



## Croesus Retail Trust

Croesus Retail Trust (“CRT”) is the first Asia-Pacific retail business trust with an initial portfolio located in Japan listed on Singapore Exchange Securities Trading Limited (the “SGX-ST”).

CRT’s principal investment strategy is to invest in a diversified portfolio of predominantly retail real estate assets located in Japan and across the Asia-Pacific region and real estate-related assets relating to the foregoing. The initial portfolio is located in Japan in order to create a core portfolio of stable income generating assets. This core portfolio would serve as a foundation for CRT to pursue development and acquisition opportunities in the Asia-Pacific region, including Japan to generate long-term capital value and long-term returns.

As at 31 March 2015, CRT’s portfolio comprises 7 quality retail properties (the “Properties”) located across Japan with an aggregate net lettable area (“NLA”) of approximately 251,128.7 sqm and the occupancy rates as at 31 March 2015 are as follows.

Properties	Country / Prefecture	NLA (sqm)	Occupancy rate
Aeon Town Moriya	Japan / Ibaraki	68,046.8	100%
Aeon Town Suzuka	Japan / Mie	43,500.7	100%
Croesus Shinsaibashi	Japan / Osaka	2,342.4	100%
Croesus Tachikawa	Japan / Tokyo	7,140.8	100%
Luz Omori	Japan / Tokyo	9,285.1	96.8%
Mallage Shobu	Japan / Saitama	67,964.3	94.7%
One’s Mall	Japan / Chiba	52,848.6	99.6%

The acquisition of 4 properties, namely Aeon Town Moriya, Aeon Town Suzuka, Croesus Shinsaibashi and Mallage Shobu (the “Initial Portfolio”) was completed on 10 May 2013 (“Listing Date”), the day which CRT was listed on the SGX-ST, while the further acquisition of 2 properties, namely Luz Omori and Croesus Tachikawa, was completed on 6 March 2014 and the acquisition of One’s Mall was completed on 16 October 2014.

The Properties are held by Croesus Retail Asset Management Pte. Ltd. (in its capacity as trustee-manager of CRT, the “Trustee-Manager”) through a tokutei mokuteki kaisha (“TMK”) structure. The TMK is one of the common structures adopted for investment in real estate in Japan. The TMK may either acquire legal ownership rights of real properties or, as in the case of CRT’s investment in the Properties, may hold the trust beneficiary interest (“TBI”) in the Properties. In the case of CRT, the legal title to each of the Properties is held in trust by a trustee, which is typically a bank while the TBIs are held by the TMK. The TMK may obtain financing by issuing equity securities (preferred and specified equities) and debt securities (such as specified bonds), as well as by borrowing from entities which qualify as “Qualified Institutional Investors” under the Financial Instruments and Exchange Law of Japan. The TBIs in respect of the Initial Portfolio are held through Mangosteen TMK, while the TBIs in respect of the acquisition in March 2014 and October 2014 are held through Persimmon TMK and Durian TMK, respectively.

CRT is managed by the Trustee-Manager which is a wholly-owned subsidiary of Evertrust Asset Management Pte. Ltd. ("Evertrust").

Evertrust is owned by Croesus Partners Pte. Ltd. and CRT's strategic partners, Daiwa House Industry Co. Ltd and Marubeni Corporation (together, the "Strategic Partners") in the proportion of 80%, 10% and 10%, respectively. The Trustee-Manager's key objectives are to deliver a competitive return on investment to unitholders of CRT through (i) regular and growing distributions and (ii) long-term capital value growth of CRT's portfolio of assets. The Trustee-Manager targets acquisition of properties in markets with stable and high growth potential and had negotiated rights of first refusal from Croesus Merchants International Pte. Ltd. and the Strategic Partners.

### **Distribution Policy**

CRT's distribution policy is to distribute 100% of its distributable income for the period from the Listing Date to 30 June 2014 and from 1 July 2014 to 30 June 2015, and at least 90% of its distributable income thereafter.

CRT will make distributions to unitholders on a semi-annual basis with the amount calculated as at 30 June and 31 December each year for the six-month period ending on each of the said dates.

1 (a) Consolidated statement of comprehensive income and distribution statement for 3Q 2015 vs 3Q 2014 and 3Q YTD 2015 vs 3Q YTD 2014 <sup>(a)</sup>

