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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 Number 201205175K)

LAUNCH OF PRIVATE PLACEMENT TO RAISE GROSS PROCEEDS OF UP TO S\$53.9 MILLION (INCLUDING THE UPSIZE OPTION)

1. INTRODUCTION

Croesus Retail Asset Management Pte. Ltd., in its capacity as trustee-manager of Croesus Retail Trust (“**CRT**”, and as trustee-manager of CRT, the “**Trustee-Manager**”), wishes to announce the launch of a private placement (“**Private Placement**”) of 60,000,000 new units in CRT (“**New Units**”) at an issue price of between S\$0.745 and S\$0.770 per New Unit (both figures inclusive) (the “**Issue Price Range**”) to raise gross proceeds of up to S\$46.2 million.

In the event that the Private Placement is oversubscribed, the Trustee-Manager may, together with the Sole Bookrunner and Underwriter (as defined herein), decide to increase the size of the Private Placement and issue up to 10,000,000 additional New Units so as to raise up to S\$7.7 million of additional gross proceeds (the “**Upsize Option**”).

Based on an illustrative issue price of S\$0.755 (the “**Illustrative Issue Price**”), and assuming that the Upsize Option is fully exercised such that a total of 70,000,000 New Units are issued, the gross proceeds from the Private Placement (including the Upsize Option) will amount to S\$52.85 million (the “**Illustrative Gross Proceeds**”) and the net proceeds from the Private Placement will amount to approximately S\$51.05 million, after deducting the underwriting

and selling commission and other estimated fees and expenses (including professional fees and expenses) incurred in connection with the Private Placement.

2. DETAILS OF THE PRIVATE PLACEMENT

The Trustee-Manager has appointed DBS Bank Ltd. as the sole bookrunner and underwriter (the “**Sole Bookrunner and Underwriter**”) in relation to the Private Placement.

The Trustee-Manager has today entered into a placement agreement with the Sole Bookrunner and Underwriter (the “**Placement Agreement**”), pursuant to which the Sole Bookrunner and Underwriter has been appointed to procure subscriptions for or place out, as applicable, and failing which, to subscribe and pay for, the New Units to be issued pursuant to the Private Placement at an issue price per New Unit (the “**Issue Price**”) to be determined within the Issue Price Range, on the terms and subject to the conditions of the Placement Agreement.

The Issue Price Range of between S\$0.745 and S\$0.770 per New Unit (both figures inclusive) represents a discount of between:

- (i) 5.3% and 8.3% to the volume weighted average price (“**VWAP**”) of S\$0.8128 per unit in CRT (“**Unit**”); and
- (ii) (for illustrative purpose only) 2.9% and 6.1% to the adjusted VWAP (“**Adjusted VWAP**”) ¹ of S\$0.7933 per Unit,

for trades in the Units done on Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the full Market Day² on 23 March 2016, being the date the Placement Agreement was signed.

The Issue Price will be determined by the Trustee-Manager and the Sole Bookrunner and Underwriter following a book-building process. The Trustee-Manager will make an announcement via SGXNET once the Issue Price has been determined, which is currently expected to be no later than 24 March 2016.

The Private Placement shall be subject to certain conditions precedent, more particularly set out in the Placement Agreement, including the approval in-principle of the SGX-ST for the listing of and quotation for the New Units on the Main Board of the SGX-ST.

1 The Adjusted VWAP is computed based on the VWAP of all trades in the Units on the SGX-ST for the full Market Day on 23 March 2016, and subtracting the Advanced Distribution (as defined herein). The Advanced Distribution stated herein is an estimate only based on information currently available to the Trustee-Manager based on information currently available to the Trustee-Manager and the Trustee-Manager’s estimate of CRT’s revenue and expenses, and the actual Advanced Distribution may differ.

2 “**Market Day**” refers to a day on which the SGX-ST is open for securities trading.

3. USE OF PROCEEDS

Subject to relevant laws and regulations, the Trustee-Manager intends to use the Illustrative Gross Proceeds of S\$52.85 million from the Private Placement in the following manner:

- (i) approximately S\$51.05 million (equivalent to 96.6% of the Illustrative Gross Proceeds) will be used to partially fund potential acquisitions of income-producing retail assets located in Japan (the “**Potential Acquisitions**”), subject to completion of negotiations with the vendors and satisfactory due diligence, asset enhancement initiatives (“**AEI**”) of existing and/or to-be acquired assets, as well as general corporate and working capital purposes); and
- (ii) approximately S\$1.8 million (equivalent to 3.4% of the Illustrative Gross Proceeds) will be used to pay the estimated fees and expenses, including professional fees and expenses, incurred or expected to be incurred by CRT in connection with the Private Placement.

