CAPITALAND LIMITED

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

ANNOUNCEMENT

CONVERTIBLE BONDS DUE 2018
SGX-ST APPROVAL IN-PRINCIPLE

CapitaLand Limited (the "**Company**") refers to its proposed issue (the "**Issue**") of up to S$1.5 billion 3.125 per cent. convertible bonds due 2018 (the "**Convertible Bonds**"), convertible into new ordinary shares in the capital of the Company (the "**Shares**").

All capitalised terms used and not defined herein shall have the same meanings given to them in the announcements dated 31 January 2008 and 1 February 2008 made by the Company in connection with the Convertible Bonds.

The Company wishes to announce that it has on 25 February 2008 received the in-principle approval of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the listing and quotation of (a) up to S$1.5 billion principal amount of Convertible Bonds and (b) up to 174,135,128 of new Shares to be issued upon conversion of the Convertible Bonds (the "**New Shares**") and upon redemption of the Convertible Bonds in certain circumstances (the "**Stock Settlement Shares**").

The SGX-ST's in-principle approval for the listing and quotation of the Convertible Bonds, the New Shares and the Stock Settlement Shares was granted subject to the following conditions:

(i) compliance with the SGX-ST's listing rules;

(ii) a valid share issue mandate being available and sufficient for the issue of the Convertible Bonds, the New Shares and the Stock Settlement Shares;

(iii) announcement via SGXNet of the amount of proceeds from the Convertible Bonds intended to be set aside for each specific use;

(iv) submission to the SGX-ST of the documents set out in Rule 315 of the SGX-ST Listing Manual;

(v) submission to the SGX-ST of the notification referred to in Rule 864(4) of the SGX-ST Listing Manual, if applicable, upon any significant changes affecting the matter in the Company's application for the listing and quotation of the Convertible Bonds, the New Shares and the Stock Settlement Shares;

(vi) submission to the SGX-ST of a written confirmation from the lead manager of the Issue, J.P. Morgan (S.E.A.) Limited, that the Convertible Bonds will not be placed to the categories of persons identified in Rule 812(1) of the SGX-ST Listing Manual (excluding Temasek Holdings Private Limited and its group companies (the "**Temasek Group**"));

(vii) submission to the SGX-ST of a written confirmation from the Company that:

(1) the Convertible Bonds will not be placed to the categories of persons identified in Rule 812(1) of the SGX-ST Listing Manual (excluding the Temasek Group); and

(2) the offering circular to be issued by the Company in relation to the Issue contains information that institutional and sophisticated investors would customarily expect to see in such documents;

(viii) submission to the SGX-ST of a written undertaking from the Company that:

(1) the Convertible Bonds will be traded in a minimum board lot size of S$200,000 or its equivalent in foreign currencies for as long as the Convertible Bonds are listed on the SGX-ST, and the board lot size will not be redenominated subsequent to the Issue;

(2) the Company will observe the continuing listing requirements relating to debt securities in Part VI of Chapter 7 of the SGX-ST Listing Manual;

(3) periodic announcements will be made via SGXNet on the use of the proceeds from the Convertible Bonds as and when the funds are materially disbursed;

(4) disclosure of a status report on the use of the proceeds will be made via SGXNet annually until such time the proceeds from the Convertible Bonds have been fully utilised; and

(5) the Company will announce details of the conversion of the Convertible Bonds (including the number of New Shares issued and the conversion price) each time the share capital of the Company is increased as a result of the conversion of the Convertible Bonds by an amount equivalent to 0.1% of the total issued share capital of the Company.

The SGX-ST's in-principle approval for the listing and quotation of the Convertible Bonds, the New Shares and the Stock Settlement Shares is not to be taken as an indication of the merits of the Convertible Bonds, the New Shares, the Stock Settlement Shares, the Company or its subsidiaries.

By Order of the Board

Low Sai Choy
Company Secretary
26 February 2008