



CAPITALAND INTEGRATED COMMERCIAL TRUST

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

ANNOUNCEMENT

ENTRY INTO INTERESTED PERSON TRANSACTIONS -

- (I) RENEWAL OF LEASE AGREEMENT WITH STARHUB LTD. AT PLAZA SINGAPURA
- (II) RENEWAL OF LEASE AGREEMENT WITH TEMASEK FOUNDATION LTD. AT THE ATRIUM@ORCHARD
- (III) AWARD OF SECURITY SERVICES CONTRACT TO CERTIS CISCO PROTECTION SERVICES PTE. LTD. AT RAFFLES CITY SINGAPORE

1. INTRODUCTION

CapitaLand Integrated Commercial Trust Management Limited, as manager of CapitaLand Integrated Commercial Trust ("**CICT**", and the manager of CICT, the "**Manager**") wishes to announce that the following agreements have been entered into on 23 May 2022 in respect of the following properties of CICT:

- (a) a renewal of lease agreement between CICT and Starhub Ltd. ("**Starhub**"), a subsidiary of Temasek Holdings (Private) Limited ("**Temasek**") (the "**Starhub Tenancy**"), in respect of the premises at Level 1 of Plaza Singapura (the "**Starhub Renewal**") for a period of three (3) years commencing on 28 May 2022 (the "**Starhub Renewal Period**");
- (b) a renewal of lease agreement between CICT and Temasek Foundation Ltd. ("**TF**"), an associate of Temasek (the "**TF Tenancy**"), in respect of the premises at Level 4 of The Atrium@Orchard (the "**TF Renewal**") for a period of five (5) years commencing on 1 September 2022 (the "**TF Renewal Period**"); and
- (c) a new service agreement between RCS Trust and Certis Cisco Protection Services Pte. Ltd. ("**Certis**"), a subsidiary of Temasek (the "**Certis Agreement**"), pursuant to which Certis will provide security services (the "**Services**") at Raffles City Singapore for a period of 29 months commencing on 1 September 2022 (the "**Certis Agreement Period**").

2. DISCLOSURE REQUIREMENTS

Under Chapter 9 of the Listing Manual of the SGX-ST (the "**Listing Manual**"), where an entity at risk (as defined in the Listing Manual) proposes to enter into a transaction with an interested person (as defined in the Listing Manual) 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 three per cent (3%) but is less than five per cent (5%), of the latest audited consolidated Net Tangible Asset ("**NTA**") of the issuer and its subsidiaries (the "**Issuer Group**"), an immediate

announcement of the transaction must be made and if the value is equal to or exceeds five per cent (5%) of the Issuer Group's latest audited consolidated NTA, approval of the unitholders of the issuer must be obtained.

Based on the information available to the Manager as at the date of this announcement, Temasek, through its subsidiaries and associated companies, has an aggregate interest in 1,597,871,980 units in CICT ("**Units**"), representing approximately 24.10%¹ of the total number of Units in issue, and is therefore regarded as a "controlling unitholder" of CICT under both the Listing Manual and Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore (the "**Property Funds Appendix**"). In addition, as the Manager is an indirect wholly owned subsidiary of CapitaLand Investment Limited ("**CLI**") and CLI is a subsidiary of Temasek, Temasek is therefore regarded as a "controlling shareholder" of the Manager under both the Listing Manual and the Property Funds Appendix.

For the purposes of Chapter 9 of the Listing Manual and Paragraph 5 of Appendix 6 of the Property Funds Appendix:

- (a) Starhub, being a subsidiary of Temasek;
- (b) TF, being an associate of Temasek; and
- (c) Certis, being a subsidiary of Temasek,

are each considered an "associate" of (i) a "controlling unitholder" of CICT and (ii) a "controlling shareholder" of the Manager, and therefore an "interested person" (for the purposes of the Listing Manual) and "interested party" (for the purposes of the Property Funds Appendix) of CICT. Each of CICT and RCS Trust is regarded as an "entity at risk" for these purposes.