Note	3Q 2015	3Q 2014	Variance	3Q YTD 2015	3Q YTD 2014
	1 Jan 2015 to 31 Mar 2015 (JPY'000)	1 Jan 2014 to 31 Mar 2014 (JPY'000)	Increase/(Decrease) (%)	1 Jul 2014 to 31 Mar 2015 (JPY'000)	10 May 2013 to 31 Mar 2014(a) (JPY'000)
<b>Gross Revenue</b>	<b>1,982,267</b>	<b>1,391,654</b>	<b>42.4%</b>	<b>5,646,810</b>	<b>4,676,803</b>
Gross rental income	1,683,253	1,205,833	39.6%	4,746,440	4,031,126
Utilities income	213,638	120,646	77.1%	625,963	472,299
Other income	85,376	65,175	31.0%	274,407	173,378
<b>Property Operating Expenses</b>	<b>(819,578)</b>	<b>(457,921)</b>	<b>79.0%</b>	<b>(2,171,301)</b>	<b>(1,667,754)</b>
Property management expenses	(109,609)	(68,997)	58.9%	(285,879)	(240,107)
Building management expenses	(155,969)	(80,823)	93.0%	(400,124)	(273,708)
Repair expenses	(87,847)	(11,940)	635.7%	(108,422)	(38,643)
Utilities expenses	(236,803)	(136,228)	73.8%	(717,741)	(557,910)
Property tax expenses	(108,736)	(77,750)	39.9%	(300,456)	(265,724)
Insurance expenses	(4,139)	(2,744)	50.8%	(11,806)	(9,313)
Sales and promotion expenses	(67,727)	(49,544)	36.7%	(203,006)	(207,159)
Other expenses	(48,748)	(29,895)	63.1%	(143,867)	(75,190)
<b>Net Property Income</b>	<b>1,162,689</b>	<b>933,733</b>	<b>24.5%</b>	<b>3,475,509</b>	<b>3,009,049</b>
Finance income	1,351	458	195.0%	2,724	1,820
Finance costs	(253,491)	(185,836)	36.4%	(744,115)	(474,945)
Other administrative expenses	(20,236)	(19,810)	2.2%	(49,480)	(41,003)
Trustee-Manager's fees	(137,852)	(115,555)	19.3%	(414,294)	(366,820)
Japan Asset Manager's fees	(20,316)	(15,012)	35.3%	(58,940)	(50,681)
Other trust expenses	(36,409)	(26,275)	38.6%	(111,086)	(82,937)
Foreign exchange gains/(losses)	72,840	(40,829)	(278.4%)	91,942	(13,394)
<b>Profit before changes in fair value</b>	<b>768,576</b>	<b>530,874</b>	<b>44.8%</b>	<b>2,192,260</b>	<b>1,981,089</b>
Fair value gains on investment properties	(b) -	387,956	(100.0%)	307,334	1,881,859
Fair value (losses)/gains on derivative financial instruments	(c) (258,734)	(58,549)	341.9%	135,915	(26,777)
<b>Profit before tax</b>	<b>509,842</b>	<b>860,281</b>	<b>(40.7%)</b>	<b>2,635,509</b>	<b>3,836,171</b>
Income tax expenses					
Current tax	(106,809)	(61,551)	73.5%	(283,776)	(221,602)
Deferred tax	(103,628)	(181,660)	(43.0%)	(445,535)	(652,827)
<b>Profit after tax</b>	<b>299,405</b>	<b>617,070</b>	<b>(51.5%)</b>	<b>1,906,198</b>	<b>2,961,742</b>
<b>Other comprehensive income</b>					
<i>Items that may be reclassified subsequently to profit or loss</i>					
Net gains/(losses) on fair value changes on cash flow hedge	(d) 21,777	(159,478)	(113.7%)	15,157	(380,491)
<b>Total other comprehensive income</b>	<b>21,777</b>	<b>(159,478)</b>	<b>(113.7%)</b>	<b>15,157</b>	<b>(380,491)</b>
<b>Total comprehensive income for the period</b>	<b>321,182</b>	<b>457,592</b>	<b>(29.8%)</b>	<b>1,921,355</b>	<b>2,581,251</b>

1 (a) Consolidated statement of comprehensive income and distribution statement for 3Q 2015 vs 3Q 2014 and 3Q YTD 2015 vs 3Q YTD 2014 <sup>(a)</sup> (Cont'd)

Consolidated distribution statement

Note	3Q 2015	3Q 2014	Variance	3Q YTD 2015	3Q YTD 2014
	1 Jan 2015 to 31 Mar 2015 (JPY'000)	1 Jan 2014 to 31 Mar 2014 (JPY'000)	Increase/ (Decrease) (%)	1 Jul 2014 to 31 Mar 2015 (JPY'000)	10 May 2013 to 31 Mar 2014(a) (JPY'000)
<u>Reconciliation of profit after tax to income available for distribution</u>					
<b>Profit after tax</b>	<b>299,405</b>	<b>617,070</b>	<b>(51.5%)</b>	<b>1,906,198</b>	<b>2,961,742</b>
<u>Adjustment for:</u>					
Trustee-Manager's fees paid/payable in Units	130,608	103,286	26.5%	387,380	338,865
Amortisation of upfront costs	72,528	51,133	41.8%	210,037	154,631
Amortisation of prepaid property tax (e)	-	4,746	(100.0%)	54,506	249,779
Fair value gains on investment properties, net of tax (b)	-	(283,075)	(100.0%)	(243,944)	(1,518,570)
Fair value losses/(gains) on derivative financial instruments (c)	258,734	58,549	341.9%	(135,915)	26,777
Other deferred tax expense	103,628	76,780	35.0%	382,144	289,538
Others	(49,174)	(8,704)	465.0%	(78,927)	(30,448)
<b>Income available for distribution</b>	<b>815,729</b>	<b>619,785</b>	<b>31.6%</b>	<b>2,481,479</b>	<b>2,472,314</b>

Notes:

- Under the Listing Manual, CRT is required to present a comparative statement for the corresponding period of the immediately preceding financial year. As CRT was listed on 10 May 2013, the Trustee-Manager had obtained from the SGX-ST a waiver such that the first financial results announcement is in respect of the period from the Listing Date to 30 September 2013. Accordingly, only the financial statements for the period from 1 October 2013 to 31 March 2014 are available for comparison. The financial statements for the period from 1 July 2013 to 31 March 2014 are not available for comparison and in lieu thereof, the comparative statement for a longer period from the Listing Date to 31 March 2014 is presented.
- Fair value gains on investment properties arose from unrealised gains on revaluation of the investment properties of the Group.
- Fair value (losses)/gains on derivative financial instruments arose from mark to market of forward currency contracts (in accordance with FRS 39) used to hedge distributions.
- Net gains/(losses) on fair value changes on cash flow hedge arose from re-measurement of cross currency swap and interest rate swaps entered into to hedge the interest rate risk and currency risk on borrowings.
- Property tax is prepaid upon acquisition to the property vendors together with the acquisition cost for a period from the date of acquisition to the end of the same calendar year. The amortization of prepaid property tax has no impact on distribution.

