any withdrawal of such in-principle approval and, if applicable, the conditions to such in-principle approval having been fulfilled.

2.5 Asset Management and Property Management

Asset management services in respect of IMT are currently performed by CapitaLand Mall Trust Management Limited, as the manager of IMT (the “**IMT Manager**”). The IMT Manager shall carry out all activities as it deems necessary for the management of IMT and its business, such as, budgeting, treasury, insurance, appointment of professional advisors as required for the management of the assets held by IMT.

Currently, property management services in respect of Westgate are provided by CapitaLand Retail Management Pte Ltd (“**CRMPL**”) pursuant to a property management agreement entered into between CRMPL and the IMT Trustee (as defined herein) (the “**Existing IMT PMA**”). Property management services in relation to Westgate include, among others, leasing services, tenant management, operating and maintaining the property, provision of personnel for site management of the property and supervision and control of collection of rentals. For properties which CMT wholly owns, CRMPL has been appointed as the property manager pursuant to the Master Property Management Agreement (as defined herein). As IMT is not wholly owned by CMT prior to Completion, the property management services are provided pursuant to the Existing IMT PMA. Upon Completion, the Existing IMT PMA will be terminated but property management services in respect of Westgate will continue to be performed by CRMPL as the property manager of CMT (the “**Property Manager**”) pursuant to the Master Property Management Agreement.

(i) Asset Management

CapitaLand Mall Trust Management Limited is currently the manager of IMT. The basis of the asset management fees payable to the IMT Manager by IMT is identical to the basis of such fees payable pursuant to the trust deed constituting CMT (as amended) (the "**Trust Deed**") and comprises a base component of 0.25% per annum of the deposited property of IMT and a performance component of 4.25% per annum of net property income of IMT for each financial year. In the event that there are variations to the basis of the asset management fees payable to the Manager pursuant to the Trust Deed, the basis of the asset management fees payable to the IMT Manager by IMT shall vary accordingly, as the trust deed constituting IMT provides that for so long as CMT remains one of the unitholders of IMT, the asset management fees payable to the IMT Manager shall be computed based on the fee structure as set out in the Trust Deed.

For avoidance of doubt, asset management fees payable by IMT are solely paid to the IMT Manager.

(ii) Property Management

Under the terms of the master property management agreement, which was approved by Unitholders on 13 April 2011, entered into between the Trustee, the Manager and the Property Manager on 1 December 2011 (the "**Master Property Management Agreement**"), any properties acquired thereafter by CMT will (for a period of 10 years from 28 December 2011) be managed by the Property Manager in accordance with the terms of the Master Property Management Agreement. Upon Completion, Westgate will fall under the Master Property Management Agreement.

The fees payable pursuant to the Master Property Management Agreement will be as follows:

- (a) 2.0% per annum of the gross revenue of Westgate;
- (b) 2.0% per annum of the net property income of Westgate; and
- (c) 0.5% per annum of the net property income of Westgate, in lieu of leasing commissions.

Under the Master Property Management Agreement, the Property Manager will also be fully reimbursed for (i) the employment costs and remuneration relating to centre management and other personnel engaged solely for the provision of services for Westgate and (ii) the allocated employment costs and remuneration relating to the centralised team of personnel engaged exclusively to provide group services for all properties of CMT under its management, as approved in each annual budget by the Trustee following the recommendation of the Manager, in accordance with the reimbursables in the Master Property Management Agreement. This fee structure is similar to the current fees charged by CRMPL as the current property manager of Westgate.

2.6 Existing Transactions of IMT with Interested Persons of CMT

The following transactions which IMT had entered into previously would continue following Completion:

(i) Lease of Retail Unit to Planet Managed Services Pte. Ltd.

JG Trustee Pte. Ltd., in its capacity as trustee of IMT, (the “**IMT Trustee**”) had in December 2016 entered into a lease agreement with Planet Managed Services Pte. Ltd. (“**PMSPL**”) for the lease of a retail unit at Westgate for a period of 3 years (the “**PMSPL Lease**”).

PMSPL is an indirect subsidiary of Temasek Holdings (Private) Limited (“**THPL**”) which holds an aggregate deemed interest in 1,060,945,105 Units through its subsidiaries and associated companies, which is equivalent to 29.89% of the total number of Units in issue. Accordingly, PMSPL is an interested person of CMT and, upon Completion, the PMSPL Lease will continue as an interested person transaction.

The estimated rental payable by PMSPL to IMT from Completion Date to the expiry of the PMSPL Lease is approximately S\$382,000 (based on 70.0% interest in IMT). The rental rate payable by PMSPL pursuant to the PMSPL Lease was reviewed by an independent property consultant, CBRE Pte. Ltd., and was found to be in line with the then prevailing market rates.

(ii) Award of contract to Certis Cisco Protection Services Pte. Ltd.

The IMT Trustee had in October 2016 entered into a contract with Certis Cisco Protection Services Pte. Ltd. (“**CCPSPL**”) to provide security services at Westgate (the “**CCPSPL Contract**”).

CCPSPL is an indirect subsidiary of THPL. Accordingly, CCPSPL is an interested person of CMT, and upon Completion, the CCPSPL Contract will continue as an interested person transaction.

The contract sum payable by IMT to CCPSPL from Completion Date to the expiry of the CCPSPL Contract is approximately S\$1,074,000 (based on 70.0% interest in IMT). The contract sum payable by IMT to CCPSPL pursuant to the CCPSPL Contract was reviewed through a due diligence and benchmarking process where relevant pricing, track record and capability were assessed. As such, the transaction was on an arm’s length basis, based on normal commercial terms.

By approving the Acquisition, Unitholders will be deemed to have also approved the above transactions.

2.7 Total Acquisition Outlay

The Total Acquisition Outlay is estimated to be approximately S\$805.5 million, comprising:

- (i) the estimated Purchase Consideration of approximately S\$17.9 million;
- (ii) 70.0% of the Unitholders’ Loans, being S\$379.7 million, which would be repaid with the new Trustee’s Loan extended by CMT;
- (iii) 70.0% of the Bank Loan owed by IMT to certain financial institutions, being S\$392.0 million (which would remain in IMT after Completion);

- (iv) the Acquisition Fee payable in the Acquisition Fee Units of approximately S\$7.9 million¹; and
- (v) the estimated professional and other fees and expenses of approximately S\$8.0 million incurred or to be incurred by CMT in connection with the Acquisition.

2.8 Method of Financing

The Manager may finance the Cash Outlay of S\$405.6 million, through debt or a combination of debt and equity funding.

The table below sets out the various funding mix through three funding scenarios purely for illustrative purposes.

	Cash Outlay		
LTV⁽¹⁾	70%	85%	100%
Debt⁽²⁾ (S\$ million)	166.3	286.0	405.6
Equity (S\$ million)	239.3	119.6	–
Cash Outlay (S\$ million)	405.6	405.6	405.6

Notes:

- (1) The respective LTV scenarios refer to the amount of debt (including 70.0% of the Bank Loan owed by IMT to certain financial institutions, being S\$392.0 million) as a percentage of the Total Acquisition Outlay less the Acquisition Fee.
- (2) The amount of debt to be raised excludes 70.0% of the Bank Loan owed by IMT to certain financial institutions, being S\$392.0 million, which will remain in IMT after Completion.

The final decision regarding the funding mix for the Cash Outlay will be made by the Manager at the appropriate time taking into account the then prevailing market conditions, interest rate environment, and availability of alternative funding options.

The table below sets out the changes to the Aggregate Leverage (as defined herein) of the CMT Group (being CMT and its subsidiaries) (collectively the “**CMT Group**”) through three funding scenarios purely for illustrative purposes.

	CMT Group’s Aggregate Leverage		
LTV⁽¹⁾	70%	85%	100%
Before the Acquisition	31.5% ⁽²⁾		
After the Acquisition	34.0% ⁽³⁾	35.0% ⁽³⁾	36.0% ⁽³⁾

Notes:

- (1) The respective LTV scenarios refer to the amount of debt as a percentage of the Total Acquisition Outlay less the Acquisition Fee.
- (2) CMT Group’s Aggregate Leverage as at 30 June 2018.
- (3) Based on CMT Group’s Aggregate Leverage as at 30 June 2018, adding the incremental gross borrowings as a result of the Acquisition at the respective LTVs, and adding the incremental deposited property as a result of the Acquisition.

1 As the Acquisition constitutes an “interested party transaction” under the Property Funds Appendix, the Acquisition Fee shall be in the form of Units and shall not be sold within one year from the date of issuance in accordance with Paragraph 5.7 of the Property Funds Appendix.

3 RATIONALE FOR AND BENEFITS OF THE ACQUISITION

The Manager believes that the Acquisition will bring the following key benefits to Unitholders:

3.1 Increased Exposure to the Jurong Lake District with Long-Term Growth Potential

Westgate is located in Jurong Lake District, which is slated to be the second central business district in Singapore. According to draft masterplans¹ from the Urban Redevelopment Authority, there are plans to create 100,000 jobs and build 20,000 homes. Together with attractive street life, and a rich network of parks, water features and leisure options, the Manager believes that there is considerable long-term potential for increased population catchment from the future Jurong Lake District.

Tengah, the new HDB town of approximately 700 hectares² with about 42,000³ new homes when completed, will also be connected to the Jurong East MRT station via the future Jurong Region Line. This will likely increase the residential population catchment in the area.

Being close to amenities such as the Ng Teng Fong General Hospital and Jurong Regional Library, and nearby commercial buildings like the adjoining Westgate Tower, Westgate is well poised to benefit from this ready catchment.

3.2 Redeployment of Capital towards Higher Yielding Assets with Better Fundamentals

The Acquisition is in line with CMT's principal investment strategy of investing in quality income-producing assets which are used, or predominantly used, for retail purposes primarily in Singapore.

The Acquisition is accretive to CMT's distribution per Unit ("DPU") and CMT's NAV per Unit based on the pro forma financial impact as at 31 December 2017, as described in this Circular. With illustrative funding mix from 70% to 100% LTV, the Acquisition is expected to result in positive DPU impact of up to 1.5% accretion and an increase of NAV per Unit of between S\$0.01 to S\$0.02. (See paragraph 4.1.1 and 4.1.2 of the Letter to Unitholders for further details.)

The Acquisition provides CMT with the opportunity to rejuvenate and rebalance its portfolio towards higher yielding premium assets with greater long-term potential and situated at key transport hubs and regional centres. This will enable CMT to optimise its portfolio for long-term sustainable returns and growth.

On 18 June 2018, CMT completed its divestment of Sembawang Shopping Centre at S\$248.0 million. With the Acquisition, CMT will be able to redeploy its capital at a higher property yield of approximately 4.3%. This is in line with the Manager's portfolio reconstitution strategy where proceeds from recent divestments with exit yields in the 3% to 4% range have been redeployed into newer assets with strong upside, thereby creating value for Unitholders.

1 Jurong Lake District (www.jld.sg).

2 1,500 flats to be launched in Singapore's first 'Forest Town', 14 May 2018, The Straits Times.

3 Unveiling the Masterplan for Tengah: At Home With Nature, 8 September 2016, Housing & Development Board.

3.3 Pricing is Within Valuations of Comparable Malls and Range of Recent Transactions

The Agreed Value of S\$1,128.0 million (equivalent to S\$2,746 per sq ft of NLA) is in line with the two independent valuations commissioned for the Acquisition.

The Agreed Value of S\$2,746 per sq ft of NLA is at the lower end of the range of Valuation per NLA (as defined herein) from S\$2,434 per sq ft of NLA to S\$3,515 per sq ft of NLA of malls which are also located directly at transport hubs with an MRT station and bus interchange, namely Bedok Mall, Junction 8, Lot One Shoppers' Mall, Tampines Mall, Clementi Mall, Causeway Point and Northpoint City North Wing. Among the Transaction Comparables (as defined herein), the closest property to Westgate is Jurong Point, which is also located in the west of Singapore and is also directly connected to a transport hub. The Agreed Value of S\$2,746 per sq ft of NLA is below the S\$3,343 per sq ft of NLA implied by the acquisition of Jurong Point. The NPI Yield (as defined herein) implied by the Agreed Value of 4.3% is above the 4.2% implied by the Jurong Point transaction. Unitholders are advised to refer to the IFA Letter (as defined herein) set out in **Appendix C** to this Circular for details on the Valuation per NLA of Operating Comparables (as defined herein), and the Price per NLA (as defined herein) and NPI Yield of Transaction Comparables.

The transaction premium over carrying value for the Acquisition is 13.8%¹, which is lower than the transaction premiums for the recent acquisitions of 55 Market Street, Twenty Anson, Sembawang Shopping Centre and Wilkie Edge which ranged from 16.7% to 96.8%. Unitholders are advised to refer to the IFA Letter set out in **Appendix C** to this Circular for details on recent examples of transacted values of commercial properties in Singapore.

3.4 Strategically Located High Quality Asset

Westgate enjoys high shopper traffic of about 4 million per month as well as consistently high occupancy rates², underpinned by:

- **Strategic Location in the Heart of Jurong East**

Westgate is strategically located at Jurong East's transport hub and enjoys excellent transport connectivity, with seamless connection to the Jurong East MRT station as well as close proximity to the Jurong East bus interchange, the Ayer Rajah Expressway, and the Pan Island Expressway. Westgate is also directly connected to neighbouring buildings such as the Ng Teng Fong General Hospital and IMM Building via an elevated pedestrian network.

The Jurong East MRT station is an interchange for the East-West Line and the North-South Line, both of which are the longest MRT lines by track length³ in Singapore. With the expected addition of the future Jurong Region Line, the Jurong East MRT station will be served by three MRT lines, further strengthening its current position as a key transport node in the Jurong region.

1 Based on the Agreed Value over the latest preceding property valuation of S\$991.0 million as at 30 June 2018.

2 Westgate's committed occupancy rate was 98.0% as at 31 July 2018.

3 Land Transport Authority (www.lta.gov.sg) and SBS Transit (www.sbstransit.com.sg).

- **New and High Quality Asset with Multiple Awards and Ongoing Works to Further Enhance Shopper Experience**

Completed in 2013, Westgate has been accorded various awards including the BCA Universal Design Mark Platinum for accessibility, connectivity and user friendliness and the BCA Green Mark Platinum, the highest accolade for green building certification in Singapore.

Westgate offers a unique “courtyard” retail experience, resembling a vibrant shopping street with communal spaces to gather and socialise. There are additional improvement works being undertaken which will further enhance shopper experience. These improvements include the enclosure of selected alfresco F&B outlets with air conditioning and improvement of shopper access to level 2 with new escalators and entrance points.

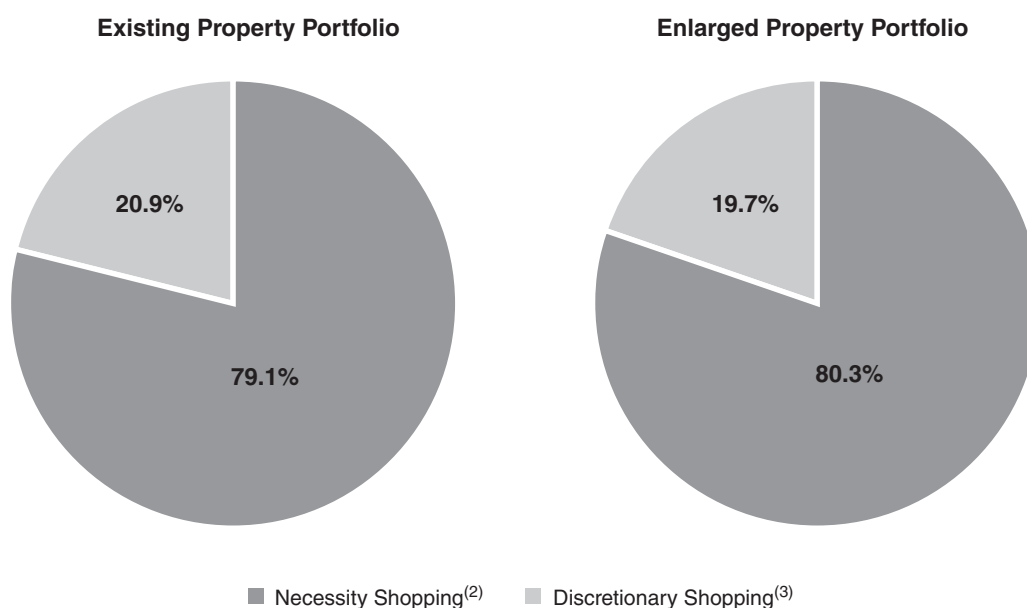
(See paragraph 2.3 on Agreed Improvement Works for further details.)

3.5 Enhances CMT Group Portfolio’s Resilience and Diversification

The Acquisition will further enhance CMT Group portfolio’s resilience and diversification through an increase in exposure to necessity shopping malls and a reduction of CMT’s reliance on any single property.

The Manager believes that the Acquisition will strengthen the asset profile of CMT Group, increasing its exposure to necessity shopping malls, which have shown resilience over the years. The percentage of the portfolio focused on necessity shopping (by gross revenue) would increase to 80.3% post-Acquisition from 79.1% pre-Acquisition.

Percentage of Portfolio by Gross Revenue⁽¹⁾



Notes:

- (1) Based on gross revenue for the financial year ended 31 December 2017 (“FY 2017”), adjusted for Sembawang Shopping Centre which was divested on 18 June 2018.
- (2) In relation to the Existing Property Portfolio, necessity shopping malls comprise Tampines Mall, Junction 8, IMM Building, Plaza Singapura, Bugis Junction, JCube, Lot One Shoppers’ Mall, Bukit Panjang Plaza, The Atrium@Orchard, Bedok Mall and CMT’s 30.0% interest in Westgate. In relation to the Enlarged Property Portfolio, necessity shopping malls comprise the above and the balance 70.0% interest in Westgate.
- (3) Comprises Clarke Quay, Bugis+ and CMT’s 40.0% interest in Raffles City Singapore.

The Acquisition is also expected to benefit Unitholders by improving revenue diversification and reducing the reliance of CMT Group's revenue stream on any single property. The Manager expects that the maximum contribution to CMT Group's gross revenue by any single property within CMT Group's property portfolio will decrease from approximately 11.8% to approximately 11.1% following the Acquisition.

	Percentage Contribution by Existing Property Portfolio ⁽¹⁾ to CMT Group's gross revenue	Percentage Contribution by Enlarged Property Portfolio ⁽¹⁾ to CMT Group's gross revenue
Tampines Mall	10.1%	9.5%
Junction 8	7.5%	7.1%
IMM Building	10.6%	10.0%
Plaza Singapura	11.5%	10.8%
Bugis Junction	10.9%	10.2%
JCube	3.1%	3.0%
Lot One Shoppers' Mall	5.7%	5.3%
Bukit Panjang Plaza	3.7%	3.4%
The Atrium@Orchard	6.3%	6.0%
Clarke Quay	4.9%	4.6%
40.0% interest in Raffles City Singapore	11.8%	11.1%
Bugis+	4.2%	4.0%
Interest in Westgate ⁽²⁾	2.7%	8.4%
Bedok Mall	7.0%	6.6%
Total	100.0%	100.0%

Notes:

(1) Based on gross revenue for FY 2017.

