



CapitaLand Integrated Commercial Trust  
**Proposed Acquisition of  
50.0% Interest in ION Orchard  
and ION Orchard Link**

9 October 2024

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This presentation 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 costs and 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.

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This presentation should be read together with the Extraordinary General Meeting Circular dated 9 October 2024.

LOUIS VUITTON

ION Orchard, Singapore

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ION  
ORCHARD

Expect nothing but VIP treatment when you're at ION Orchard.  
Our Concierge welcomes you with personalized service.

Orchard

150%  
400%

# Investment Merits

# Delivering on CICT's Growth Strategy with ION Orchard



Retail

Integrated Development



Office

ION Orchard



**LEADERSHIP**  
Best-in-class portfolio and platform



**GROWTH**  
Larger opportunities  
with broader investment focus



**RESILIENCE**  
Stability through market cycles



**ACCRETION**  
DPU accretive to unitholders

# Investment Merits of Proposed Acquisition



1



**Transformative acquisition of Singapore’s iconic destination mall with universal appeal**

2



**Consolidates CICT’s retail presence in the tightly held downtown precinct**

3



**Reinforces CICT’s proposition as the proxy for high-quality Singapore commercial real estate**

4



**Immediate DPU accretion and well positioned for growth**

# 1 Iconic Destination Mall in Singapore

## Architectural landmark

- ✓ Redefines Orchard Road skyline
- ✓ Award-winning architectural design and construction<sup>(1)</sup>



## Excellent interconnectivity

- ✓ Seamless underground integration with two MRT lines<sup>(2)</sup> and several neighbouring malls



## Prominent façade

- ✓ Expansive ~120m frontage at the focal point of Orchard Road
- ✓ Entire façade enveloped by one of Orchard Road's largest LED digital walls



## Top-tier design specifications

- ✓ Interior spatial design maximises and shopfront visibility



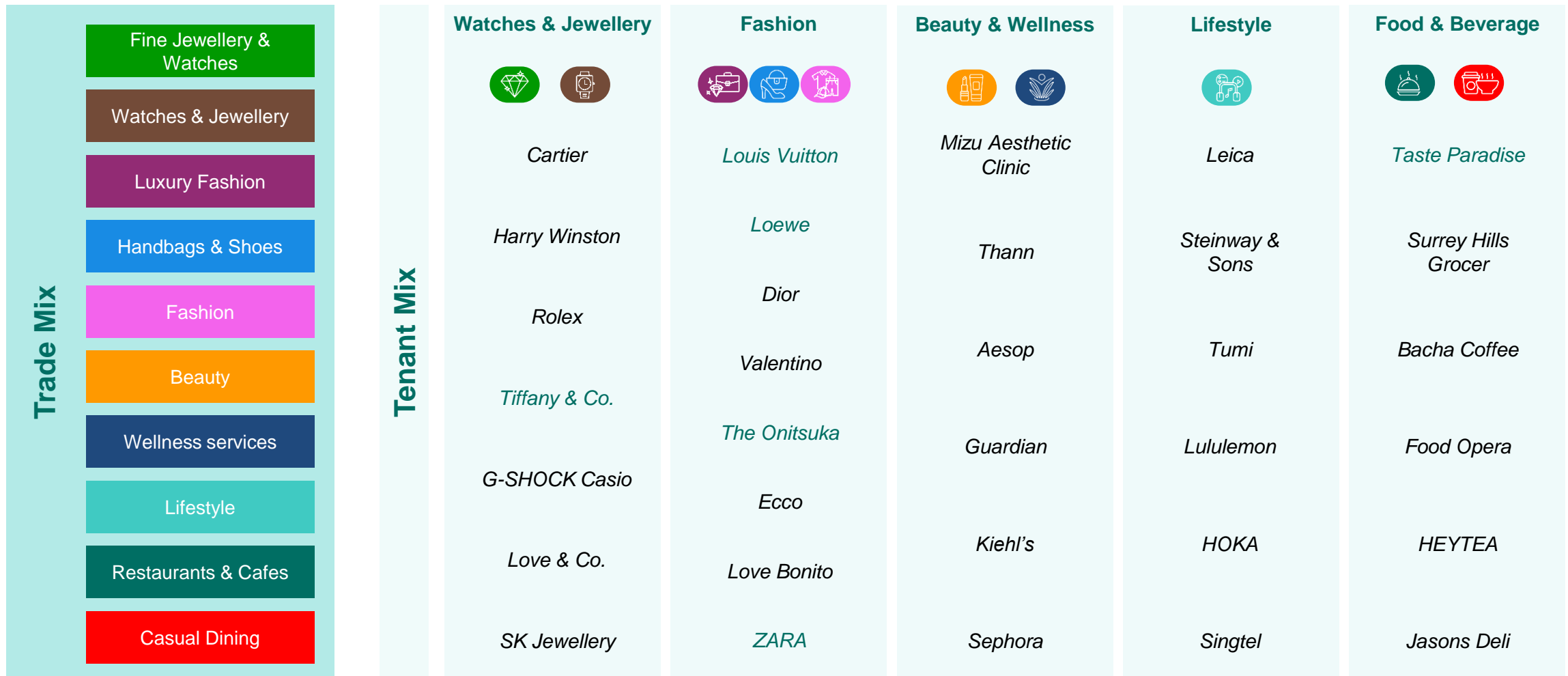
### Notes:

(1) Includes BCA Construction Excellence Award, BCA Design and Engineering Safety Excellence Award, FIABCI World Prix d'Excellence Awards (World Gold, Retail), SIA Architectural Design Awards, and Singapore Good Design Mark (SG Mark, Retail), among others

(2) North-South Line and Thomson-East Coast Line

# 1 Universal Appeal, Something For Everyone

Diverse trade mix, from luxury to essentials spanning 8 storeys with ~300 tenants