Notwithstanding its current intention, the Trustee-Manager may, subject to relevant laws and regulations, use the net proceeds from the Private Placement at its absolute discretion for other purposes.

Pending the deployment of the net proceeds from the Private Placement, the net proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions, or used to repay outstanding borrowings or for any other purpose on a short-term basis as the Trustee-Manager may, in its absolute discretion, deem fit.

The Trustee-Manager will make periodic announcements via SGXNET on the utilisation of the proceeds from the Private Placement as and when such funds are materially utilised and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. Where there is any material deviation from the stated use of proceeds, the Trustee-Manager will announce the reasons for such deviation.

4. RATIONALE FOR THE PRIVATE PLACEMENT

The Trustee-Manager believes that the Private Placement will provide the following key benefits to the unitholders of CRT (“**Unitholders**”):

4.1 Financing the Potential Acquisitions to Grow CRT’s Existing Portfolio

The Trustee-Manager intends to use part of the proceeds from the Private Placement to fund the Potential Acquisitions.

The Potential Acquisitions are in line with the Trustee-Manager's principal investment strategy to invest in a diversified portfolio of predominately retail real estate assets located in the Asia-Pacific region, with an initial focus on Japan.

These Potential Acquisitions are expected to deliver stable and sustainable distributions as well as yield and value accretion to Unitholders.

4.2 Strengthen CRT's Balance Sheet and Capital Structure

After the Private Placement is completed, CRT's Aggregate Leverage¹, on a pro forma and illustrative basis, would be reduced to 44.5%², from 46.3% as at 31 December 2015.

The Private Placement will also provide CRT with greater financial capacity to capitalise on growth opportunities as and when they may arise, in the form of the Potential Acquisitions and/or AELs.

4.3 Potential Increase in Trading Liquidity of the Units

Assuming the Upsize Option is fully exercised, the New Units to be issued pursuant to the Private Placement will increase the number of Units in issue by 70,000,000 Units, which is an increase of 11.0% of the total number of Units currently in issue. The increase in total number of Units in issue may improve the trading liquidity of the CRT after the Private Placement.

5. ELIGIBILITY TO PARTICIPATE IN THE PRIVATE PLACEMENT

The offer of New Units under the Private Placement will be made to institutional and other investors.

The New Units have not been and will not be registered under the Securities Act or the securities laws of any state or jurisdiction of the United States and may not be offered or sold within the United States absent registration or an exemption from registration under the Securities Act. The New Units are being offered and sold only in offshore transactions as defined in and in reliance on Regulation S under the Securities Act.

The Trustee-Manager, along with the Sole Bookrunner and Underwriter, reserves the absolute discretion in determining whether to allow such participation as well as the persons who may be allowed to do so.

1 "Aggregate Leverage" is defined in the trust deed dated 7 May 2012 constituting CRT (as amended) as the total borrowings and deferred payments (including deferred payments for assets whether to be settled in cash or Units) of CRT. CRT has voluntarily adopted an Aggregate Leverage limit of 60.0% of the value of its assets.

2 Based on Illustrative Gross Proceeds of S\$52.85 million being raised and SGD/JPY exchange rate of 82.0, without taking into account the estimated fees and expenses, including professional fees and expenses, incurred or expected to be incurred by CRT in connection with the Private Placement.

6. AUTHORITY TO ISSUE THE NEW UNITS

The New Units will be issued pursuant to the general mandate which Unitholders have given to the Trustee-Manager to issue Units (the “**Unit Issue Mandate**”) at the second annual general meeting of CRT held on 26 October 2015. Pursuant to the Unit Issue Mandate, the Trustee-Manager may, during the period from 26 October 2015 until (i) the date of the next annual general meeting of CRT or (ii) the date by which the next annual general meeting of CRT is required by applicable laws and regulations to be held, whichever is the earlier, issue Units whether by way of rights, bonus or otherwise and/or make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units, provided that the aggregate number of Units to be issued pursuant to the Unit Issue Mandate (including Units to be issued in pursuance of Instruments made or granted pursuant to the Unit Issue Mandate) must not exceed 50.0% of the total number of issued Units as at 26 October 2015 (excluding treasury Units, if any) (the “**Base Figure**”), of which the aggregate number of Units to be issued other than on a *pro rata* basis to existing Unitholders must not exceed 20.0% of the Base Figure.