1 (b) (i) Balance sheets

	Note	31 Mar 2015		30 Jun 2014	
		CRT (JPY'000)	CRT Group (JPY'000)	CRT (JPY'000)	CRT Group (JPY'000)
<b>Non-current assets</b>					
Investment properties	(a)	-	81,841,573	-	69,881,664
Investment in subsidiaries		30,477,919	-	24,897,686	-
Loan to subsidiaries		8,536,695	-	8,829,394	-
Other receivables		-	96,808	-	95,517
Derivative financial instrument	(b)	373,784	373,784	-	-
Prepayments		-	288,448	-	168,769
Restricted cash		-	3,772,278	-	2,053,327
Deferred tax assets		-	11,652	-	5,770
		39,388,398	86,384,543	33,727,080	72,205,047
<b>Current assets</b>					
Cash and short-term deposits		1,135,345	1,379,898	1,946,875	2,754,421
Trade and other receivables		152,170	1,261,347	293,380	708,208
Derivative financial instruments	(b)	203,148	203,148	60,508	60,508
Prepayments		-	447,507	-	68,077
Restricted cash		-	3,512,571	-	2,754,823
		1,490,663	6,804,471	2,300,763	6,346,037
<b>Total assets</b>		40,879,061	93,189,014	36,027,843	78,551,084
<b>Current liabilities</b>					
Loans and borrowings		-	644,247	-	358,444
Trade and other payables		670,141	1,638,646	27,476	884,732
Derivative financial instruments	(b)	18,197	18,725	27,469	27,469
Income tax payable		46,177	308,940	55,975	173,265
Other liabilities		47,406	635,391	44,898	480,010
		781,921	3,245,949	155,818	1,923,920
<b>Non-current liabilities</b>					
Loans and borrowings	(a)	8,665,030	46,310,117	8,119,938	40,244,092
Trade and other payables		-	3,246,850	-	1,623,143
Derivative financial instruments	(b)	7,459	371,238	137,090	585,142
Other liabilities		127,963	578,361	126,231	506,031
Deferred tax liabilities		-	1,726,638	-	1,275,222
		8,800,452	52,233,204	8,383,259	44,233,630
<b>Total liabilities</b>		9,582,373	55,479,153	8,539,077	46,157,550
<b>Net assets attributable to unitholders</b>					
		31,296,688	37,709,861	27,488,766	32,393,534
<b>Equity attributable to unitholders</b>					
Units in issue	(a)	36,372,469	36,356,962	29,876,815	29,861,308
Accumulated (losses)/profits		(5,005,289)	1,787,699	(2,386,145)	2,982,183
Fair value adjustment reserve		(70,492)	(434,800)	(1,904)	(449,957)
		31,296,688	37,709,861	27,488,766	32,393,534

Notes:

- (a) CRT completed a private placement on 11 September 2014 and issued specified bonds on 16 October 2014. The proceeds from the placement and the bonds were partially used to finance the acquisition of One's Mall on 16 October 2014.
- (b) Derivative financial instruments relate to fair value of forward currency contracts, interest rate swaps and cross currency swap.

1 (b) (ii) Gross borrowings as at 31 March 2015

	Note	Maturity	31 Mar 2015 CRT Group (JPY'000)	31 Jun 2014 CRT Group (JPY'000)
<b>Amount payable within one year</b>				
Specified loans	(a)	2015	-	358,444
Specified bonds	(b)	2015	644,247	-
			644,247	358,444
<b>Amount payable after one year</b>				
Specified loans	(a)	2018-2019	28,889,732	28,751,437
Specified bonds	(b)	2018-2019	8,755,356	3,372,717
Medium Term Note	(c)	2017	8,665,029	8,119,938
			46,310,117	40,244,092
<b>Total loans and borrowings</b>			<b>46,954,364</b>	<b>40,602,536</b>

Notes:

*Details of borrowings and collaterals*

(a) Specified loans

Specified loans are secured by mortgages over certain investment properties of the Group. The interest rates range from 3-month Libor + 0.40% to 3-month Libor + 0.45% per annum. The loans are repayable upon maturity. The Group has entered into interest rate swaps to convert the floating interest rates to fixed interest rates.

(b) Specified bonds

Specified bonds are secured with general lien on certain assets of the Group. The interest rate range from 3-month Libor + 0.30% to 3-month Libor + 0.70% per annum. The bonds are repayable upon maturity. The Group has entered into interest rate swaps to convert the floating interest rates to fixed interest rates.

(c) Medium Term Notes at interest cost of 4.6% per annum

The S\$100,000,000 in principal amount of 4.60% Fixed Rate Notes due 2017 ("MTN") was issued in January 2014 pursuant to CRT's U.S. \$500,000,000 Euro Medium Term Note Programme established on 3 January 2014. This is unsecured and is repayable on 23 January 2017. CRT entered into a cross currency swap agreement to convert the principal and interest of the MTN from Singapore Dollar to Japanese Yen. The principal amount and interest were fixed at JPY 8,176,796,000 at 3.83% per annum.