(2) 30.0% interest and 100.0% interest for the Existing Property Portfolio and the Enlarged Property Portfolio respectively.

4 DETAILS AND FINANCIAL INFORMATION OF THE ACQUISITION

4.1 Pro Forma Financial Effects of the Acquisition

The pro forma financial effects of the Acquisition on the DPU and NAV per Unit presented below are strictly for illustrative purposes and were prepared based on the audited financial statements of the CMT Group for the financial year ended 31 December 2017 (the "**CMT Group 2017 Audited Financial Statements**") as well as the audited financial statements of IMT for the financial year ended 31 December 2017, taking into account the Agreed Value, and assuming that:

- approximately 3.9 million new Units¹ are issued for the Acquisition Fee² payable to the Manager; and
- in the case of 70.0% LTV, approximately 118.6 million new Units¹ are issued to raise gross proceeds of S\$237.2 million to partly finance the Acquisition; or

1 Based on an illustrative Unit price of S\$2.00.

2 As the Acquisition constitutes an "interested party transaction" under the Property Funds Appendix, the Acquisition Fee shall be in the form of Units and shall not be sold within one year from the date of issuance in accordance with Paragraph 5.7 of the Property Funds Appendix.

- in the case of 85.0% LTV, approximately 59.3 million new Units¹ are issued to raise gross proceeds of S\$118.6 million to partly finance the Acquisition; or
- in the case that the Acquisition is fully funded by debt, no new Units are issued (other than the Units issued for Acquisition Fee); and
- bank borrowings are used to finance the balance funding requirement, including paying the estimated professional and other fees and expenses incurred or to be incurred by CMT in connection with the Acquisition.

4.1.1 Pro Forma DPU

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma financial effects of the Acquisition on CMT's DPU for the financial year ended 31 December 2017, as if the Acquisition was completed on 1 January 2017 and CMT held and operated Westgate through to 31 December 2017 are as follows:

SCENARIO A: Assuming interest rate of 3.50% per annum for additional debt taken by CMT

	Effects of the Acquisition			
	Before the Acquisition	After the Acquisition at the following LTV		
		70%	85%	100%
Net Income (S\$'000)	405,664	447,853	443,702	439,550
Distributable Income (S\$'000)	395,824	409,823	405,672	401,520
Issued Units ('000)	3,546,423 ⁽¹⁾	3,668,990 ⁽²⁾	3,609,681 ⁽²⁾	3,550,371 ⁽²⁾
DPU (cents)	11.16	11.16	11.23	11.30

SCENARIO B: Assuming interest rate of 3.25% per annum for additional debt taken by CMT

	Effects of the Acquisition			
	Before the Acquisition	After the Acquisition at the following LTV		
		70%	85%	100%
Net Income (S\$'000)	405,664	448,292	444,437	440,582
Distributable Income (S\$'000)	395,824	410,262	406,407	402,552
Issued Units ('000)	3,546,423 ⁽¹⁾	3,668,990 ⁽²⁾	3,609,681 ⁽²⁾	3,550,371 ⁽²⁾
DPU (cents)	11.16	11.18	11.25	11.33

Notes:

- (1) Number of Units issued as at 31 December 2017.
- (2) Includes the respective number of new Units issued to raise gross proceeds to partly finance the Acquisition and approximately 3.9 million new Units issuable as payment of the Acquisition Fee payable to the Manager at an illustrative price of S\$2.00 per new Unit (purely for illustrative purpose only).

¹ Based on an illustrative Unit price of S\$2.00.

4.1.2 Pro Forma NAV

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma financial effects of the Acquisition on CMT Group's NAV per Unit as at 31 December 2017, as if the Acquisition was completed on 31 December 2017 are as follows:

	Effects of the Acquisition			
	Before the Acquisition	After the Acquisition at the following LTV		
		70%	85%	100%
NAV (S\$'000)	6,825,112 ⁽¹⁾	7,102,948	6,984,329	6,865,710
Issued Units ('000)	3,546,423	3,668,990 ⁽²⁾	3,609,681 ⁽²⁾	3,550,371 ⁽²⁾
NAV per Unit (S\$)	1.92	1.94	1.93	1.93

Notes:

- (1) Excludes distribution paid on 28 February 2018 of CMT's distributable income for the period from 1 October 2017 to 31 December 2017.
- (2) Includes the respective number of new Units issued to raise gross proceeds to partly finance the Acquisition and approximately 3.9 million new Units issuable as payment of the Acquisition Fee payable to the Manager at an illustrative price of S\$2.00 per new Unit (purely for illustrative purpose only).

4.1.3 Pro Forma Capitalisation

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma capitalisation of CMT Group as at 31 December 2017, as if the Acquisition was completed on 31 December 2017, is as follows:

	Actual	After the Acquisition at the following LTV		
		70%	85%	100%
	(S\$ million)	(S\$ million)	(S\$ million)	(S\$ million)
Short-term debt				
Unsecured debt	535	535	535	535
Long-term debt				
Unsecured debt	2,648	2,823	2,942	3,060
Secured debt	–	540	540	540
Total debt	3,183	3,898	4,017	4,135
Unitholders' funds	6,825 ⁽¹⁾	7,103	6,984	6,866
Total capitalisation	10,008	11,001	11,001	11,001

Note:

- (1) Excludes distribution paid on 28 February 2018 of CMT's distributable income for the period from 1 October 2017 to 31 December 2017.

4.2 REQUIREMENT FOR UNITHOLDERS' APPROVAL

4.2.1 Major Transaction

Chapter 10 of the Listing Manual governs the acquisition or divestment of assets, including options to acquire or dispose of assets, by CMT. Such transactions are classified into the following categories:

- (a) non-discloseable transactions;
- (b) discloseable transactions;
- (c) major transactions; and
- (d) very substantial acquisitions or reverse takeovers.

A transaction by CMT may fall into any of the categories set out above depending on the size of the relative figures computed on the following bases of comparison:

- (i) the NAV of the assets to be disposed of, compared with the CMT Group's NAV;
- (ii) the net profits attributable to the assets acquired, compared with the CMT Group's net profits;
- (iii) the aggregate value of the consideration given, compared with the CMT Group's market capitalisation; and
- (iv) the number of Units issued by CMT as consideration for an acquisition, compared with the number of Units previously in issue.

Where any of the relative figures computed on the bases set out above exceeds 20.0%, the transaction is classified as a major transaction. The Listing Manual requires that a major transaction involving CMT be made conditional upon approval by Unitholders in a general meeting. However, the approval of Unitholders is not required in the case of an acquisition of profitable assets if only sub-paragraph 4.2.1(ii) exceeds the relevant 20.0% threshold.

4.2.2 Relative Figures Computed on the Bases set out in Rule 1006

The relative figures for the Acquisition using the applicable bases of comparison described in sub-paragraph 4.2.1 above are set out in the table below.

Comparison of	Acquisition	CMT Group	Relative figure (%)
Profits (S\$ million)	21.3 ⁽¹⁾	406.3 ⁽²⁾	5.2
Consideration against market capitalisation (S\$ million)	789.6 ⁽³⁾	7,698.3 ⁽⁴⁾	10.3

Notes:

- (1) The figure is based on the unaudited results of IMT for the 6-month period ended 30 June 2018.
- (2) The figure is based on the unaudited results of the CMT Group for the 6-month period ended 30 June 2018.
- (3) The figure represents the estimated Purchase Consideration plus 70.0% of the Unitholders' Loans and the 70.0% of the Bank Loan. For the avoidance of doubt, the total amount to be received by

the Vendors in connection with the Acquisition will be approximately S\$397.6 million, being the aggregate of the Purchase Consideration of S\$17.9 million and 70.0% of the Unitholders' Loans, being S\$379.7 million. The actual Purchase Consideration for the Acquisition will be determined in the manner as set out in paragraph 2.2 above.

- (4) The figure is based on the weighted average traded price of S\$2.1692 per Unit on the SGX-ST as at 24 August 2018, being the market day immediately preceding the date of the Unit Purchase Agreement.

The Manager is of the view that the Acquisition is in the ordinary course of CMT's business as the Acquisition is within the investment policy of CMT and does not change the risk profile of CMT. As such, the Acquisition should therefore not be subject to Chapter 10 of the Listing Manual. However, as the Acquisition constitutes an "interested person transaction" under Chapter 9 of the Listing Manual and an "interested party transaction" under the Property Funds Appendix which value crosses the relevant thresholds under the Listing Manual and the Property Funds Appendix, the Acquisition will still be subject to the specific approval of Unitholders.

4.2.3 Interested Person Transaction and Interested Party Transaction

Under Chapter 9 of the Listing Manual, where CMT proposes to enter into a transaction with an interested person 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 5.0% of the CMT Group's latest audited NTA (as defined herein), Unitholders' approval is required in respect of the transaction. Based on the CMT Group 2017 Audited Financial Statements, the NTA of the CMT Group was S\$6,928.0 million as at 31 December 2017. Accordingly, if the value of a transaction which is proposed to be entered into in the current financial year by CMT with an interested person is, either in itself or in aggregation with all other earlier transactions (each of a value equal to or greater than S\$100,000) entered into with the same interested person during the current financial year, equal to or in excess of S\$346.4 million, such a transaction would be subject to Unitholders' approval.

Paragraph 5 of the Property Funds Appendix also imposes a requirement for Unitholders' approval for an interested party transaction by CMT whose value exceeds 5.0% of CMT Group's latest audited NAV. Based on the CMT Group 2017 Audited Financial Statements, the NAV of the CMT Group was S\$6,928.0 million as at 31 December 2017. Accordingly, if the value of a transaction which is proposed to be entered into by CMT with an interested party is equal to or greater than S\$346.4 million, such a transaction would be subject to Unitholders' approval.

Based on the CMT Group 2017 Audited Financial Statements, the estimated Purchase Consideration, 70.0% of the Unitholders' Loans and 70.0% of Bank Loan of approximately S\$789.6 million is 11.4% of the NTA of the CMT Group as at 31 December 2017 and 11.4% of the NAV of the CMT Group as at 31 December 2017. Accordingly, the value of the Acquisition exceeds the said thresholds.

As at the Latest Practicable Date, CL holds through PIPL, ACPL, PHSIPL and the Manager, an aggregate interest in 1,044,933,659 Units, which is equivalent to approximately 29.44% of the total number of Units in issue, and is therefore regarded as a "controlling unitholder" of CMT under both the Listing Manual and the Property Funds Appendix. In addition, as the Manager is a wholly owned subsidiary of CL, CL is therefore regarded as a "controlling shareholder" of the Manager under both the Listing Manual and the Property Funds Appendix.

As the Vendors are wholly owned subsidiaries of CL, for the purposes of Chapter 9 of the Listing Manual and Paragraph 5 of the Property Funds Appendix, the Vendors (being subsidiaries of a “controlling unitholder” of CMT and a “controlling shareholder” of the Manager) are (for the purposes of the Listing Manual) “interested persons” and (for the purposes of the Property Funds Appendix) “interested parties” of CMT.

Therefore, the Acquisition constitutes an “interested person transaction” under Chapter 9 of the Listing Manual as well as an “interested party transaction” under the Property Funds Appendix, in respect of which the approval of Unitholders is required.

Details of the interested person transactions entered into between CMT and entities within CL and its subsidiaries and associates, during the course of the current financial year up to the Latest Practicable Date (“**Existing Interested Person Transactions**”), which are the subject of aggregation pursuant to Rule 906 of the Listing Manual, may be found in **Appendix D** of this Circular.

4.3 Advice of the Independent Financial Adviser

The Manager has appointed Australia and New Zealand Banking Group Limited as the IFA pursuant to Rule 921(4)(a) of the Listing Manual as well as to advise the Independent Directors, the audit committee of the Manager (the “**Audit Committee**”) and the Trustee in relation to the Acquisition. A copy of the letter from the IFA to the Independent Directors, the Audit Committee and the Trustee (the “**IFA Letter**”), containing its advice in full, is set out in **Appendix C** of this Circular and Unitholders are advised to read the IFA Letter carefully. Having considered the factors and the assumptions set out in the IFA Letter, and subject to the qualifications set out therein, the IFA is of the opinion that the Acquisition is on normal commercial terms and is not prejudicial to the interests of CMT and its minority Unitholders.

The IFA is of the opinion that the Independent Directors and the Audit Committee can recommend that Unitholders vote in favour of the resolution in connection with the Acquisition to be proposed at the EGM.

4.4 Interests of Directors and Substantial Unitholders

As at the Latest Practicable Date, certain directors of the Manager collectively hold an aggregate direct and indirect interest in 423,991 Units. Further details of the interests in Units of Directors and Substantial Unitholders¹ are set out below.

Adj Prof Richard R. Magnus is the Chairman and a Non-Executive Independent Director of the Manager. Mr Tony Tan Tee Hieong is the Chief Executive Officer and an Executive Non-Independent Director of the Manager. Mr Tan Kian Chew is a Non-Executive Non-Independent Director of the Manager. Mr Ng Chee Khern, Mr Lee Khai Fatt, Kyle, Mr Fong Kwok Jen and Mr Gay Chee Cheong are Non-Executive Independent Directors of the Manager. Mr Jason Leow Juan Thong and Mr Lim Cho Pin Andrew Geoffrey are Non-Executive Non-Independent Directors of the Manager.

Mr Jason Leow Juan Thong is concurrently the President (Asia & Retail) of CL. Mr Lim Cho Pin Andrew Geoffrey is concurrently the Group Chief Financial Officer of CL.

¹ “**Substantial Unitholders**” refers to a person with an interest in Units constituting not less than 5.0% of all Units in issue.

Based on the Register of Directors' Unitholdings maintained by the Manager and save as disclosed in the table below, none of the Directors currently holds a direct or deemed interest in the Units as at the Latest Practicable Date:

Name of Directors	Direct Interest		Deemed Interest		Total No. of Units Held	%(¹)
	No. of Units	%(¹)	No. of Units	%(¹)		
Adj Prof Richard R. Magnus	100,364	0.0028	–	–	100,364	0.0028
Tony Tan Tee Hieong	18,159	0.0005	–	–	18,159	0.0005
Tan Kian Chew	81,617	0.0023	64,000	0.0018	145,617	0.0041
Ng Chee Khern	–	–	–	–	–	–
Lee Khai Fatt, Kyle	51,316	0.0014	–	–	51,316	0.0014
Fong Kwok Jen	38,432	0.0011	–	–	38,432	0.0011
Gay Chee Cheong	38,103	0.0011	–	–	38,103	0.0011
Jason Leow Juan Thong	20,000	0.0006	–	–	20,000	0.0006
Lim Cho Pin Andrew Geoffrey	12,000	0.0003	–	–	12,000	0.0003

Note:

(1) The percentage is based on 3,548,925,629 Units in issue as at the Latest Practicable Date.

The table below sets out the interest in CL shares which are held by the Directors.

Name of Directors	Direct Interest		Deemed Interest		Total No. of Shares Held	%(¹)
	No. of CL Shares	%(¹)	No. of CL Shares	%(¹)		
Adj Prof Richard R. Magnus	–	–	–	–	–	–
Tony Tan Tee Hieong	109,350	0.0026	–	–	109,350	0.0026
Tan Kian Chew	2,000	NM ⁽²⁾	15,000	0.0004	17,000	0.0004
Ng Chee Khern	–	–	–	–	–	–
Lee Khai Fatt, Kyle	–	–	–	–	–	–
Fong Kwok Jen	76,347	0.0018	–	–	76,347	0.0018
Gay Chee Cheong	–	–	–	–	–	–
Jason Leow Juan Thong	769,758	0.0185	–	–	769,758	0.0185
Lim Cho Pin Andrew Geoffrey	41,646	0.0010	–	–	41,646	0.0010

Notes:

(1) The percentage is based on 4,162,813,855 issued shares (excluding treasury shares) as at the Latest Practicable Date.

(2) Not meaningful.

Based on the information available to the Manager, the Substantial Unitholders of CMT and their interests in the Units as at the Latest Practicable Date are as follows:

Name of Substantial Unitholders	Direct Interest		Deemed Interest		Total No. of Units Held	% ⁽¹⁾
	No. of Units	% ⁽¹⁾	No. of Units	% ⁽¹⁾		
THPL ⁽²⁾	–	–	1,060,945,105	29.89	1,060,945,105	29.89
CL ⁽³⁾	–	–	1,044,933,659	29.44	1,044,933,659	29.44
CLS ⁽⁴⁾	–	–	999,943,346	28.18	999,943,346	28.18
CLRS ⁽⁵⁾	–	–	999,943,346	28.18	999,943,346	28.18
PIPL	571,784,814	16.11	–	–	571,784,814	16.11
ACPL	279,300,000	7.87	–	–	279,300,000	7.87
BlackRock, Inc. ⁽⁶⁾	–	–	253,589,322	7.14	253,589,322	7.14
The PNC Financial Services Group, Inc. ⁽⁷⁾	–	–	253,589,322	7.14	253,589,322	7.14

Notes:

- (1) The percentage is based on 3,548,925,629 Units in issue as at the Latest Practicable Date.
- (2) THPL is deemed to have an interest in the unitholdings in which its subsidiaries and associated companies have or are deemed to have an interest pursuant to Section 4 of the Securities and Futures Act, Chapter 289 of Singapore. THPL is wholly owned by the Minister for Finance.
- (3) CL is deemed to have an interest in the unitholdings of CLS, and its indirect wholly owned subsidiaries namely CLRS, PIPL, ACPL, PHSIPL and the Manager.
- (4) CLS is deemed to have an interest in the unitholdings of CLRS and its indirect wholly owned subsidiaries, namely PIPL, ACPL and PHSIPL.
- (5) CLRS is deemed to have an interest in the unitholdings of its direct wholly owned subsidiaries, namely PIPL, ACPL and PHSIPL.
- (6) BlackRock, Inc. is deemed to have an interest in the unitholdings of its subsidiaries of which it has indirect control.
- (7) The PNC Financial Services Group, Inc. is deemed to have an interest in the unitholdings through its over 20.0% shareholding in BlackRock, Inc..

Save as disclosed above and based on information available to the Manager as at the Latest Practicable Date, none of the Directors or the Substantial Unitholders has an interest, direct or indirect, in the Acquisition.

4.5 Directors' Service Contracts

No person is proposed to be appointed as a director of the Manager in connection with the Acquisition or any other transactions contemplated in relation to the Acquisition.

5 RECOMMENDATION

Based on the opinion of the IFA (as set out in the IFA Letter in **Appendix C** of this Circular) and the rationale for the Acquisition as set out in paragraph 3 above, the Independent Directors (comprising Adj Prof Richard R. Magnus, Mr Ng Chee Khern, Mr Lee Khai Fatt, Kyle, Mr Fong Kwok Jen and Mr Gay Chee Cheong) and the Audit Committee (excluding Mr Lim Cho Pin Andrew Geoffrey who has abstained as he is concurrently an officer of CL) believe that the Acquisition is on normal commercial terms and would not be prejudicial to the interests of CMT and its minority Unitholders.