Therefore, the entry into each of the Starhub Renewal, the TF Renewal and the Certis Agreement constitutes an "interested person transaction" under Chapter 9 of the Listing Manual as well as an "interested party transaction" under the Property Funds Appendix. The Starhub Renewal, the TF Renewal and the Certis Agreement, when aggregated with the existing interested person transactions with Temasek and its subsidiaries and associates (excluding CLI and its subsidiaries and associates) (the "**Temasek Group**") would exceed 3.0% of the latest audited net tangible assets ("**NTA**") of CICT, and accordingly under Rule 905 of the Listing Manual, the Manager must make an announcement of such interested person transactions.

3. CERTAIN PRINCIPAL TERMS OF THE INTERESTED PERSON TRANSACTIONS

3.1 Key Terms of the Starhub Renewal

Pursuant to the Starhub Tenancy, an estimated aggregate sum of S\$5.16 million is payable by Starhub as gross rent during the Starhub Renewal Period (the "**Starhub Rent**").

The Starhub Rent is calculated based on the monthly gross rent payable by Starhub during the Starhub Renewal Period and has been reviewed by an independent valuer to be in accordance with market standards. The Starhub Rent was benchmarked against comparable leases in similar retail malls, taking into account factors such as term of the lease, unit size, unit configuration and orientation, floor level and the prestige of the building. The independent valuer is of the opinion that the Starhub Rent as at the date of commencement of the Starhub Tenancy is at market level

¹ Based on a total of 6,629,556,440 Units as at 23 May 2022.

and the other key commercial terms of the Starhub Tenancy are normal commercial terms.

Accordingly, the Manager is of the view that the Starhub Renewal is on normal commercial terms and not prejudicial to the interests of CICT and its minority unitholders.

The value of the Starhub Tenancy will be aggregated pursuant to Rule 905 of the Listing Manual. As the Starhub Tenancy falls within the exception under Rule 916(1) of the Listing Manual, the value of the Starhub Tenancy is thus not the subject of aggregation pursuant to Rule 906 of the Listing Manual.

3.2 Key Terms of the TF Renewal

Pursuant to the TF Tenancy, an estimated aggregate sum of S\$1.48 million is payable by TF as gross rent during the TF Renewal Period (the “**TF Rent**”).

The TF Rent is calculated based on the monthly gross rent payable by TF during the TF Renewal Period and has been reviewed by an independent valuer to be in accordance with market standards. The TF space is classified as a Community/Sports Facilities Scheme (“**CSFS**”) space and rental for such space is charged on a different basis as compared to other commercial spaces. The independent valuer is of the opinion that the TF Rent, as at the date of commencement of the TF Tenancy is at market level as compared to CSFS space in other buildings and the other key commercial terms of the TF Tenancy are normal commercial terms.

Accordingly, the Manager is of the view that the TF Renewal is on normal commercial terms and not prejudicial to the interests of CICT and its minority unitholders.

3.3 Key Terms of the Certis Agreement

The Services provided under the Certis Agreement includes the provision of security services covering manpower provision, technology adoptions and a combined command centre platform that connects to existing on-site systems to support the ground security with site monitoring and response to calls or incidents at Raffles City Singapore.

Pursuant to the Certis Agreement, an estimated total sum of S\$4.31 million is payable by RCS Trust to Certis as fees for the Services (including provisional ad-hoc services), during the Certis Agreement Period (the “**Certis Fees**”).

The Certis Fees were benchmarked against fees charged under the existing agreements with Certis for other CICT properties. The fees for the existing agreements were determined following an open tender process in 2019 during which the pricing and quality of services offered by Certis were reviewed and evaluated against other service providers. The Certis Fees also took into account the additional costs attributable to the outcome of the review of the Progressive Wage Model in November 2021.

Accordingly, the Manager is of the view that the Certis Agreement is on normal commercial terms and not prejudicial to the interests of CICT and its minority unitholders.

4. RATIONALE FOR AND BENEFITS OF THE INTERESTED PERSON TRANSACTION

4.1 Rationale and Benefit of the Starhub Renewal

Starhub is an existing tenant in Plaza Singapura. The Starhub Renewal benefits CICT as it improves the occupancy rate at Plaza Singapura and the Starhub Rent would add to CICT's income.

4.2 Rationale and Benefit of the TF Renewal

TF is an existing tenant in The Atrium@Orchard. The TF Renewal benefits CICT as it improves the occupancy rate at The Atrium@Orchard and the TF Rent would add to CICT's income.

