

**SUBJECT TO COMPLETION
PRELIMINARY PRICING SUPPLEMENT DATED 20 OCTOBER 2020**

Pricing Supplement

HSBC INSTITUTIONAL TRUST SERVICES (SINGAPORE) LIMITED
(in its capacity as trustee of CAPITALAND RETAIL CHINA TRUST)

S\$1,000,000,000

Multicurrency Debt Issuance Programme

SERIES NO: 002

TRANCHE NO: 001

S\$[●] Fixed Rate Subordinated Perpetual Securities

Issue Price: [●] per cent.

HSBC

OCBC Bank

Issuing and Paying Agent
DBS Bank Ltd.
10 Toh Guan Road
#04-11 (Level 4B)
DBS Asia Gateway
Singapore 608838

The date of this Pricing Supplement is [●] October 2020.

The information in this Preliminary Pricing Supplement is not complete and may be changed. This Preliminary Pricing Supplement is not an offer to sell nor is it an offer to buy securities in any jurisdiction where such offer or sale is not permitted or to any person or entity to whom it is unlawful to make an offer or sale. A final form Pricing Supplement will be prepared and made available. Investors should not subscribe for any securities referred to in this Preliminary Pricing Supplement except on the basis of information contained in the combination of the final form Pricing Supplement and the Offering

This Pricing Supplement relates to the Tranche of Perpetual Securities referred to above.

This Pricing Supplement, under which the Perpetual Securities described herein (the “**Perpetual Securities**”) are issued, is supplemental to, and should be read in conjunction with, the Information Memorandum dated 12 October 2020 (the “**Information Memorandum**”) issued in relation to the S\$1,000,000,000 Multicurrency Debt Issuance Programme of HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee for CapitaLand Retail China Trust) (the “**Issuer**”). Terms defined in the Information Memorandum have the same meaning in this Pricing Supplement. The Perpetual Securities will be issued on the terms of this Pricing Supplement read together with the Information Memorandum. The Issuer accepts responsibility for the information contained in this Pricing Supplement which, when read together with the Information Memorandum, contains all information that is material in the context of the issue and offering of the Perpetual Securities.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Perpetual Securities or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

An advance tax ruling will be requested from the Inland Revenue Authority of Singapore (“**IRAS**”) to confirm, amongst other things, whether the IRAS would regard the Perpetual Securities as “debt securities” for the purposes of the Income Tax Act, Chapter 134 of Singapore (“**Income Tax Act**”) and the distributions (including any Optional Distributions) made under the Perpetual Securities as interest payable on indebtedness such that holders of the Perpetual Securities may enjoy the tax concessions and exemptions available for qualifying debt securities under the qualifying debt securities scheme, as set out in the section “*Singapore Taxation*” of the Information Memorandum provided that the relevant conditions are met.

There is no guarantee that a favourable ruling will be obtained from the IRAS. In addition, no assurance is given that the Issuer can provide all information or documents requested by the IRAS for the purpose of the ruling request, and a ruling may not therefore be issued.

If the Perpetual Securities are not regarded as “debt securities” for the purposes of the Income Tax Act, the distributions (including any Optional Distributions) made under the Perpetual Securities are not regarded as interest payable on indebtedness and/or holders thereof are not eligible for the tax concessions or exemptions under the qualifying debt securities scheme, the tax treatment to holders may differ.

No assurance, warranty or guarantee is given on the tax treatment to holders of the Perpetual Securities in respect of the distributions payable to them (including any Optional Distributions). Investors should therefore consult their own accounting and tax advisers regarding the Singapore income tax consequence of their acquisition, holding and disposal of the Perpetual Securities.

Where interest (including distributions which are regarded as interest for Singapore income tax purposes), discount income, prepayment fee, redemption premium or break cost is derived from any of the Perpetual Securities by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (if applicable and subject to certain conditions) under the Income Tax Act shall not apply if such person acquires such Perpetual Securities using the funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest (including distributions which are regarded as interest for Singapore income tax purposes), discount income, prepayment fee, redemption premium or break cost derived from the

Perpetual Securities is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the Income Tax Act.

Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore:

The Perpetual Securities are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

HSBC INSTITUTIONAL TRUST SERVICES (SINGAPORE) LIMITED

(in its capacity as trustee of CAPITALAND RETAIL CHINA TRUST)

Signed:

Authorised Signatory

Signed:

Authorised Signatory

CAPITALAND RETAIL CHINA TRUST MANAGEMENT LIMITED
(in its capacity as manager of CAPITALAND RETAIL CHINA TRUST)

Signed:

Authorised Signatory

Signed:

Authorised Signatory

The terms of the Perpetual Securities and additional provisions relating to their issue are as follows:

1. Series No.: [●]
2. Tranche No.: 001
3. Currency: Singapore dollars (“S\$”)
4. Principal Amount of Series S\$[●]
5. Principal Amount of Tranche S\$[●]
6. Denomination Amount S\$250,000
7. Calculation Amount (if different from Denomination Amount): S\$250,000
8. Issue Date: [●] October 2020
9. Redemption Amount (including early redemption): Denomination Amount
10. Status of the Perpetual Securities Subordinated Perpetual Securities
11. Distribution Basis: Fixed Rate
12. Distribution Commencement Date: Issue Date
13. Fixed Rate Perpetual Security
 - (a) Day Count Fraction: Actual/365 (Fixed)
 - (b) Distribution Payment Date(s): [●] April and [●] October in each year, commencing on [●] April 2021
 - (c) Initial Broken Amount: Not Applicable
 - (d) Distribution Rate: [●] per cent. per annum payable semi-annually in arrear
 - (e) First Reset Date: [●] October 2025
 - (f) Reset Date(s): The First Reset Date and each date falling every five years after the First Reset Date
 - (g) Step-Up Margin: Not Applicable
 - (h) Step-Up Date: Not Applicable
 - (i) Initial Spread: [●] per cent. per annum
 - (j) Relevant Rate: Swap Offer Rate
 - (k) Reset Period: Five years

(l)	Reference Banks	Three major banks in the Singapore interbank market selected by the Issuer (or an independent advisor appointed by it)
(m)	Cessation or Suspension of Trading Event Margin	Not Applicable
14.	Floating Rate Perpetual Security	Not Applicable
15.	Optional Payment:	Applicable
16.	Dividend Pusher and Reference Period:	Not Applicable
17.	Dividend Stopper:	Applicable
18.	Non-Cumulative Deferral:	Applicable
19.	Cumulative Deferral:	Not Applicable
20.	Additional Distribution:	Not Applicable
21.	Issuer's Redemption Option Issuer's Redemption Option Period (Condition 5(b)):	Yes The Issuer may, by giving not less than 15 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable), redeem all (but not some only) of the Perpetual Securities on the First Reset Date or on any Distribution Payment Date thereafter at the Redemption Amount, together with distribution accrued to (but excluding) the date fixed for redemption
22.	Redemption for Taxation Reasons (Condition 5(c)):	Yes
23.	Redemption for Accounting Reasons (Condition 5(d)):	Yes
24.	Redemption for Tax Deductibility (Condition 5(e)):	Yes
25.	Redemption in the case of Minimal Outstanding Amount (Condition 5(f)):	Yes
26.	Redemption upon Cessation or Suspension of Trading of Units (Condition 5(g)):	No
27.	Redemption upon a Regulatory Event (Condition 5(h)):	Yes
28.	Redemption upon a Ratings Event (Condition 5(i)):	No

29. Form of Perpetual Securities: Registered
Global Certificate
30. Talons for future Coupons to be attached to Definitive Securities: No
31. Offshore Renminbi Centre: Not Applicable
32. Applicable TEFRA exemption: Not Applicable
33. Listing: Singapore Exchange Securities Trading Limited
34. ISIN Code: To be obtained
35. Common Code: To be obtained
36. Clearing System(s): The Central Depository (Pte) Limited
37. Depository: The Central Depository (Pte) Limited
38. Delivery: Delivery free of payment
39. Method of issue of Perpetual Securities: Syndicated Issue
40. The following Dealer(s) are subscribing the Perpetual Securities: The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch
Oversea-Chinese Banking Corporation Limited
41. The aggregate principal amount of Perpetual Securities issued has been translated in Singapore dollars at the rate of [●] producing a sum of (for Notes not denominated in Singapore dollars): Not Applicable
42. Use of proceeds: See "Use of Proceeds" section in the Information Memorandum
43. Private Bank Selling Commission: Applicable
44. Other terms: Please refer to Appendix 1 of the Pricing Supplement