Accordingly, the Independent Directors and the Audit Committee (excluding Mr Lim Cho Pin Andrew Geoffrey) recommend that Unitholders vote at the EGM in favour of the resolution to approve the Acquisition.

6 EXTRAORDINARY GENERAL MEETING

The EGM will be held on Thursday, 25 October 2018 at 10.00 a.m. at The Star Gallery, Level 3, The Star Performing Arts Centre, 1 Vista Exchange Green, Singapore 138617, for the purpose of considering and, if thought fit, passing with or without modification, the resolution set out in the Notice of EGM, which are set out on pages E-1 to E-2 of this Circular. The purpose of this Circular is to provide Unitholders with relevant information about the resolution. Approval by way of an Ordinary Resolution is required in respect of the Acquisition.

A Depositor shall not be regarded as a Unitholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Units entered against his name in the Depository Register, as certified by The Central Depository (Pte) Limited (“**CDP**”) as at 48 hours before the time fixed for the EGM.

7 ABSTENTIONS FROM VOTING

As at the Latest Practicable Date, CL, through PIPL, ACPL, PHSIPL and the Manager has a deemed interest in 1,044,933,659 Units, which comprises approximately 29.44% of the total number of Units in issue. THPL has an aggregate deemed interest in 1,060,945,105 Units, which includes its deemed interest through CL, comprising approximately 29.89% of the total number of Units in issue. Given that IMT will be acquired from wholly owned subsidiaries of CL, THPL, CL and their associates will abstain from voting on the resolution relating to the Acquisition.

In the interest of good corporate governance, Mr Jason Leow Juan Thong and Mr Lim Cho Pin Andrew Geoffrey will also abstain from voting at the EGM.

8 ACTION TO BE TAKEN BY UNITHOLDERS

Unitholders will find enclosed in this Circular the Notice of EGM and a Proxy Form.

If a Unitholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the enclosed Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of CMT’s Unit Registrar at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, no later than Tuesday, 23 October 2018 at 10.00 a.m., being 48 hours before the time fixed for the EGM. The completion and return of the Proxy Form by a Unitholder will not prevent him from attending and voting in person at the EGM if he so wishes.

Persons who have an interest in the approval of the resolution must decline to accept appointment as proxies unless the Unitholder concerned has specific instructions in his Proxy Form as to the manner in which his votes are to be cast in respect of such resolution. If a Unitholder (being an independent Unitholder) wishes to appoint Mr Tony Tan Tee Hieong, Mr Jason Leow Juan Thong or Mr Lim Cho Pin Andrew Geoffrey as his/her proxy/proxies for the EGM, he/she should give specific instructions in his/her Proxy Form as to the manner in which his/her vote is to be cast in respect of the resolution.

9 DIRECTORS’ RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Acquisition, CMT and its subsidiaries, and the Directors are not

aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

10 CONSENTS

Each of the IFA (being Australia and New Zealand Banking Group Limited) and the Independent Valuers (being Colliers International Consultancy & Valuation (Singapore) Pte Ltd and Jones Lang LaSalle Property Consultants Pte Ltd) has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and, respectively, the IFA Letter, the valuation certificates and all references thereto, in the form and context in which they are included in this Circular.

11 DOCUMENTS ON DISPLAY

Copies of the following documents are available for inspection during normal business hours at the registered office of the Manager¹ at 168 Robinson Road, #30-01 Capital Tower, Singapore 068912 from the date of this Circular up to and including the date falling three months after the date of this Circular:

- (i) the Unit Purchase Agreement;
- (ii) the IFA Letter;
- (iii) the independent valuation report on Westgate issued by Colliers;
- (iv) the independent valuation report on Westgate issued by JLL;
- (vi) the CMT Group 2017 Audited Financial Statements; and
- (vii) the written consents of each of the IFA and the Independent Valuers.

The Trust Deed will also be available for inspection at the registered office of the Manager for so long as CMT is in existence.

Yours faithfully

CapitaLand Mall Trust Management Limited
(Registration Number 200106159R)
as manager of **CapitaLand Mall Trust**

ADJ PROF RICHARD R. MAGNUS
Chairman and Non-Executive Independent Director

¹ Prior appointment with the Manager is required. Please contact Ms Lo Mun Wah, Investor Relations (telephone: +65 6713 2888).

IMPORTANT NOTICE

This Circular does not constitute or form part of an offer, invitation or solicitation of any offer to purchase or subscribe for any securities of CMT in Singapore or any other jurisdictions.

The value of Units and the income derived from them 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.

Unitholders 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 indicative of the future performance of CMT. Similarly, the past performance of the Manager is not indicative of the future performance of the Manager.

This Circular 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 the 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 on future events.

If you have sold or transferred all your Units, you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

GLOSSARY

In this Circular, the following definitions apply throughout unless otherwise stated:

%	:	Per centum or percentage
1H 2018	:	The 6-month period ended 30 June 2018
ACPL	:	Albert Complex Pte Ltd
Acquisition	:	The acquisition of Westgate by way of acquiring the balance 70.0% of the units in IMT
Acquisition Fee	:	The acquisition fee for the Acquisition which the Manager will be entitled to receive from CMT upon Completion
Acquisition Fee Units	:	The Units payable to the Manager as the Acquisition Fee
Aggregate Leverage	:	The ratio of the value of borrowings (inclusive of proportionate share of borrowings of jointly controlled entities) and deferred payments (if any) to the value of the Deposited Property of the CMT Group (inclusive of proportionate share of deposited property of jointly controlled entities)
Agreed Value	:	The agreed market value of Westgate on a completed basis, after carrying out the Agreed Works, including fixed assets, at S\$1,128.0 million
Agreed Works	:	The agreed improvement works for IMT amounting to S\$6.0 million
Audit Committee	:	The audit committee of the Manager
Bank Loan	:	An aggregate amount of approximately S\$560.0 million owed by IMT to certain financial institutions assuming the full amount of the bank loan is drawn down by the Completion Date
Cash Outlay	:	The Total Acquisition Outlay less 70.0% of the Bank Loan and the Acquisition Fee, of S\$405.6 million
CBRE	:	CBRE Pte. Ltd.
CCPSPL	:	Certis Cisco Protection Services Pte. Ltd.
CDP	:	The Central Depository (Pte) Limited
CL	:	CapitaLand Limited
CLRS	:	CL Retail Singapore Pte. Ltd.

CLS	:	CapitaLand Singapore Limited
Circular	:	This circular to Unitholders dated 26 September 2018
CMT	:	CapitaLand Mall Trust
CMT Group	:	CMT and its subsidiaries
CMT Group 2017 Audited Financial Statements	:	The audited financial statements of the CMT Group for the financial year ended 31 December 2017
CMTML	:	CapitaLand Mall Trust Management Limited
Colliers	:	Colliers International Consultancy & Valuation (Singapore) Pte Ltd
Completion	:	The completion of the Acquisition
Completion Date	:	The date of completion of the Acquisition
Controlling Unitholder	:	A person who holds directly or indirectly 15.0% or more of the nominal amount of all voting units in CMT
CRCT	:	CapitaLand Retail China Trust
CRMPL	:	CapitaLand Retail Management Pte Ltd
Deposited Property	:	The total assets of the CMT Group, including all its authorised investments held or deemed to be held upon the trust under the Trust Deed
DPU	:	Distribution per Unit
EGM	:	The extraordinary general meeting of Unitholders to be held on Thursday, 25 October 2018 at 10.00 a.m. at The Star Gallery, Level 3, The Star Performing Arts Centre, 1 Vista Exchange Green, Singapore 138617, to approve the matters set out in the Notice of Extraordinary General Meeting on pages E-1 to E-2 of this Circular
Enlarged Property Portfolio	:	The Enlarged Property Portfolio of properties held by CMT, consisting of the Existing Property Portfolio and the balance 70.0% interest in Westgate not in the Existing Property Portfolio
Existing IMT PMA	:	The property management agreement entered into between CRMPL and the IMT Trustee pursuant to which property management services in respect of Westgate are provided by CRMPL

Existing Interested Person Transactions	:	The interested person transactions entered into between CMT and entities within CL and its subsidiaries and associates, during the course of the current financial year up to the Latest Practicable Date
Existing Property Portfolio	:	The portfolio of properties currently held by CMT, comprising (i) Bugis+, (ii) Bugis Junction, (iii) 90 out 91 strata lots in Bukit Panjang Plaza, (iv) Clarke Quay, (v) Funan, (vi) JCube, (vii) IMM Building, (viii) Junction 8, (ix) Lot One Shoppers' Mall, (x) Plaza Singapura, (xi) a 40.0% interest in Raffles City Singapore, (xii) Bedok Mall, (xiii) Tampines Mall, (xiv) The Atrium@Orchard and (xv) a 30.0% interest in Westgate (excluding the 122.7 million units in CRCT held by CMT)
FY 2017	:	The financial year ended 31 December 2017
IFA	:	Australia and New Zealand Banking Group Limited
IFA Letter	:	The letter from the IFA to the Independent Directors and the Audit Committee of the Manager and to the Trustee containing its advice as set out in Appendix C of this Circular
IMM	:	IMM Building
IMT	:	Infinity Mall Trust
IMT Manager	:	CapitaLand Mall Trust Management Limited, in its capacity as manager of IMT
IMT Trustee	:	JG Trustee Pte. Ltd., in its capacity as trustee of IMT
Independent Directors	:	The independent directors of the Manager comprising Adj Prof Richard R. Magnus, Mr Ng Chee Khern, Mr Lee Khai Fatt, Kyle, Mr Fong Kwok Jen and Mr Gay Chee Cheong
Independent Valuers	:	Colliers and JLL
JLL	:	Jones Lang LaSalle Property Consultants Pte Ltd
Joint Ventures	:	CMT's 40.0% interest in Raffles City Singapore and CMT's existing 30.0% interest in Westgate
Latest Practicable Date	:	20 September 2018, being the latest practicable date prior to the printing of this Circular
Listing Manual	:	The Listing Manual of the SGX-ST
Loan Liabilities	:	The Bank Loan together with the Unitholders' Loans

LTV	:	Transaction gearing
Manager	:	CapitaLand Mall Trust Management Limited, in its capacity as manager of CMT
Master Property Management Agreement	:	The master property management agreement entered into between the Trustee, the Manager and the Property Manager on 1 December 2011
NAV	:	Net asset value
NLA	:	Net lettable area
NPI	:	Net property income
NPI Yield	:	Net property income yield
NTA	:	Net tangible asset value
Operating Comparables	:	Selected properties which are primarily used for retail purposes in Singapore owned by CMT and other SGX-listed REITs as at the Latest Practicable Date as stated in the IFA Letter
Ordinary Resolution	:	A resolution proposed and passed as such by a majority being greater than 50.0% or more of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed
PHSIPL	:	Premier Healthcare Services International Pte Ltd
PIPL	:	Pyramex Investments Pte Ltd
PMSPL	:	Planet Managed Services Pte. Ltd.
PMSPL Lease	:	The lease of a retail unit at Westgate for a period of 3 years by PMSPL
Price per NLA	:	Price per sq ft of net lettable area as defined in the IFA Letter
Property Funds Appendix	:	Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore
Property Manager	:	CapitaLand Retail Management Pte Ltd
Purchase Consideration	:	The estimated purchase consideration of approximately S\$17.9 million for the Acquisition
REIT	:	Real estate investment trust

S\$ and cents	:	Singapore dollars and cents
SGX-ST	:	Singapore Exchange Securities Trading Limited
sq ft	:	Square feet
Tenant Sales Growth	:	Increase or decrease of tenant sales per sq ft of NLA for the defined period over the preceding period in percentage terms
THPL	:	Temasek Holdings (Private) Limited
Total Acquisition Outlay	:	Shall have the meaning ascribed to it on page 2 of this Circular
Transaction Comparables	:	Selected completed transactions involving properties which were primarily used for retail purposes in Singapore in the period starting 1 January 2013 and up to the Latest Practicable Date as defined in the IFA Letter
Trust Deed	:	The trust deed dated 29 October 2001 constituting CMT, as supplemented, amended and restated from time to time
Trustee	:	HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of CMT
Trustee's Loan	:	The loan of S\$542.4 million to be extended by the Trustee to IMT on the Completion Date to discharge the Unitholders' Loans
Unit	:	A unit representing an undivided interest in CMT
Unit Purchase Agreement	:	The conditional unit purchase agreement for the acquisition of the balance 70.0% of the units in IMT, entered into between the Trustee, the Vendors, and CMA Singapore I Pte. Ltd. dated 27 August 2018
Unitholder	:	The registered holder for the time being of a Unit, including person(s) so registered as joint holders, except where the registered holder is CDP, the term " Unitholder " 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
Unitholders' Loans	:	The unitholders' loans of S\$542.4 million owed by IMT to the Trustee and the Vendors
Valuation per NLA	:	Valuation per sq ft of net lettable area as defined in the IFA Letter
Vendors	:	CMA Singapore Investments (4) Pte. Ltd. and CL JM Pte. Ltd.

The terms “**Depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables, graphs and charts between the listed amounts and totals thereof are due to rounding. Where applicable, figures and percentages are rounded to one decimal place.

DETAILS OF WESTGATE, THE EXISTING PROPERTY PORTFOLIO AND THE ENLARGED PROPERTY PORTFOLIO

1. WESTGATE

1.1 Description of Westgate

Westgate is strategically located in Jurong Lake District, Singapore's upcoming second Central Business District. It is a family and lifestyle mall in the west of Singapore. The mall enjoys direct connectivity to both the Jurong East MRT station and bus interchange, and is close to amenities such as the Ng Teng Fong General Hospital and Jurong Regional Library. It provides shoppers with city lifestyle shopping experiences, with diverse offerings from tenants such as Isetan, Fitness First, Sephora, Tokyu Hands, Spotlight and ABC Cooking Studio. The mall also offers extensive beauty and health brands. Unique features of Westgate include a thematic children's playground and The Courtyard, which is naturally ventilated and offers alfresco dining options.

Westgate's Net Property Income ("NPI") for 1H 2018 (as defined herein) has stabilised at S\$24.8 million, when compared against the same period last year. Additionally, Tenant Sales Growth (as defined herein) has improved from -3.3% (FY 2017) to +2.1% (1H 2018). The table below sets out a summary of selected information on Westgate as at 30 June 2018 (unless otherwise indicated).

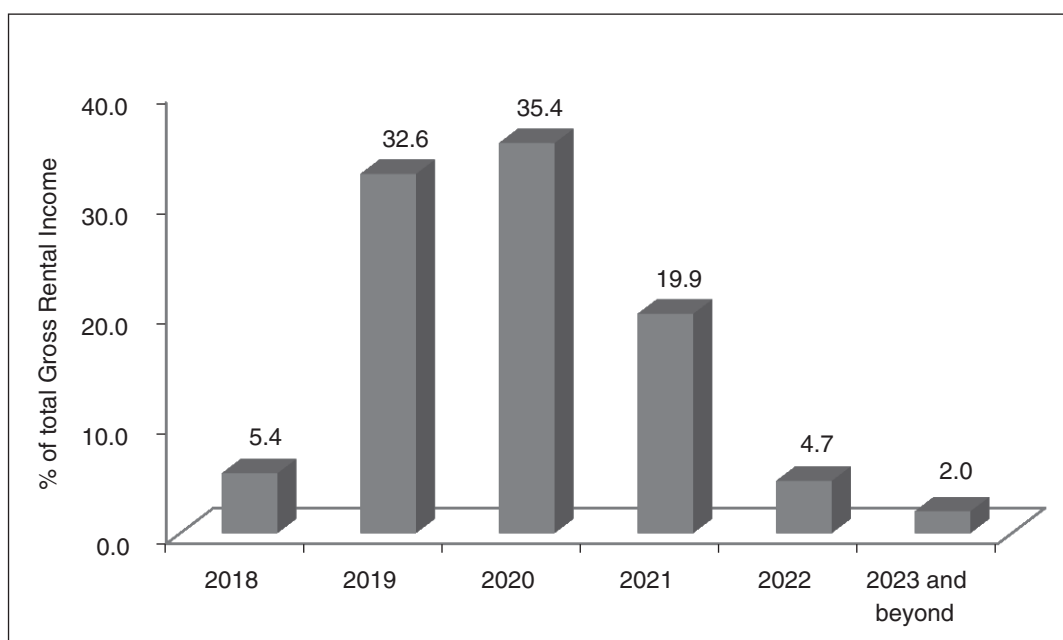
Site Area	195,463 sq ft
Gross Floor Area	593,928 sq ft
NLA	410,825 sq ft ⁽¹⁾
Committed Occupancy	95.3% (as at 30 June 2018) 98.0% (as at 31 July 2018)
Number of Leases	246
Car Park Lots	610 ⁽²⁾
Land Tenure	Leasehold tenure of 99 years with effect from 29 August 2011
Valuation (as at 21 August 2018 on a completed basis)	Colliers (commissioned by the Manager): S\$1,130.0 million JLL (commissioned by the Trustee): S\$1,125.0 million
Agreed Value (including fixed assets, and on a completed basis)	S\$1,128.0 million
FY 2017 NPI (S\$'000)	S\$48,919
1H 2018 NPI (S\$'000)	S\$24,838
NPI Yield on Agreed Value	4.4% (based on 1H 2018, annualised) 4.3% (based on FY 2017)

Notes:

- (1) Upon completion of the improvement works, the net lettable area of Westgate is expected to be approximately 410,825 sq ft.
- (2) The car park lots are owned by the management corporation of Westgate.

1.2 Lease Expiry Profile for Westgate

The chart below illustrates the committed lease expiry profile for Westgate by percentage of monthly gross rental income as at 30 June 2018 (based on the month in which each lease expires and excludes gross turnover rent).



1.3 Trade Sector Analysis for Westgate

The table below provides a breakdown by the different trade sectors represented in Westgate as a percentage of monthly gross rental income (based on gross rental income for the month of June 2018 and excludes gross turnover rent).

	% of Gross Rental Income
Food & Beverage	37.5
Beauty & Health	16.4
Department Store	11.4
Services	8.1
Fashion	7.9
Education	4.8
Gifts & Souvenirs / Toys & Hobbies / Books & Stationery / Sporting Goods	3.9
Shoes & Bags	3.5
IT & Telecommunications	3.4
Home Furnishing	1.6
Jewellery & Watches	0.7
Leisure & Entertainment / Music & Video	0.5
Electrical & Electronics	0.3
Total	100.0

1.4 Top Ten Tenants of Westgate

The table below sets out the top ten tenants of Westgate by monthly gross rental income (based on gross rental income for the month of June 2018 and excludes gross turnover rent).