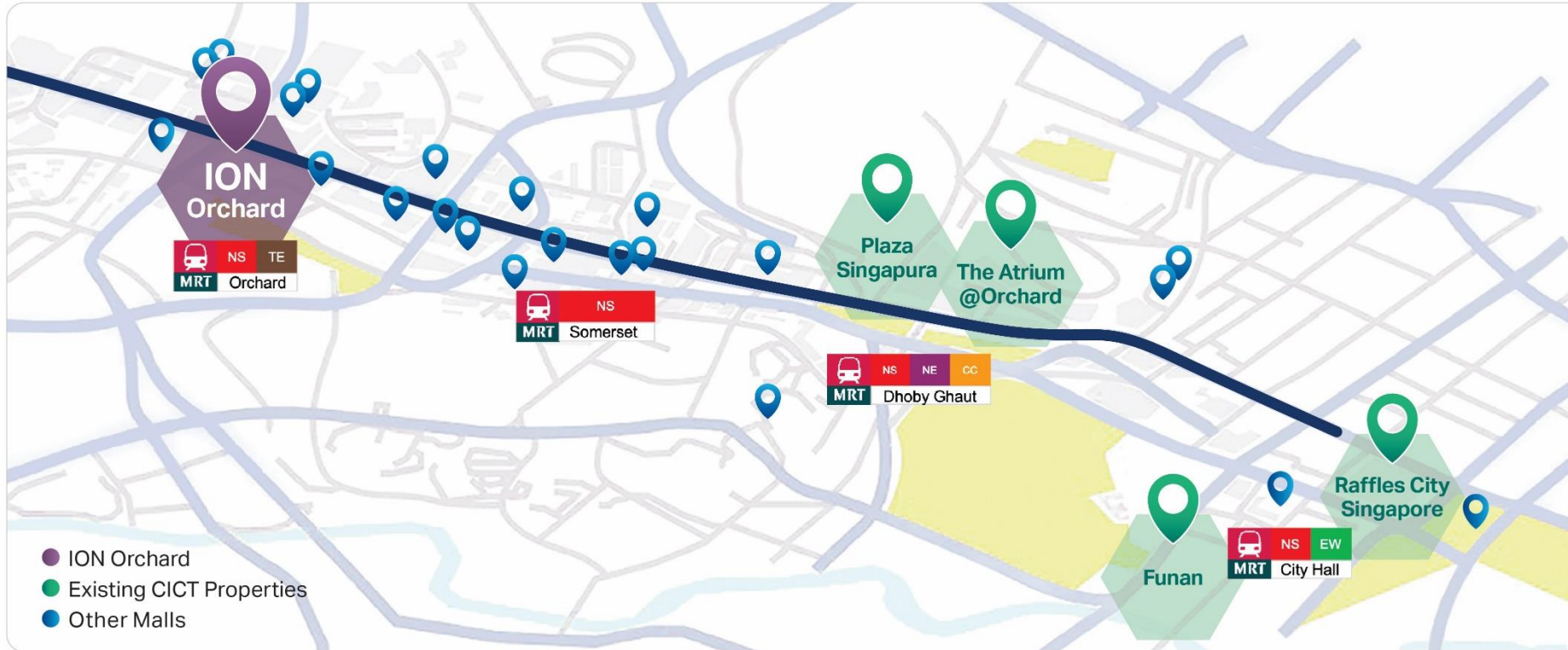


Source: ION Orchard website  
Names in green are some new brands to CICT's retail portfolio



Consolidates CICT's retail presence in the tightly held downtown precinct

## 2 Consolidates Presence in Tightly Held Downtown Precinct



**Orchard Road**

- ~160,000**  
MRT passengers per day on average<sup>(1)</sup>
- ~4.5m**  
Tourists in 2023<sup>(2)</sup>
- >10,600**  
Hotel rooms<sup>(3)</sup>
- >20,000**  
Residential units<sup>(4)</sup>

*Encompassing major transport hubs and shopping areas*

Notes:

- (1) For the month of June 2024; Based on Land Transport Authority – DataMall for Orchard, Somerset, Dhoby Ghaut and City Hall MRT stations
- (2) Based on Singapore Tourism Board's Annual Visitor Profile Statistics for 2023 extracted on 2 September 2024
- (3) As at 30 August 2024 per Singapore Tourism Board
- (4) Comprises dwellings in apartments and condominium units within Singapore postal district 9, excludes landed properties

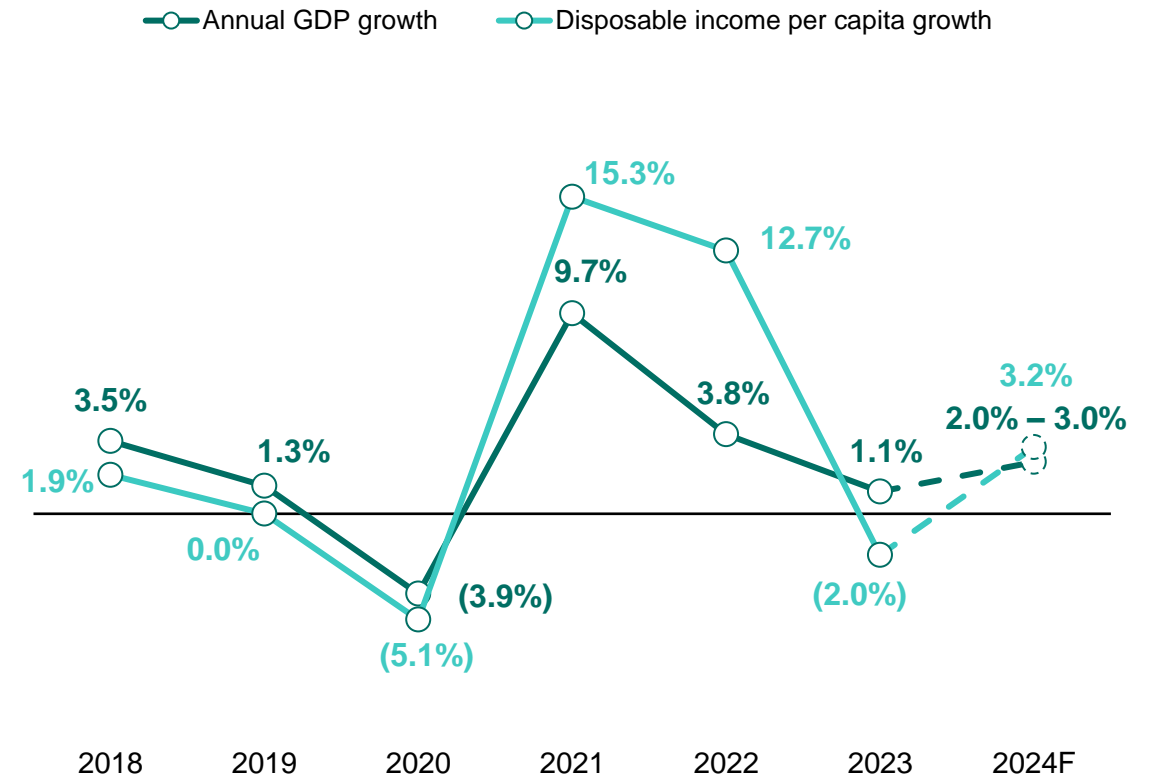
Consolidates CICT's retail presence in the tightly held downtown precinct

## 2 Downtown Retail Expected to Benefit from Tailwinds of Tourism Recovery and Healthy Economy

Singapore's tourism arrivals and receipts are recovering well



Singapore economy outlook is positive



Note:

