



CAPITALAND INDIA TRUST

(Registration Number: 2007004)

(a business trust registered under the Business Trusts Act 2004)

ANNOUNCEMENT

PROPOSED FORWARD PURCHASE ACQUISITION OF 0.79 MILLION SQ FT OF INDUSTRIAL FACILITIES AT ONEHUB CHENNAI, INDIA

1. INTRODUCTION

CapitaLand India Trust Management Pte. Ltd., as Trustee-Manager of CapitaLand India Trust ("**CLINT**"), is pleased to announce that:

- (a) its subsidiaries, Ascendas Property Fund (FDI) Pte. Ltd. ("**APFF**") and Ascendas IT Park Chennai Limited ("**AITPCL**") have entered into debenture subscription agreements ("**DSAs**") with Headway Premier Induspark Private Limited ("**SPV 1**"), Beacon Premier Induspark Private Limited ("**SPV 2**") and Vision Premier Induspark Private Limited ("**SPV 3**") (collectively referred to as "**SPVs**") to subscribe to non-convertible debentures ("**NCDs**") issued by the SPVs; and
- (b) its subsidiary, Ascendas Property Fund (India) Pte. Ltd. ("**APFI**"), has entered into conditional share purchase agreements ("**SPAs**") with Casagrand Spaceintell Private Limited, the shareholder of the SPVs ("**Shareholder**") to acquire 100% of the issued share capital in the SPVs, subject to the fulfilment of certain conditions precedent including, but not limited to, the completion of each phase of the Project (the "**Acquisition**").

The SPVs have been incorporated by the Casa Grande Group, a leading real estate developer in South India and they will be developing the Project located at OneHub Chennai.

The SPVs will be developing three industrial facilities with a total net leasable area of 0.79 million sq ft (the "**Project**") in three phases on 19.65 acres of leasehold land ("**Project Land**"), with a lease tenure of ~99 years¹. The Project will be developed in 3 phases over ~4 years, commencing in February 2024. Phase 1 (0.48 million sq ft) will be developed by

¹ Renewable for further terms of ~99 years at a nominal consideration.

SPV 1, Phase 2 (0.16 million sq ft) will be developed by SPV 2 and Phase 3 (0.15 million sq ft) will be developed by SPV 3.

CLINT's earlier forward purchase transactions with Casa Grande were for three industrial facilities in Mahindra World City, an established industrial micro-market in Chennai occupied by leading blue-chip companies. CLINT completed the acquisition of its first industrial facility (Industrial Facility 1) on 27 May 2022. The 0.42 million sq ft facility has been fully leased to a leading international electronics manufacturer. On 19 December 2023, CLINT completed the second acquisition of two additional industrial facilities (Industrial Facility 2 and 3), with a combined floor area of 0.33 million sq ft. Both facilities are fully leased to the same international electronics manufacturer, and a global energy solutions provider.

CLINT proposes to part fund the lease of the Project Land and fully fund the development of the Project through its subscription to the NCDs pursuant to the DSAs and subsequently acquire the SPVs upon completion of the respective phase (the "**Transaction**").

2. DETAILS OF THE TRANSACTION

2.1. Funding

Pursuant to the DSAs, APFF and AITPCL shall provide funding to the SPVs (the "**Funding**"). The Funding will be utilised towards payment of the lease premium for the Project Land and to develop the Project.

The Funding is conditional upon the satisfaction of certain conditions precedent that include:

- the SPVs having entered into all necessary agreements and obtained approvals in relation to the creation of security for the Funding; and
- the SPVs having performed all necessary amendments to their charter documents to enable the Funding.

The key terms of the Funding are:

- the Funding is secured by a charge over the property, land and pledge of shares of the SPVs;
- the NCDs are further secured by a corporate guarantee from the Shareholder in respect of the repayment of principal and interest;
- APFF and AITPCL can call for repayment of the Funding on occurrence of an event of default; and
- Interest will be accrued on a quarterly basis until the date of Acquisition of the respective SPV.

