



(Registration No: 2013004)  
(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 No: 201205175K)

---

UPDATE IN RELATION TO THE NOTES ISSUED UNDER  
THE U.S.\$500,000,000 EURO MEDIUM TERM NOTE PROGRAMME

---

**1. INTRODUCTION**

The Board of Directors of Croesus Retail Asset Management Pte. Ltd. (the "**Trustee-Manager**" or the "**Issuer**"), as trustee-manager of Croesus Retail Trust ("**CRT**"), refers to the U.S.\$500,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**") established on 3 January 2014 and the S\$110,000,000 5.0% fixed rate notes due 13 April 2020 (the "**Notes**") that remain outstanding pursuant to the EMTN Programme. All capitalised terms used and not defined herein shall bear the meanings ascribed to them in the terms and conditions of the Notes (the "**Conditions**").

**2. FINANCIAL COVENANT UNDER THE NOTES**

- 2.1 The Issuer covenanted in Condition 4(b) to ensure that the ratio of the Consolidated Total Borrowings to the Consolidated Total Assets shall at all times be less than 60 per cent. (the "**Financial Covenant**").
- 2.2 In the scheme document (the "**Scheme Document**") despatched to unitholders of CRT on 22 August 2017 in relation to the acquisition of all the issued units in CRT by Cyrus BidCo Pte. Ltd. (the "**Offeror**") by way of a trust scheme in compliance with the Singapore Code on Take-overs and Mergers, the Offeror stated in its letter to unitholders of CRT that it may enter into arrangements with financial institutions for the purposes of refinancing the financing arrangements of the CRT Group (as defined in the Scheme Document) post-completion of the Acquisition (the "**Refinancing Arrangements**").
- 2.3 Following the Refinancing Arrangements which have been implemented today, the leverage ratio of the CRT Group has increased, resulting in a breach of the Financial Covenant, and thereby constituting a technical Event of Default under the Conditions. As further explained below, holders of the Notes (the "**Noteholders**") will continue to receive payment of both the accrued interest and principal amount as and when required under the Notes.

**3. CONTINUED ABILITY TO FULFILL OBLIGATIONS UNDER THE NOTES**

- 3.1 The Board of Directors of the Trustee-Manager wishes to assure Noteholders that the Issuer has sufficient financial resources to meet its payment obligations to Noteholders under the Notes (i.e. payment of both the accrued interest and principal amount) and will continue to fulfill all its payment obligations to Noteholders under the Notes, which for the avoidance of doubt, include any of the following scenarios:

- (a) the payment of both the accrued interest and principal amount on the Notes held by all of the Noteholders should a Default Notice be issued to the Issuer pursuant to the technical Event of Default resulting from the breach of the Financial Covenant; or
- (b) the payment of both the accrued interest and principal amount on the Notes held by Noteholders who exercise their option to require the Issuer to redeem their Notes in the manner set out in paragraph 3.2(c) below ("Cessation of Trading Option") and/or the continued payment of interest and the payment of the principal amount on 13 April 2020 on the Notes held by Noteholders who do not exercise Cessation of Trading Option.

3.2 In any event, the Board of Directors of the Trustee-Manager note that:

- (a) the Notes will continue to be listed on the Singapore Exchange Securities Trading Limited;
- (b) all of the financial institutions that are currently providing credit facilities to the CRT Group have been notified of the Refinancing Arrangements and the breach of the Financial Covenant constituting a technical Event of Default and none of these financial institutions has declared any event of default in respect of the relevant credit facilities nor terminated the credit facilities extended to the CRT Group as a consequence thereof;
- (c) as the CRT units have ceased to be traded on the Singapore Exchange Trading Limited (the "SGX-ST") on 10 October 2017 ("Cessation Date"), the Issuer has pursuant to Condition 6(e)(ii) given notice:
  - (i) on 12 October 2017 to the Paying Agents and DB International Trust (Singapore) Limited ("EMTN Trustee"), as trustee for the Noteholders; and
  - (ii) on 17 October 2017 to the Noteholders via publication on The Business Times ("Cessation of Trading Notice"),

that the Issuer shall, at the option of the Noteholder redeem such Note on 24 November 2017. Noteholders who wish to exercise their option to require the Issuer to redeem their Notes should do so within 30 days after the Cessation Date (i.e. 9 November 2017) and should refer to the Cessation of Trading Notice for further details; and

- (d) in light of the technical Event of Default, Noteholders should note that they may direct the EMTN Trustee to give a Default Notice to the Issuer under the Notes:
  - (i) by written request from Noteholders holding not less than 25 per cent. in principal amount of the Notes then outstanding; or
  - (ii) through the passing of an Extraordinary Resolution,<sup>1</sup>

whereupon the Notes shall become immediately due and repayable by the Issuer.

3.3 Noteholders who are in any doubt as to their cause of action should consult their bank manager, solicitor or other professional adviser.

---

<sup>1</sup> An "Extraordinary Resolution" means: (i) a resolution passed at a duly convened meeting of the Noteholders by a majority of at least 75% of the votes cast; (ii) a resolution in writing signed by Noteholders holding not less than 90% in principal amount of the Notes then outstanding; or (iii) a resolution passed by way of electronic consents communicated through the electronic communications system of CDP by not less than 90% in principal amount of the Notes then outstanding.

By Order of the Board  
**Croesus Retail Asset Management Pte. Ltd.**  
as Trustee-Manager of  
**Croesus Retail Trust**

Kim Yi Hwa  
Company Secretary  
27 October 2017