(1) For YTD July 2024

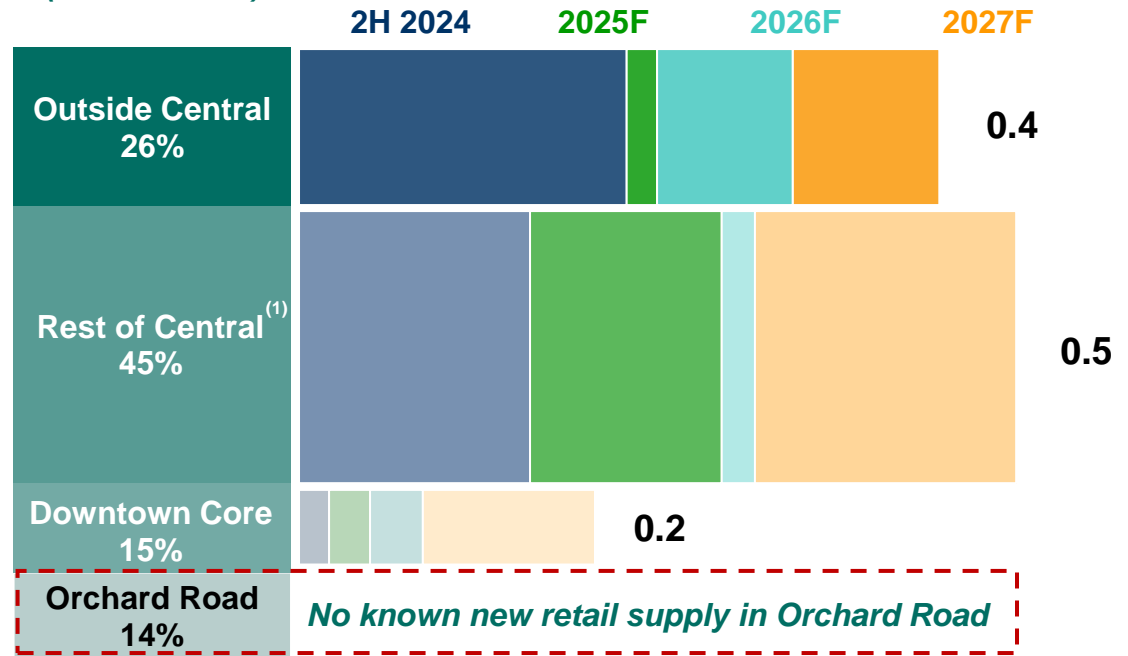
Source: Singapore Department of Statistics, Singapore Tourism Board, BMI Research, July 2024

## 2 Attractive Fundamentals Support Positive Rental Outlook

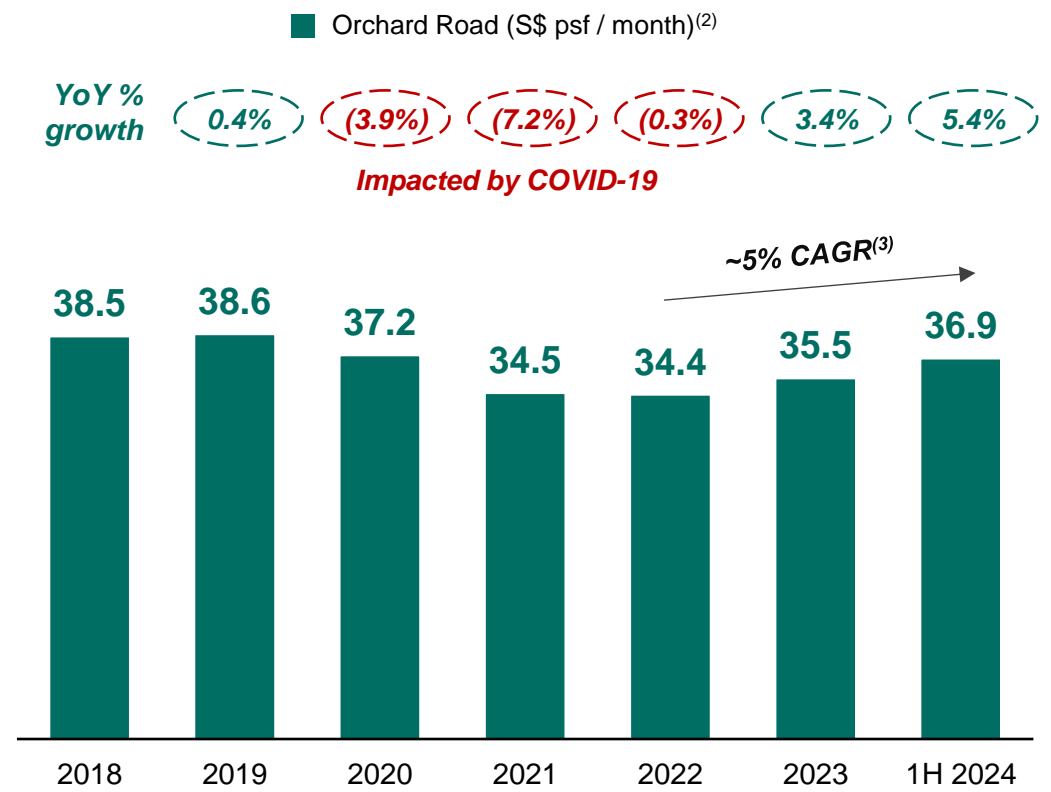
No known new retail supply in Orchard Road until 2027...

Private retail stock split by submarket (as at 2Q2024)

Known future retail supply in Singapore (as at 30 June 2024) (million sq ft)



... expected to support growing Orchard Road rents



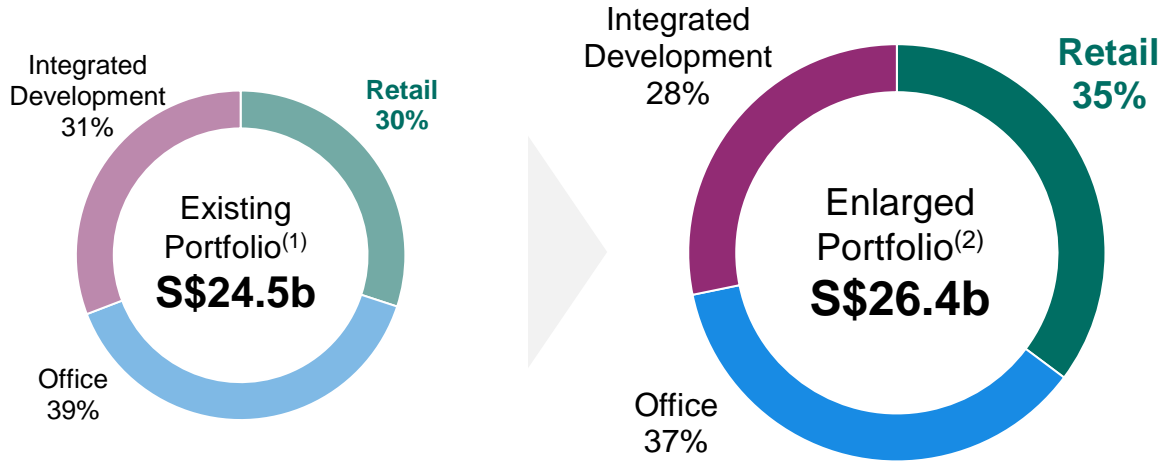
Notes:  
 (1) Includes Rest of Central Region and Fringe Area as per CBRE categorisation  
 (2) Based on average of quarterly retail rents of the respective time period (figures as at end of each quarter)  
 (3) 2022 to 1H 2024 Orchard Road rent (S\$ psf / month); Based on average of quarterly retail rents of 2022, 2023 and 1H2024 (figures as at end of each quarter)  
 Source: URA, CBRE Singapore, 2Q 2024