No.	Tenant	Trade Sector	% of Gross Rental Income
1	Isetan (Singapore) Limited	Department Store	9.1
2	BreadTalk Group Limited	Food & Beverage	5.5
3	Fitness First Singapore Pte. Ltd.	Beauty & Health	1.9
4	Samsung Asia Pte Ltd	IT & Telecommunication	1.5
5	RHB Bank Berhad	Services	1.5
6	Japan Foods Holding Ltd.	Food & Beverage	1.4
7	Paradise Group Holdings Pte. Ltd.	Food & Beverage	1.4
8	Tokyu Hands Singapore Pte. Ltd.	Department Store	1.3
9	AmorePacific Singapore Pte. Ltd.	Beauty & Health	1.2
10	DBS Bank Ltd.	Services	1.2
Top Ten Tenants			26.0
Other Tenants			74.0
Total			100.0

2. EXISTING PROPERTY PORTFOLIO

The table below sets out selected information about the Existing Property Portfolio as at 30 June 2018, unless otherwise indicated.

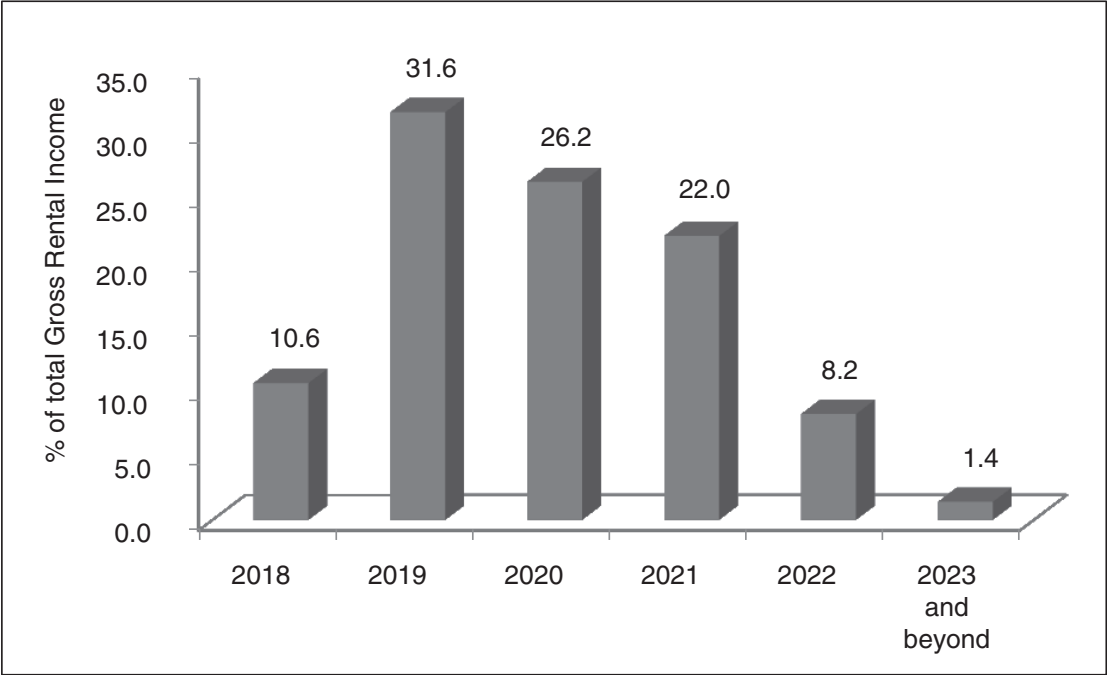
	Tampines Mall	Junction 8 ⁽¹⁾	Funan ⁽²⁾	IMM Building	Plaza Singapura	Bugis Junction	JCube	Raffles City Singapore ⁽³⁾	Lot One Shoppers' Mall	Bukit Panjang Plaza	The Atrium@ Orchard	Clarke Quay	Bugis+	Westgate ⁽⁴⁾	Bedok Mall
NLA (sq ft)	356,208	253,622	N.A.	Retail: 424,205 Non-retail: 537,108	482,479	396,544	206,883	Retail: 427,453 Office: 381,424	219,841	163,474	Retail: 134,587 Office: 252,308	293,531	214,720	410,825 ⁽⁵⁾	222,469
Number of Leases	171	179	N.A.	545	237	237	155	287	153	119	95	71	91	246	198
Number of Car Park Lots	637	305	N.A.	1,324	695	648 ⁽⁶⁾	341	1,050	321	326	127	424	325	610 ⁽⁶⁾	265
Title / Leasehold Estate Expiry	Leasehold tenure of 99 years with effect from 1 September 1992	Leasehold tenure of 99 years with effect from 1 September 1991	Leasehold tenure of 99 years with effect from 12 December 1979	Leasehold tenure of 30 + 30 years with effect from 23 January 1989	Freehold	Leasehold tenure of 99 years with effect from 10 September 1990	Leasehold tenure of 99 years with effect from 1 March 1991	Leasehold tenure of 99 years with effect from 16 July 1979	Leasehold tenure of 99 years with effect from 1 December 1993	Leasehold tenure of 99 years with effect from 1 December 1994	Leasehold tenure of 99 years with effect from 15 August 2008	Leasehold tenure of 99 years with effect from 13 January 1990	Leasehold tenure of 60 years with effect from 30 September 2005	Leasehold tenure of 99 years with effect from 29 August 2011	Leasehold tenure of 99 years with effect from 21 November 2011
Market Valuation (\$\$ million)	1,051.0	740.0	360.0 ⁽⁷⁾	644.0	1,293.0	1,086.0	288.0	3,298.0 (100.0%) 1,319.2 (40.0% interest)	535.0	325.0	757.0	396.0	351.0	991.0 (100.0%) 297.3 (30.0% interest)	782.0
Committed Occupancy	100.0%	99.9%	N.A.	Retail: 98.0% Non-retail: 86.6%	99.6%	99.8%	92.3%	Retail: 98.3% Office: 98.1%	99.9%	99.1%	Retail: 97.4% Office: 100.0%	90.4%	100.0%	95.3%	99.5%

Notes:

- (1) Excludes Community / Sports Facilities Scheme space for NLA and committed occupancy.
- (2) Funan was closed on 1 July 2016 for redevelopment.
- (3) Information shown is in relation to Raffles City Singapore as a whole and not CMT's 40.0% interest in Raffles City Singapore.
- (4) Information shown is in relation to Westgate as a whole and not CMT's 30.0% interest in Westgate. All information reflects only the retail component of the integrated development.
- (5) Upon completion of the improvement works, the net lettable area of Westgate is expected to be approximately 410,825 sq ft.
- (6) The car park lots are owned by the respective management corporation of Bugis Junction and Westgate.
- (7) As the property is undergoing redevelopment into an integrated development, the value reflected is the total residual land value of the retail and office components of the integrated development.

2.1 Lease Expiry Profile for the Existing Property Portfolio

The chart below illustrates the committed lease expiry profile of the Existing Property Portfolio by percentage of monthly gross rental income as at 30 June 2018 (based on the month in which each lease expires and excludes gross turnover rent).



2.2 Trade Sector Analysis for the Existing Property Portfolio

The table below provides a breakdown by the different trade sectors represented in the Existing Property Portfolio as a percentage of monthly gross rental income (based on gross rental income for the month of June 2018 and excludes gross turnover rent).

	% of Gross Rental Income⁽¹⁾
Food & Beverage	31.2
Fashion	12.1
Beauty & Health	11.7
Department Store	5.2
Leisure & Entertainment / Music & Video ⁽²⁾	5.0
Gifts & Souvenirs / Toys & Hobbies / Books & Stationery / Sporting Goods	4.8
Supermarket	4.2
Services	4.0
Office	4.0
Shoes & Bags	3.7
IT & Telecommunications	3.4
Home Furnishing	3.0
Jewellery & Watches	2.7
Electrical & Electronics	1.9
Warehouse	1.6
Education	1.2
Others ⁽³⁾	0.3
Total	100.0

Notes:

- (1) Includes CMT's 40.0% interest in Raffles City Singapore (retail only) and CMT's 30.0% interest in Westgate. The table above excludes Funan which was closed in July 2016 for redevelopment and Sembawang Shopping Centre which was sold in June 2018.
- (2) Includes tenants approved as thematic dining, entertainment and a performance centre in Bugis+.
- (3) Others include Art Gallery and Luxury.

2.3 Top Ten Tenants of the Existing Property Portfolio

The table below sets out the top ten tenants of the Existing Property Portfolio by monthly gross rental income (based on gross rental income for the month of June 2018 and excludes gross turnover rent).

No.	Tenant	Trade Sector	% of Gross Rental Income
1	RC Hotels (Pte.) Ltd.	Hotel	3.7
2	Temasek Holdings (Private) Limited	Office	3.4
3	Cold Storage Singapore (1983) Pte Ltd	Supermarket / Beauty & Health / Services / Warehouse	2.5
4	NTUC Enterprise	Supermarket / Beauty & Health / Services	2.4
5	BHG (Singapore) Pte. Ltd.	Department Store	2.0
6	Wing Tai Retail Management Pte. Ltd.	Fashion / Sporting Goods and Apparel	1.6
7	Golden Village Multiplex Pte Ltd	Leisure & Entertainment	1.3
8	Auric Pacific Group Limited	Food & Beverage	1.3
9	Kopitiam Investment Pte Ltd	Food & Beverage / Warehouse	1.2
10	Cotton On Singapore Pte. Ltd.	Fashion / Shoes & Bags / Books & Stationery	1.2
Top Ten Tenants			20.6
Other Tenants			79.4
Total			100.0

3. ENLARGED PROPERTY PORTFOLIO

The table below sets out the valuation of the Enlarged Property Portfolio as at 30 June 2018 (unless otherwise indicated).

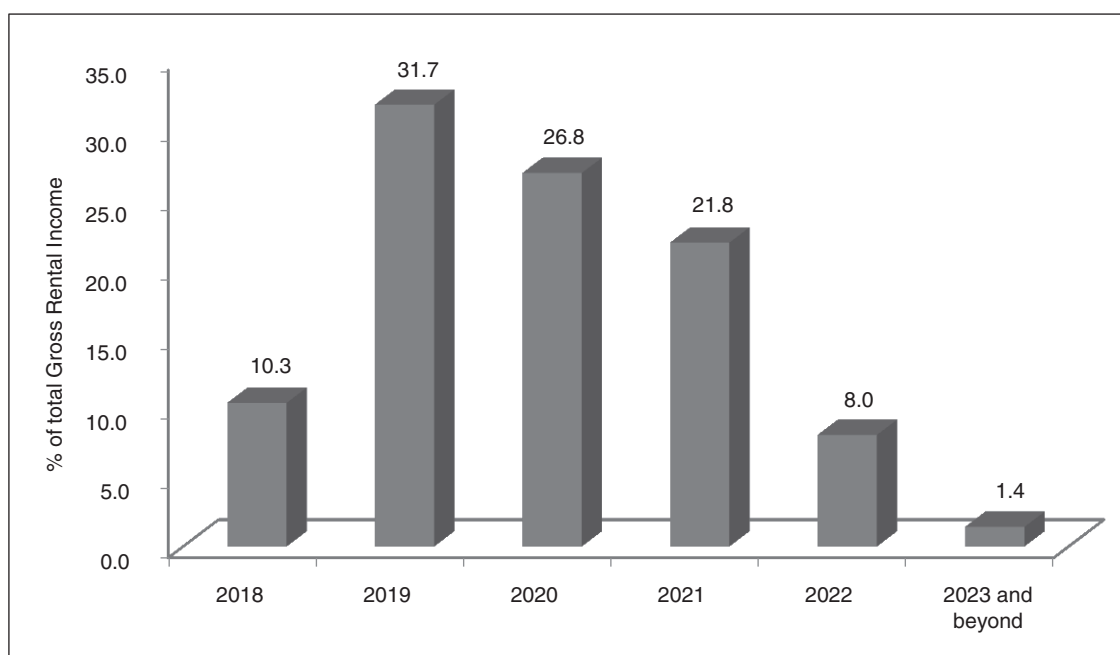
	Westgate ⁽¹⁾	Existing Property Portfolio	Enlarged Property Portfolio
Valuation (S\$ million)	1,130.0 (Colliers) 1,125.0 (JLL)	10,224.5 ⁽²⁾	11,055.2 ⁽³⁾

Notes:

- (1) Valuations of the Property as at 21 August 2018 on a completed basis by Colliers and JLL.
- (2) As at 30 June 2018, and includes CMT's 40.0% interest in Raffles City Singapore and CMT's 30.0% interest in Westgate.
- (3) Based on the aggregate of the valuation of the Existing Property Portfolio as at 30 June 2018 (excluding Westgate) and the Agreed Value of Westgate of S\$1,128.0 million.

3.1 Lease Expiry Profile for the Enlarged Property Portfolio

The chart below illustrates the committed lease expiry profile of the Enlarged Property Portfolio by percentage of monthly gross rental income as at 30 June 2018 (based on the month in which each lease expires and excludes gross turnover rent).



3.2 Trade Sector Analysis for the Enlarged Property Portfolio

The table below provides a breakdown by the different trade sectors represented in the Enlarged Property Portfolio as a percentage of monthly gross rental income (based on gross rental income for the month of June 2018 and excludes gross turnover rent).

	% of Gross Rental Income⁽¹⁾
Food & Beverage	31.6
Beauty & Health	12.0
Fashion	11.8
Department Store	5.6
Gifts & Souvenirs / Toys & Hobbies / Books & Stationery / Sporting Goods	4.8
Leisure & Entertainment / Music & Video ⁽²⁾	4.7
Services	4.3
Supermarket	3.9
Office	3.7
Shoes & Bags	3.7
IT & Telecommunications	3.4
Home Furnishing	2.9
Jewellery & Watches	2.6
Electrical & Electronics	1.8
Warehouse	1.5
Education	1.4
Others ⁽³⁾	0.3
Total	100.0

Notes:

- (1) Includes CMT's 40.0% interest in Raffles City Singapore (retail only) and CMT's 100.0% interest in Westgate. The table above excludes Funan which was closed in July 2016 for redevelopment and Sembawang Shopping Centre which was sold in June 2018.
- (2) Includes tenants approved as thematic dining, entertainment and a performance centre in Bugis+.
- (3) Others include Art Gallery and Luxury.

3.3 Top Ten Tenants of the Enlarged Property Portfolio

The table below sets out the top ten tenants of the Enlarged Property Portfolio by monthly gross rental income (based on gross rental income for the month of June 2018 and excludes gross turnover rent).

No.	Tenant	Trade Sector	% of Gross Rental Income
1	RC Hotels (Pte.) Ltd.	Hotel	3.5
2	Temasek Holdings (Private) Limited	Office	3.2
3	Cold Storage Singapore (1983) Pte Ltd	Supermarket / Beauty & Health / Services / Warehouse	2.4
4	NTUC Enterprise	Supermarket / Beauty & Health / Services	2.3
5	BHG (Singapore) Pte. Ltd.	Department Store	1.9
6	Wing Tai Retail Management Pte. Ltd.	Fashion / Sporting Goods and Apparel	1.5
7	BreadTalk Group Limited	Food & Beverage	1.3
8	Isetan (Singapore) Limited	Department Store	1.3
9	Golden Village Multiplex Pte Ltd	Leisure & Entertainment	1.2
10	Auric Pacific Group Limited	Food & Beverage	1.2
Top Ten Tenants			19.8
Other Tenants			80.2
Total			100.0

VALUATION CERTIFICATES



Colliers International Consultancy & Valuation (Singapore) Pte Ltd
1 Raffles Place #45-00
ONE RAFFLES PLACE
Singapore 048616

MAIN +65 6223 2323
FAX +65 6222 4901

VALUATION CERTIFICATE

Address of Property	: 3 Gateway Drive, WESTGATE, Singapore 608532
Our Reference	: 2018/97
Valuation Prepared for	: HSBC Institutional Trust Services (Singapore) Limited (as Trustee of CapitalLand Mall Trust) and CapitalLand Mall Trust Management Limited (as Manager of CapitalLand Mall Trust)
Purpose of Valuation	: For proposed acquisition purpose
Legal Description	: The land is designated as Lot 8630V Mukim 5 while the subject mall is designated as Strata Lots U78812A, U78813K and U78814N, Mukim 5.
Tenure	: 99-year lease commencing 29 August 2011
Interest Valued	: Unexpired leasehold interest of approximately 92 years
Registered Lessee	: JG Trustee Pte. Ltd.
Brief Description	<p>: The Property comprises 5 floors of retail space, 2 basement levels of retail space and commercial space on the 26th storey, within a 26-storey commercial development.</p> <p>WESTGATE is strategically located on the western side of Boon Lay Way, at the heart of Jurong Gateway, adjacent to the Jurong East MRT Station and approximately 22 km from the City Centre.</p> <p>In the area are shopping centres, commercial developments, business parks, industrial estates, Government agencies and high-rise HDB flats.</p> <p>Public transportation is available along the main arterial roads. The development is connected to the Jurong East MRT Station and Bus Interchange and some major surrounding developments via an all-weather pedestrian network. Accessibility to the City and other parts of Singapore is further enhanced by its proximity to the Pan-Island/ Ayer Rajah Expressways.</p> <p>We have been advised that there is a balanced capital expenditure of an estimated S\$6 million to be incurred in the next few months. In our valuation, we have assumed that the budgeted improvement/upgrading works are fully completed.</p>
Site Area	: 18,159.1 sm (or 195,463 sf)
Gross Floor Area (GFA)*	: Approximately 55,177.8 sm (or 593,928 sf) as provided and subject to survey
Net Lettable Area (NLA)*	: Approximately 38,167 sm (or 410,825 sf)
	<i>Note: Areas are approximate and as extracted from the Tenancy Schedule and updates provided.</i>

Year of Completion	:	The Temporary Occupation Permit was issued on 25 November 2013.						
Condition	:	Generally good						
Tenancy Brief	:	According to the tenancy schedule as at 31 May 2018 and the leasing updates provided to us, the mall is currently about 96% let, including committed leases.						
Annual Value	:	We understand the Property is assessed at an Annual Value of S\$66,213,701/-. Property tax is payable at 10% per annum of the Annual Value.						
Master Plan Zoning (2014 Edition)	:	Zoned "White" with a gross plot ratio of 4.9						
Basis of Valuation	:	'Market Value' basis, subject to the existing tenancies and completion of the budgeted improvement works and assuming the estimated capital expenditure of S\$6 million is fully expended.						
Methods of Valuation	:	Income Capitalisation Method, Discounted Cash Flow Analysis and Comparison Method						
Key Assumptions	:	<table border="1" data-bbox="600 1025 1096 1113"> <tr> <td>Capitalisation Rate</td> <td>4.50%</td> </tr> <tr> <td>Discount Rate</td> <td>7.00%</td> </tr> <tr> <td>Terminal Rate</td> <td>4.75%</td> </tr> </table>	Capitalisation Rate	4.50%	Discount Rate	7.00%	Terminal Rate	4.75%
Capitalisation Rate	4.50%							
Discount Rate	7.00%							
Terminal Rate	4.75%							
Date of Valuation	:	21 August 2018						
Market Value	:	S\$1,130,000,000/- (Singapore Dollars One Billion One Hundred and Thirty Million Only)						

For and on behalf of
Colliers International Consultancy & Valuation (Singapore) Pte Ltd



Goh Seow Leng
Appraiser's Licence No.: AD041- 2003809B
B.Sc (Estate Management), MSISV
Executive Director
Valuation and Advisory Services | Singapore

GSL/SS/tc

This valuation certificate is subject to the Caveats & Assumptions attached.