APPENDIX 1

Details of any additions or variations to terms and conditions of the Perpetual Securities as set out in the Information Memorandum:

The following Condition 4A is deemed to be inserted immediately after Condition 4:

“4A Benchmark Replacement

If a Benchmark Event occurs in relation to a Relevant Rate when any Rate of Distribution (or the relevant component part thereof) remains to be determined by such Relevant Rate, then the following provisions shall apply:

- (a) the Issuer shall use reasonable endeavours to appoint, as soon as reasonably practicable, an Independent Adviser to determine (acting in good faith and in a commercially reasonable manner), no later than five Business Days prior to the relevant Reset Determination Date relating to the next succeeding Reset Period (the **“IA Determination Cut-off Date”**), a Successor Rate (as defined below) or, alternatively, if there is no Successor Rate, an Alternative Relevant Rate (as defined below) for purposes of determining the Rate of Distribution (or the relevant component part thereof) applicable to the Perpetual Securities;
- (b) if the Issuer is unable to appoint an Independent Adviser, or the Independent Adviser appointed by it fails to determine a Successor Rate or an Alternative Relevant Rate prior to the IA Determination Cut-off Date, the Issuer (acting in good faith and in a commercially reasonable manner) may determine a Successor Rate or, if there is no Successor Rate, an Alternative Relevant Rate;
- (c) if a Successor Rate or, failing which, an Alternative Relevant Rate (as applicable) is determined in accordance with the preceding provisions, such Successor Rate or, failing which, such Alternative Relevant Rate (as applicable) shall be the Relevant Rate for each of the future Reset Periods (subject to the subsequent operation of, and to adjustment as provided in, this Condition 4A); provided, however, that if paragraph (b) applies and the Issuer is unable to or does not determine a Successor Rate or an Alternative Relevant Rate prior to the relevant Reset Determination Date, the Rate of Distribution applicable to the next succeeding Reset Period shall be equal to the Rate of Distribution last determined in relation to the Perpetual Securities in respect of the preceding Reset Period (or alternatively, if there has not been a first Distribution Payment Date, the Rate of Distribution shall be the initial Rate of Distribution (if any)) (subject, where applicable, to substituting the Margin that applied to such preceding Reset Period for the Margin that is to be applied to the relevant Reset Period); for the avoidance of doubt, the proviso in this paragraph (c) shall apply to the relevant Reset Period only and any subsequent Reset Periods are subject to the subsequent operation of, and to adjustment as provided in, this Condition 4A;
- (d) if the Independent Adviser or the Issuer determines a Successor Rate or, failing which, an Alternative Relevant Rate (as applicable) in accordance with the above provisions, the Independent Adviser or the Issuer (as applicable), may also specify changes to these Conditions, including but not limited to the Day Count Fraction, Relevant Screen Page, Business Day Convention, Business Days, Reset Determination Date and/or the definition of Relevant Rate applicable to the Perpetual Securities, and the method for determining the fallback rate in relation to the Perpetual Securities, in order to follow market practice in relation to the Successor Rate or the Alternative Relevant Rate (as applicable). If the Independent Adviser (in consultation

with the Issuer) or the Issuer (as applicable) determines that an Adjustment Spread is required to be applied to the Successor Rate or the Alternative Relevant Rate (as applicable) and determines the quantum of, or a formula or methodology for determining, such Adjustment Spread, then such Adjustment Spread shall be applied to the Successor Rate or the Alternative Relevant Rate (as applicable). If the Independent Adviser or the Issuer (as applicable) is unable to determine the quantum of, or a formula or methodology for determining, such Adjustment Spread, then such Successor Rate or Alternative Relevant Rate (as applicable) will apply without an Adjustment Spread. For the avoidance of doubt, the Trustee and the Agents shall, at the direction and expense of the Issuer, effect such consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required in order to give effect to this Condition 4A. Perpetual Securityholder consent shall not be required in connection with effecting the Successor Rate or Alternative Relevant Rate (as applicable) or such other changes, including for the execution of any documents or other steps by the Trustee or the Agents (if required); and

- (e) the Issuer shall promptly, following the determination of any Successor Rate or Alternative Relevant Rate (as applicable) and any related Adjustment Spread, give notice thereof to the Trustee, the Issuing and Paying Agent, the Calculation Agent and the Perpetual Securityholders, which shall specify the effective date(s) for such Successor Rate or Alternative Relevant Rate (as applicable) and any related Adjustment Spread and any consequential changes made to these Conditions.