1 (c) Consolidated cash flow statements

	Note	3Q 2015	3Q 2014	3Q YTD 2015	3Q YTD 2014
		1 Jan 2015 to 31 Mar 2015 (JPY'000)	1 Jan 2014 to 31 Mar 2014 (JPY'000)	1 Jul 2014 to 31 Mar 2015 (JPY'000)	10 May 2013 to 31 Mar 2014(a) (JPY'000)
<b>Operating activities</b>					
Profit before tax		509,842	860,281	2,635,509	3,836,171
Adjustment for:					
Changes in fair value of investment properties	(b)	-	(387,956)	(307,334)	(1,881,859)
Changes in fair value of derivative financial instruments		258,734	58,549	(135,915)	26,777
Finance income		(1,351)	(458)	(2,724)	(1,820)
Finance costs		253,491	185,836	744,115	474,945
Trustee-Manager's fees paid in units		133,678	97,612	260,844	240,619
Trustee-Manager's fees payable in units		(3,072)	5,674	126,535	98,246
Amortisation of property tax		-	4,746	54,506	249,779
Unrealised foreign exchange gains		(40,095)	(2,021)	(43,287)	(2,021)
		1,111,227	822,263	3,332,249	3,040,837
<b>Changes in working capital</b>					
Restricted cash		694,854	531,240	(2,476,699)	(4,579,371)
Prepayments		(515,238)	(222,775)	(553,615)	(488,800)
Trade and other receivables		(32,938)	(299,585)	(364,645)	(764,381)
Trade and other payables		552,759	592,835	2,333,672	2,451,594
Other liabilities		(32,973)	291,502	184,675	953,380
		1,777,691	1,715,480	2,455,637	613,259
Finance income received		1,351	458	2,724	1,820
Finance costs paid		(250,084)	(65,506)	(527,794)	(190,808)
Income taxes paid		(175,672)	(142,749)	(337,886)	(149,059)
<b>Net cash flows generated from operating activities</b>		1,353,286	1,507,683	1,592,681	275,212
<b>Investing activities</b>					
Acquisition of investment properties	(b)	-	(14,572,044)	(11,298,156)	(65,948,141)
Subsequent expenditure on investment properties		(338,408)	(2,806)	(354,419)	(87,027)
<b>Net cash flows used in investing activities</b>		(338,408)	(14,574,850)	(11,652,575)	(66,035,168)
<b>Financing activities</b>					
Proceeds from issuance of units	(c)	211,628	-	6,297,540	31,171,488
Payment of issue costs		(10,143)	-	(189,265)	(1,767,935)
Distribution to unitholders	(d)	(1,116,619)	(1,810,356)	(3,100,682)	(1,810,356)
Proceeds from loans and borrowings	(e)	-	16,836,796	6,150,000	42,836,796
Payment of upfront costs of loans and borrowings		-	(439,921)	(155,509)	(1,231,674)
Repayment of loans and borrowings		(360,000)	-	(360,000)	(1,300,000)
<b>Net cash flow (used in)/generated from financing activities</b>		(1,275,134)	14,586,519	8,642,084	67,898,319
<b>Net (decrease)/increase in cash and cash equivalents</b>		(260,256)	1,519,352	(1,417,810)	2,138,363
<b>Cash and cash equivalents at beginning of the financial period</b>		1,600,059	-	2,754,421	-
<b>Effect of exchange rate change on cash and cash equivalents</b>		40,095	2,021	43,287	2,021
<b>Cash and cash equivalents at end of the financial period</b>		1,379,898	1,521,373	1,379,898	2,140,384

1 (c) Consolidated cash flow statements (Cont'd)

Notes:

- (a) Under the Listing Manual, CRT is required to present a comparative statement for the corresponding period of the immediately preceding financial year. As CRT was listed on 10 May 2013, the Trustee-Manager had obtained from the SGX-ST a waiver such that the first financial results announcement is in respect of the period from the Listing Date to 30 September 2013. Accordingly, only the financial statements for the period from 1 October 2013 to 31 March 2014 are available for comparison. The financial statements for the period from 1 July 2013 to 31 March 2014 are not available for comparison and in lieu thereof, the comparative statement for a longer period from the Listing Date to 31 March 2014 is presented.
- (b) CRT completed the acquisitions of the Initial Portfolio on 10 May 2013, Luz Omori and Croesus Tachikawa on 6 March 2014, and One's Mall on 16 October 2014. These properties were revalued to the fair value of the properties. Security deposits from tenants are received upon completion of the acquisitions.
- (c) CRT has on Listing Date issued 425,319,998 units at S\$0.93 each. These proceeds were used mainly for the acquisition of the Initial Portfolio.

In 3Q YTD 2015, on 11 September 2014, CRT issued 78,900,000 units at S\$0.915 each. These proceeds were mainly used for the acquisition of One's Mall on 16 October 2014. On 31 March 2015, CRT issued 2,625,989 units at S\$0.926 pursuant to CRT's distribution reinvestment plan ("DRP") in respect of the distribution for the period from 11 September 2014 to 31 December 2014 of \$0.025 per unit in CRT.

- (d) In 3Q YTD 2014, CRT made distributions for the period from 10 May 2013 to 31 December 2013.