3 Gateway Drive, WESTGATE
Singapore 608532
Our Ref: 2018/97

Page 2

VALUATION CERTIFICATE

Property : 3 strata retail units (Lots U78812A, U78813K and U78814N all of Mukim 5) located at 3 Gateway Drive, Westgate Singapore 608532 (collectively known as the "Property")

Client : HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of CapitalLand Mall Trust).

Purpose of Valuation : For proposed acquisition purpose.

Basis of Valuation : To determine the market value of the Property based on 100% interest subject to the existing leases and occupancy arrangements assuming the estimated capital expenditure of \$6,000,000/- is fully expended for the proposed AEI and on completed basis for proposed acquisition.

Legal Description :

S/N	Lot No. (Mukim 5)	Strata Floor Area (sq.m)	Share Value	Address
1	U78812A	186	25	1 Gateway Drive #26-01 Westgate Singapore 608531
2	U78813K	61,207 (including strata void of 8,549)	7,038	Various units from Basement 2 to 5th storey at 3 Gateway Drive Westgate Singapore 608531/608532
3	U78814N	179	24	3 Gateway Drive #04-43 Westgate Singapore 608532
Total		61,572	7,087	

* The total share value for the whole development is 10,000.

Registered Proprietor : Held in trust by JG Trustee Pte. Ltd.

Tenure : 99 years commencing from August 29, 2011 with an unexpired lease term of 92.2 years.

Master Plan Zoning (Edition 2014) : "White" with a plot ratio of 4.9

Brief Description of Property : The Property comprises 3 strata retail units which is part of a 26-storey mixed-use development known as Westgate, where the retail units are located from Basement 2 to 5th storey with an additional retail unit on the 26th storey.

VALUATION CERTIFICATE (CONT'D)

Gross Floor Area	:	55,177.26sqm (593,928sf)
Total Net Lettable Area	:	38,166.61sqm (410,825sf)
Methods of Valuation	:	Discounted Cash Flow Approach, Direct Capitalisation Approach and Direct Comparison Approach.
Market Value	:	S\$1,125,000,000/- (Singapore Dollars One Billion One Hundred and Twenty-Five Million)
Material Date of Valuation	:	August 21, 2018
Capitalisation Rate	:	4.50%
Terminal Rate	:	4.75%
Discount Rate	:	7.50%
Market Value based on GFA	:	\$20,389 psm (\$1,894psf)
Market Value based on NLA	:	\$29,476 psm (\$2,738psf)



Tan Keng Chiam
B.Sc. (Est. Mgt.) MSISV, MRICS
Appraiser Licence No: AD041-2004796D
Regional Director
JONES LANG LASALLE

INDEPENDENT FINANCIAL ADVISER'S LETTER

Australia and New Zealand Banking Group Limited, Singapore Branch

(Incorporated in the Republic of Singapore)
Company Registration Number: 198602937W

26 September 2018

The Independent Directors and the Audit Committee of
CapitaLand Mall Trust Management Limited ("**Manager**")
(as Manager of CapitaLand Mall Trust)
168 Robinson Road
#30-01 Capital Tower
Singapore 068912

HSBC Institutional Trust Services (Singapore) Limited
(as Trustee of CapitaLand Mall Trust) (the "**Trustee**")
21 Collyer Quay
#13-02 HSBC Building
Singapore 049320

Dear Sirs,

THE PROPOSED ACQUISITION OF THE BALANCE 70.0% OF THE UNITS IN INFINITY MALL TRUST WHICH HOLDS WESTGATE

*For the purpose of this letter ("**Letter**"), capitalised terms not otherwise defined shall have the meaning given to them in the circular dated 26 September 2018 to the unitholders (the "**Unitholders**") of CapitaLand Mall Trust ("**CMT**") (the "**Circular**").*

1. INTRODUCTION

1.1 Transaction Background

CMT is the largest retail real estate investment trust ("**REIT**") listed on Singapore Exchange Securities Trading Limited (the "**SGX-ST**") by market capitalisation. CMT's objective is to deliver stable distributions and sustainable total returns to unitholders of CMT ("**Unitholders**") by owning and investing in quality income-producing assets which are used, or predominantly used, for retail purposes primarily in Singapore.

As at 20 September 2018, being the latest practicable date prior to the printing of the Circular (the "**Latest Practicable Date**" or "**LPD**"), CMT has a market capitalisation of approximately S\$7.6 billion¹. CMT's portfolio comprises 15 quality shopping malls, which are strategically located in the suburban areas and downtown core of Singapore.

¹ Based on the closing Unit price of S\$2.130 as at the Latest Practicable Date.

CMT's existing property portfolio comprises (i) Bugis+, (ii) Bugis Junction, (iii) 90 out of 91 strata lots in Bukit Panjang Plaza, (iv) Clarke Quay, (v) Funan, (vi) JCube, (vii) IMM Building ("IMM"), (viii) Junction 8, (ix) Lot One Shoppers' Mall, (x) Plaza Singapura, (xi) a 40.0% interest in Raffles City Singapore, (xii) Bedok Mall, (xiii) Tampines Mall, (xiv) The Atrium@Orchard, and (xv) a 30.0% interest in Westgate (collectively, the "**Existing Property Portfolio**"²).

On 27 August 2018, the Trustee entered into a conditional unit purchase agreement (the "**Unit Purchase Agreement**") with CMA Singapore Investments (4) Pte. Ltd. and CL JM Pte. Ltd. (together, the "**Vendors**") to acquire the balance 70.0% of the units in Infinity Mall Trust ("IMT", and the acquisition of units in IMT, the "**Acquisition**"), which holds Westgate. CMT currently already owns the other 30.0% of the units in IMT. The Vendors are wholly owned subsidiaries of CapitaLand Limited ("**CL**"). The obligations of the Vendors to the Trustee in respect of the Acquisition are guaranteed by CMA Singapore I Pte. Ltd., another wholly owned subsidiary of CL.

1.2 Summary of Approval Sought

The Manager seeks approval from Unitholders for the Acquisition of the balance 70.0% of the units in IMT which holds Westgate.

1.3 Appointment of The Independent Financial Adviser ("IFA")

Pursuant to Rule 921(4)(a) of the Listing Manual, the Manager has appointed Australia and New Zealand Banking Group Limited, Singapore Branch ("**ANZ**") as the IFA as well as to advise its Independent Directors and the Audit Committee of the Manager and the Trustee as to whether the Acquisition is on normal commercial terms and is not prejudicial to the interests of CMT and its minority Unitholders.

This Letter sets out our evaluation and advice which have been prepared pursuant to Rule 921(4)(a) of the Listing Manual as well as for the use of the Independent Directors and the Audit Committee of the Manager as well as the Trustee in connection with the Acquisition via an interested person transaction and interested party transaction, and their recommendation to the minority Unitholders arising thereof.

2 TERMS OF REFERENCE

ANZ has been appointed as the IFA to the Independent Directors and the Audit Committee of the Manager as well as the Trustee to advise them, as to whether the Acquisition is on normal commercial terms and is not prejudicial to the interests of CMT and its minority Unitholders.

We make no representations or warranties in relation to the merits of the Acquisition other than to express an opinion, on whether it is on normal commercial terms and is not prejudicial to the interests of CMT and its minority Unitholders. Our terms of reference do not require us to evaluate or comment on the strategic or commercial merits or risks of the Acquisition or on the prospects of CMT Group (being CMT and its subsidiaries) (collectively the "**CMT Group**") or any of its respective related companies (as defined in the Companies Act of Singapore).

² The Existing Property Portfolio excludes the 122.7 million units in CapitaLand Retail China Trust ("**CRCT**") held by CMT.

Such evaluations or comments remain the responsibility of the Directors and the management of the Manager.

We were neither a party to the negotiations entered into by the Manager in relation to the Acquisition nor were we involved in the discussions leading up to any decisions on the part of the Directors regarding the Acquisition.

We have held discussions with the management of the Manager and have examined information provided by the management of the Manager and other publicly available information collated by us, upon which our view is based. We have not independently verified such information, whether written or verbal, and accordingly, cannot and do not make any representation or warranty in respect of, and do not accept any responsibility for, the accuracy, completeness or adequacy of such information. We have nevertheless made reasonable enquiries and exercised our judgement on the reasonable use of such information and found no reason to doubt the accuracy or reliability of the information.

We have relied upon the assurances of the Directors that the Directors collectively and individually accept responsibility for the accuracy of the information given and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts provided and opinions expressed are fair and accurate in all material respects and there are no material facts the omission of which would make any statement in this Letter misleading in any material respect.

Where information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors 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 Letter.

We have relied upon valuation reports provided by independent professional valuers, including Colliers International Consultancy & Valuation (Singapore) Pte Ltd ("**Colliers**") and Jones Lang LaSalle Property Consultants Pte Ltd ("**JLL**") (collectively, the "**Valuation Reports**") and a copy of each of the valuation certificates is reproduced in **Appendix B** to the Circular. With respect to such Valuation Reports, we are not experts in the evaluation or appraisal of the assets concerned and we have placed sole reliance on these Valuation Reports for such asset appraisal.

We have not made an independent evaluation or appraisal of the assets and liabilities nor have we evaluated the solvency under any applicable laws relating to bankruptcy, insolvency or similar matters of the CMT Group and we have not been furnished with any such evaluation or appraisal valuation reports in respect of the assets held by CMT Group and its respective related companies, except for the Valuation Reports as stated above.

Accordingly, no representation or warranty, express or implied, is made and no responsibility is accepted by us concerning the accuracy, completeness or adequacy of all information, provided or otherwise made available to us or relied on by us as described above. We have nevertheless made reasonable enquiries and exercised their judgment on the reasonable use of such information and found no reason to doubt the accuracy and reliability of the information.

Furthermore, our terms of reference do not require us to express, and we do not express, an opinion on the future growth prospects of CMT Group and its respective related companies. We are therefore not expressing any opinion herein as to the future financial or other performance of those companies.

At ANZ, conflict of interest management is governed by global policies and procedures, which include specific procedures on managing transactional conflicts. We will receive a fee from CMT for the delivery of this Letter. In the ordinary course, via businesses that are segregated from our advisory business in accordance with law and regulation, we have provided financing and other financial services to CL and its related entities and have received fees for the rendering of these services, and may continue to provide such services to these entities and receive fees in relation thereto.

Our opinion, as set out in this Letter, is based upon the market, economic, industry, monetary and other applicable conditions subsisting on, and the information made available to us, as at the Latest Practicable Date. We assume no responsibility to update, revise or reaffirm our opinion in the light of any subsequent development after the Latest Practicable Date that may in any way affect our opinion contained herein. Unitholders of CMT should take note of any announcement relevant to the Acquisition which may be released by or on behalf of CMT or the Manager after the Latest Practicable Date.

In rendering our advice, we have not had regard to the specific investment objectives, financial situation, tax position or individual circumstances of any individual Unitholder. **As different Unitholders would have different investment objectives and profiles, we would advise that any individual minority Unitholder who may require specific advice in relation to his investment portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers.**

The Manager has been separately advised by its own professional advisors in the preparation of the Circular (other than this Letter). We have had no role or involvement and have not provided any advice, financial or otherwise, whatsoever in the preparation, review and verification of the Circular (other than this Letter). Accordingly, we take no responsibility for, and express no views, express or implied, on the contents of the Circular (other than this Letter).

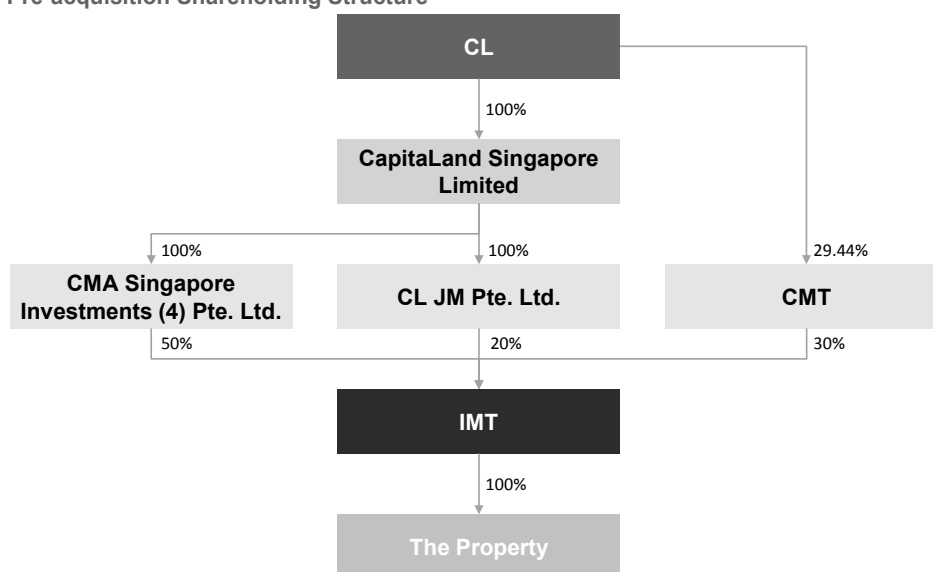
Our opinion in relation to the Acquisition should be considered in the context of the entirety of this Letter and the Circular.

3 DETAILS ON WESTGATE AND THE PROPOSED ACQUISITION

3.1 Description of Westgate

Westgate is comprised in Lot U78814N, Lot U78813K and Lot U78812A, all of Mukim 5 and is the retail component of the integrated mixed-use retail and office development located in Jurong Lake District. CMT had, in 2011, entered into a joint venture with subsidiaries of CL to jointly bid for and develop the site that the integrated development is situated on. Westgate, the retail component of the integrated development, is held under IMT. Westgate was completed in 2013, and has a total retail NLA (as defined herein) of 410,825 sq ft. CL holds an aggregate of 70.0% of the units in IMT through its wholly owned subsidiaries, CMA Singapore Investments (4) Pte. Ltd. and CL JM Pte. Ltd.. CMA Singapore Investments (4) Pte. Ltd. holds 50.0% of the units in IMT and CL JM Pte. Ltd. holds 20.0% of the units in IMT. CMT currently holds the remaining 30.0% of the units in IMT.

Pre-acquisition Shareholding Structure



Westgate is strategically located in Jurong Lake District, Singapore's upcoming second Central Business District. It is a family and lifestyle mall in the west of Singapore. The mall enjoys direct connectivity to both the Jurong East MRT station and bus interchange, and is close to amenities such as the Ng Teng Fong General Hospital and Jurong Regional Library. It provides shoppers with city lifestyle shopping experiences, with diverse offerings from tenants such as Isetan, Fitness First, Sephora, Tokyu Hands, Spotlight and ABC Cooking Studio. The mall also offers extensive beauty and health brands. Unique features of Westgate include a thematic children's playground and The Courtyard, which is naturally ventilated and offers alfresco dining options.

The committed occupancy of Westgate was 98.0% as at 31 July 2018.

(See **Appendix A** of this Circular for further details.)

Westgate's net property income ("NPI") for the 6-month period ended 30 June 2018 ("1H 2018") has stabilised at S\$24.8 million, when compared against the same period last year. Additionally, Tenant Sales Growth (as defined herein) has improved from -3.3% (FY 2017) to +2.1% (1H 2018). The table below sets out a summary of selected information on Westgate as at 30 June 2018 (unless otherwise indicated).

Site Area	195,463 sq ft
Gross Floor Area	593,928 sq ft
Net Lettable Area	410,825 sq ft ⁽¹⁾
Committed Occupancy	95.3% (as at 30 June 2018) 98.0% (as at 31 July 2018)
Number of Leases	246
Car Park Lots	610 ⁽²⁾
Land Tenure	Leasehold tenure of 99 years with effect from 29 August 2011
FY 2017 Net Property Income NPI (S\$ '000)	S\$48,919
1H 2018 NPI (S\$ '000)	S\$24,838
NPI Yield on Agreed Value	4.4% (based on 1H 2018 annualised) 4.3% (based on FY 2017)
Valuation (as at 21 August 2018 on a completed basis)	Colliers (commissioned by the Manager): S\$1,130.0 million JLL (commissioned by the Trustee): S\$1,125.0 million
Agreed Value (including fixed assets and after carrying out the Agreed Works (as defined herein))	S\$1,128.0 million

Source: Appendix A of the Circular.

Note:

- (1) Upon completion of the improvement works, the net lettable area of Westgate is expected to be approximately 410,825 sq ft.
(2) The car park lots are owned by the management corporation of Westgate.

3.2 Total Acquisition Outlay

The total acquisition outlay is estimated to be approximately S\$805.5 million, comprising:

- (i) the estimated Purchase Consideration (as defined herein) of approximately S\$17.9 million;
- (ii) 70.0% of the Unitholders' Loans (as defined herein), being S\$379.7 million, which would be repaid with the new Trustee's Loan (as defined herein) extended by CMT;
- (iii) 70.0% of the Bank Loan (as defined herein) owed by IMT to certain financial institutions, being S\$392.0 million (which would remain in IMT after completion of the Acquisition ("**Completion**" and the date of Completion, the "**Completion Date**"));

- (iv) an acquisition fee (the “**Acquisition Fee**”) payable in Units to the Manager for the Acquisition (the “**Acquisition Fee Units**”) of approximately S\$7.9 million³; and
- (v) the estimated professional and other fees and expenses of approximately S\$8.0 million incurred or to be incurred by CMT in connection with the Acquisition,

(collectively, the “**Total Acquisition Outlay**”).

3.3 Purchase Consideration and Valuation

The purchase consideration (the “**Purchase Consideration**”) payable to the Vendors in connection with the Acquisition is S\$17.9 million, derived from 70.0% of IMT’s NAV (based on the pro forma completion balance sheet of IMT as at 30 June 2018 and subject to completion adjustments up to the day preceding the Completion Date). IMT’s NAV is estimated at S\$25.6 million as at Completion Date after taking into account, among others:

- (a) the agreed market value (the “**Agreed Value**”) of Westgate of S\$1,128.0 million (equivalent to S\$2,746 per sq ft of NLA) on a completed basis⁴, including fixed assets and after carrying out the Agreed Works (as defined herein), negotiated on a willing-buyer and willing-seller basis taking into account the independent valuations of Westgate; less
- (b) the unitholders’ loans of S\$542.4 million⁵ owed by IMT to the Trustee and the Vendors (the “**Unitholders’ Loans**”) and the bank loan of an aggregate amount of approximately S\$560.0 million⁶ owed by IMT to certain financial institutions (the “**Bank Loan**”, and together with the Unitholders’ Loans, the “**Loan Liabilities**”).

On Completion, in addition to the payment of the Purchase Consideration to the Vendors, the Trustee will extend a loan of S\$542.4 million to IMT (the “**Trustee’s Loan**”) to enable it to repay and discharge the Unitholders’ Loans (which includes CMT’s 30.0% interest in the Unitholders’ Loans). For the avoidance of doubt, the Unitholders’ Loans will be fully repaid on Completion. The Bank Loan will remain in IMT after Completion.

