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## PROXY FORM FOR SCHEME MEETING

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**IMPORTANT**

1. For investors who have used their SRS moneys to buy the Units, this Scheme Document is forwarded to them at the request of their SRS approved nominees and is sent solely FOR THEIR INFORMATION ONLY.
2. This Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. SRS Investors who wish to attend the Scheme Meeting as OBSERVERS have to submit their requests through their respective SRS Agent Banks so that their SRS Agent Banks may register with the Unit Registrar (Please see Note No. 12).

**Personal data privacy**

By submitting an instrument appointing a proxy and/or representative, the Unitholder accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting dated 22 August 2017.

**CROESUS RETAIL TRUST**

(a business trust constituted on 7 May 2012 under the laws of the Republic of Singapore)

Managed by Croesus Retail Asset Management Pte. Ltd.

(Registration Number 201205175K)

**PROXY FORM FOR USE AT THE  
SCHEME MEETING (OR ANY ADJOURNMENT THEREOF) OF THE UNITHOLDERS****IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE**

HC/OS 787/2017

IN THE MATTER of Order 80 of the Rules of Court (Cap. 322, Rule 5)

And

IN THE MATTER of the registered business trust known as Croesus Retail Trust constituted by a Deed of Trust dated 7 May 2012 as amended and supplemented by the amending and restating deeds dated 29 June 2012, 7 November 2012, 24 April 2013, 30 April 2013 and 27 October 2016

**CROESUS RETAIL ASSET MANAGEMENT PTE. LTD.**

(Singapore UEN No. 201205175K)

(Trustee-Manager of the registered business trust known as Croesus Retail Trust constituted by a Deed of Trust dated 7 May 2012 as amended and supplemented by the amending and restating deeds dated 29 June 2012, 7 November 2012, 24 April 2013, 30 April 2013 and 27 October 2016)

...Applicant

**TRUST SCHEME**

Between

Croesus Retail Asset Management Pte. Ltd., as Trustee-Manager of Croesus Retail Trust

And

Unitholders (as defined herein)

And

Cyrus BidCo Pte. Ltd.

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\*I/We \_\_\_\_\_ (Name(s)) \_\_\_\_\_ (NRIC/Passport/UEN)

of \_\_\_\_\_ (Address)

being a unitholder/unitholders of Croesus Retail Trust ("CRT"), hereby appoint:

Name	Address	NRIC/Passport Number

or failing \*him/her, the Chairman of the Scheme Meeting as \*my/our proxy to attend and to vote for \*me/us and on \*my/our behalf at the Scheme Meeting to be held at **The Ballroom, Lower Lobby, The Fullerton Hotel Singapore, One Fullerton Square, Singapore 049178**, on **13 September 2017 at 10:00 a.m.** and at any adjournment thereof.

\*I/We direct \*my/our proxy to vote for or against the resolutions to be proposed at the Scheme Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy will vote or abstain from voting at \*his/her discretion, as \*he/she will on any other matter arising at the Scheme Meeting (or any adjournment thereof). If no person is named in the above boxes, the Chairman of the Scheme Meeting shall be \*my/our proxy to vote, for or against the resolutions to be proposed at the Scheme Meeting, for \*me/us and on \*my/our behalf at the Scheme Meeting and at any adjournment thereof.

If you wish to vote "FOR" the resolutions to be proposed at the Scheme Meeting, please indicate with a tick (✓) in the box marked "FOR" as set out below. If you wish to vote "AGAINST" the resolutions to be proposed at the Scheme Meeting, please indicate with a tick (✓) in the box marked "AGAINST" as set out below. **DO NOT TICK BOTH BOXES FOR EACH RESOLUTION.**

	Resolutions	For	Against
1	To approve the proposed Trust Deed Amendment		
2	To approve the proposed Scheme (conditional upon Resolution 1 being passed)		

*\* Delete accordingly*

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Total number of Units held

\_\_\_\_\_  
Signature(s) of Unitholder(s)/  
Common Seal of Corporate Unitholder

**IMPORTANT: PLEASE READ NOTES ON NEXT PAGE**

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## PROXY FORM FOR SCHEME MEETING

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### Notes:

- 1 Please insert the total number of units in CRT (“Units”) held by you. If you have Units entered against your name in the Depository Register maintained by CDP, you should insert that number of Units. If you have Units registered in your name in the Register of Unitholders of CRT, you should insert that number of Units. If you have Units entered against your name in the Depository Register and Units registered in your name in the Register of Unitholders of CRT, you should insert the aggregate number of Units entered against your name in the Depository Register and registered in your name in the Register of Unitholders of CRT. If no number is inserted, the Proxy Form shall be deemed to relate to all the Units held by you.
- 2 The Proxy Form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited with the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623 not less than 72 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the Proxy Form proposes to vote and in default the Proxy Form shall not be treated as valid. No Proxy Form shall be valid after the expiration of 12 months from the date named in it as the date of its execution. A person appointed to act as a proxy need not be a Unitholder but must attend the Scheme Meeting in person to represent the appointor.
- 3 A Unitholder may only cast all the votes it uses at the Scheme Meeting in one way, namely, either for or against each of the resolutions to be proposed at the Scheme Meeting.
- 4 A Unitholder may appoint one (and not more than one) proxy to attend and vote at the Scheme Meeting, PROVIDED THAT if the Unitholder is a Depositor, the Trustee-Manager shall be entitled and bound:
  - (i) to reject any Proxy Form lodged if the Depositor is not shown to have any Units entered against his name in the Depository Register as at 72 hours before the time of the Scheme Meeting as certified by the Depository to the Trustee-Manager; and
  - (ii) to accept as the maximum number of votes which the proxy appointed by the Depositor is able to cast on a poll a number which is the number of Units entered against the name of that Depositor in the Depository Register as at 72 hours before the time of the Scheme Meeting as certified by the Depository to the Trustee-Manager, whether that number is greater or smaller than the number specified in any Proxy Form executed by or on behalf of that Depositor.
- 5 Completion and return of this Proxy Form shall not preclude a Unitholder from attending and voting at the Scheme Meeting. Any appointment of a proxy shall be deemed to be revoked if a Unitholder attends the Scheme Meeting in person, and in such event, the Trustee-Manager reserves the right to refuse to admit any person appointed under the Proxy Form to the Scheme Meeting.
- 6 The Proxy Form must be executed under the hand of the appointor or his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
- 7 A corporation, being a Unitholder, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Scheme Meeting and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- 8 A Unitholder voting by proxy shall be included in the count of Unitholders present and voting at the Scheme Meeting as if that Unitholder was voting in person, such that the votes of a proxy who has been appointed to represent more than one Unitholder at the Scheme Meeting shall be counted as the votes of the number of appointing Unitholders.
- 9 In the case of joint Unitholders, any one of such persons may vote, but if more than one of such persons be present at the Scheme Meeting, the person whose name stands first in the Register of Unitholders of CRT or, as the case may be, the Depository Register shall alone be entitled to vote.
- 10 Any alteration made to this Proxy Form should be initialled by the person who signs it.
- 11 The Trustee-Manager shall be entitled to reject the Proxy Form if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.
- 12 SRS Agent Banks acting on the request of the SRS Investors who wish to attend the Scheme Meeting as observers are requested to submit in writing, a list with details of the investors’ names, NRIC/Passport numbers, addresses and number of Units held. The list, signed by an authorised signatory of the SRS Agent Bank, should reach the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, at least 72 hours before the time appointed for holding the Scheme Meeting.