



# Scheme Meeting

13 September 2017



## Offeror

- Cyrus BidCo Pte. Ltd. (the “**Offeror**”)
  - A company incorporated in Singapore by funds managed or advised by affiliates of The Blackstone Group L.P.

## Transaction Structure

- Acquisition of all the issued units (the “**Units**”) in Croesus Retail Trust (“**CRT**”) by the Offeror, which will be effected by way of a trust scheme (the “**Scheme**”) in compliance with the Singapore Code on Take-overs and Mergers

## Scheme Consideration

- **S\$1.17 in cash per Unit** (the “**Scheme Consideration**”)

## Permitted Distributions

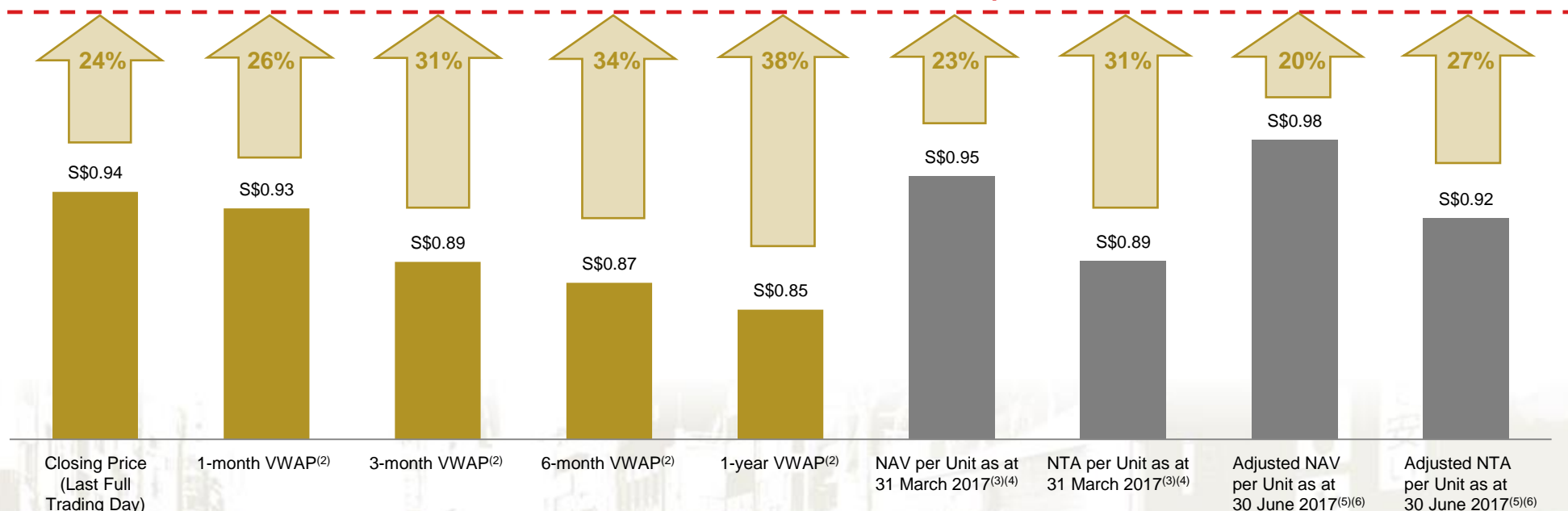
- On 18 August 2017, the Trustee-Manager announced a distribution of 4.06 Singapore cents per Unit for the period from 1 January 2017 to 30 June 2017. The books closure date for this distribution was 28 August 2017
- If the Effective Date falls after 31 October 2017, Unitholders may receive up to an additional 90% of CRT’s distributable income for the period from 1 November 2017 to the Effective Date
- For the avoidance of doubt, the Scheme Consideration will not be reduced by the Permitted Distributions
- Further, the Scheme Consideration will not be reduced by the transaction expenses which are incurred by the Trustee-Manager and up to a limit of US\$9 million (or approximately 1.59 Singapore cents per Unit)<sup>(1)</sup>

Note: (1) Based on the number of Units issued and to be issued as at 30 June 2017, being 771,552,510 Units and an exchange rate of USD 1.00 = SGD 1.37 extracted from Bloomberg L.P. as at 5.00 p.m. on 17 August 2017, being the latest practicable date prior to the printing of the Scheme Document (the “**Latest Practicable Date**”).