3

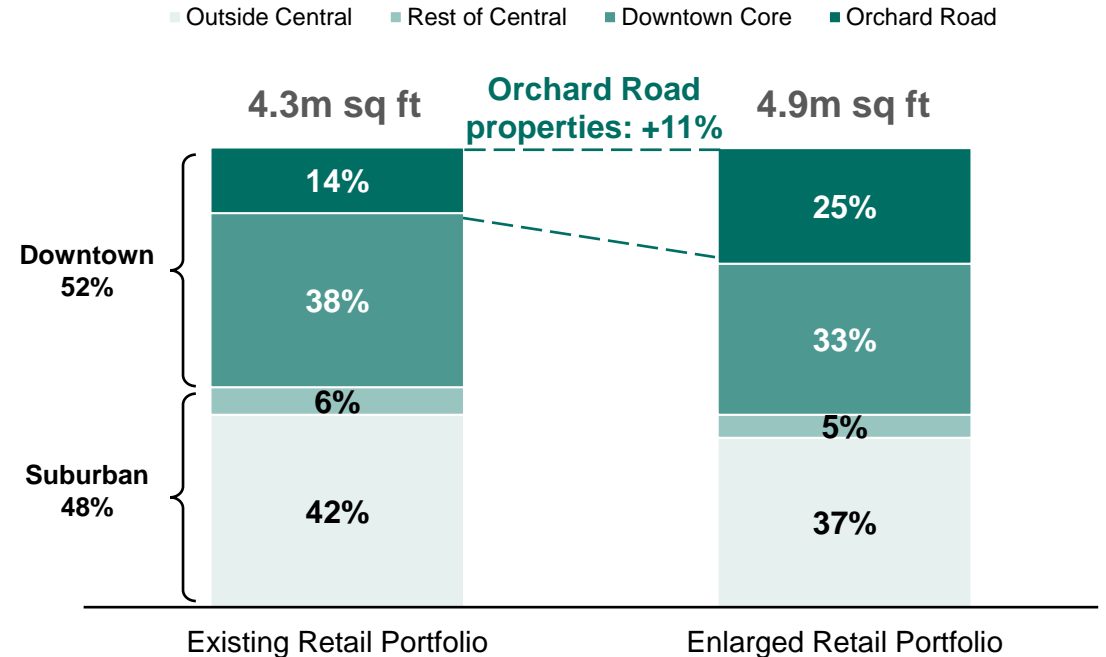
# Maintaining a Balanced Portfolio For Stability Through Cycles

✓ Enhances Portfolio Diversity

Portfolio property value by asset class



CICT Singapore retail NLA<sup>(3)</sup>

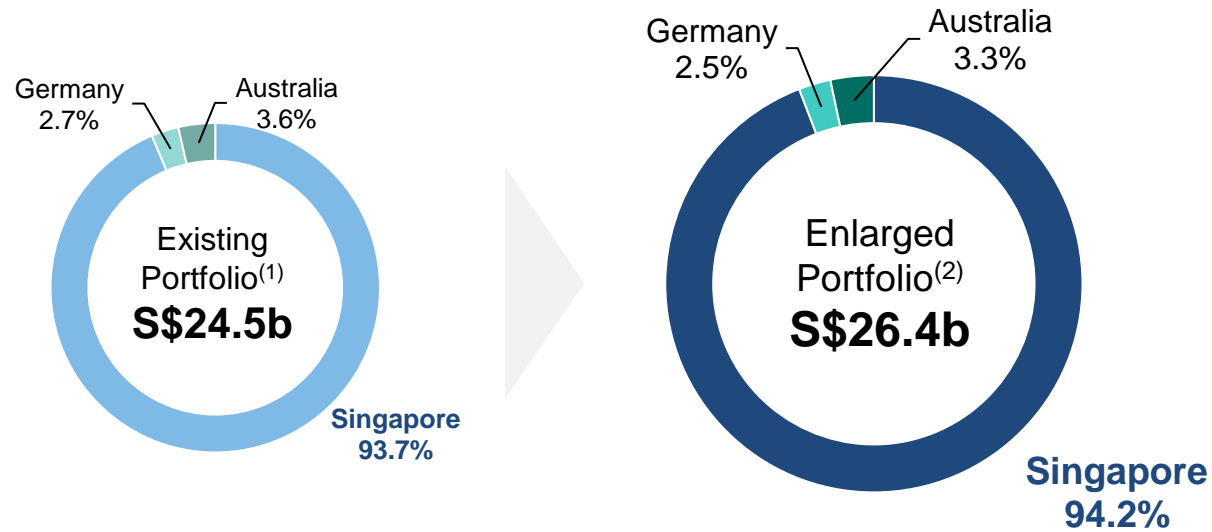


Notes:  
 (1) Based on the property value of CICT's Existing Portfolio as at 31 December 2023 and includes CICT's proportionate interest in Gallileo and Main Airport Center (94.9% interest each), CapitaSky (70.0% interest), CapitaSpring (45.0% interest), 101-103 Miller Street and Greenwood Plaza (50.0% interest).  
 (2) Enlarged Portfolio property value includes the property value of Existing Portfolio and a 50.0% interest of the Property based on Agreed Property Value of S\$1,848.5m  
 (3) Based on 100.0% interest for the properties. Retail comprises retail-only properties (excludes IMM Building's warehouse space) and the retail component in integrated developments

