

CROESUS RETAIL TRUST

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

Registration Number: 2013004

Managed by Croesus Retail Asset Management Pte. Ltd.

(Registration Number 201205175K)



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of the holders of units of Croesus Retail Trust ("**CRT**", and the holders of units in CRT, "**Unitholders**") will be held on 27 October 2016 at 3.00 p.m. at Ballroom 2, Lower Lobby, The Fullerton Hotel, 1 Fullerton Square, Singapore 049178 (or immediately after the conclusion of the third annual general meeting of CRT, to be held at 2.00 p.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular dated 5 October 2016 to Unitholders (the "**Circular**")):

SPECIAL RESOLUTION 1

THE PROPOSED ELECTRONIC COMMUNICATIONS AMENDMENTS

That:

- (i) in accordance with Section 31 of the Business Trusts Act, Chapter 31A of Singapore, the Trust Deed be amended in the manner described in paragraph 2.2 of the Circular and as set out in Appendix A of the Circular (save for the Other Proposed Trust Deed Amendments) (the "**Proposed Electronic Communications Amendments**"); and
- (ii) the Trustee-Manager be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager may consider expedient or necessary or in the interests of CRT to give effect to the Proposed Electronic Communications Amendments.

SPECIAL RESOLUTION 2

THE OTHER PROPOSED TRUST DEED AMENDMENTS

That:

- (i) in accordance with Section 31 of the Business Trusts Act, Chapter 31A of Singapore, the Trust Deed be amended in the manner described in paragraph 2.3 of the Circular and as set out in Appendix A of the Circular (save for the Proposed Electronic Communications Amendments) (the "**Other Proposed Trust Deed Amendments**"); and
- (ii) the Trustee-Manager be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager may consider expedient or necessary or in the interests of CRT to give effect to the Other Proposed Trust Deed Amendments.

NOTES:

- (1) A Unitholder entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder.
- (2) Where a Unitholder appoints two proxies, he/she must specify the proportion of his/her unitholding (expressed as a percentage of the whole) to be represented by each proxy. Where a Unitholder appoints two proxies and does not specify the proportion of his/her unitholding to be represented by each proxy, then the Units held by the Unitholder are deemed to be equally divided between the proxies.
- (3) The instrument appointing a proxy or proxies must be deposited at the office of Boardroom Corporate & Advisory Services Pte. Ltd., the Unit Registrar of CRT, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the EGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Trustee-Manager (or its agents) for the purpose of the processing and administration of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Trustee-Manager (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Trustee-Manager (or its agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Trustee-Manager (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Trustee-Manager in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.

By Order of the Board of Directors of Croesus Retail Asset Management Pte. Ltd.

(as Trustee-Manager of Croesus Retail Trust)

Kim Yi Hwa

Company Secretary

Singapore, 5 October 2016