In 3Q YTD 2015, CRT made distributions for the period from 1 January 2014 to 30 June 2014, advanced distributions for the period from 1 July 2014 to 10 September 2014 and distributions for the period from 11 September 2014 to 31 December 2014.

- (e) CRT has, on Listing Date and 28 February 2014, obtained specified loan and specified bond in the total amount of JPY 26,000 million and JPY 8,660 million, respectively. In addition, there was a drawdown of SGD 100 million Medium Term Note equivalent to JPY 8,176 million on 23 January 2014.

In 3Q YTD 2015, CRT issued specified bonds amounting to JPY 6,150 million on 16 October 2014.



1 (d) (i) Statement of changes in unitholders' fund

Note	CRT		CRT Group	
	3Q 2015 (JPY'000)	3Q YTD 2015 (JPY'000)	3Q 2015 (JPY'000)	3Q YTD 2015 (JPY'000)
<b>Units in issue</b>				
	36,040,378	29,876,815	36,024,871	29,861,308
- Issue of new units	345,306	6,676,790	345,306	6,676,790
- Management fees payable in units	(3,072)	8,129	(3,072)	8,129
- Issue costs	(10,143)	(189,265)	(10,143)	(189,265)
Balance at end of the period	36,372,469	36,372,469	36,356,962	36,356,962
<b>Accumulated (losses)/profit</b>				
	(4,042,560)	(2,386,145)	2,604,913	2,982,183
- Net profit for the period	153,890	481,538	299,405	1,906,198
- Distribution to unitholders	(1,116,619)	(3,100,682)	(1,116,619)	(3,100,682)
Balance at end of the period	(5,005,289)	(5,005,289)	1,787,699	1,787,699
<b>Fair value adjustment reserve</b>				
	(12,809)	(1,904)	(456,577)	(449,957)
- Net (losses)/gains on fair value changes on cash flow hedge	(57,683)	(68,588)	21,777	15,157
Balance at end of the period	(70,492)	(70,492)	(434,800)	(434,800)
<b>Equity attributable to unitholders</b>	<b>31,296,688</b>	<b>31,296,688</b>	<b>37,709,861</b>	<b>37,709,861</b>

Note	CRT		CRT Group	
	3Q 2014 (JPY'000)	3Q YTD 2014(a) (JPY'000)	3Q 2014 (JPY'000)	3Q YTD 2014(a) (JPY'000)
<b>Units in issue</b>				
	29,562,066	-	29,639,131	-
- Issue of new units	97,613	31,412,107	97,613	31,412,107
- Management fees payable in units	98,246	98,246	5,674	98,246
- Issue costs	-	(1,752,428)	-	(1,767,935)
Balance at end of the period	29,757,925	29,757,925	29,742,418	29,742,418
<b>Accumulated (losses)/profit</b>				
	(397,458)	-	2,344,672	-
- Net profit for the period	(7,412)	(404,870)	617,070	2,961,742
- Distribution to unitholders	(1,810,356)	(1,810,356)	(1,810,356)	(1,810,356)
Balance at end of the period	(2,215,226)	(2,215,226)	1,151,386	1,151,386
<b>Fair value adjustment reserve</b>				
	-	-	(221,013)	-
- Net (losses)/gains on fair value changes on cash flow hedge	(43,429)	(43,429)	(159,478)	(380,491)
Balance at end of the period	(43,429)	(43,429)	(380,491)	(380,491)
<b>Equity attributable to unitholders</b>	<b>27,499,270</b>	<b>27,499,270</b>	<b>30,513,313</b>	<b>30,513,313</b>

1 (d) (i) Statement of changes in unitholders' fund

Note:

- (a) Under the Listing Manual, CRT is required to present a comparative statement for the corresponding period of the immediately preceding financial year. As CRT was listed on 10 May 2013, the Trustee-Manager had obtained from the SGX-ST a waiver such that the first financial results announcement is in respect of the period from the Listing Date to 30 September 2013. Accordingly, only the financial statements for the period from 1 October 2013 to 31 March 2014 are available for comparison. The financial statements for the period from 1 July 2013 to 31 March 2014 are not available for comparison and in lieu thereof, the comparative statement for a longer period from the Listing Date to 31 March 2014 is presented.
- (b) These are additional units to be issued to the Trustee-Manager as partial consideration of Trustee-Manager's fees incurred for the period ended 31 March 2015 and 31 March 2014. The Trustee-Manager has opted to receive 80% of the fees in units.

1 (d) (ii) Details of any changes in the units

	3Q 2015		3Q YTD 2015	2014	
	Note	1 Jan 2015 to 31 Mar 2015	1 Jul 2014 to 31 Mar 2015	10 May 2013 to 30 Jun 2014 (a)	
Balance at beginning of the period		511,788,000	429,988,000		2
- At Listing Date		-	-		425,319,998
- Trustee-Manager's fees paid in units		1,600,000	4,500,000		4,668,000
- Private placement		-	78,900,000		-
- Distribution reinvestment plan		2,625,989	2,625,989		-
Issued units at the end of the period		516,013,989	516,013,989		429,988,000
Units to be issued					
- Trustee-Managers's fees payable in units	(b)	1,500,000	1,500,000		1,450,000
Balance at end of the period		517,513,989	517,513,989		431,438,000

Note:

- (a) CRT was listed on SGX-ST on 10 May 2013 with the completion of acquisition of the Initial Portfolio on the same date.
- (b) These are additional units to be issued to the Trustee-Manager as partial consideration of Trustee-Manager's fees incurred for the period ended 31 March 2015 and 30 June 2014. The Trustee-Manager has opted to receive approximately 80% of the fees in units. The price of the units to be issued will be computed based on the volume weighted average price of a unit for the period of ten business days immediately preceding the relevant business day of the issue of such units. Therefore, the actual number of units to be issued may deviate from the above illustrative number of units.