The final Purchase Consideration payable to the Vendors on Completion will be subject to completion adjustments to IMT’s NAV up to the day preceding the Completion Date, and the final amount of the Loan Liabilities will depend on the final amount outstanding on the Completion Date.

For the avoidance of doubt, the total amount to be received by the Vendors in connection with the Acquisition will be approximately S\$397.6 million, being the aggregate of the Purchase Consideration of S\$17.9 million and 70.0% of the Unitholders’ Loans, being S\$379.7 million.

3 As the Acquisition constitutes an “interested party transaction” under the Property Fund Appendix, the Acquisition Fee shall be in the form of Units and shall not be sold within one year from the date of issuance in accordance with Paragraph 5.7 of the Property Fund Appendix.

4 As the acquisition of Westgate is on a completed basis, the Vendors would be paying their proportionate share of the Agreed Works prior to the Completion Date.

5 Based on the expected amount to be drawn down by IMT by the Completion Date.

6 Assuming the full amount of the Bank Loan is drawn down by the Completion Date.

The Manager has commissioned an independent property valuer, Colliers International Consultancy & Valuation (Singapore) Pte Ltd (“**Colliers**”), and the Trustee has commissioned another independent property valuer, Jones Lang LaSalle Property Consultants Pte Ltd (“**JLL**”, and together with Colliers, the “**Independent Valuers**”), to value Westgate on a completed basis, after carrying out the Agreed Works. The valuation of Westgate as at 21 August 2018 is S\$1,130.0 million (70.0% of which is S\$791.0 million) and S\$1,125.0 million (70.0% of which is S\$787.5 million) as stated by Colliers and JLL in their respective valuation reports. The methods used by the Independent Valuers were the capitalisation method, the discounted cash flow method, and the comparison method.

(See paragraph 2.2 of the Letter to Unitholders for further details.)

3.4 Agreed Improvement Works

As the acquisition of Westgate is on a completed basis, the Vendors would be paying their proportionate share of the agreed improvement works for IMT, which amounts to S\$6.0 million (the “**Agreed Works**”). Pursuant to the Unit Purchase Agreement, CMA Singapore Investments (4) Pte. Ltd. is required to contribute the amount for 50.0% of the Agreed Works to IMT prior to Completion while CL JM Pte. Ltd. is required to contribute the amount for 20.0% of the Agreed Works to IMT prior to Completion.

3.5 Certain Terms and Conditions of the Unit Purchase Agreement

The principal terms of the Unit Purchase Agreement include, among others, the following conditions precedent:

- (i) the Acquisition having been approved by the Unitholders at the EGM;
- (ii) there being no resolution, proposal, scheme or order for the compulsory acquisition of the whole or any part of Westgate on or before Completion;
- (iii) there being no material damage to Westgate on or before Completion; and
- (iv) the receipt of an in-principle approval from the Inland Revenue Authority of Singapore that IMT will continue to be regarded as an approved sub-trust of CMT pursuant to section 43(2A)(a)(iv) and (b) of Income Tax Act, Chapter 134 of Singapore, on Completion, there not having occurred any withdrawal of such in-principle approval and, if applicable, the conditions to such in-principle approval having been fulfilled.

3.6 Method of Financing

The Manager may finance the cash outlay, being the Total Acquisition Outlay less 70.0% of the Bank Loan and the Acquisition Fee (the “**Cash Outlay**”), of S\$405.6 million, through debt or a combination of debt and equity funding.

The table below sets out the various funding mix through three funding scenarios purely for illustrative purposes.

Transaction Gearing ("LTV") ⁽¹⁾	Cash Outlay		
	70%	85%	100%
Debt ⁽²⁾ (S\$ million)	166.3	286.0	405.6
Equity (S\$ million)	239.3	119.6	-
Cash Outlay (S\$ million)	405.6	405.6	405.6

Notes:

- (1) The respective LTV scenarios refer to the amount of debt (including 70.0% of the Bank Loan owed by IMT to certain financial institutions, being S\$392.0 million) as a percentage of the Total Acquisition Outlay less the Acquisition Fee.
- (2) The amount of debt to be raised excludes 70.0% of the Bank Loan owed by IMT to certain financial institutions, being S\$392.0 million, which will remain in IMT after Completion.

The final decision regarding the funding mix for the Cash Outlay will be made by the Manager at the appropriate time taking into account the then prevailing market conditions, interest rate environment, and availability of alternative funding options.

3.7 Structure of the Acquisition

As at the date of the Circular, 70.0% of the issued units in IMT are held by the Vendors. The Vendors are wholly owned subsidiaries of CL.

The Unit Purchase Agreement provides for the Acquisition by the Trustee of the balance 70.0% of the units in IMT. The obligations of the Vendors to the Trustee in respect of the Acquisition are guaranteed by CMA Singapore I Pte. Ltd., another wholly owned subsidiary of CL.

(See paragraph 2.2 of the Letter to Unitholders for further details.)

3.8 Interested Person Transaction and Interested Party Transaction

Under Chapter 9 of the Listing Manual, where CMT proposes to enter into a transaction with an interested person 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 5.0% of the CMT Group's latest audited net tangible assets ("NTA"), Unitholders' approval is required in respect of the transaction. Based on the CMT Group 2017 Audited Financial Statements, the NTA of the CMT Group was S\$6,928.0 million as at 31 December 2017. Accordingly, if the value of a transaction which is proposed to be entered into in the current financial year by CMT with an interested person is, either in itself or in aggregation with all other earlier transactions (each of a value equal to or greater than S\$100,000) entered into with the same interested person during the current financial year, equal to or in excess of S\$346.4 million, such a transaction would be subject to Unitholders' approval.

Paragraph 5 of the Property Funds Appendix also imposes a requirement for Unitholders' approval for an interested party transaction by CMT whose value exceeds 5.0% of CMT Group's latest audited NAV. Based on the CMT Group 2017 Audited Financial Statements, the NAV of the CMT Group was S\$6,928.0 million as at 31 December 2017. Accordingly, if the value of a transaction which is proposed to be entered into by CMT with an interested party is equal to or greater than S\$346.4 million, such a transaction would be subject to Unitholders' approval.

Based on the CMT Group 2017 Audited Financial Statements, the estimated Purchase Consideration, 70.0% of the Unitholders' Loans and 70.0% of Bank Loan of approximately S\$789.6 million is 11.4% of the NTA of the CMT Group as at 31 December 2017 and 11.4% of the NAV of the CMT Group as at 31 December 2017. Accordingly, the value of the Acquisition exceeds the said thresholds.

As at the Latest Practicable Date, CL, through Pyramex Investments Pte Ltd ("**PIPL**"), Albert Complex Pte Ltd ("**ACPL**"), Premier Healthcare Services International Pte Ltd ("**PHSIPL**") and the Manager, holds an aggregate interest in 1,044,933,659 Units, which is equivalent to approximately 29.44% of the total number of Units in issue, and is therefore regarded as a "controlling unitholder" of CMT under both the Listing Manual of the SGX-ST (the "**Listing Manual**") and the Property Funds Appendix. In addition, as the Manager is a wholly owned subsidiary of CL, CL is therefore regarded as a "controlling shareholder" of the Manager under both the Listing Manual and the Property Funds Appendix.

As the Vendors are wholly owned subsidiaries of CL, for the purposes of Chapter 9 of the Listing Manual and Paragraph 5 of the Property Funds Appendix, the Vendors (being subsidiaries of a "controlling unitholder" of CMT and a "controlling shareholder" of the Manager) are (for the purpose of the Listing Manual) "interested persons" and (for the purpose of the Property Funds Appendix) "interested parties" of CMT.

Therefore, the Acquisition constitutes an "interested person transaction" under Chapter 9 of the Listing Manual as well as an "interested party transaction" under the Property Funds Appendix, in respect of which the approval of Unitholders is required.

Accordingly, the Manager is seeking the approval of Unitholders by way of an Ordinary Resolution (as defined in the Circular) of the Unitholders for the Acquisition.

(See paragraph 4.2.3 of the Letter to Unitholders for further details.)

3.9 Abstentions from Voting

As at the Latest Practicable Date, CL, through PIPL, ACPL, PHSIPL and the Manager has a deemed interest in 1,044,933,659 Units, which comprises approximately 29.44% of the total number of Units in issue. THPL has an aggregate deemed interest in 1,060,945,105 Units, which includes its deemed interest through CL, comprising approximately 29.89% of the total number of Units in issue. Given that IMT will be acquired from wholly owned subsidiaries of CL, THPL, CL and their associates will abstain from voting on the resolution relating to the Acquisition.

In the interest of good corporate governance, the following non-independent directors – Mr Jason Leow Juan Thong and Mr Lim Cho Pin Andrew Geoffrey – will also abstain from voting at the EGM.

4 EVALUATION OF THE PROPOSED ACQUISITION

For the purpose of arriving at our opinion in respect of the Acquisition, we have, as the IFA, taken into account the following:

- (i) Rationale for the Acquisition;
- (ii) Valuation of the Property by the Independent Valuers (the “**Independent Valuations**”);
- (iii) Comparison of the NPI yield (“**NPI Yield**”) and price per sq ft of net lettable area (“**Price per NLA**”) implied by the Agreed Value to those implied by selected completed transactions involving properties which were primarily used for retail purposes in Singapore in the period starting 1 January 2013 and up to the Latest Practicable Date (“**Transaction Comparables**”);
- (iv) Comparison of the NPI Yield and valuation per sq ft of net lettable area (“**Valuation per NLA**”) implied by the Agreed Value to those implied by selected properties owned by CMT and other SGX-listed REITs (“**S-REITs**”) which are primarily used for retail purposes in Singapore as at the Latest Practicable Date (the “**Operating Comparables**”);
- (v) The pro-forma financial effects of the transaction; and
- (ix) Other relevant considerations which have a significant bearing on our assessment.

4.1 Rationale for the Acquisition

The Manager believes that the Acquisition will bring the following key benefits to Unitholders (extracted from the Circular in italics below):

- (i) *“Increased Exposure to the Jurong Lake District with Long-Term Growth Potential*
- (ii) *Redeployment of Capital towards Higher Yielding Assets with Better Fundamentals*
- (iii) *Pricing is Within Valuations of Comparable Malls and Range of Recent Transactions*
- (iv) *Strategically Located High Quality Asset*
 - *Strategic Location in the Heart of Jurong East*
 - *New and High Quality Asset with Multiple Awards and Ongoing Works to Further Enhance Shopper Experience*
- (v) *Enhances CMT Group Portfolio’s Resilience and Diversification”*

(See paragraph 3 of the Letter to Unitholders for further details.)

4.2 Valuation of Westgate by the Independent Valuers

4.2.1 The Independent Valuations of Westgate

The Manager has commissioned an independent property valuer, Colliers, and the Trustee has commissioned an independent property valuer, JLL, to value Westgate on a completed basis. The appraised values of the Independent Valuers are as follows:

Property	Appraised Value		Agreed Value
	Colliers	JLL	
Westgate	S\$1,130.0 million	S\$1,125.0 million	S\$1,128.0 million

The key points to be highlighted in respect of the Independent Valuations are as follows:

- (i) The basis of valuation used is “Market Value”, the definitions of which are broadly consistent as between the Independent Valuers;
- (ii) The relevant date for the valuations undertaken is 21 August 2018;
- (iii) Both Colliers and JLL applied the income capitalisation method, discounted cash flow analysis (“**DCF**”) and the comparison method; and
- (iv) The methods applied by the Independent Valuers are widely accepted methods for the purpose of valuing income-producing properties.

We note that the Agreed Value for the Acquisition of S\$1,128.0 million is approximately equal to the mean of the appraised values by Colliers and JLL of S\$1,127.5 million.

Please refer to **Appendix B** of the Circular for the Valuation Certificates.

4.2.2 Comparison of Capitalisation Rates, Discount Rates and Terminal Yields used in the Valuation Reports

We have compared the capitalisation rates, discount rates and terminal yields used by the Independent Valuers with those used in the latest independent valuation of properties primarily used for retail purposes owned by CMT (the “CMT Existing Retail Properties”) as set out below:

Valuation	Capitalisation Approach	DCF Approach	
	Capitalisation Rate (%)	Discount Rate (%)	Terminal Yield (%)
Colliers ⁽¹⁾	4.50%	7.00%	4.75%
JLL ⁽¹⁾	4.50%	7.50%	4.75%
CMT Existing Retail Properties ⁽²⁾ (As at 30 June 2018)	4.40%–5.20%	7.00%–7.25%	4.65%–5.45%

Source: Valuation Reports and CMT 1H 2018 financial result presentation.

Notes:

(1) Rates as disclosed in the Valuation Reports.

(2) Only retail properties within CMT’s portfolio are considered; as such, the capitalisation rates, discount rates and terminal yields are not representative of the entire portfolio of properties for CMT. For the avoidance of doubt, this figure excludes Westgate.

Based on the table above we highlight the following:

- (i) The capitalisation rates used by both Independent Valuers in their valuations of the Property are consistent with one another and within the range of the capitalisation rates used in the latest independent valuations of the CMT Existing Retail Properties;
- (ii) The discount rate used by JLL of 7.50% in its valuation of the Property is 0.5% higher than that used by Colliers. ANZ has considered the range of discount rates used in the latest independent valuations as at 30 June 2018 of the CMT Existing Retail Properties as disclosed by CMT management, and notes that the discount rate used by Colliers is within this range and JLL is above this range (a higher discount rate in a DCF would lead to a lower valuation result, assuming all other things equal);
- (iii) The terminal yields used by both Independent Valuers in their valuations of the Property of 4.75% are consistent with one another. ANZ has reviewed the range of terminal yields used in the latest independent valuations as at 30 June 2018 of the CMT Existing Retail Properties as disclosed by CMT management, and notes that the terminal yields used by the Independent Valuers are within this range.

The above analysis serves only as one factor considered by us in our evaluation and may not be meaningful to a satisfactory extent as the Property differs from the CMT Existing Retail Properties in many aspects (such as location, accessibility, profile and composition of tenants, proximity to major venues and/or attractions, outstanding lease tenure and other relevant factors). Accordingly, the Independent Directors should note that any comparisons made with respect to the Property to the CMT Existing Retail Properties serve as an illustrative guide only.

4.3 Comparison of NPI Yields and Price per NLA implied by the Agreed Value to those implied by the Transaction Comparables

In evaluation of the Acquisition, we have benchmarked the NPI Yield and Price per NLA implied by the Agreed Value to the Transaction Comparables (as defined on page 11 of this Letter). For the purpose of this comparison, the NPI Yield implied by the Agreed Value and the Transaction Comparables are based on historical net property income information and transacted values of the target properties as publicly disclosed or reported as at the respective transaction dates.

Transaction Comparables - 1 January 2013 up to the LPD						
Transaction Date	Property name	Acquirer	Remaining land tenure ⁽¹⁾ (years)	Purchase price (\$m)	Price per NLA ⁽²⁾ (\$ psf)	NPI yield at acquisition ⁽³⁾ (%)
Jun-18	Sembawang Shopping Centre	Lian Beng Group and Apricot Capital	866	248	1,727	3.4% ⁽⁴⁾
Apr-17	Jurong Point ⁽⁸⁾	Mercatus Co-operative Limited	76	2,200	3,343	4.2%
Dec-16	Heartland Mall (1st, 2nd & 3rd storeys)	Master Contract Services Pte Ltd	n.a.	230	2,674	4.2%
Nov-16	Chinatown Point Mall	Perennial Group and Singapore Press Holdings	61	443 ⁽⁵⁾	2,075	5.2%
Nov-16	Cityvibe	Zhao family	61	71	2,448	4.0%
Nov-16	10 Strata Units Located Within Yishun Ten	Frasers Centrepoint Trust	72	38	3,631	4.3%
Sep-16	The Verge	Lum Chang and Lao V Serangoon	79	273	2,096	n.a.
Oct-15	Rivervale Mall	AEW Asia	81	191	2,347	3.5%
Mar-14	Changi City Point	Frasers Centrepoint Trust	55	305	1,472	5.4%
Jul-13	The Clementi Mall ⁽⁸⁾	SPH REIT	96	553 ⁽⁶⁾	2,970	4.6%
Jul-13	Paragon	SPH REIT	97	2,500	3,538	4.8%
Jul-13	Mandarin Gallery	OUE Hospitality Trust	41	531	4,234	5.0%

Max	4,234	5.4%
Mean	2,713	4.4%
Median	2,561	4.3%
Min	1,472	3.4%

Aug-18	The Property⁽⁸⁾	CMT	92	1,128⁽⁷⁾	2,746	4.3%
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Source: The Circular, Capital IQ, Factiva, Valuation Reports.

Notes:

- (1) Lease expiry calculated at the point of acquisition.
- (2) Calculated by dividing the purchase price over the NLA of the properties as at the transaction date. For transactions where the underlying financial data are not publicly available, the Price per NLA is extracted from reputable news and media sources instead.
- (3) Figures used to derive the implied NPI Yield are based on market reports, circulars and calculated based on the purchase price of the respective property at acquisition. For transactions where the underlying financial data are not publicly available, the NPI Yield and Price per NLA are extracted from reputable news and media sources instead.
- (4) Based on FY 2017 net property income.
- (5) Value relates to an acquisition of a 60% stake in the property.
- (6) The NPI Yield of 4.6% excludes income support (NPI Yield would have been 5.4% with income support). Clementi Mall's valuation was based on IPO independent valuation and was S\$553m without income support and S\$571m with income support. The NPI yield is based on the profit forecast and profit projection, together with the accompanying assumptions in SPH's IPO prospectus.
- (7) Based the property yield information provided in paragraph 1.1 of Appendix A of the Circular.
- (8) Property is directly located at a transport hub (includes both MRT station and bus interchange).

From the table above, we note the following:

- (i) The NPI Yield implied by the Agreed Value of 4.3% is within the range implied by the Transaction Comparables of 3.4% to 5.4% and within the mean and median of 4.4% and 4.3%, respectively;
- (ii) The Price per NLA implied by the Agreed Value of S\$2,746 psf is within the range implied by the Transaction Comparables of S\$1,472 psf to S\$4,234 psf and broadly in line with the mean of S\$2,713 psf; and
- (iii) There is no perfectly comparable transaction, however, among the Transaction Comparables, the Acquisition may be more closely compared to the Jurong Point transaction as both Westgate and Jurong Point are located in the west and have direct connectivity to MRT station and bus interchange. The Price per NLA implied by the Agreed Value of S\$2,746 psf is below the S\$3,343 psf implied by the Jurong Point transaction. The NPI Yield implied by the Agreed Value of 4.3% is above the 4.2% implied by the Jurong Point transaction.

We acknowledge that transacted values may better reflect the value that a purchaser would normally be willing to pay for a property based on, including but not limited to, the attractiveness of the target property, the revaluation potential of the target property (if any), the presence of or potential for competing bids for the target property, replacement cost, the form of consideration offered by a purchaser as well as the prevailing market conditions and expectations (e.g. market liquidity, demand and supply dynamics, etc.).