CLINT shall provide total Funding of up to INR1,860 million / S\$30.0 million² to the SPVs in respect of the Project.

2.2. Acquisition

Pursuant to the terms of the SPAs, CLINT shall acquire 100% of the issued share capital in the SPVs, subject to a stabilisation period of 6 months after completion of the construction of the respective phase, based on a purchase price to be determined in accordance with an agreed formula (“**Formula**”), which takes into account the pre-agreed capitalisation rate, rentals and leasing level. The total purchase price for the three SPVs, computed based on the Formula, is estimated to be INR2,680 million / S\$43.2 million, which includes the Funding. An independent valuation will be conducted and announced at the time of the Acquisition of the respective SPV.

The Acquisition is subject to certain conditions precedent, which include the following:

- completion of the construction of the respective phase and obtaining the required approvals; and
- satisfactory completion of the final due diligence.

3. RATIONALE FOR THE TRANSACTION

The Trustee-Manager believes that the Transaction will bring the following benefits to unitholders of CLINT (“**Unitholders**”):

3.1. Diversification into Industrial Space

The Transaction offers further diversification for CLINT into the industrial asset class and fits the Trustee-Manager’s strategy to invest in high quality logistics and industrial assets.

3.2. Established Location

Jointly developed by CapitaLand Development, Mizuho Bank and JGC Corporation, OneHub Chennai is a ~1,250 acre integrated industrial park with established infrastructure occupied by blue-chip companies including Hitachi Automotive Systems, Yamaha Music, and Daicel Corporation.

3.3. Attractive Pricing

Through the forward purchase structure, the Acquisition is priced attractively relative to the market capitalisation rates.

3.4. Improved Earnings and Distributions for Unitholders

The Transaction is expected to improve the earnings and distributions for Unitholders. From the date of the Funding up to the date of the Acquisition of the respective phase, CLINT will receive a coupon on NCDs that is higher than its borrowing costs.

² Exchange rate of S\$1 = INR62 is used throughout this announcement.

4. METHOD OF FINANCING AND FINANCIAL EFFECTS

4.1. Method of Financing

The Trustee-Manager intends to finance the Funding through internal resources. Details of the mode of financing the Acquisition will be determined nearer to the point of closing.

4.2. Financial Effects

4.2.1. Assumptions

The pro forma financial effects of the Acquisition presented below are strictly for illustration purposes only, and do not reflect the actual financial position of CLINT following the completion of the Acquisition³. They have been prepared based on the latest financial statements of CLINT for the financial year ended 31 December 2023 (“FY 2023”).

4.2.2. Pro Forma Net Profits

Post-acquisition, the FY 2023 pro forma net profit attributable to the Acquisition is approximately S\$2.1 million⁴ assuming income generating on a stabilised basis.

4.2.3. Pro Forma Net Asset Value (“NAV”)

FOR ILLUSTRATIVE PURPOSES ONLY: The table below sets out the pro forma financial effects of the Acquisition on the NAV per unit in CLINT (“Unit”) as at 31 December 2023, as if CLINT had completed the Acquisition on 31 December 2023.

	Before the Acquisition	After the Acquisition
NAV per Unit (S\$)	1.16	1.16

4.2.4. Pro Forma Distribution per Unit⁵ (DPU)

FOR ILLUSTRATIVE PURPOSES ONLY: The table below sets out the pro forma financial effects of the Acquisition on CLINT’s DPU for FY 2023, as if CLINT had completed the Acquisition on 1 January 2023 and held the interest in the Project through to 31 December 2023.

³ Assuming the Transaction had been funded using 45% debt and 55% equity.

⁴ Estimated income available for distribution based on the assumed revenue derived from the Project post acquisition, net of operating, financing, trust expenses and withholding taxes.