4.3 Rationale and Benefit of the Certis Agreement

Certis is an incumbent service provider of similar security services for other properties in the CICT portfolio. By extending the security services to Raffles City Singapore, there would be greater alignment in the technological infrastructure adopted across the CICT properties so as to be able to optimize operations and achieve productivity gains through the use of innovative technology solutions in security management.

5. AUDIT COMMITTEE STATEMENT

The Audit Committee (except for Mrs Quek Bin Hwee who has abstained from participating in the review and approval of the Certis Agreement as she is a Non-Executive Independent Director of Certis Cisco Security Pte. Ltd. which is the holding company of Certis) has considered the terms of each of the Starhub Renewal, the TF Renewal and the Certis Agreement, and is of the view that each transaction is on normal commercial terms and is not prejudicial to the interests of CICT and its minority unitholders.

6. TOTAL VALUE OF INTERESTED PERSON TRANSACTIONS WITH TEMASEK GROUP FOR THE CURRENT FINANCIAL YEAR

As at the date of this announcement, the value of all interested person transactions entered into between (1) CICT and (2) Temasek and members of the Temasek Group (excluding CLI and its subsidiaries and associates) during the course of the current financial year (including the Starhub Renewal, the TF Renewal and the Certis Agreement but excluding any transaction with a value of less than S\$100,000) is approximately (a) S\$580.38 million and (b) S\$572.06 million pursuant to Rules 905 and 906 of the Listing Manual respectively.

The value of all interested person transactions entered into between (1) CICT and (2) all interested persons during the course of the current financial year (including the Starhub Renewal, the TF Renewal and the Certis Agreement but excluding any transaction with a value of less than S\$100,000) is approximately (a) S\$1,204.88 million and (b) S\$1,088.97 million pursuant to Rules 905 and 906 of the Listing Manual respectively.

7. INTERESTS OF DIRECTORS AND CONTROLLING UNITHOLDERS²

As at the date of this announcement, certain directors of the Manager collectively hold an aggregate direct and indirect interest in 1,013,962 Units.

Mr Tony Tan Tee Hieong is the Chief Executive Officer and an Executive Non-Independent Director of the Manager. Mr Jonathan Yap is a Non-Executive Non-Independent Director of the Manager and Chief Executive Officer (Fund Management) of CLI. Mr Lim Cho Pin Andrew Geoffrey is a Non-Executive Non-Independent Director of the Manager and the Group Chief Financial Officer of CLI.

As stated in paragraph 5 above, Mrs Quek Bin Hwee is a Non-Executive Independent Director of Certis Cisco Security Pte. Ltd., which is the holding company of Certis. Save for the foregoing disclosure relating to Certis, Ms Teo Swee Lian, Mrs Quek Bin Hwee and Ms Jeann Low Ngiap Jong are directors of other related corporations and an associated company of Temasek, but for the avoidance of doubt, they are not involved in the day-to-day management of such entities, and none of such other entities is a direct or indirect shareholder of Starhub, TF or Certis.

Based on information available to the Manager as at the date of this announcement, Temasek, through its subsidiaries and associated companies (including CLI and its subsidiaries), has an aggregate deemed interest in 1,597,871,980 Units, which is equivalent to approximately 24.10% of the total number of Units in issue.

Save as disclosed in this announcement and as at the date of this announcement, none of the directors of the Manager or Controlling Unitholders has an interest, direct or indirect, in the Starhub Renewal, the TF Renewal and the Certis Agreement.

BY ORDER OF THE BOARD

CapitaLand Integrated Commercial Trust Management Limited
(Registration Number: 200106159R)
as manager of CapitaLand Integrated Commercial Trust

Lee Ju Lin, Audrey
Company Secretary

23 May 2022

IMPORTANT NOTICE

The past performance of CapitaLand Integrated Commercial Trust (“**CICT**”) is not indicative of future performance. The listing of the units in CICT (“**Units**”) on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) does not guarantee a liquid market for the Units. The value of the Units and the income from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, CapitaLand Integrated Commercial Trust Management Limited, as manager of CICT (the “**Manager**”), or any of its affiliates. 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 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 announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units.

This announcement 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 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 of future events.

² “**Controlling Unitholders**” refers to a person with an interest in Units constituting not less than 15.0% of all Units in issue.