2 Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed by our auditor.

- 3 Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of matter).

Not applicable.

- 4 Whether the same accounting policies and methods of computation as in the issuer's most recent audited annual financial statements have been applied.

Same as described in paragraph 5, CRT has applied the same accounting policies and methods of computation with those applied in the audited financial statements for the financial period ended 30 June 2014

- 5 If there are any changes in the accounting policies and methods of computation, what has changed, as well as the reasons for, and effect of the change.

There is no change in the accounting policies and methods of computation compared with the audited financial statements as at 30 June 2014 except for the adoption of new or revised FRS that are mandatory for financial year beginning on 1 July 2014. The adoption of those FRS has no significant impact to the financial position or performance of CRT for the current financial period.

- 6 Group earnings per unit ("EPU") and income available for distribution per unit ("DPU") for 3Q 2015 vs 3Q 2014 and 3Q YTD 2015 vs 3Q YTD 2014

Group earnings per unit

	Note	3Q 2015	3Q 2014	3Q YTD 2015	3Q YTD 2014
		1 Jan to 31 Mar 2015	1 Jan to 31 Mar 2014	1 Jul 2014 to 31 Mar 2015	10 May 2013 to 31 Mar 2014(a)
Weighted average number of units	(b)	512,652,733	427,944,333	489,976,963	426,468,730
Earnings for the period (JPY'000)		299,405	617,070	1,906,198	2,961,742
EPU for the period based on the weighted average number of units in issue (JPY)		0.58	1.44	3.89	6.94

Notes:

- (a) Under the Listing Manual, CRT is required to present a comparative statement for the corresponding period of the immediately preceding financial year. As CRT was listed on 10 May 2013, the Trustee-Manager had obtained from the SGX-ST a waiver such that the first financial results announcement is in respect of the period from the Listing Date to 30 September 2013. Accordingly, only the financial statements for the period from 1 October 2013 to 31 March 2014 are available for comparison. The financial statements for the period from 1 July 2013 to 31 March 2014 are not available for comparison and in lieu thereof, the comparative statement for a longer period from the Listing Date to 31 March 2014 is presented.
- (b) The weighted average number of units is weighted for 3Q 2015, 3Q 2014, 3Q YTD 2015 and 3Q YTD 2014, respectively. The diluted EPU is the same as the basic EPU as no dilutive instruments were in issue during the respective reporting periods.

6 Group earnings per unit (“EPU”) and income available for distribution per unit (“DPU”) for 3Q 2015 vs 3Q 2014 and 3Q YTD 2015 vs 3Q YTD 2014

Group distribution per unit

	Note	3Q 2015	3Q 2014	3Q YTD 2015	3Q YTD 2014
		1 Jan 2015 to 31 Mar 2015	1 Jan 2014 to 31 Mar 2014	1 Jul 2014 to 31 Mar 2015	10 May 2013 to 31 Mar 2014 (a)
Number of unit issued and to be issued at end of period entitled to distribution	(b)	517,513,989	430,038,000	517,513,989	430,038,000
Income available for distribution for the period (JPY'000)		815,729	619,785	2,481,479	2,472,314
DPU for the period based on the number of units entitled to distribution (Singapore cent)	(c)	1.90	1.76	6.06	7.00

Notes:

- (a) CRT was listed on SGX-ST on 10 May 2013 with the completion of acquisition of the Initial Portfolio on the same date.
- (b) The computation of DPU for the period is based on the number of units entitled to distribution. This comprises:
- (i) The number of units in issue as at 31 March 2015 and 31 March 2014 of 516,013,989 and 428,698,000, respectively; and
- (ii) The estimated number of units to be issued to the Trustee-Manager as partial consideration of the Trustee-Manager’s fees payable for the period from 1 January 2015 to 31 March 2015 and for the period from 1 January 2014 to 31 March 2014 of 1,500,000\*\* and 1,340,000 (as reflected in the results announcement on 15 May 2014), respectively.
- \*\* As provided for in the trust deed dated 7 May 2012 constituting CRT, as amended (the “Trust Deed”), the price of the units issued shall be computed based on the volume weighted average price of a unit for the period of ten business days immediately preceding the relevant business day of the issue of such units. Therefore, the actual number of units to be issued may deviate from the above illustrative number of units.
- (c) CRT had entered into forward currency contracts to hedge the currency risk on distributions to the unitholders. The distribution per unit is computed taking such contracts into consideration.

7 Group net asset value (“NAV”) per unit based on existing units in issue and to be issued as at 31 March 2015

	Note	As at 31 Mar 2015	As at 30 Jun 2014
Number of unit issued and to be issued at end of period entitled to distribution	(a)	517,513,989	431,438,000
NAV as at end of period (JPY'000)		37,709,861	32,393,534
Net asset value per unit (JPY)		72.87	75.08

**Notes:**

(a) The number of units used to compute net asset value per unit as at 31 March 2015 and 30 June 2014 is 517,513,989 and 431,438,000, respectively. This comprises:

- (i) The number of units in issue as at 31 March 2015 and 30 June 2014 of 516,013,989 and 429,988,000, respectively; and
- (ii) The estimated number of units to be issued to the Trustee-Manager as partial consideration of the Trustee-Manager’s fees payable for the period from 1 January 2015 to 31 March 2015 and for the period from 1 April 2014 to 30 June 2014 of 1,500,000\*\* and 1,450,000 (as reflected in the results announcement on 28 August 2014), respectively.

