Not for distribution in the United States

This release is not an offer for sale of the securities in the United States. The Rights Units and Nil-Paid Rights may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act. Neither the Manager of CCT nor any seller of securities intends to register any portion of any offering in the United States or to conduct a public offering of securities in the United States.

CAPITALAND LIMITED

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

ANNOUNCEMENT

CAPITALAND'S UNDERTAKING AND SUB-UNDERWRITING OF CAPITACOMMERCIAL TRUST RIGHTS ISSUE

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1. Introduction

CapitaLand refers to today's announcement by the **Manager of CCT** in relation to the **CCT Rights Issue** to raise gross proceeds of approximately S$828.3 million. **CCT** is a real estate investment trust authorised by the Monetary Authority of Singapore and which **Units** are listed on the Main Board of the **SGX-ST**. The **Manager of CCT** is an indirect wholly-owned subsidiary of **CapitaLand**.

The **CCT Rights Issue** at the **Rights Issue Price** of S$0.59 per **Rights Unit** is made on the rights ratio of 1 **Rights Unit** for every 1 **Existing Unit** held by **Unitholders** as at the **Rights Issue Books Closure Date**.

CapitaLand has today provided the **CL Pro Rata Undertaking** to the **Manager of CCT** and the **Joint Lead Managers and Underwriters** whereby **CapitaLand** will procure that the **Subscribing Entities** subscribe for the **CL Proportionate Rights Units** representing approximately 31.4% of the **Rights Units** to be issued.

Based on the **Rights Issue Price**, the total amount payable by **CapitaLand** and the **Subscribing Entities** in relation to their subscription of the **CL Proportionate Rights Units** in accordance with the **CL Pro Rata Undertaking**, is approximately S$260.4 million.

2. CL Sub-Underwriting Agreement

CapitaLand has today also entered into the **CL Sub-Underwriting Agreement** with the **Joint Lead Managers and Underwriters** whereby it has agreed to subscribe for up to the number of **CL Sub-Underwritten Units.** This obligation will be discharged to the extent the **CL Proportionate Rights Units** are taken up by the **Subscribing Entities** under the **CL Pro Rata Undertaking**.

Prior to the completion of the **CCT Rights Issue**, the aggregated deemed percentage unitholding in **CCT** of the **CapitaLand Group** is approximately 31.4% as at 22 May 2009. With the subscription of the **CL Proportionate Rights Units**, the aggregated deemed percentage unitholding in **CCT** of the **CapitaLand Group** will remain at approximately 31.4%.

In consideration of the **CL Sub-Underwriting Agreement** and for **CapitaLand** forgoing the ability to trade its "nil-paid" rights, the **Joint Lead Managers and Underwriters** have agreed to pay to **CapitaLand** a sub-underwriting commission of 1.75% of the **Rights Issue Price** multiplied by the number of **CL Sub-Underwritten Units** (which is equivalent to approximately S$4.6 million), together with any goods and services tax payable thereon.

3. Rationale

The **CL Pro Rata Undertaking** and the **CL Sub-Underwriting Agreement** are in line with **CapitaLand's** commitment of supporting **CCT** through facilitating the underwriting of the **CCT Rights Issue** by the **Joint Lead Managers and Underwriters**, thereby enhancing the chances of a successful **CCT Rights Issue**, as the **Joint Lead Managers and Underwriters** have indicated that they will only underwrite the **CCT Rights Issue** if **CapitaLand** enters into the **CL Pro Rata Undertaking** and the **CL Sub-Underwriting Agreement**.

The **CCT Rights Issue** will give **CapitaLand** and the **Subscribing Entities** the opportunity of acquiring the **CL Proportionate Rights Units** at a discount of approximately 44.3% to the **Closing Price** of S$1.06 per **Unit** on 21 May 2009 and a discount of approximately 28.5% to the **TERP** of S$0.825 per **Unit**.

4. Financial Effects

This transaction is not expected to have any material impact on the net assets or earnings per share of the **CapitaLand Group** for the financial year ending 31 December 2009.

5. Interests of Directors and Controlling Shareholder

As at the date of this announcement, **CapitaLand** holds an aggregate deemed interest in 441,394,329 **Units**, comprising approximately 31.4% of the total number of **Units** in issue.

As at the date of this announcement, certain directors of **CapitaLand** collectively hold an aggregate interest (direct and deemed) in 310,400 **Units**.

Mr Liew Mun Leong is the President and Chief Executive Officer of **CapitaLand**. He is also the Deputy Chairman of the **Manager of CCT**. Mr Richard Edward Hale, a director and the Chairman of the audit committee of **CapitaLand**, is also the Chairman of the **Manager of CCT**.

Save as disclosed above, none of the directors or the controlling shareholder of **CapitaLand** has any interest, direct or indirect, in the **CL Pro Rata Undertaking** and the **CL Sub-Underwriting Agreement**.