# Opportunity to Realise Your Investment at a Compelling Price and an Attractive Valuation

## Significant Premium to Various Historical Market Prices

**Scheme Consideration: S\$1.17 in cash per Unit**



Source: Company filings, Bloomberg L.P.

Note: (2) The respective VWAPs are with reference to the relevant periods up to and including 25 April 2017, being the last trading day immediately prior to the date of the Initial Holding Announcement (the "Last Full Trading Day"). (3) As at 31 March 2017, the NAV and NTA of CRT was JPY58,839 million and JPY54,833 million respectively. The NAV per Unit and NTA per Unit were calculated based on the number of Units issued, being 769,732,510 Units. NTA excludes intangible assets pertaining to the goodwill arising from the acquisition of all the issued shares of the Trustee-Manager on 31 August 2016 of JPY4,006 million. (4) Based on an exchange rate of SGD 1.00 = JPY 80.21 extracted from Bloomberg L.P. as at 5.00 p.m. on 23 June 2017. (5) As at 30 June 2017, the NAV and NTA of CRT was JPY63,990 million and JPY59,984 million respectively. The NAV per Unit and NTA per Unit as at 30 June 2017 were calculated based on the number of Units issued and to be issued as at 30 June 2017, being 771,552,510 Units. NTA excludes intangible assets pertaining to the goodwill arising from the acquisition of all the issued shares of the Trustee-Manager on 31 August 2016 of JPY4,006 million. The Adjusted NAV and Adjusted NTA have been adjusted for the declared distribution of 4.06 Singapore cents per Unit in respect of the period between 1 January 2017 and 30 June 2017. (6) Based on an exchange rate of SGD 1.00 = JPY 81.39, as at 30 June 2017.

# Opportunity to Realise Your Investment at a Compelling Price and an Attractive Valuation (Cont'd)

## Scheme Consideration of S\$1.17 in Cash per Unit Exceeds the Highest Closing Price Since IPO



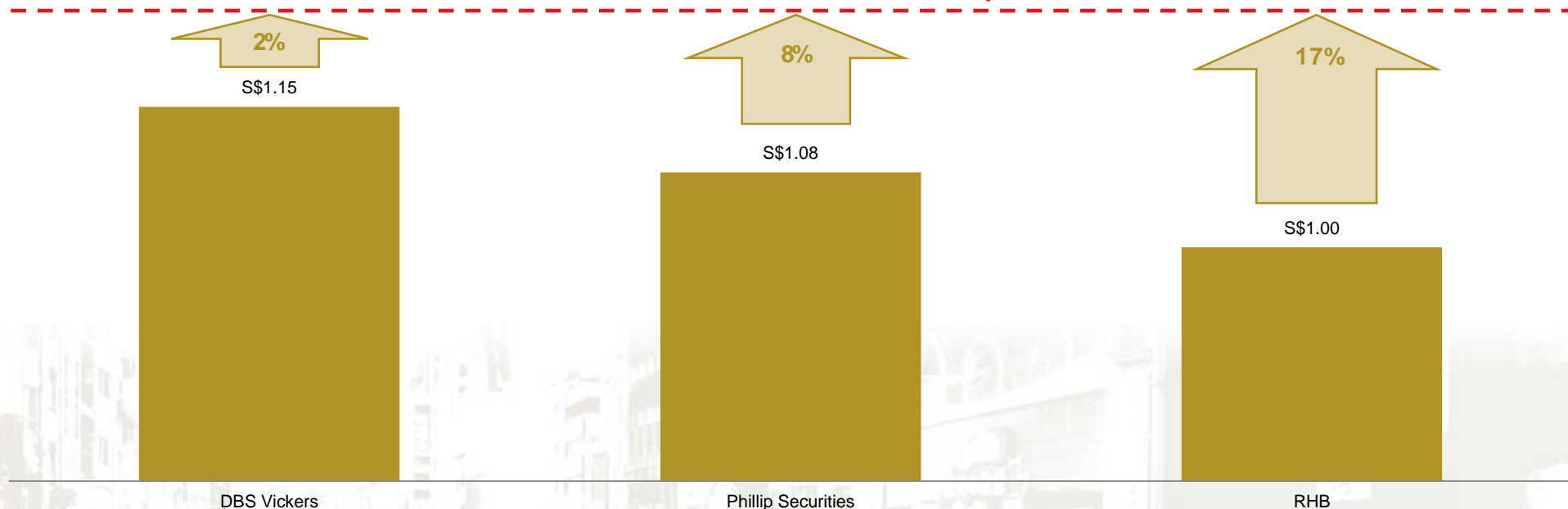
Source: Bloomberg L.P.