\*\* As provided for in the Trust Deed, the price of the units issued shall be computed based on the volume weighted average price of a unit for the period of ten business days immediately preceding the relevant business day of the issue of such units. Therefore, the actual number of units to be issued may deviate from the above illustrative number of units.

8 Review of performance

8 (a) Statement of net property income and distribution

3Q 2015 vs 3Q 2014

	3Q 2015 1 Jan 2015 to 31 Mar 2015	3Q 2014 1 Jan 2014 to 31 Mar 2014	Variance (%)
Gross revenue (JPY'000)	1,982,267	1,391,654	42.4%
Net property income (JPY'000)	1,162,689	933,733	24.5%
Income available for distribution (JPY'000)	815,729	619,785	31.6%
Income available for distribution per unit (Singapore cent)	1.90	1.76	8.0%

8 Review of performance (Cont'd)

8 (a) Statement of net property income and distribution (Cont'd)

3Q YTD 2015 vs 3Q YTD 2014

The Group's performance for 3Q YTD 2015 is based on a period of 274 days compared to 3Q YTD 2014 of 326 days.

	3Q YTD 2015	3Q YTD 2014		Variance (%)
	1 Jul 2014 to 31 Mar 2015	10 May 2013 to 31 Mar 2014(a)	Prorated to 274 days(b)	
Gross revenue (JPY'000)	5,646,810	4,676,803	3,930,810	43.7%
Net property income (JPY'000)	3,475,509	3,009,049	2,529,078	37.4%
Income available for distribution (JPY'000)	2,481,479	2,472,314	2,077,957	19.4%
Income available for distribution per unit (Singapore cent)	6.06	7.00	5.88	3.1%

**Notes:**

- (a) The acquisition of the Initial Portfolio of CRT was completed on Listing Date which was the day it was listed on the SGX-ST.
- (b) The results of 3Q YTD 2014 presented and announced by CRT on 15 May 2014 were for the period from 10 May 2013 to 31 March 2014 which involves 326 days of operations. For a more meaningful comparison with the 3Q YTD 2015 results, the 3Q YTD 2014 results were proportionally prorated to 274 days (for the period from 1 July 2013 to 31 March 2014) based on the actual results for 326-day period from 10 May 2013 to 31 March 2014. The prorated figures are only for comparative purposes and do not represent the actual results of any specific 274-day period.

8 (b) Review of performance (Actual to Actual)

3Q 2015 actual compared to 3Q 2014 actual

Gross revenue for 3Q 2015 was JPY 1,982 million, 42.4% higher than 3Q 2014. This positive variance is due mainly to the acquisition of Luz Omori and Croesus Tachikawa on 6 March 2014 and One's Mall on 16 October 2014. As a result of temporary shop closure due to tenants renewal exercise at Mallage Shobu, gross revenue of the Initial Portfolio for 3Q 2015 decreased as compared to 3Q 2014.

Net property income for 3Q 2015 was JPY 1,163 million, 24.5% higher than 3Q 2014 due to the addition of properties stated above. However, the increase from the properties stated above was partially offset by higher expense incurred as a result of the tenants renewal and asset enhancement exercise at Mallage Shobu.

8 Review of performance (Cont'd)

8 (b) Review of performance (Actual to Actual) (Cont'd)

3Q 2015 actual compared to 3Q 2014 actual (Cont'd)

Income available for distribution for 3Q 2015 is JPY 816 million, 31.6% higher than 3Q 2014. The higher positive variance compared to the net property income is due mainly to foreign exchange gain. However, the gain was partially offset by higher finance cost incurred for the interest expense on MTN issued in January 2014. The proceeds from the MTN were partially used for the acquisition of Luz Omori and Croesus Tachikawa.

The total number of units for 3Q YTD 2015 increased as compared to 3Q YTD 2014. The increase in units is due to the private placement exercise of 78,900,000 units on 11 September 2014, issue of 2,625,989 units under distribution reinvestment plan and the units issued for the Trustee-Manager's fees paid in units.

Overall, the income available for distribution per unit for 3Q 2015 was 1.90 Singapore cents, 8.0% higher than 3Q 2014.

3Q YTD 2015 actual compared to 3Q YTD 2014 actual

Gross revenue for 3Q YTD 2015 was JPY 5,647 million, 43.7% higher than the corresponding prorated result for 3Q YTD 2014. This positive variance is due mainly to the acquisition of Luz Omori and Croesus Tachikawa on 6 March 2014 and One's Mall on 16 October 2014. Gross revenue of the Initial Portfolio for 3Q YTD 2015 also exceeded the corresponding prorated result for 3Q YTD 2014 due to better tenant sales and other income at Mallage Shobu.

Net property income for 3Q YTD 2015 was JPY 3,476 million, 37.4% higher than the corresponding prorated result for 3Q YTD 2014 due to the addition of properties stated above. However, the increase from the properties stated above was partially offset by higher expense incurred as a result of the tenants renewal and asset enhancement exercise at Mallage Shobu.