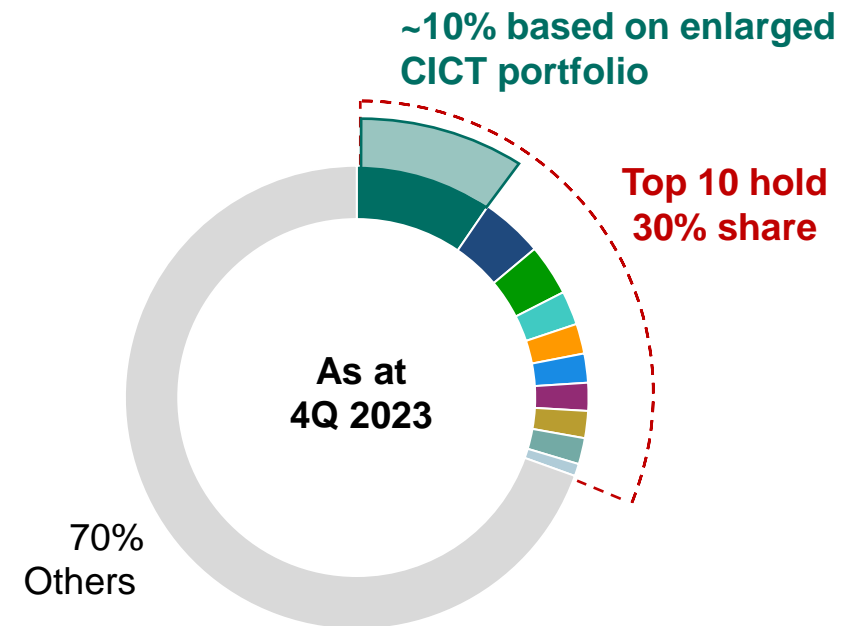
### 3 Reinforcing Our Singapore Focus

 **Increases Singapore-centricity**

**Portfolio Property Value by Geography**



**Enlarged CICT Market Share in Private Retail Stock<sup>(3)</sup>**

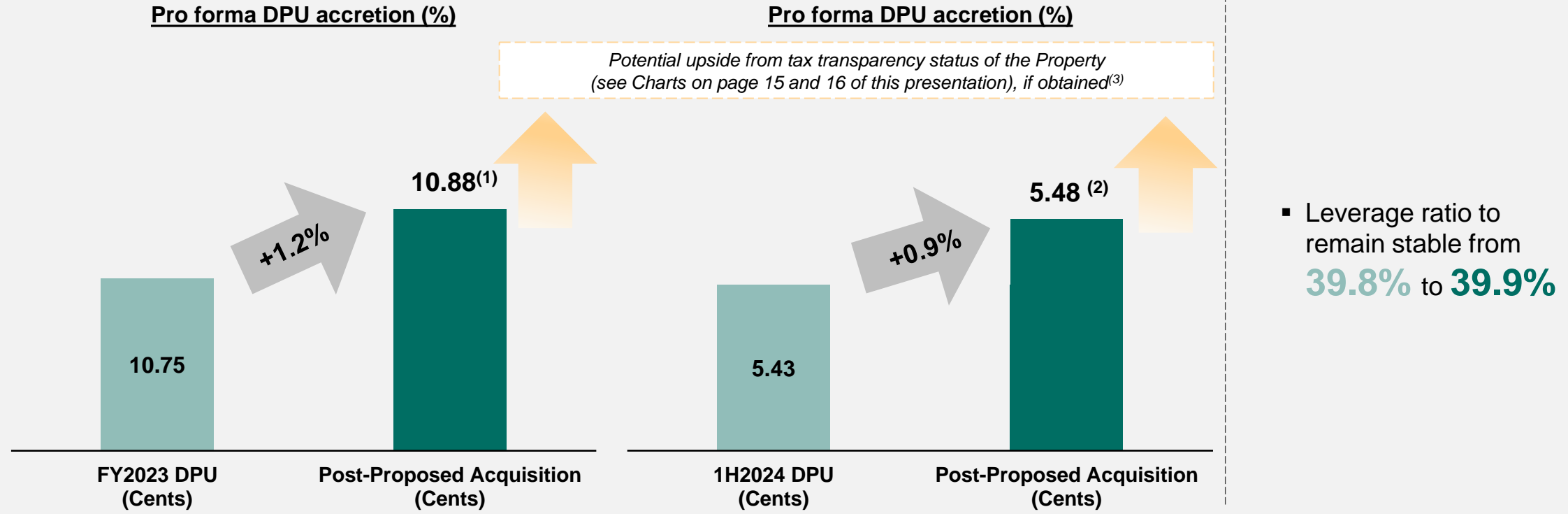


Notes:

- (1) Based on the property value of CICT's Existing Portfolio as at 31 December 2023 and includes CICT's proportionate interest in Gallileo and Main Airport Center (94.9% interest each), CapitaSky (70.0% interest), CapitaSpring (45.0% interest), 101-103 Miller Street and Greenwood Plaza (50.0% interest).
- (2) Enlarged Portfolio property value includes the property value of Existing Portfolio and a 50.0% interest of the Property based on Agreed Property Value of S\$1,848.5m
- (3) Total private retail stock, CBRE Singapore, 4Q 2023. Please refer to the Independent Market Review section in CICT's Annual Report 2023.

# 4 Immediate DPU Accretion

FOR ILLUSTRATIVE PURPOSES



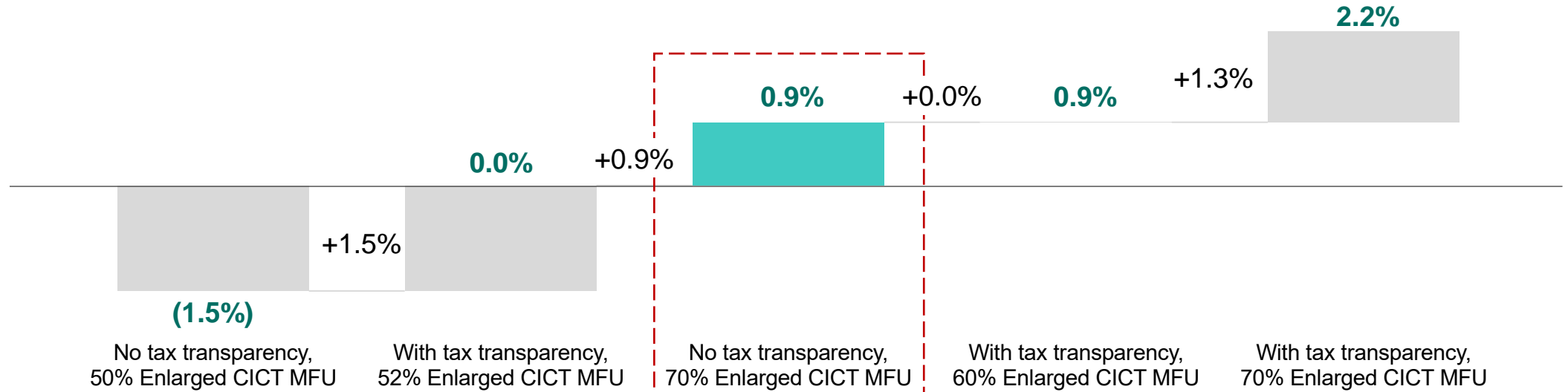
Notes: DPU accretion for illustrative purposes above is shown assuming the Private Placement Issue Price of S\$2.040 per Private Placement Unit and the Preferential Offering Issue Price of S\$2.007 per Preferential Offering Unit.

- (1) The FY2023 pro forma DPU accretion is for illustrative purposes and is prepared based on CICT's audited financial statements for the financial year ended 31 December 2023. It is calculated assuming (a) the Proposed Acquisition had been completed on 1 January 2023 and CICT had held and operated the Property for the financial year ended 31 December 2023; (b) the Proposed Acquisition is funded by the net proceeds from the Equity Fund Raising; and (c) on the assumption that 70.0% of the total management fees for the Enlarged Portfolio will be paid to the Manager in the form of Units. Assuming that 50.0% of the total management fees for the Enlarged Portfolio will be payable to the Manager in the form of Units and that tax transparency at the Property is achieved, pro forma DPU accretion would be 0.1% for the FY2023 period
- (2) The 1H2024 pro forma DPU accretion is for illustrative purposes and is prepared based on CICT's interim financial statements for the six-month period ended 30 June 2024. It is calculated assuming (a) the Proposed Acquisition had been completed on 1 January 2024 and CICT had held and operated the Property for the six-month period ended 30 June 2024; (b) the Proposed Acquisition is funded by the net proceeds from the Equity Fund Raising; and (c) on the assumption that 70.0% of the total management fees for the Enlarged Portfolio will be paid to the Manager in the form of Units. Assuming that 50.0% of the total management fees for the Enlarged Portfolio will be payable to the Manager in the form of Units and that tax transparency at the Property is achieved, there would be a pro forma DPU dilution of 0.4% for the 1H2024 period
- (3) The Property is currently subject to corporate income tax rate of 17% as the Property is held by companies; Potential conversion of the Property holding entities to achieve tax transparency will result in tax savings, subject to JV Partner's agreement and relevant authorities' approval.