For the purposes of this Condition 4A:

“Adjustment Spread” means a spread (which may be positive or negative) or formula or methodology for calculating a spread, which the Independent Adviser (in consultation with the Issuer) or the Issuer (as applicable), determines is required to be applied to the Successor Rate or the Alternative Relevant Rate (as applicable) in order to reduce or eliminate, to the extent reasonably practicable in the circumstances, any economic prejudice or benefit (as applicable) to Perpetual Securityholders and Couponholders as a result of the replacement of the Relevant Rate with the Successor Rate or the Alternative Relevant Rate (as applicable) and is the spread, formula or methodology which:

- (a) in the case of a Successor Rate, is formally recommended in relation to the replacement of the Relevant Rate with the Successor Rate by any Relevant Nominating Body;
- (b) in the case of a Successor Rate for which no such recommendation has been made or in the case of an Alternative Relevant Rate, the Independent Adviser (in consultation with the Issuer) or the Issuer (as applicable) determines is recognised or acknowledged as being in customary market usage in international debt capital markets transactions which reference the Relevant Rate, where such rate has been replaced by the Successor Rate or the Alternative Relevant Rate (as applicable); or
- (c) if no such customary market usage is recognised or acknowledged, the Independent Adviser (in consultation with the Issuer) or the Issuer in its discretion (as applicable), determines (acting in good faith and in a commercially reasonable manner) to be appropriate.

“Alternative Relevant Rate” means the rate that the Independent Adviser or the Issuer (as applicable) determines has replaced the relevant Relevant Rate in customary market usage in the international debt capital markets for the purposes of determining rates of distribution in respect of perpetual securities denominated in the Specified Currency and of a comparable

duration to the relevant Reset Period, or, if the Independent Adviser or the Issuer (as applicable) determines that there is no such rate, such other rate as the Independent Adviser or the Issuer (as applicable) determines in its discretion (acting in good faith and in a commercially reasonable manner) is most comparable to the relevant Relevant Rate.

“Benchmark Event” means:

- (a) the relevant Relevant Rate ceasing to be published for a period of at least five Business Days or ceasing to exist;
- (b) a public statement by the administrator of the relevant Relevant Rate that it will, by a specified date within the following six months, cease publishing the Original Relevant Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of the relevant Relevant Rate);
- (c) a public statement by the supervisor of the administrator of the relevant Relevant Rate, that the relevant Relevant Rate has been or will, by a specified date within the following six months, be permanently or indefinitely discontinued;
- (d) a public statement by the supervisor of the administrator of the relevant Relevant Rate as a consequence of which the relevant Relevant Rate will be prohibited from being used either generally, or in respect of the Perpetual Securities, and in each case within the following six months;
- (e) it has become unlawful for any Paying Agent, Calculation Agent, the Issuer or other party to calculate any payments due to be made to any Perpetual Securityholder using the relevant Relevant Rate; or
- (f) the making of a public statement by the supervisor of the administrator of the relevant Relevant Rate announcing that such Relevant Rate is no longer representative or may no longer be used.

“Independent Adviser” means an independent financial institution of international repute or other independent financial adviser experienced in the international debt capital markets, in each case appointed by the Issuer at its own expense.

“Relevant Nominating Body” means, in respect of a Relevant Rate:

- (a) the central bank for the currency to which the Relevant Rate relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the Relevant Rate; or
- (b) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (i) the central bank for the currency to which the Relevant Rate relates, (ii) any central bank or other supervisory authority which is responsible for supervising the administrator of the Relevant Rate, (iii) a group of the aforementioned central banks or other supervisory authorities, or (iv) the Financial Stability Board or any part thereof.

“Successor Rate” means the rate that the Independent Adviser or the Issuer (as applicable) determines is a successor to or replacement of the Relevant Rate which is formally recommended by any Relevant Nominating Body.”

Any additions or variations to the selling restrictions:

Each Dealer has represented and agreed that no offers or sales of the Perpetual Securities will be made in, or to any person domiciled in, or having their registered office located in, any member of the European Economic Area and in the United Kingdom.