Note: (7) Historical Unit prices have been adjusted for the (i) rights issue of 114,222,677 new Units on the basis of 22 rights Units for every 100 existing Units at an issue price of S\$0.610 per rights Unit, which was completed on 23 October 2015, and (ii) preferential offering of 27,682,070 new Units on the basis of 10 new Units for every 259 existing Units at an issue price of S\$0.797 per new Unit, which was completed on 17 August 2016.

# Opportunity to Realise Your Investment at a Compelling Price and an Attractive Valuation (Cont'd)

## Premium to Recent Price Targets of All Analysts Covering CRT<sup>(8)</sup>

**Scheme Consideration: S\$1.17 in cash per Unit**



Source: Broker Research.

Note: (8) As published on Bloomberg L.P. after the Initial Holding Announcement.

# Opportunity to Exit Your Investment in CRT

## The Historical Trading Liquidity of the Units on the SGX-ST has been Low

	Average Daily Trading Volume <sup>(9)</sup>	Average Daily Trading Volume as a Percentage of Total Issued Units <sup>(10)(11)</sup>
12-month period up to and including the Last Full Trading Day	1,333,700	0.17%
6-month period up to and including the Last Full Trading Day	1,275,111	0.17%
3-month period up to and including the Last Full Trading Day	1,540,706	0.20%
1-month period up to and including the Last Full Trading Day	1,543,976	0.20%

*Extracted from the IFA Letter*

“... it appears that while the historical trading and free float volume of the Units has not been high in absolute terms relative to the market capitalization and free float of CRT, the Units are nevertheless readily traded on a frequent basis indicating a ready market for the trading of the Units.”



**INDEPENDENT FINANCIAL ADVISER**

**Unitholders are advised to read the Scheme Document and the letter from the IFA to the Independent Directors in respect of the Scheme set out in Appendix A to the Scheme Document carefully.**

Source: Bloomberg L.P.

Note: (9) Calculated using the total volume of Units traded divided by the number of days on which CRT was traded on the SGX-ST. (10) Calculated using the daily total volume of Units traded divided by the total number of issued Units. (11) Rounded to the nearest two (2) decimal places.

## Scheme Conditions

- The Scheme will require, amongst others, the following approvals:
  - **Amendment of the Trust Deed:** Approval of Unitholders holding in aggregate not less than 75% of the voting rights of all Unitholders present and voting in person or by proxy at the Scheme Meeting to approve the Trust Deed Amendment; and
  - **Approval for the Scheme:** Approval of more than 50% in number of Unitholders representing at least 75% in value of the Units held by Unitholders present and voting in person or by proxy at the Scheme Meeting to approve the Scheme
- In addition, the Scheme will require the sanction of the Court
- The Scheme is expected to be completed by the 4<sup>th</sup> quarter of 2017, subject to satisfaction or waiver (where applicable) of the Scheme Conditions

## Scheme Document

- The Board of the Trustee-Manager has appointed CIMB Bank Berhad, Singapore Branch, as the independent financial adviser (“**IFA**”) to advise the directors of the Trustee-Manager who are considered independent for purposes of the Scheme (the “**Independent Directors**”) for the purposes of making a recommendation to the Unitholders
- Full details of the Scheme, including the recommendation of the Independent Directors and the advice of the IFA, are included in the scheme document (the “**Scheme Document**”)

## *Extracted from the IFA letter*

“Based upon and subject to the foregoing, we are of the opinion that, as at the Latest Practicable Date the terms of the Scheme from a financial point of view are **FAIR AND REASONABLE** so far as the Unitholders are concerned. Accordingly, we advise the Independent Directors to recommend that the Unitholders **VOTE IN FAVOUR** of the Scheme at the Scheme Meeting or sell their Units in the open market if they are able to obtain a price higher than the Scheme Consideration (taking into account the Permitted Distributions and after netting off the related transaction expenses).”