In addition, based on publicly disclosed information, we observe that it is not uncommon for transacted values of commercial properties in Singapore to be higher than their carrying values based on independent property valuations immediately preceding the relevant transactions, potentially driven in part by the aforementioned factors. Recent examples that were completed within the period starting 1 January 2017 and up to the Latest Practicable Date include the acquisitions of 55 Market Street, Twenty Anson, One George Street, Sembawang Shopping Centre and Wilkie Edge, where transaction premiums of 16.7% to 96.8% over carrying values were observed.

The analysis above is only one factor considered by us in our evaluation herein and may not be meaningful to a satisfactory extent as the Property differs from the selected transacted properties in many aspects, such as location, accessibility, title, net lettable area, composition of tenants, proximity to major venues and/or attractions, outstanding lease tenure, market risks, track record and other relevant factors. In addition, the valuations of the selected properties were undertaken at different points in time under different market and economic conditions. Accordingly, the Independent Directors and the Audit Committee as well as the Trustee should note that any comparisons made between the Property and the selected transacted properties serve as an illustrative guide only.

4.4 Comparison of NPI Yields and Valuation per NLA implied by the Agreed Value to those implied by the Operating Comparables

For an additional reference point, we have also benchmarked the NPI Yield and Valuation per NLA implied by the Agreed Value to the Operating Comparables (as defined on page 11 of this Letter). For the purpose of this comparison, the NPI Yield implied by the Agreed Value and the Operating Comparables are based on their historical latest 12-month net property income and latest market values as publicly disclosed by the respective S-REITs as at the Latest Practicable Date.

NPI Yields and Valuation per NLA of the Operating Comparables⁽¹⁾⁽²⁾							
Property Name	Valuation Date	Valuation (\$m)	NLA (sf)	Remaining land tenure (years)⁽³⁾	Valuation per NLA (S\$ psf)	NPI Yield⁽⁴⁾ (%)	
CMT							
Bedok Mall ⁽⁷⁾	Jun-18	782	222,475	92	3,515	5.1%	
Junction 8 ⁽⁷⁾	Jun-18	740	253,338	72	2,921	5.8%	
Lot One Shoppers' Mall ⁽⁷⁾	Jun-18	535	219,803	74	2,434	5.8%	
Tampines Mall ⁽⁷⁾	Jun-18	1,051	356,271	73	2,950	5.6%	
Bugis+	Jun-18	351	214,679	47	1,635	6.8%	
Bugis Junction	Jun-18	1,086	396,495	71	2,739	5.7%	
Bukit Panjang Plaza	Jun-18	325	163,481	75	1,988	5.6% ⁽⁵⁾	
Clarke Quay	Jun-18	396	293,551	70	1,349	6.1%	
JCube	Jun-18	288	206,897	71	1,392	n.a.	
Plaza Singapore	Jun-18	1,293	482,463	Freehold	2,680	5.3%	
SPH REIT:							
Clementi Mall ⁽⁷⁾	Aug-17	583	195,031	91	2,989	5.3%	
Paragon	Aug-17	2,695	715,364	94	3,767	5.0%	
Frasers Centrepoint Trust:							
Causeway Point ⁽⁷⁾	Sep-17	1,190	415,626	76	2,862	5.5%	
Northpoint City North Wing ⁽⁷⁾	Sep-17	733	218,172	71	3,360	5.5%	
Anchorpoint	Sep-17	105	70,989	Freehold	1,473	4.0%	
Bedok Point	Sep-17	105	82,713	59	1,269	2.5%	
Changi City Point	Sep-17	318	207,239	51	1,534	5.2%	
YewTee Point	Sep-17	178	73,670	86	2,416	5.6%	
Mapletree Commercial Trust:							
VivoCity	Mar-18	3,028	1,047,091	78	2,892	5.2%	
					Max	3,767	6.8%
					Mean	2,430	5.3%
					Median	2,680	5.5%
					Min	1,269	2.5%
The Property⁽⁶⁾⁽⁷⁾	Aug-18	1,128	410,825	92	2,746	4.3%	

Sources: Annual reports, investor presentations and the Circular.

Notes:

- (1) Only properties which are used primarily for retail purposes in Singapore within each S-REIT's portfolio are selected; as such, the NPI Yields and Valuation per NLA may not be representative of the entire portfolio of properties for each S-REIT.
- (2) Shown values are based on latest publicly information as at the Latest Practicable Date, as disclosed by the respective S-REITs.
- (3) Rounded to the nearest whole number.
- (4) Based on the latest 12-month period net property income of each of the respective properties, as publicly disclosed.
- (5) Based on net property income for the 12-month period ending 31 Dec 2017, which was the latest available public disclosure of the net property income of Bukit Panjang Plaza by CMT. For the avoidance of doubt, the NPI Yields for all of CMT's other properties are based on the net property income for 12-month period up to 30 June 2018.
- (6) Based on the Agreed Value and the information provided in paragraph 1.1 of Appendix A of the Circular.
- (7) Property is located directly at a transport hub (includes both MRT station and bus interchange).

Based on the table above, we note the following:

- (i) The Valuation per NLA implied by the Agreed Value of S\$2,746 psf is within the range of S\$1,269 psf to S\$3,767 psf implied by the Operating Comparables and broadly in line with the median of S\$2,680 psf implied by the Operating Comparables; and
- (ii) The NPI Yield implied by the Agreed Value of 4.3% is within the range implied by the Operating Comparables of 2.5% to 6.8% but below the mean and median of 5.3% and 5.5%, respectively.

We acknowledge that the NPI Yield⁷ implied by the Agreed Value is below the mean and median implied by the Operating Comparables, potentially driven by Westgate's longer remaining leasehold interest in land tenure of 92 years as compared to the mean of the leasehold Operating Comparables of 74 years.

We highlight that the analysis above is only one factor considered by us in our evaluation and is limited in its utility to the extent that the Property differs from the Operating Comparables in aspects such as location, accessibility, title, net lettable area, composition of tenants, proximity to major venues and/or attractions, outstanding lease tenure, market risks, track record and other relevant factors. In addition, the valuations of the Operating Comparables were undertaken at different points in time under different market and economic conditions. Accordingly, the Independent Directors and the Audit Committee as well as the Trustee should note that any comparisons made with respect to the Property to the Operating Comparables serve as an illustrative guide only.

4.5 Pro Forma Financial Effects of the Acquisition

We have considered the financial effects of the Acquisition and the relevant text is set out in paragraph 4 of the Circular which has been reproduced in italics below. All terms and expressions used in the extract below shall have the same meaning as those defined in the Circular, unless otherwise defined.

"The pro forma financial effects of the Acquisition on the DPU and NAV per Unit presented below are strictly for illustrative purposes and were prepared based on the audited financial statements of the CMT Group for the financial year ended 31 December 2017 (the "CMT Group 2017 Audited Financial Statements") as well as the audited financial statements of IMT for the financial year ended 31 December 2017, taking into account the Agreed Value, and assuming that:

- *approximately 3.9 million new Units are issued for the Acquisition Fee⁸ payable to the Manager; and*
- *in the case of 70.0% LTV, approximately 118.6 million new Units are issued to raise gross proceeds of S\$237.2 million to partly finance the Acquisition; or*

⁷ Calculated by dividing the net property income for last 12-month period by the latest available valuation for the respective properties (or the Agreed Value for the Property).

⁸ As the Acquisition constitutes an "interested party transaction" under the Property Fund Appendix, the Acquisition Fee shall be in the form of Units and shall not be sold within one year from the date of issuance in accordance with Paragraph 5.7 of the Property Fund Appendix.

- in the case of 85.0% LTV, approximately 59.3 million new Units are issued to raise gross proceeds of S\$118.6 million to partly finance the Acquisition; or
- in the case that the Acquisition is fully funded by debt, no new Units are issued (other than the Units issued for Acquisition Fee); and
- bank borrowings are used to finance the balance funding requirement, including paying the estimated professional and other fees and expenses incurred or to be incurred by CMT in connection with the Acquisition.

4.5.1 Pro Forma DPU

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma financial effects of the Acquisition on CMT's DPU for the financial year ended 31 December 2017, as if the Acquisition was completed on 1 January 2017 and CMT held and operated Westgate through to 31 December 2017 are as follows:

SCENARIO A: Assuming interest rate of 3.50% per annum for additional debt taken by CMT

	Effects of the Acquisition			
	Before the Acquisition	After the Acquisition at the following LTV		
		70%	85%	100%
Net Income (S\$'000)	405,664	447,853	443,702	439,550
Distributable Income (S\$'000)	395,824	409,823	405,672	401,520
Issued Units ('000)	3,546,423 ⁽¹⁾	3,668,990 ⁽²⁾	3,609,681 ⁽²⁾	3,550,371 ⁽²⁾
DPU (cents)	11.16	11.16	11.23	11.30

SCENARIO B: Assuming interest rate of 3.25% per annum for additional debt taken by CMT

	Effects of the Acquisition			
	Before the Acquisition	After the Acquisition at the following LTV		
		70%	85%	100%
Net Income (S\$'000)	405,664	448,292	444,437	440,582
Distributable Income (S\$'000)	395,824	410,262	406,407	402,552
Issued Units ('000)	3,546,423 ⁽¹⁾	3,668,990 ⁽²⁾	3,609,681 ⁽²⁾	3,550,371 ⁽²⁾
DPU (cents)	11.16	11.18	11.25	11.33

Notes:

(1) Number of Units issued as at 31 December 2017.

(2) Includes the respective number of new Units issued to raise gross proceeds to partly finance the Acquisition and approximately 3.9 million new Units issuable as payment of the Acquisition Fee payable to the Manager at an illustrative price of S\$2.00 per new Unit (purely for illustrative purpose only).

4.5.2 Pro Forma NAV

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma financial effects of the Acquisition on CMT Group's NAV per Unit as at 31 December 2017, as if the Acquisition was completed on 31 December 2017 are as follows:

	Effects of the Acquisition			
	Before the Acquisition	After the Acquisition at the following LTV		
		70%	85%	100%
NAV (S\$'000)	6,825,112 ⁽¹⁾	7,102,948	6,984,329	6,865,710
Issued Units ('000)	3,546,423	3,668,990 ⁽²⁾	3,609,681 ⁽²⁾	3,550,371 ⁽²⁾
NAV per Unit (S\$)	1.92	1.94	1.93	1.93

Notes:

(1) Excludes distribution paid on 28 February 2018 of CMT's distributable income for the period from 1 October 2017 to 31 December 2017.

(2) Includes the respective number of new Units issued to raise gross proceeds to partly finance the Acquisition and approximately 3.9 million new Units issuable as payment of the Acquisition Fee payable to the Manager at an illustrative price of S\$2.00 per new Unit (purely for illustrative purpose only).

4.5.3 Pro Forma Capitalisation

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma capitalisation of CMT Group as at 31 December 2017, as if the Acquisition was completed on 31 December 2017, is as follows:

	Actual	After the Acquisition at the following LTV		
		70%	85%	100%
	(S\$ million)	(S\$ million)	(S\$ million)	(S\$ million)
Short-term debt				
Unsecured debt	535	535	535	535
Long-term debt				
Unsecured debt	2,648	2,823	2,942	3,060
Secured debt	-	540	540	540
Total debt	3,183	3,898	4,017	4,135
Unitholders' funds	6,825 ⁽¹⁾	7,103	6,984	6,866
Total capitalisation	10,008	11,001	11,001	11,001

Note:

(1) Excludes distribution paid on 28 February 2018 of CMT's distributable income for the period from 1 October 2017 to 31 December 2017."

Based on the information set out in paragraph 4.1 of the Letter to Unitholders in the Circular, we note that following the Acquisition:

- (i) Assuming an interest rate of 3.50% per annum for additional debt taken by CMT (Scenario A), the pro forma DPU increases by 0.07 and 0.14 cents (or approximately 0.63% and 1.25%) in the 85.0% and 100% LTV cases, respectively. In the 70.0% LTV case, the DPU remains unchanged;
- (ii) Assuming an interest rate of 3.25% per annum for additional debt taken by CMT (Scenario B), the pro forma DPU increases by 0.02, 0.09 and 0.17 cents (or approximately 0.18%, 0.81% and 1.52%) in the 70.0%, 85.0% and 100% LTV cases, respectively;
- (iii) The pro forma NAV per Unit increases by S\$0.02, S\$0.01 and S\$0.01 (or approximately 1.04%, 0.52% and 0.52%) (excluding distribution paid on 28 February 2018 of CMT's distributable income for the period from 1 October 2017 to 31 December 2017) in the 70.0%, 85.0% and 100.0% LTV cases, respectively; and
- (iv) The pro forma total debt increases from S\$3,183 million to S\$3,898 million, S\$4,017 million and S\$4,135 million, and Total Unitholders' funds increases from S\$6,825 million to S\$7,103 million, S\$6,984 million and S\$6,866 million in the 70.0%, 85.0% and 100.0% LTV cases, respectively.

4.6 Other Factors

4.6.1 Impact of the Acquisition on the gearing ratio

We note that the Manager may finance the Total Acquisition Outlay through debt or a combination of debt and equity funding⁹.

The final decision regarding the funding mix for the Acquisition will be made by the Manager at the appropriate time taking into account the then prevailing market conditions, interest rate environment, and availability of alternative funding options.

The table below sets out the changes to the Aggregate Leverage (defined as the ratio of the value of borrowings (inclusive of proportionate share of borrowings of jointly controlled entities) and deferred payments, if any, to the value of the Deposited Property of the CMT Group (inclusive of proportion share of deposited property of jointly controlled entities)) of the CMT Group through three funding scenarios purely for illustrative purposes.

⁹ Does not include the Acquisition Fee, which is to be paid in the form of Units in accordance with the Property Funds Appendix.

	CMT Group's Aggregate Leverage		
LTV ⁽¹⁾	70%	85%	100%
Before the Acquisition	31.5% ⁽²⁾		
After the Acquisition	34.0% ⁽³⁾	35.0% ⁽³⁾	36.0% ⁽³⁾

Notes:

- (1) The respective LTV scenarios refer to the amount of debt as a percentage of the Total Acquisition Outlay less the Acquisition Fee.
(2) CMT Group's Aggregate Leverage as at 30 June 2018.
(3) Based on CMT Group's Aggregate Leverage as at 30 June 2018, adding the incremental gross borrowings as a result of the Acquisition at the respective LTVs, and adding the incremental deposited property as a result of the Acquisition.

Based on the table above, for illustrative purpose, the post-Acquisition Aggregate Leverage will range from 34.0% to 36.0% in the cases ranging from 70% to 100% LTV.

We note that the aforementioned gearing ratios are within the aggregate leverage limit of 45% as stipulated in Appendix 6 of the Code of Collective Investment Schemes issued by the MAS.

4.6.2 Occupancy Rates

Westgate had a total committed occupancy of 98.0% as at 31 July 2018.

The Urban Redevelopment Authority, in their latest release of the 2nd Quarter 2018 ("Q2 2018") Singapore real estate statistics, notes that the vacancy rate of the retail space sector in the Outside City Area ("OCA"), which is where Westgate is situated, was 7.2% in Q2 2018. This vacancy rate of 7.2% is equivalent to an occupancy rate of 92.8% in Q2 2018.

The committed occupancy of Westgate of 98.0% as at 31 July 2018 is higher than the occupancy rate of 92.8% for the retail space sector in Singapore's OCA.

4.6.3 Asset Management and Property Management

(i) Asset Management

Asset management services in respect of IMT are currently performed by the Manager (the "IMT Manager"). The IMT Manager shall carry out all activities as it deems necessary for the management of IMT and its business, such as, budgeting, treasury, insurance, appointment of professional advisors as required for the management of the assets held by IMT. CapitaLand Mall Trust Management Limited is currently the manager of IMT. The basis of the asset management fees payable to the IMT Manager by IMT is identical to the basis of such fees payable to the Manager pursuant to the trust deed constituting CMT (as amended) (the "Trust Deed") and comprises:

- (a) a base component of 0.25% per annum of the deposited property of IMT; and
- (b) a performance component of 4.25% per annum of net property income of IMT for each financial year.

In the event that there are variations to the basis of the asset management fees payable to the Manager pursuant to the Trust Deed, the basis of the asset management fees payable to the IMT Manager by IMT shall vary accordingly, as the trust deed constituting IMT provides that for so long as CMT remains one of the unitholders of IMT, the asset management fees payable to the IMT Manager shall be computed based on the fee structure as set out in the Trust Deed.

For avoidance of doubt, asset management fees payable by IMT are solely paid to the IMT Manager.

In relation to the above, we note the following:

- (i) Currently, asset management services in respect of IMT are performed by the Manager. Upon Completion, asset management service in respect of IMT will continue to be performed by the Manager;
- (ii) The basis of the asset management fees payable to the IMT Manager by IMT is identical to the basis of such fees payable to the Manager pursuant to the Trust Deed; and
- (iii) In the event that there are variations to the basis of the asset management fees payable to the Manager pursuant to the Trust Deed, the basis of the asset management fees payable to the IMT Manager by IMT shall vary accordingly.

Accordingly, we are of the opinion that the asset management for Westgate is on normal commercial terms and not prejudicial to the interests of CMT and its minority Unitholders.

(ii) Property Management

Currently, property management services in respect of Westgate are provided by CapitaLand Retail Management Pte Ltd (“**CRMPL**”) pursuant to a property management agreement entered into between CRMPL and JG Trustee Pte. Ltd, in its capacity as trustee of IMT (the “**Existing IMT PMA**”). Property management services in relation to Westgate include, among others, leasing services, tenant management, operating and maintaining the property, provision of personnel for site management of the property and supervision and control of collection of rentals. For properties which CMT wholly owns, CRMPL has been appointed as the property manager pursuant to the Master Property Management Agreement (as defined herein). As IMT is not wholly owned by CMT prior to Completion, the property management services are provided pursuant to the Existing IMT PMA. Upon Completion, the Existing IMT PMA will be terminated but property management services in respect of Westgate will continue to be performed by CRMPL as the property manager of CMT (the “**Property Manager**”) pursuant to the Master Property Management Agreement.

Under the terms of the master property management agreement, which was approved by Unitholders on 13 April 2011 entered into between the Trustee, the Manager and the Property Manager on 1 December 2011 (the "**Master Property Management Agreement**"), any properties acquired thereafter by CMT will (for a period of 10 years from 28 December 2011) be managed by the Property Manager in accordance with the terms of the Master Property Management Agreement. Upon Completion, Westgate will fall under the Master Property Management Agreement.

The fees payable pursuant to the Master Property Management Agreement will be as follows:

- (a) 2.0% per annum of the gross revenue of Westgate;
- (b) 2.0% per annum of the net property income of Westgate; and
- (c) 0.5% per annum of the net property income of Westgate, in lieu of leasing commissions.

