CAPITALAND LIMITED

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

ANNOUNCEMENT

CONVERTIBLE BONDS DUE 2016
SGX-ST APPROVAL IN-PRINCIPLE

CapitaLand Limited (the "**Company**") refers to its proposed issue (the "**Issue**") of S$1.2 billion 2.875 per cent. convertible bonds due 2016 (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 30 July 2009, 31 July 2009 and 14 August 2009 made by the Company in connection with the Convertible Bonds.

The Company wishes to announce that it has on 25 August 2009 received the in-principle approval of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the listing and quotation of (a) S$1.1 billion principal amount of Convertible Bonds; (b) up to S$100 million principal amount of Convertible Bonds to be issued pursuant to the upsize option granted by the Company to Credit Suisse (Singapore) Limited ("**Credit Suisse**"), the sole bookrunner, lead manager and underwriter of the Issue; and (c) 250,521,920 new Shares to be issued upon conversion of the Convertible Bonds (the "**New Shares**").

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

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

(ii) submission to the SGX-ST of a written confirmation from Credit Suisse that, to the best of its knowledge and belief, the Convertible Bonds will not be placed to persons prohibited under Rule 812(1) of the SGX-ST Listing Manual;

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

  (1) to the best of its knowledge and belief, the Convertible Bonds will not be placed to persons prohibited under Rule 812(1) of the SGX-ST Listing Manual; and

  (2) the offering circular to be issued by the Company in relation to the Issue contains all information that the persons specified in Sections 274 and 275 of the Securities and Futures Act (Chapter 289 of Singapore) ("**SFA**") in Singapore would customarily expect to see in introductory documents or offering circulars for similar debt issues;

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

(1) the Company will not allot and issue the Convertible Bonds so as to transfer a controlling interest in the Company without the prior approval of the Company's shareholders in a general meeting;

(2) 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;

(3) the Company will comply with Rule 316 of the SGX-ST Listing Manual and the continuing listing requirements relating to debt securities in Part VI of Chapter 7 of the SGX-ST Listing Manual;

(4) the Company will make periodic announcements on the material use of the proceeds from the Issue and it will provide a status report on the use of the proceeds in the Company's annual report;

(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;

(6) the Company will announce any adjustment made pursuant to Rule 829(1) of the SGX-ST Listing Manual; and

(7) the Convertible Bonds will only be offered to persons specified in Sections 274 and 275 of the SFA in Singapore (or such equivalent terms in the relevant jurisdictions where the Convertible Bonds will be subscribed).

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

By Order of the Board

Low Sai Choy
Company Secretary
26 August 2009