Definitions:

CapitaLand	CapitaLand Limited
CapitaLand Group	CapitaLand and its subsidiaries
CCT	CapitaCommercial Trust
Manager of CCT	CapitaCommercial Trust Management Limited, as manager of CCT
CCT Rights Issue	The issue of new Units on an underwritten and renounceable basis to Eligible Unitholders on the basis of 1 Rights Unit for every 1 Existing Unit held as at the Rights Issue Books Closure Date at the Rights Issue Price
CDP	The Central Depository (Pte) Limited
CL Proportionate Rights Units	The entire provisional allotments of 441,394,329 Rights Units of the Relevant Entities
CL Pro Rata Undertaking	The irrevocable undertaking dated today provided by CapitaLand to the Manager of CCT and the Joint Lead Managers and Underwriters
CL Sub-Underwriting Agreement	The sub-underwriting agreement dated today entered into between CapitaLand and the Joint Lead Managers and Underwriters
CL Sub-Underwritten Units	441,394,329 Rights Units, which is equal to the number of CL Proportionate Rights Units, representing approximately 31.4% of the Rights Units to be issued pursuant to the CCT Rights Issue, assuming that none of the S$370,000,000 2.0% convertible bonds due 2013 issued by the trustee of CCT are converted into Units and the total number of Rights Units to be issued is 1,403,891,006 prior to the Rights Issue Books Closure Date

Closing Price	S$1.06 per Unit on 21 May 2009
Eligible Depositors	Unitholders with Units standing to the credit of their securities accounts with the CDP (but do not include securities sub-accounts) and whose registered addresses with CDP are in Singapore as at the Rights Issue Books Closure Date or who have, at least three Market Days prior to the Rights Issue Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents, including Entitled QIBs and such Unitholders who the Manager of CCT, on behalf of CCT, and the Joint Lead Managers and Underwriters agree, may be offered Rights Units without breaching applicable securities laws
Eligible Scripholders	Unitholders whose Units are not deposited with CDP and who have tendered to the Unit Registrar valid transfers of their Units and/or the documentary evidence evidencing their title in relation thereto for registration up to the Rights Issue Books Closure Date, and whose registered addresses with CCTML are in Singapore as at the Rights Issue Books Closure Date or who have, at least three Market Days prior to the Rights Issue Books Closure Date, provided the Unit Registrar with addresses in Singapore for the service of notices and documents, including Entitled QIBs and such Unitholders who the Manager of CCT, on behalf of CCT, and the Joint Lead Managers and Underwriters agree, may be offered Rights Units without breaching applicable securities laws
Eligible Unitholders	Comprise Eligible Depositors and Eligible Scripholders
Entitled QIB	Beneficial holders of Units resident in the U.S. or who are U.S. persons (the identities of which are to be agreed between the Manager of CCT and the Joint Lead Managers and Underwriters) that the Manager of CCT and the Joint Lead Managers and Underwriters reasonably believe are "QIBs" and who provide to the Manager of CCT and the Joint Lead Managers and Underwriters a signed investor representation letter in the form to be set out in the Offer Information Statement
Existing Units	The outstanding units in issue as at the Rights Issue Books Closure Date
Joint Lead Managers and Underwriters	DBS Bank Ltd, Cazenove & Co. (Singapore) Pte. Limited (a Standard Chartered Group company) and United Overseas Bank Limited, the joint lead managers and underwriters to the CCT Rights Issue
Listing Manual	The Listing Manual of the SGX-ST
Market Day	A day on which the SGX-ST is open for trading in securities
QIB	Qualified institutional buyers within the meaning of the U.S. Securities Act of 1933, as amended

Relevant Entities	The wholly-owned subsidiaries of CapitaLand which holds Units, being E-Pavilion Pte. Ltd., SBR Private Limited, the Manager of CCT and/or any entity which holds Units outstanding under the loan described in the Securities Lending Agreement or, as the case may be, the nominees(s) or custodian(s) of such subsidiary/entity
Rights Issue Books Closure Date	5 June 2009 at 5.00 p.m., being the date on which the Transfer Books and Register of Unitholders are closed to determine the provisional allotments of Eligible Unitholders
Rights Issue Price	S$0.59 being the issue price per Rights Unit
Rights Units	The new Units proposed to be issued by way of the CCT Rights Issue
SGX-ST	Singapore Exchange Securities Trading Limited
Securities Lending Agreement	The securities lending agreement entered into between Standard Chartered Bank and SBR Private Limited dated 2 April 2008
Subscribing Entities	The Relevant Entities and/or one or more of the existing subsidiaries of CapitaLand and/or new subsidiaries set up by CapitaLand to hold Units and/or any entity designated by Standard Chartered Bank under the Securities Lending Agreement to hold Units
TERP	The theoretical ex-rights price is calculated as follows: $$\text{TERP} = \frac{\text{Market capitalisation of CCT (based on the Closing Price)} + \text{Gross proceeds from the CCT Rights Issue}}{\text{Units in issue after the CCT Rights Issue}}$$
Underwriting Agreement	The management and underwriting agreement dated 22 May 2009 entered into between the Manager of CCT and the Joint Lead Managers and Underwriters
Units	Units in CCT
Unitholders	Unitholders of CCT
U.S.	United States
U.S. Securities Act	U.S. Securities Act of 1933, as amended

By Order of the Board

Low Say Choy
Company Secretary
22 May 2009