⁵ Rule 1010(9) of the Listing Manual requires that the issuer discloses the effect of the Transaction on the earnings per share of the issuer for the most recently completed financial year, assuming that the Transaction had been effected at the beginning of that financial year. The effect of the Transaction on the distribution per Unit is disclosed instead as it is a more appropriate measure for a real estate investment trust.

	Before the Acquisition	After the Acquisition
DPU ⁶ (\$\$ cents)	6.45	6.48

5. INTERESTS OF DIRECTORS AND CONTROLLING UNITHOLDERS

As at the date of this announcement and based on the information available to the Trustee-Manager as at the date of this announcement, certain directors of the Trustee-Manager hold direct and indirect interest in the units of CLINT. Save as disclosed in this announcement and based on the information available to the Trustee-Manager as at the date of this announcement, none of the directors or the controlling unitholders of CLINT has any interest, direct or indirect, in the Funding and the Acquisition.

6. OTHER INFORMATION

6.1. Director's Service Contracts

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

6.2. Relative Figures Computed on the Bases set out in Rule 1006

The relative figures computed on the following bases set out in Rule 1006(b) and 1006(c) of the Listing Manual of Singapore Exchange Securities Trading Limited (the "SGX-ST") are set out below:

- (i) the net profits attributable to the assets acquired, compared with CLINT's net profits; and
- (ii) the aggregate value of the consideration given, compared with CLINT's market capitalisation.

Based on CLINT's consolidated financial statements for FY 2023, the relative figure for the basis of comparison set out in sub-paragraph (i) above in relation to the same period is not applicable as there are currently no profits attributable to the Project.

Based on the expected purchase consideration and CLINT's market capitalisation as at the date prior to the announcement of the Funding and the Acquisition, the relative figure for the basis of comparison set out in sub-paragraph (ii) above is approximately 3.0%.

⁶ Post retaining 10% of income available for distribution.

6.3. Voluntary Disclosure

The Transaction is in the ordinary course of CLINT's business and does not fall under Chapter 10 of the SGX-ST Listing Manual. Notwithstanding that, the Trustee-Manager is voluntarily announcing the Transaction pursuant to Rule 1008 of the SGX-ST Listing Manual as a matter of good corporate governance.

The Trustee-Manager will make further announcement(s) as appropriate when there are material developments with regards to the Transaction.

7. DOCUMENTS FOR INSPECTION

A copy of the DSAs and SPAs is available for inspection during normal business hours at the registered office of the Trustee-Manager⁷ at 168 Robinson Road, #30-01 Capital Tower, Singapore 068912 for a period of three months commencing from the date of this announcement.

BY ORDER OF THE BOARD

CAPITALAND INDIA TRUST MANAGEMENT PTE. LTD.
(Company Registration No. 200412730D)
(as Trustee-Manager of CapitalLand India Trust)

Hon Wei Seng
Company Secretary
05 February 2024

⁷ Prior appointment with the Trustee-Manager (telephone: +65 6713 2888 or email address: cheah.yingsoon@clint.com.sg) will be appreciated.

Note:

- (a) The name of the business trust has been changed from “Ascendas India Trust” to “CapitaLand India Trust” with effect from 27 September 2022.
- (b) The name of the trustee-manager has been changed from “Ascendas Property Fund Trustee Pte. Ltd.” to “CapitaLand India Trust Management Pte. Ltd.” with effect from 27 September 2022.

Important Notice

This release may contain forward-looking statements. 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, availability of real estate properties, competition from other developments or companies, shifts in customer demands, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training, property operating expenses), 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 current view of management regarding future events. No representation or warranty express or implied is made as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of the information or opinions contained in this release. Neither CapitaLand India Trust Management Pte. Ltd. (“**Trustee-Manager**”) nor any of its affiliates, advisers or representatives shall have any liability whatsoever (in negligence or otherwise) for any loss howsoever arising, whether directly or indirectly, from any use of, reliance on or distribution of this release or its contents or otherwise arising in connection with this release.

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

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