# 4 DPU Accretion Impact Analysis – 1H2024<sup>(1)</sup>

FOR ILLUSTRATIVE PURPOSES

■ 1H2024 DPU accretion      ■ Incremental DPU accretion impact



	No tax transparency, 50% Enlarged CICT MFU	With tax transparency, 52% Enlarged CICT MFU	No tax transparency, 70% Enlarged CICT MFU	With tax transparency, 60% Enlarged CICT MFU	With tax transparency, 70% Enlarged CICT MFU
<b>Tax transparency<sup>(2)</sup></b>	No	Yes	No	Yes	Yes
<b>Existing CICT MFU</b>	50%	47%	<b>67%</b>	56%	67%
<b>The Property MFU</b>	50%	100%	<b>100%</b>	100%	100%
<b>Enlarged CICT MFU</b>	50%	52% <sup>(3)</sup>	<b>70%</b>	60%	70%

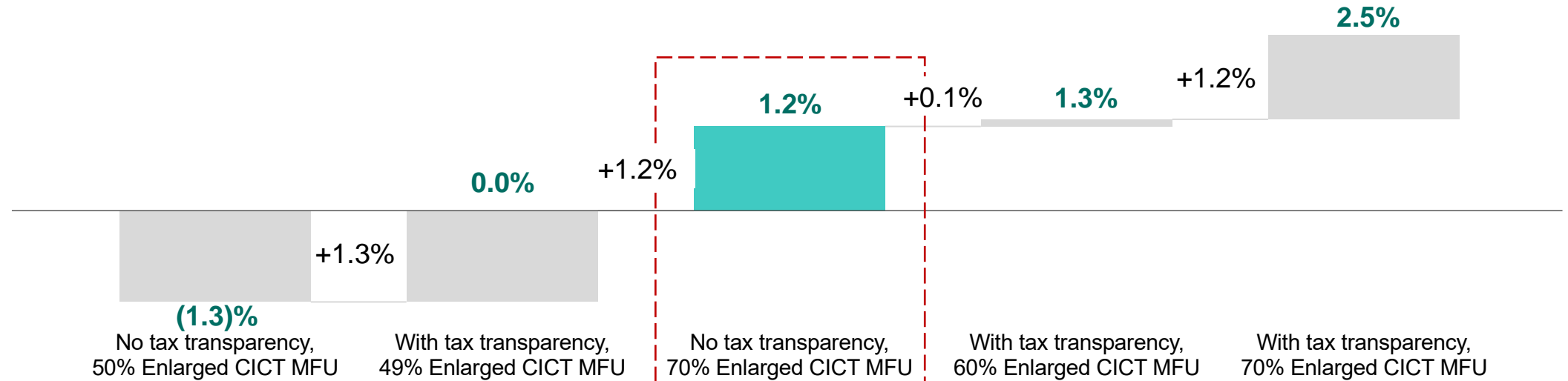
Notes: DPU accretion for illustrative purposes above is shown assuming the Private Placement Issue Price of S\$2.040 and the Preferential Offering Issue Price of S\$2.007; "MFU" refers to management fees payable in Units.

- (1) The 1H2024 pro forma DPU accretion at various cases is for illustrative purposes and is prepared based on CICT's interim financial statements for 1H2024. It is calculated assuming (a) the Proposed Acquisition had been completed on 1 January 2024 and CICT had held and operated the Property for the 1H2024 period; (b) the Proposed Acquisition is funded by net proceeds from the Equity Fund Raising; and (c) on a varying percentage basis of the total management fees for the Enlarged Portfolio will be payable to the Manager in the form of Units and that tax transparency at the Property may or may not be achieved.
- (2) The Property is currently subject to corporate income tax rate of 17% as the Property is held by companies; Potential conversion of the Property holding entities to achieve tax transparency will result in tax savings, subject to JV Partner's agreement and relevant authorities' approval.
- (3) Assuming that 50.0% of the total management fees for the Enlarged Portfolio will be payable to the Manager in the form of Units and that tax transparency at the Property is achieved, there would be a pro forma DPU dilution of 0.4% for the 1H2024 period.

# 4 DPU Accretion Impact Analysis – FY2023<sup>(1)</sup>

FOR ILLUSTRATIVE PURPOSES

■ FY2023 DPU accretion      ■ Incremental DPU accretion impact



<b>Tax transparency<sup>(2)</sup></b>	No	Yes	No	Yes	Yes
<b>Existing CICT MFU</b>	50%	44%	<b>67%</b>	56%	67%
<b>The Property MFU</b>	50%	100%	<b>100%</b>	100%	100%
<b>Enlarged CICT MFU</b>	50%	49% <sup>(3)</sup>	<b>70%</b>	60%	70%

Notes: DPU accretion for illustrative purposes above is shown assuming the Private Placement Issue Price of S\$2.040 and the Preferential Offering Issue Price of S\$2.007; "MFU" refers to management fees payable in Units.

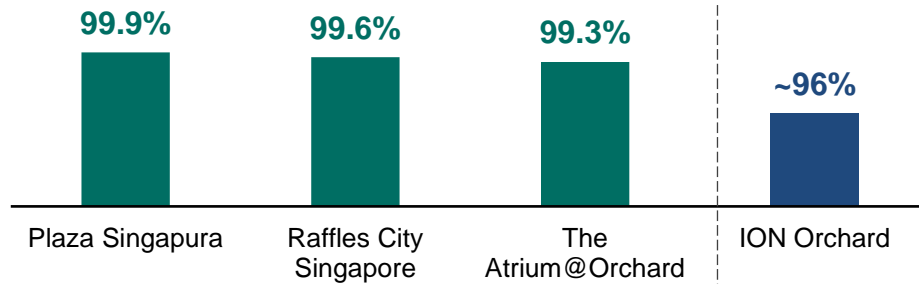
- (1) The FY2023 pro forma DPU accretion at various cases is for illustrative purposes and is prepared based on CICT's audited financial statements for FY2023. It is calculated assuming (a) the Proposed Acquisition had been completed on 1 January 2023 and CICT had held and operated the Property for the FY2023 period; (b) the Proposed Acquisition is funded by net proceeds from the Equity Fund Raising; and (c) on a varying percentage basis of the total management fees for the Enlarged Portfolio will be payable to the Manager in the form of Units and that tax transparency at the Property may or may not be achieved.
- (2) The Property is currently subject to corporate income tax rate of 17% as the Property is held by companies; Potential conversion of the Property holding entities to achieve tax transparency will result in tax savings, subject to JV Partner's agreement and relevant authorities' approval.
- (3) Assuming that 50.0% of the total management fees for the Enlarged Portfolio will be payable to the Manager in the form of Units and that tax transparency at the Property is achieved, pro forma DPU accretion would be 0.1% for the FY2023 period.