As at 26 October 2015, the number of Units in issue was 519,193,989 Units and the number of Units that can be issued under the Unit Issue Mandate for a non *pro rata* issuance is 103,838,797 Units.

Taking into account the 4,030,000 Units which have been issued under the Unit Issue Mandate as payment for the Trustee-Manager’s fees for the period from 1 July 2015 to 31 December 2015, the balance number of Units that can be still be issued under the Units Issue Mandate on a non *pro rata* basis is 99,808,797 Units¹.

Therefore, the maximum number of 70,000,000 New Units to be issued pursuant to the Private Placement (assuming the Upsize Option is fully exercised) is within the number of Units that can be issued pursuant to the Unit Issue Mandate on a non *pro rata* basis. Accordingly, the prior approval of the Unitholders is not required for the issue of the New Units under the Private Placement.

1 This figure does not include the 114,222,677 Units issued on 2 November 2015 (the “**Rights Units**”) pursuant to a renounceable rights issue announced on 28 September 2015 (the “**Rights Issue**”). As the underwriting agreement in respect of the Rights Issue was entered into on 28 September 2015, being prior to 26 October 2015, the Rights Units were not issued pursuant to the Unit Issue Mandate. Instead the Rights Units were issued pursuant to the previous general mandate which Unitholders had given to the Trustee-Manager for the issue of new Units at the first annual general meeting of CRT held on 27 October 2014.

7. STATUS OF THE NEW UNITS

The New Units are expected to be listed on or around 4 April 2016.

Other than the Advanced Distribution (see below) to which the New Units will not be entitled, the New Units issued pursuant to the Private Placement will, upon issue, rank *pari passu* in all respects with the Units in issue on the day immediately prior to the date on which the New Units are issued pursuant to the Private Placement (the “**Existing Units**”), including the right to any distributable income from 4 April 2016 to 30 June 2016 as well as all distributions thereafter, other than in respect of the Advanced Distribution.

8. ADVANCED DISTRIBUTION

CRT’s current policy is to distribute its income available for distribution on a semi-annual basis to Unitholders.

In connection with the Private Placement, the Trustee-Manager intends to declare in respect of the Existing Units, an advanced distribution for the period from 1 January 2016 to 3 April 2016 (the “**Advanced Distribution**”).

The current expectation of the Trustee-Manager is that the quantum of the distribution per Unit under the Advanced Distribution is estimated to be 1.95 Singapore cents per Unit¹. A further announcement on the actual amount of Advanced Distribution (which may differ from the estimate above) will be made by the Trustee-Manager in due course.

The next distribution following the Advanced Distribution will comprise CRT’s distributable income for the period from 4 April 2016 to 30 June 2016. Semi-annual distributions will resume thereafter.

The Advanced Distribution is intended to ensure that the distributable income accrued by CRT up to the day immediately preceding the date of issue of the New Units (which at this point, will be entirely attributable to the Existing Units), is only distributed in respect of the Existing Units, and is being proposed as a means to ensure fairness to the holders of the Existing Units.

For the avoidance of doubt, holders of the New Units will not be entitled to participate in the distribution of any distributable income accrued by CRT prior to the date of issue of the New Units.

1 The advanced distribution for the period from 1 January 2016 to the day immediately prior to the date on which the New Units are issued pursuant to the Private Placement is estimated based on information currently available to the Trustee-Manager and the Trustee-Manager’s estimate of CRT’s revenue and expense, and the actual Advanced Distribution may differ.

(Please see the announcement dated 23 March 2016 issued by the Trustee-Manager in relation to the notification of the time and date on which the transfer books and register of Unitholders will be closed to determine Unitholders' entitlement to the Advanced Distribution.)

9. APPLICATION TO THE SGX-ST FOR APPROVAL IN-PRINCIPLE

The Trustee-Manager will make a formal application to the SGX-ST for the listing of, dealing in, and quotation of, the New Units on the Main Board of the SGX-ST. An appropriate announcement will be made upon the receipt of such in-principle approval from the SGX-ST.

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)

23 March 2016

Important Notice

This announcement is for information purposes only and does not constitute or form part of an offer, solicitation or invitation of any offer, to buy or subscribe for any securities of CRT in Singapore, the United States, European Union, European Economic Area, Canada, Japan or any other jurisdiction, nor should it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever.

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, the Sole Bookrunner and Underwriter, 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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