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(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)

COMPLETION OF ACQUISITION OF ONE'S MALL AND USE OF PROCEEDS FROM THE PRIVATE PLACEMENT

1. COMPLETION OF ACQUISITION

Further to its announcement dated 1 September 2014 in relation to the proposed acquisition by Croesus Retail Trust (“**CRT**”) of the trust beneficiary interests (“**TBI**”) in respect of One’s Mall, a completed retail property in Japan (the “**Property**”, and the acquisition of TBI in One’s Mall, the “**Acquisition**”), the board of directors of Croesus Retail Asset Management Pte. Ltd., in its capacity as trustee-manager of CRT (the “**Trustee-Manager**”), is pleased to announce that the Acquisition was completed today, after the satisfaction of all the conditions precedent under the purchase and sale agreement entered into on 1 September 2014 (as amended) in respect of the Property.

In connection with the Acquisition completed today, the asset management agreement in respect of the Property was entered into on 3 October 2014 (with the agreement to take effect today) and the amendment to the existing property management agreement in respect of the Property was entered into today.

DBS Bank Ltd. and Citigroup Global Markets Singapore Pte. Ltd. were the joint global coordinators, issue managers, bookrunners and underwriters (the “**Joint Issue Managers**”) to the initial public offering of Units by the Trustee-Manager (the “**Offering**”). The Joint Issue Managers assume no responsibility for the contents of this announcement.

(i) Property Management Agreement for One's Mall

The term of the existing property management agreement for One's Mall (the "**Property Management Agreement**") commenced from 1 May 2009 and expires on 30 April 2015 and shall be automatically renewed for a further term of one year for each subsequent expiry on the same terms and conditions unless the trustee of the TBI (the "**TBI Trustee**") or the Property Manager (as defined herein) expresses its intention not to renew the term not less than three months prior to each expiry.

There is a base fee payable¹ monthly to Xymax Properties Corporation (the "**Property Manager**"), the property management company under the Property Management Agreement. The amount of the base fee may be revised annually upon agreement through consultation among the TBI Trustee, the Property Manager and Durian TMK.

If "New NOI"² is improved, the Property Manager is also entitled to a net operating income improvement fee at the following rates:

- (a) if the annual amount of New NOI is more than X¹ million yen but no more than Y¹ million yen: 15% of the portion exceeding X¹ million yen (excluding consumption tax); and
- (b) if the annual amount of New NOI is more than Y¹ million yen: 30% of the portion exceeding Y¹ million yen (excluding consumption tax)

In addition to the base fee and net operating income improvement fee, certain other fees like a building management fee, fees for revisions of rent, construction management, sales promotion and obtaining sub-leasing approvals from the sub-lessees are also payable.

(ii) Asset Management Agreement for One's Mall

The term of the asset management agreement for One's Mall (the "**Asset Management Agreement**") commences from 16 October 2014 and expires on 16 October 2020 and shall be automatically renewed for one or more additional terms of two years unless Durian TMK or Tozai Asset Management Co., Ltd. (the "**Japan Asset Manager**") as asset manager, gives a written notice of non-renewal to the counterparty not less than 90 days prior to the termination date.

¹ The Trustee-Manager is not able to disclose the amount of the base fee payable as the Trustee-Manager was not able to obtain approval from the Property Manager for such information to be disclosed in the Announcement due to confidentiality obligations under the Property Management Agreement. "X" and "Y" each represents a different numerical figure which the Trustee-Manager is not able to disclose for the aforementioned reasons. The Trustee-Manager believes that such base fee and net operating income improvement fee are commercially fair and reasonable. In any case, the Trustee-Manager is of the view that these are not material expenses of CRT, taken as a whole.

² "New NOI" refers to (i) the income from rent, common service expenses, sales promotion fees, parking fees, utilities expenses, fees for incidental facilities and other income, less (ii) the expenditures from management fees (limited to building management fee), guaranteed amount for parking lot of Daiei, Inc., utilities expenses, repair work expenses (subject to certain thresholds), sales promotion expenses, bank charges and others (including consumables, electricity charges for advertising signs etc).

Pursuant to the Asset Management Agreement, the Japan Asset Manager is entitled to an asset servicing and administration fee, an acquisition fee and a disposition fee as set out below:

- (a) an asset servicing and administration fee comprising a property operation management fee and an incentive fee:
 - (I) Property Operation Management Fee: Market Price of the TBI x 0.00075, where "Market price of the TBI" means the aggregate of the appraisal value of the TBI held by the Durian TMK (being its latest appraisal value as determined by an independent valuer as at the first date of the relevant fiscal year), provided, that, in the case where each of the TBIs or the Properties is disposed, the Property Operation Management Fee shall be prorated based on the number of elapsed days where the Japan Asset Manager performs the asset management services and the disposed TBI or Property is not included in the Market price of the TBI after the date of such disposal; and
 - (II) Incentive Fee: Net Property Income of the TBI x 0.0045;
- (b) an acquisition fee calculated through the purchase price of a new trust beneficiary interest or a new property (excluding consumption tax thereon) x 0.0028, payable by the Durian TMK within 30 days of the invoice date and which shall not be refunded in any event; and
- (c) a disposition fee calculated through the sales price of the TBI (excluding consumption tax thereon) x 0.0014, payable by the Durian TMK within 30 days of the invoice date and which shall not be refunded in any event.

Other than as set out above, there are no other fees payable to the Japan Asset Manager under the Asset Management Agreement. The Trustee-Manager's fees will also be reduced by the fees payable to the Japan Asset Manager.

2. USE OF PROCEEDS FROM THE PRIVATE PLACEMENT

In addition, further to its announcements dated 1 September 2014 and 11 September 2014 in relation to the private placement of 78,900,000 new units in CRT ("**New Units**") at an issue price of S\$0.915 per New Unit (the "**Private Placement**"), the board of directors of the Trustee-Manager is pleased to announce that the gross proceeds of S\$72.2 million have been utilised as follows:

- (i) approximately S\$61.4 million (which is equivalent to 85.1% of the gross proceeds of the Private Placement) to partially fund the Acquisition; and
- (ii) approximately S\$6.3 million (which is equivalent to 8.7% of the gross proceeds of the Private Placement) to pay the estimated fees and expenses, including professional fees and expenses, incurred or to be incurred by CRT in connection with the Acquisition and the Private Placement.

Such use is in accordance with the stated use and is materially in accordance with the percentage of the gross proceeds of the Private Placement allocated to such use³. The Trustee-Manager will make further announcements via SGXNET as and when the remaining proceeds of S\$4.5 million are materially disbursed for general corporate and working capital purposes.

The balance of the aggregate purchase consideration for the Acquisition has been financed by onshore debt financing and the proceeds from the issuance of S\$100,000,000 in principal amount of Fixed Rate Notes due 2017 issued on 23 January 2014 pursuant to CRT's U.S.\$500,000,000 Euro Medium Term Note Programme established on 3 January 2014.

By Order of the Board

Kim Yi Hwa

Company Secretary

Croesus Retail Asset Management Pte. Ltd.

(Registration No. 201205175K)

(as trustee-manager of Croesus Retail Trust)

16 October 2014

³ The allocated percentages were stated to be 86.1%, 8.6% and 5.3% respectively in the announcement dated 1 September 2014. The difference is mainly due to the difference in exchange rates used in connection with the Acquisition and the Private Placement.

Important Notice

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The value of the Units and the income derived from them may fall as well as rise. The Units are not obligations of, deposits in, or guaranteed by, the Trustee-Manager, the sponsor of CRT, or any of their respective affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request the Trustee-Manager to redeem or purchase their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

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