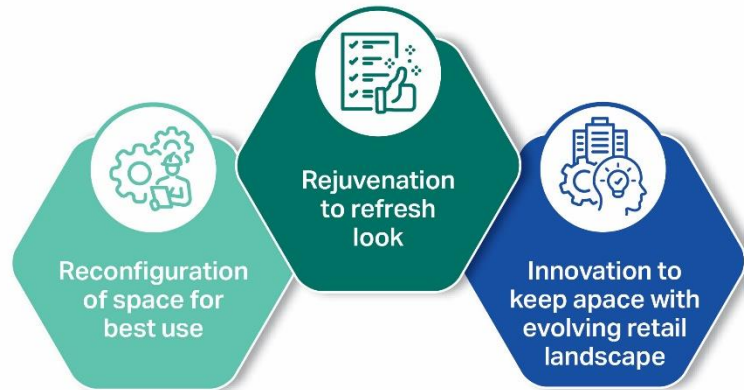
# 4 Driving Growth Through Active Asset Management

## CICT's track record in achieving high occupancy

Committed retail occupancy rate  
as at 30 June 2024 (%)



### Proactive Management Toolkits



## Case study: Raffles City Singapore 2022 rejuvenation plan

**Occupancy improved**  
From 91% (Dec 2022) To 97.4% (Dec 2023)



**Reconfigured ~111,000 sq ft of retail space to accommodate more specialty retail**



**Over 65 new brands introduced**

Source: CICT website

## 4 Driving Growth Through Partnership



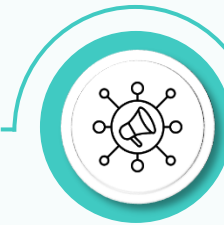
### Leveraging on SHKP's strong track record in asset management



Deep insights on latest consumer preferences across region



Complementary network of global tenant relationships



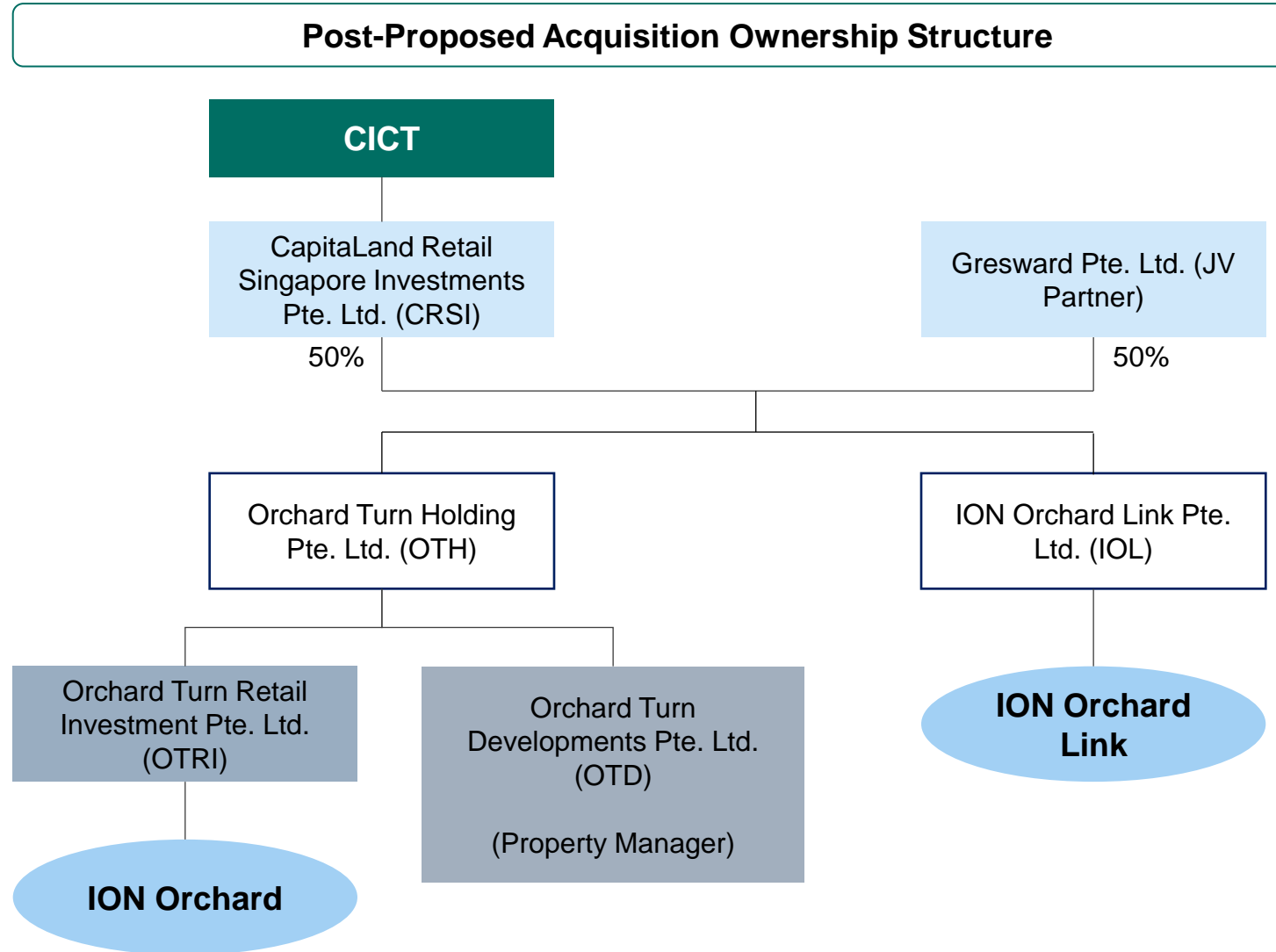
Shared **best practices** and **marketing efforts**

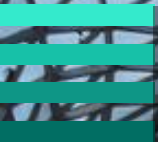
### Sun Hung Kai Properties – leading property developer and operator in Greater China

- ✓ Owner of one of the largest mall networks in Hong Kong and China
- ✓ Renowned for premium large scale integrated developments



# 4 CICT Owns 50.0% Interest In the Assets and Property Manager





# Transaction Details



ION  
ORCHARD

# Method of Financing

Estimated total acquisition outlay of S\$1,101.3m

	<b>ION Orchard (50.0% interest) (S\$ m)</b>
<b>Estimated Purchase Consideration<sup>(1)</sup></b>	1,076.3
<b>Other Expenses<sup>(2)</sup></b>	6.4
<b>Acquisition Fees in Units<sup>(3)</sup></b>	18.7
<b>Estimated Total Acquisition Outlay</b>	<b>1,101.3</b>

- Estimated total acquisition outlay (save for Acquisition Fee) to be funded by net proceeds from the September 2024 equity fund raising (“EFR”)
- The EFR comprises:
  - S\$350.3m private placement: ~3.7 times covered by strong demand from new and existing institutional, accredited and other investors; and
  - Approximately S\$757.2m non-renounceable preferential offering: Total valid acceptances and excess applications received: 492,535,540 units or 130.5%

(wholly owned subsidiaries of CLI have taken up in full their total provisional allotment of the preferential offering units)

Notes:

- (1) Based on the consolidated net asset value (“NAV”) of CRSI Group, adjusted for, among others, (i) 50.0% of the Agreed Property Value of S\$3,697.0 million for both ION Orchard and ION Orchard Link; and (ii) 50.0% of the agreed value of OTD of S\$34.0 million. The consolidated NAV of CRSI Group takes into account 50.0% of the secured bank loan (The outstanding amount of the bank loan was approximately S\$1,628.0 million as at 30 June 2024) taken out by OTRI and other net assets. The final Purchase Consideration will be subject to completion adjustments.
- (2) The fees and expenses incurred or to be incurred by CICT in connection with the Proposed Acquisition, including stamp duty, goods and services tax, professional fees and other fees and expenses.
- (3) As the Proposed Acquisition will constitute an ‘interested party transaction’ under the Property Funds Appendix, the Acquisition Fee shall be in the form of Acquisition Fee Units and shall not be sold within one year from the date of issuance in accordance with Paragraph 5.7 of the Property Funds Appendix.