## INDEPENDENT FINANCIAL ADVISER

Unitholders are advised to read the Scheme Document and the letter from the IFA to the Independent Directors in respect of the Scheme set out in Appendix A to the Scheme Document carefully.



## *Extracted from the recommendation from the Independent Directors*

“The Independent Directors, having considered carefully the terms of the Scheme and the advice given by the IFA in the IFA Letter, concur with the recommendation of the IFA in respect of the Scheme. Accordingly, the Independent Directors recommend that Unitholders **VOTE IN FAVOUR** of the Scheme at the Scheme Meeting. Unitholders also have the option of selling their Units in the open market if they are able to obtain a price higher than the Scheme Consideration (taking into account the Permitted Distributions and after netting off the related transaction expenses).

Unitholders should also be aware and note that there is no assurance that the trading volumes and market prices of the Units will be maintained at the current levels prevailing as at the Latest Practicable Date if the Scheme does not become effective and binding for whatever reason. Unitholders should also be aware and note that there is currently no certainty that the Scheme will become effective and binding.”

## Two Conditions to be Met for the Scheme to be Approved by Unitholders at the Scheme Meeting

### “Head-count” Condition

**>50%**

Approval of more than 50% in number of Unitholders present and voting in person or by proxy at the Scheme Meeting

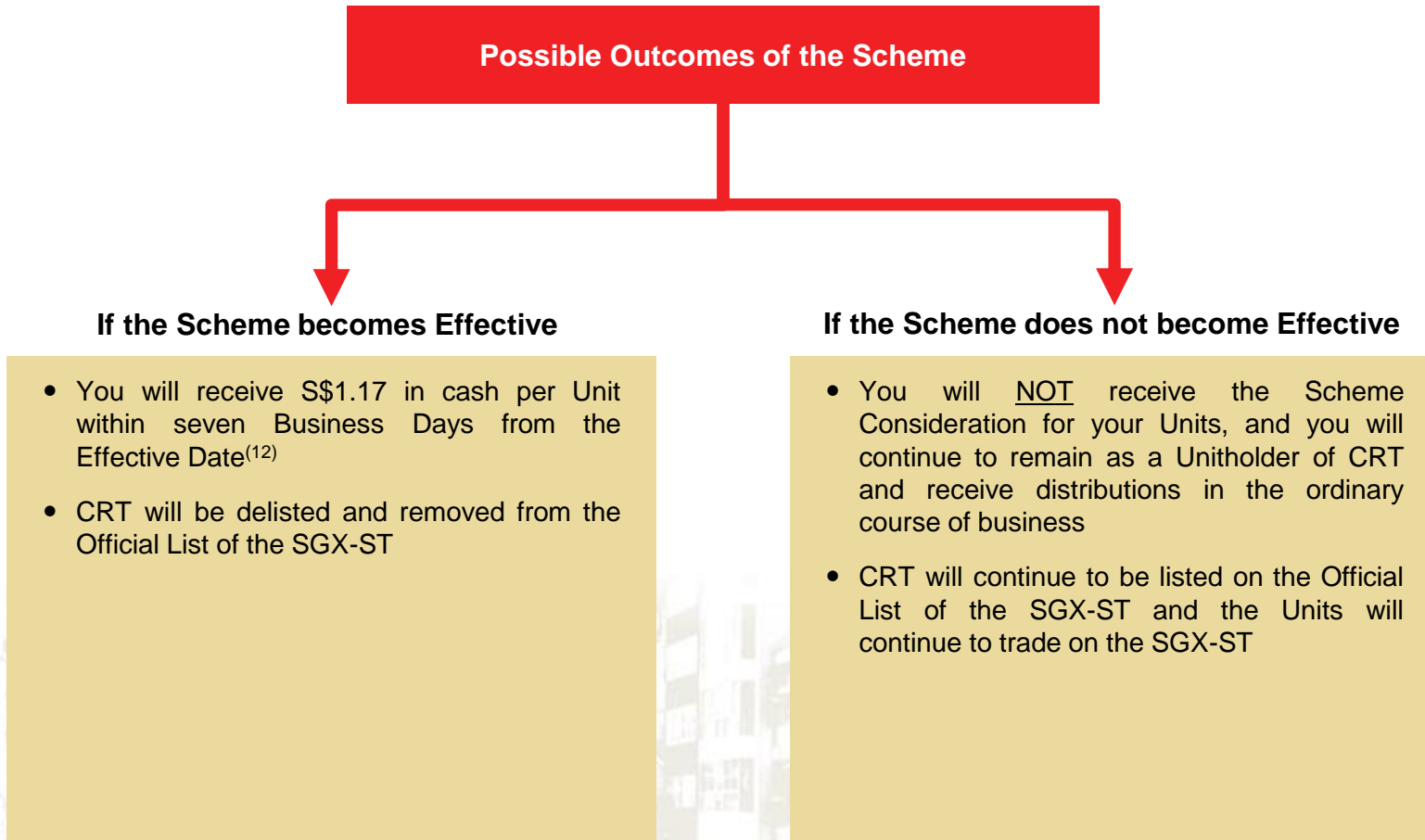


### “Unit-count” Condition

**≥75%**

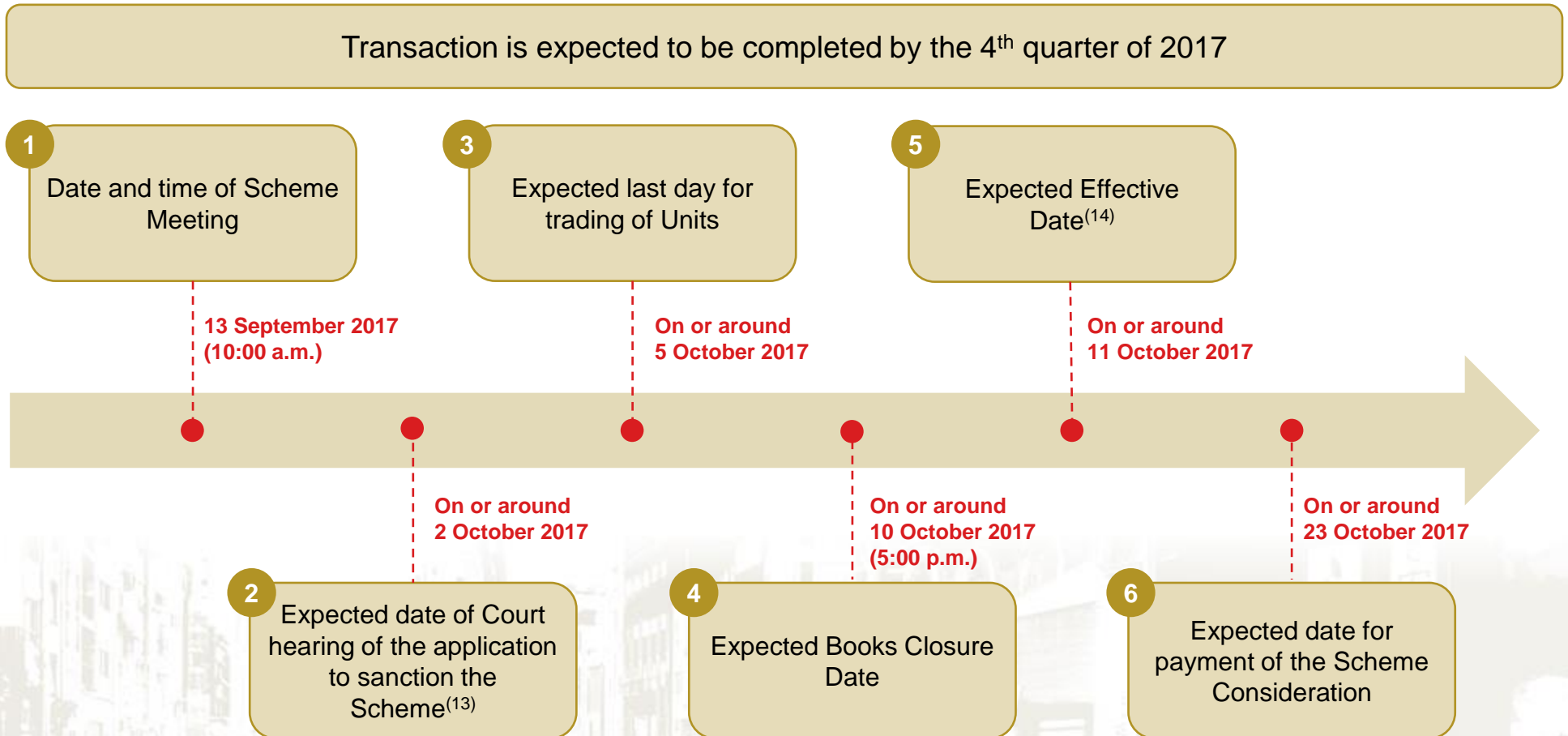
Approval of at least 75% in value of the Units held by Unitholders present and voting in person or by proxy at the Scheme Meeting