Under the Master Property Management Agreement, the Property Manager will also be fully reimbursed for (i) the employment costs and remuneration relating to centre management and other personnel engaged solely for the provision of services for Westgate and (ii) the allocated employment costs and remuneration relating to the centralised team of personnel engaged exclusively to provide group services for all properties of CMT under its management, as approved in each annual budget by the Trustee following the recommendation of the Manager, in accordance with the reimbursables in the Master Property Management Agreement.

In relation to the above, we note the following:

- (i) Currently, property management services in respect of Westgate are provided by CRMPL. Upon Completion, property management services in respect of Westgate will continue to be performed by CRMPL;
- (ii) The above fee structure is similar to the current fees charged by CRMPL as the current property manager of Westgate;
- (iii) The terms of the Master Property Management Agreement was approved by Unitholders on 13 April 2011; and
- (iv) In an independent financial adviser's letter dated 25 March 2011 appended to the circular relating to the then-proposal for the Master Property Management Agreement, ING Bank N.V. issued an opinion that the terms of the Master Property Management Agreement were on normal commercial terms and not prejudicial to CMT and its minority Unitholders.

Accordingly, we are of the opinion that the property management for Westgate is on normal commercial terms and not prejudicial to the interests of CMT and its minority Unitholders.

4.6.4 Existing Interested Person Transactions

The aggregate value as well as the details and internal control procedures relating to interested person transactions conducted in the current financial year ("**Existing Interested Person Transactions**") has been disclosed in **Appendix D** of the Circular.

These Existing Interested Person Transactions have been subject to the internal control procedures established by the Manager to ensure that such transactions are undertaken on normal commercial terms and are not prejudicial to the interests of CMT and its minority Unitholders. These procedures include the review and approval of such transactions by the Manager's Audit Committee.

As shown in the table in **Appendix D** to the Circular, we note that the following internal control procedures and/or measures were in place:

- (i) **Review of publicly quoted rates.** The terms of the transactions were found to be on arm's length basis and based on normal commercial terms based on a review of publicly quoted rates and comparable market benchmarks for the Existing Interested Person Transaction 1;
- (ii) **Incurred in the ordinary course of business.** Fees were incurred in the ordinary course of business and the amount paid was based on the non-tenant published rate, as such it was on an arm's length basis, based on normal commercial terms for Existing Interested Person Transaction 2;
- (iii) **Independent consultant.** The proposed project management fees were found to be within market benchmarks and on normal commercial terms by an independent consultant, Arcadis Singapore Pte Ltd, for Existing Interested Person Transaction 3.

We have reviewed the relevant key commercial terms and CMT's internal approval supporting documents of the Existing Interested Person Transactions to verify the validity of the above described internal procedures and/or measures.

Based on the review of the above, we are of the opinion that the Existing Interested Person Transactions are on normal commercial terms and not prejudicial to the interests of CMT and its minority Unitholders.

4.6.5 Existing Transactions of IMT with Interested Persons of CMT

Paragraph 2.6 of the Circular sets out certain information relating to transactions which IMT had entered into with interested persons of CMT previously which would continue following Completion (the "**Existing Transactions of IMT**").

Based on the disclosure above, we note that the following internal control procedures and/or measures were in place:

- (i) **Independent property consultant.** In relation to the lease agreement with Planet Managed Services Pte. Ltd. ("**PMSPL**") for the lease of a retail unit at Westgate for a period of 3 years (the "**PMSPL Lease**"), the rental payable by PMSPL pursuant to the

PMSPL Lease was reviewed by an independent property consultant and was found to be in line with the then prevailing market rates; and

- (ii) **Due diligence and benchmarking process.** In relation to the contract with Certis Cisco Protection Services Pte. Ltd. (“**CCPSPL**”) to provide security services at Westgate (the “**CCPSPL Contract**”), the contract sum payable by IMT to CCPSPL pursuant to the CCPSPL Contract was reviewed through a due diligence and benchmarking process where relevant pricing, track record and capability were assessed. As such, the transaction was on an arm’s length basis, based on normal commercial terms.

We have reviewed the relevant key commercial terms and CMT’s internal approval supporting documents of the Existing Transactions of IMT to verify the validity of the above described internal procedures and/or measures.

Based on the review of the above, we are of the opinion that the Existing Transactions of IMT are on normal commercial terms and not prejudicial to the interests of CMT and its minority Unitholders.

5 RECOMMENDATION

Based on the considerations set forth in this Letter, we are of the opinion that, as at the Latest Practicable Date, 20 September 2018, the Acquisition is on normal commercial terms and are not prejudicial to the interests of CMT and its minority Unitholders, having taken into consideration, inter alia, the following:

- (i) the rationale for the Acquisition;
- (ii) the Agreed Value for Westgate of S\$1,128.0 million is approximately equal to the mean of the appraised values of S\$1,127.5 million by Colliers and JLL;
- (iii) transacted values may better reflect the value that a purchaser would normally be willing to pay, compared to valuations on an ongoing basis;
- (iv) based on recent examples that were completed within the period starting 1 January 2017 and up to the Latest Practicable Date, transacted values of commercial properties in Singapore have been observed to be higher than their carrying values based on independent property valuations immediately preceding the relevant transactions;
- (v) the comparison of the Price per NLA and NPI Yield implied by the Agreed Value to those implied by the Transaction Comparables which indicates that:
 - a. the Price per NLA implied by the Agreed Value of S\$2,746 psf is within the range implied by the Transaction Comparables of S\$1,472 psf to S\$4,234 psf and broadly in line with the mean of S\$2,713 psf;
 - b. the NPI Yield implied by the Agreed Value of 4.3% is within the range implied by the Transaction Comparables of 3.4% to 5.4% and within the mean and median of 4.4% and 4.3%, respectively;

- c. the Price per NLA implied by the Agreed Value of S\$2,746 psf is below that the S\$3,343 psf implied by the Jurong Point transaction. The NPI Yield implied by the Agreed Value of 4.3% is above the 4.2% implied by the Jurong Point transaction;
- (vi) the comparison of the Valuation per NLA and NPI Yield implied by the Agreed Value to those implied by the Operating Comparables which indicates that:
- a. the Valuation per NLA implied by the Agreed Value of S\$2,746 psf is within the range of S\$1,269 psf to S\$3,767 psf implied by the Operating Comparables and broadly in line with the median of S\$2,680 psf implied by the Operating Comparables;
- b. the NPI Yield implied by the Agreed Value of 4.3% is within the range implied by the Operating Comparables of 2.5% to 6.8% but below the mean and median of 5.3% and 5.5%, respectively;
- (vii) the positive pro-forma financial effects of the Acquisition;
- (viii) the asset management and property management agreements for Westgate are on normal commercial terms and not prejudicial to the interests of CMT and its minority Unitholders; and
- (ix) the compliance and review procedures set up by the Trustee and the Manager in relation to the Interested Person Transactions as well as the Existing Transactions of IMT.

The below table summarises the abovementioned key financial analyses performed:

Summary of key financial analyses ⁽¹⁾ performed								See sub-section for more details
	Min ⁽²⁾	Max ⁽²⁾	Mean ⁽²⁾	Median ⁽²⁾	Implied by Agreed Value	Agreed Value relative to: Min. - Max. Range ⁽³⁾	Mean - Median Range ⁽³⁾	
Comparison to the Independent Valuations								4.2.1
Colliers and JLL's Independent Valuations (S\$m)	1,125.0	1,130.0	1,127.5	1,127.5	1,128.0	Within	In line	
Comparison to the Transaction Comparables								4.3
Price per NLA (S\$ psf)	1,472	4,234	2,713	2,561	2,746	Within	Broadly in line	
NPI Yield (%)	3.4%	5.4%	4.4%	4.3%	4.3%	Within	Within	
Comparison to the Operating Comparables								4.4
Valuation per NLA (S\$ psf)	1,269	3,767	2,430	2,680	2,746	Within	Broadly in line	
NPI Yield (%)	2.5%	6.8%	5.3%	5.5%	4.3%	Within	Below	

Note:

(1) Summary of key analyses set out in sub-sections 4.2.1, 4.3 and 4.4 of this Letter.

(2) Minimum, mean, median and maximum of the respective benchmarks.

(3) Parameters implied by the Agreed Value relative to the minimum and maximum, and mean and median range of the respective benchmarks.

Having carefully considered the information available as at the Latest Practicable Date as well as the various factors above, on balance, ANZ is of the opinion that the Independent Directors and the Audit Committee can recommend that Unitholders vote in favour of the Acquisition at the EGM.

Our opinion as disclosed in this Letter is based upon the market, economic, industry, monetary and other applicable conditions subsisting on, and the information made available to us as at the Latest Practicable Date.

This opinion is for the benefit of the Independent Directors and the Audit Committee of the Manager as well as the Trustee, in connection with, and for the purpose of, their consideration of the Acquisition, that a copy of this opinion may be included in its entirety in the Circular to the Unitholders on the Acquisition. This opinion does not constitute, and should not be relied on as a recommendation to, or confer any rights upon, any Unitholder of CMT as to how to vote in relation to the Acquisition or any matter related thereto.

This opinion is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter. Nothing herein shall confer or be deemed or is intended to confer any right or benefit to any third party and the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore shall not apply.

Yours faithfully

For and on behalf of

Australia and New Zealand Banking Group Limited, Singapore Branch



Ben Gledhill

Head of Corporate Advisory, Asia

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EXISTING INTERESTED PERSON TRANSACTIONS

The table below sets out details of all Existing Interested Person Transactions entered into between (1) CMT and (2) CL and their subsidiaries and associates, during the course of the current financial year up to the Latest Practicable Date, which are the subject of aggregation pursuant to Rule 906 of the Listing Manual.

No.	Interested Person	Nature of Transaction	Value of Transaction ⁽¹⁾ (S\$'000)
1	CapitaStar Pte. Ltd.	Rewards cost, transaction fee and provision of kiosk and advertisement panels for renewal of the CapitaStar Shopper Loyalty Programme for Year 2018	3,496
2	Capita Card Pte. Ltd.	Licence of advertisement panels and casual leasing spaces to Capita Card Pte. Ltd.	666
3	CapitaLand Retail Project Management Pte. Limited	Appointment of CapitaLand Retail Project Management Pte. Limited for Tampines Mall Phase 3 Asset Enhancement Initiative	272
Total			4,434

Note:

(1) Based on the total contracted value for the entire term of the lease / term contract.

These Existing Interested Person Transactions have been subject to internal control procedures established by the Manager to ensure that such transactions are undertaken on normal commercial terms and are not prejudicial to the interests of CMT and its minority Unitholders. These procedures include the review and approval of such transactions by the Audit Committee (excluding Mr Lim Cho Pin Andrew Geoffrey), as appropriate.

Details of the Existing Interested Person Transactions

(1) Transaction with CapitaStar Pte. Ltd.

CapitaStar Pte. Ltd. is an indirect wholly owned subsidiary of CL. As such, CapitaStar Pte. Ltd. is an interested person of CMT.

The Trustee had approved the renewal of the CapitaStar Shopper Loyalty Programme for Year 2018 including the rewards cost, transaction fee and provision of kiosk and advertisement panels as part of the programme.

Prior to signing the agreement with CapitaStar Pte. Ltd., the proposed terms such as the rewards cost and transaction fee were reviewed based on publicly quoted rates and comparable market benchmarks. As such, the terms of the agreement were on an arm's length basis, based on normal commercial terms.

(2) Transaction with Capita Card Pte. Ltd.

Capita Card Pte. Ltd. is an indirect wholly owned subsidiary of CL. As such, Capita Card Pte. Ltd. is an interested person of CMT.

The Trustee had approved the grant of the licence of advertisement panels and casual leasing spaces based on non-tenant published rates to Capita Card Pte. Ltd. at participating malls owned by CMT to create awareness of Capita Card's privileges for Year 2018.

The transaction with Capita Card Pte. Ltd. was entered into in the ordinary course of business and the amount of fees paid by Capita Card Pte. Ltd. was on an arm's length basis, based on normal commercial terms.

(3) Transaction with CapitaLand Retail Project Management Pte. Limited with respect to Tampines Mall Phase 3 Asset Enhancement Initiative

CapitaLand Retail Project Management Pte. Limited is an indirect wholly owned subsidiary of CL. As such, CapitaLand Retail Project Management Pte. Limited is an interested person of CMT.

The Trustee had approved the appointment of CapitaLand Retail Project Management Pte. Limited as the project manager for Tampines Mall Phase 3 Asset Enhancement Initiatives, from December 2017.

Prior to the appointment of CapitaLand Retail Project Management Pte. Limited, the proposed project management fees were reviewed by an independent consultant, Arcadis Singapore Pte. Ltd., who found the fees to be within market benchmarks and on normal commercial terms.



CAPITALAND MALL TRUST

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the holders of units of CapitaLand Mall Trust (“**CMT**”, units in CMT, “**Units**” and the holders of Units, “**Unitholders**”) will be held on Thursday, 25 October 2018 at 10.00 a.m. at The Star Gallery, Level 3, The Star Performing Arts Centre, 1 Vista Exchange Green, Singapore 138617, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

ORDINARY RESOLUTION

THE PROPOSED ACQUISITION OF THE BALANCE 70.0% OF THE UNITS IN INFINITY MALL TRUST WHICH HOLDS WESTGATE

That:

- (i) approval be and is hereby given for the acquisition of the balance 70.0% of the units in Infinity Mall Trust (“**IMT**”, and the acquisition of the units in IMT, the “**Acquisition**”), which holds Westgate, from CMA Singapore Investments (4) Pte. Ltd. and CL JM Pte. Ltd. (together, the “**Vendors**”), on the terms and conditions set out in the unit purchase agreement dated 27 August 2018 (the “**Unit Purchase Agreement**”) made between HSBC Institutional Trust Services (Singapore) Limited, as trustee of CMT (the “**Trustee**”), the Vendors, CMA Singapore I Pte. Ltd., and the entry into of the Unit Purchase Agreement be and is hereby approved and ratified;
- (ii) approval be and is hereby given for the payment of all fees and expenses relating to the Acquisition; and
- (iii) CapitaLand Mall Trust Management Limited, as the manager of CMT (the “**Manager**”), any director of the Manager, and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of CMT to give effect to the Acquisition.

BY ORDER OF THE BOARD

CapitaLand Mall Trust Management Limited

(Registration Number: 200106159R)

as manager of **CapitaLand Mall Trust**

LEE JU LIN, AUDREY

Company Secretary

Singapore

26 September 2018

Notes:

1. (a) A Unitholder who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such Unitholder's Proxy Form appoints more than one proxy, the proportion of the unitholding concerned to be represented by each proxy shall be specified in the Proxy Form.
- (b) A Unitholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder's Proxy Form appoints more than one proxy, the number of Units in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"relevant intermediary" means:

- (i) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds Units in that capacity; or
 - (iii) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
2. A proxy need not be a Unitholder.
 3. The Proxy Form must be deposited at the office of CMT's Unit Registrar at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 no later than Tuesday, 23 October 2018 at 10.00 a.m., being 48 hours before the time appointed for holding the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of CMT and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of proxies and representatives appointed for the EGM of CMT (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM of CMT (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.

CAPITALAND MALL TRUST

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

PROXY FORM

EXTRAORDINARY GENERAL MEETING

IMPORTANT:

1. A relevant intermediary may appoint more than two proxies to attend, speak and vote at the EGM (please see Note 1 for the definition of "relevant intermediary").
2. This Proxy Form is not valid for use by CPF/SRS Investors and shall be ineffective for all intents and purposes if used or is purported to be used by them.
3. PLEASE READ THE NOTES TO THE PROXY FORM.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the unitholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 26 September 2018.

I/We _____ (Name), _____ (NRIC/Passport/
Company Registration Number) of _____
_____ (Address) being a unitholder/unitholders of CapitaLand Mall Trust ("CMT"), hereby appoint:

Name:	NRIC/Passport No.:	Proportion of Unitholdings	
		No. of Units	%
Address:			

and/or (delete as appropriate)

Name:	NRIC/Passport No.:	Proportion of Unitholdings	
		No. of Units	%
Address:			

or, failing whom, the Chairman of the Extraordinary General Meeting of CMT ("EGM") as my/our proxy/proxies to attend, speak and vote for me/us on my/our behalf at the EGM to be held at The Star Gallery, Level 3, The Star Performing Arts Centre, 1 Vista Exchange Green, Singapore 138617, on Thursday, 25 October 2018 at 10.00 a.m., and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the EGM.

No	Ordinary Resolution	For*	Against*
1	To approve the proposed acquisition of the balance 70.0% of the units in Infinity Mall Trust which holds Westgate		

* If you wish to exercise all your votes "For" or "Against", please mark with an "✓" within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2018

Signature(s) of Unitholder(s)/
Common Seal of Corporate Unitholder

Total Number of Units Held

--

IMPORTANT: PLEASE READ NOTES TO PROXY FORM ON REVERSE PAGE



Affix
Postage
Stamp

CapitaLand Mall Trust Management Limited
(as manager of CapitaLand Mall Trust)

c/o Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

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NOTES TO PROXY FORM:

1. (a) A unitholder who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such unitholder's Proxy Form appoints more than one proxy, the proportion of the unitholding concerned to be represented by each proxy shall be specified in the Proxy Form.
- (b) A unitholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different unit or units held by such unitholder. Where such unitholder's Proxy Form appoints more than one proxy, the number of units in relation to which each proxy has been appointed shall be specified in the Proxy Form.
"relevant intermediary" means:
 - (i) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds units in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds units in that capacity; or
 - (iii) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
2. A proxy need not be a unitholder.
3. The Proxy Form must be deposited at the office of CMT's Unit Registrar at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 at no later than Tuesday, 23 October 2018 at 10.00 a.m., being 48 hours before the time appointed for holding the EGM.
4. Completion and return of the Proxy Form shall not preclude a unitholder from attending, speaking and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a unitholder attends the EGM in person, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under the Proxy Form, to the EGM.

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5. A unitholder should insert the total number of units held. If the unitholder has units entered against the unitholder's name in the Depository Register maintained by The Central Depository (Pte) Limited ("**CDP**"), the unitholder should insert that number of units. If the unitholder has units registered in the unitholder's name in the Register of Unitholders of CMT, the unitholder should insert that number of units. If the unitholder has units entered against the unitholder's name in the said Depository Register and registered in the unitholder's name in the Register of Unitholders of CMT, the unitholder should insert the aggregate number of units. If no number is inserted, this Proxy Form will be deemed to relate to all the units held by the unitholder.
6. The Proxy Form must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or a duly certified copy thereof must (failing previous registration with the Manager) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

General

The Manager shall be entitled to reject any Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form (including any related attachment). In addition, in the case of unitholders whose units are entered against their names in the Depository Register, the Manager may reject any Proxy Form if the unitholder, being the appointor, is not shown to have units entered against the unitholder's name in the Depository Register not less than 48 hours before the time appointed for holding the EGM, as certified by CDP to the Manager.



CAPITALAND MALL TRUST MANAGEMENT LIMITED

As Manager of CapitaLand Mall Trust
Company Registration No. 200106159R

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#30-01 Capital Tower
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