# For Action: Unitholder's Approval Required

Approval	Details
Ordinary resolution	The Proposed Acquisition of 100.0% of the issued share capital of CapitaLand Retail Singapore Investments Pte. Ltd., which holds an indirect 50.0% interest in the Property, among other interests, as an interested person transaction
	More than 50% of the total number of votes cast (Based on CICT unitholders present and voting either in person or by proxy at the EGM)

## Advice of the Independent Financial Adviser (“IFA”)

The Manager has appointed Ernst & Young Corporate Finance Pte Ltd as the IFA pursuant to Rule 921(4)(a) of the Listing Manual as well as to advise the Independent Directors, the Audit and Risk Committee and the Trustee in relation to the Proposed Acquisition, as an interested person transaction.

Having considered the factors and the assumptions set out in the IFA Letter, the IFA is of the opinion that the Proposed Acquisition, as an interested person transaction, is on normal commercial terms and is not prejudicial to the interests of CICT and its minority Unitholders.

Accordingly, the IFA has advised the Independent Directors and the Audit and Risk Committee to recommend that Unitholders vote in favour of the resolution in connection with the Proposed Acquisition to be proposed at the EGM.

## Recommendation of the Independent Directors and Audit and Risk Committee

Based on the opinion of the IFA (as set out in the IFA Letter in Appendix B of the Circular dated 9 October 2024) and the rationale for and key benefits of the Proposed Acquisition as set out in paragraph 3 of the Circular, and taking into account the details of the Proposed Acquisition disclosed in the Circular, the Audit and Risk Committee is of the view that the Proposed Acquisition, as an interested person transaction, is on normal commercial terms and is not prejudicial to the interests of CICT and its minority Unitholders.

Accordingly, based on the opinion of the IFA (as set out in the IFA Letter in Appendix B of this Circular) and the rationale for and key benefits of the Proposed Acquisition as set out in paragraph 3 of the Circular, and taking into account the details of the Proposed Acquisition disclosed in the Circular, the Independent Directors recommend that Unitholders vote at the EGM in favour of the Resolution.

# Timetable

Date	Action
<b>Wednesday, 9 October 2024</b>	<ul style="list-style-type: none"><li>▪ Despatch of Notice of Extraordinary General Meeting (EGM) and availability of EGM circular online</li></ul>
<b>Sunday, 27 October 2024, 2.30 pm (Singapore time)</b>	<ul style="list-style-type: none"><li>▪ Last Date and Time for Lodgement of Proxy Forms</li></ul>
<b>Tuesday, 29 October 2024, 2.30 pm (Singapore time)</b>	<ul style="list-style-type: none"><li>▪ CICT's EGM to be held at Sands EXPO and Convention Centre, Level 4, Orchid Ballroom,</li><li>▪ Marina Bay Sands, 10 Bayfront Avenue, Singapore 018956</li></ul>
<b>4Q 2024</b>	<ul style="list-style-type: none"><li>▪ Target date for completion of the Proposed Acquisition (if approval for the Proposed Acquisition is obtained at the EGM)</li></ul>

# Additional Information





# Property highlights



*As of 30 June 2024, unless otherwise indicated*

<b>Location</b>	2 Orchard Turn, Singapore 238801, and ION Orchard Link
<b>Start of Operations</b>	July 2009
<b>Area</b>	Strata area of ION Orchard <sup>(1)</sup> : 93,694 square metres (sq m) Lot area of ION Orchard Link: 182 sq m of airspace, 1,048 sq m of subterranean space
<b>Land Tenure</b>	Leasehold tenure of 99 years with effect from 13 March 2006
<b>Gross Floor Area (“GFA”)</b>	945,311 square feet (sq ft)
<b>Net Lettable Area (“NLA”)</b>	Approximately 623,600 sq ft
<b>Committed Occupancy</b>	Approximately 96%
<b>Agreed Property Value (100% basis)</b>	S\$3,697.0m <sup>(2)</sup>
<b>Independent Valuation (100% basis)<sup>(3)</sup></b>	(1) S\$3,690.0m by Cushman & Wakefield VHS Pte Ltd (2) S\$3,715.0m by Savills Valuation and Professional Services (S) Pte Ltd
<b>Gross Yield on Agreed Property Value</b>	Approximately 7.1% <sup>(4)</sup>
<b>Carpark Lots</b>	Approximately 520
<b>Green ratings</b>	BCA Green Mark Gold; LEED Gold

**Notes:**

- (1) ION Orchard comprises three (3) strata lots (together with accessory lots), representing 80.5% of the total share value of the strata lots in the development.
- (2) CICT is acquiring 50.0% interest in ION Orchard and ION Orchard Link
- (3) Independent valuation as of 31 July 2024 based on the Income Capitalisation and Discounted Cash Flow methods. Cushman & Wakefield VHS Pte. Ltd. is appointed by the trustee of CICT and Savills Valuation and Professional Services (S) Pte Ltd is appointed by CICTML)
- (4) The gross yield is derived based on the actual gross revenue of 1H2024 on an annualised basis and the Agreed Property Value.

# CICT's Portfolio Post-Proposed Acquisition



## FRANKFURT, GERMANY OFFICE

1. Gallileo (94.9% interest)
2. Main Airport Center (94.9% interest)

## SINGAPORE RETAIL

1. Bedok Mall
2. Bugis+
3. Bugis Junction
4. CQ @ Clarke Quay
5. IMM Building
6. Junction 8
7. Lot One Shoppers' Mall
8. Tampines Mall
9. Westgate
10. Bukit Panjang Plaza  
(90 out of 91 strata lots)

## **11. ION Orchard** **(50.0% interest)**

## INTEGRATED DEVELOPMENTS

1. Funan
2. Plaza Singapura
3. The Atrium@Orchard
4. Raffles City Singapore
5. CapitaSpring (45.0% interest)

## OFFICE

1. Asia Square Tower 2
2. CapitaGreen
3. Capital Tower
4. Six Battery Road
5. 21 Collyer Quay
6. CapitaSky (70.0% interest)



## SYDNEY, AUSTRALIA OFFICE

1. 66 Goulburn Street
2. 100 Arthur Street
3. 101-103 Miller Street & Greenwood Plaza  
(50.0% interest)

### Notes:

(1) Based on the property value of CICT's Existing Portfolio as at 31 December 2023 and includes CICT's proportionate interest in Gallileo and Main Airport Center (94.9% interest each), CapitaSky (70.0% interest), CapitaSpring (45.0% interest), 101-103 Miller Street and Greenwood Plaza (50.0% interest) and Agreed Property Value (on a 50.0% basis).

(2) Based on 100.0% interest for the properties. Includes warehouse component and the estimated post-AEI space in IMM Building, and Gallileo, Frankfurt.



CapitaLand

Integrated Commercial  
Trust

The End

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