- Upon receipt of the approval by the requisite majority of Unitholders present and voting, either in person or by proxy, at the Scheme Meeting, an application will be made to the Court by the Trustee-Manager for the sanction of the Scheme
- Based on the expected timetable, the Court hearing of the application for the sanction of the Scheme is expected to take place on 2 October 2017



Note: (12) If the Effective Date falls after 31 October 2017, Unitholders may receive up to an additional 90% of CRT's distributable income for the period from 1 November 2017 to the Effective Date.

# Expected Indicative Timeline



Please note that the above timeline is indicative only and may be subject to change. For the events listed above which are described as “expected”, please refer to future announcement(s) by the Trustee-Manager and/or the SGX-ST for the exact dates of these events.

Note: (13) The date of the Court hearing of the application to sanction the Scheme will depend on the date that is allocated by the Court. (14) If each of the Scheme Conditions is satisfied or, as the case may be, has been waived in accordance with the Implementation Agreement, the Scheme will come into effect on the date falling seven (7) Business Days after the last of the conditions precedent set out in Paragraphs 1, 2, 3 and 4 of Appendix H to the Scheme Document has been satisfied or, as the case may be, waived in accordance with the Implementation Agreement.

## Responsibility Statements

**Trustee-Manager.** The directors of the Trustee-Manager (including any who may have delegated detailed supervision of the preparation of this document) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this document (excluding the IFA's statement on the trading liquidity of the Units on page 5 of this document, the IFA's recommendation on page 7 of this document and any information relating to the Offeror or any opinion expressed by the Offeror) are fair and accurate and that, where appropriate, no material facts which relate to CRT or the Trustee-Manager have been omitted from this document, and the directors of the Trustee-Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the directors of the Trustee-Manager has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this document. The directors of the Trustee-Manager do not accept any responsibility for the IFA's statement on the trading liquidity of the Units on page 5 of this document, the IFA's recommendation on page 7 of this document and any information relating to the Offeror or any opinion expressed by the Offeror.

**Offeror.** The directors of the Offeror (including any who may have delegated detailed supervision of the preparation of this document) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this document (excluding the IFA's statement on the trading liquidity of the Units on page 5 of this document, the IFA's recommendation on page 7 of this document, the Independent Directors' recommendation on page 8 of this document, information relating to the Expected Indicative Timeline on page 11 of this document and any information relating to CRT or the Trustee-Manager or any opinion expressed by the Trustee-Manager) are fair and accurate and that, where appropriate, no material facts in relation thereto have been omitted from this document, and the directors of the Offeror jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Trustee-Manager, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this document. The directors of the Offeror do not accept any responsibility for the IFA's statement on the trading liquidity of the Units on page 5 of this document, the IFA's recommendation on page 7 of this document, the Independent Directors' recommendation on page 8 of this document, information relating to the Expected Indicative Timeline on page 11 of this document and any information relating to CRT or the Trustee-Manager or any opinion expressed by the Trustee-Manager.

## Forward-looking Statements

All statements other than statements of historical facts included in this document are or may be forward looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror's or the Trustee-Manager's (as the case may be) current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Given the risks and uncertainties that may cause actual results or outcomes to differ materially from those expressed or implied in such forward-looking statements, Unitholders and investors of the Offeror and CRT should not place undue reliance on such forward-looking statements, and none of the Offeror, the Trustee-Manager, the Offeror's Financial Advisor and Citigroup Global Markets Singapore Pte. Ltd. undertakes any obligation to update publicly or revise any forward-looking statements.

*This document should be read in conjunction with the Scheme Document which contains the full terms and conditions of the Scheme. All capitalised terms not defined herein shall bear the meanings as ascribed to them in the Scheme Document.*