Income available for distribution for 3Q YTD 2015 is JPY 2,481 million, 19.4% higher than the corresponding prorated result for 3Q YTD 2014. The lower positive variance compared to the net property income is due mainly higher finance cost incurred for the interest expense on MTN issued in January 2014 and to prior year's prepaid property tax added back.

The total number of units for 3Q YTD 2015 increased as compared to 3Q YTD 2014. The increase in units is due to the private placement exercise of 78,900,000 units on 11 September 2014, issue of 2,625,989 units under distribution reinvestment plan and the units issued for the Trustee-Manager's fees paid in units.

Overall, the income available for distribution per unit for 3Q YTD 2015 was 6.06 Singapore cents, 3.1 % higher than the corresponding prorated figures for 3Q YTD 2014.

9 Variance between the forecast and actual results

9 (a) Statement of net property income and distribution

	1 Jan 2015 to 31 Mar 2015			1 Jul 2014 to 31 Mar 2015		
	3Q 2015 Actual	3Q 2015 Forecast (a)	Variance (%)	3Q YTD 2015 Actual	3Q YTD 2015 Forecast (a)	Variance (%)
Gross revenue (JPY'000)	1,982,267	1,252,986	58.2%	5,646,810	3,814,648	48.0%
Net property income (JPY'000)	1,162,689	811,055	43.4%	3,475,509	2,469,211	40.8%
Income available for distribution (JPY'000)	815,729	632,929	28.9%	2,481,479	1,926,917	28.8%
Income available for distribution per unit (Singapore cents)	1.90	1.85	2.7%	6.06	5.62	7.8%

**Notes:**

- (a) The forecast figures are extracted from the Prospectus and prorated to 90 days for the period from 1 January 2015 to 31 March 2015 and 274 days for the period from 1 July 2014 to 31 March 2015, respectively. The forecast figures in the Prospectus are only in respect of the Initial Portfolio.

9 (b) Review of performance (Actual to Forecast)

**3Q 2015 actual vs forecast**

Gross revenue for 3Q 2015 was JPY 1,982 million, 58.2% higher than the forecast. This positive variance is due mainly to the acquisition of Luz Omori and Croesus Tachikawa on 6 March 2014 and One's Mall on 16 October 2014. Gross revenue of the Initial Portfolio for 3Q 2015 also exceeded the forecast due mainly to the better tenant sales and other income at Mallage Shobu.

Net property income for 3Q 2015 was JPY 1,163 million, 43.4% higher than the forecast due to the gross revenue variance stated above. However, the variance was partially offset by increase in repair expense as well as promotional expense as a result of the tenants renewal and asset enhancement exercise at Mallage Shobu.

Income available for distribution for 3Q 2015 is JPY 816 million, 28.9% higher than the forecast. The lower positive variance compared to the net property income is due to higher finance cost incurred for the interest of MTN issued in January 2014 and lease incentives paid to leasing agents.

The total number of units for 3Q 2015 increased compared to forecast. The increase in units is due to the private placement exercise of 78,900,000 units on 11 September 2014 and issue of 2,625,989 units under distribution reinvestment plan.

Overall, the income available for distribution per unit for 3Q 2015 was 1.90 Singapore cents and 2.7% higher than the forecast.



9 Variance between the forecast and actual results (Cont'd)

9 (b) Review of performance (Actual to Forecast) (Cont'd)

3Q YTD 2015 actual vs forecast

Gross revenue for 3Q YTD 2015 was approximate JPY 5,647 million, 48.0% higher than the forecast. This positive variance is due mainly to the acquisition of Luz Omori and Croesus Tachikawa on 6 March 2014 and One's Mall on 16 October 2014. Gross revenue of the Initial Portfolio for 3Q YTD 2015 also exceeded the forecast due mainly to the better tenant sales and other income at Mallage Shobu.

Net property income for 3Q YTD 2015 was JPY 3,476 million, 40.8% higher than the forecast due to the gross revenue variance stated above. However, the variance was partially offset by higher repair expense and promotional expense as a result of the tenants renewal and asset enhancement exercise at Mallage Shobu

Income available for distribution for 3Q YTD 2015 is JPY 2,481 million, 28.8% higher than the forecast. The lower positive variance compared to the net property income is due to higher finance cost incurred for the interest of MTN issued in January 2014 and lease incentives paid to leasing agents.

The total number of units for 3Q 2015 increased compared to forecast. The increase in units is due to the private placement exercise of 78,900,000 units on 11 September 2014 and issue of 2,625,989 units under distribution reinvestment plan.

Overall, the income available for distribution per unit for 3Q YTD 2015 was 6.06 Singapore cents and 7.8% higher than the forecast.

10 **Commentary on the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months**

For the first time since the increase in Japan's consumption tax from 5% to 8% in April 2014, Japan's quarterly gross domestic product shows 1.5% growth on an annualized basis in the fourth quarter of 2014. This increase includes an increase in private consumption by 0.5%. On 31 October 2014, the Bank of Japan announced further quantitative easing policies, which positively surprised the market. Since the announcement, Japanese Yen has weakened against other currencies and 3 month JPY TIBOR dropped below 0.20%. This would also lead to further accelerated rise in real estate prices in Japan.

The competition for acquiring real estate assets in Japan has been keen in recent quarters. Notwithstanding the aforementioned, on 16 October 2014, CRT successfully completed its acquisition of One's Mall, a large-scale suburban retail mall located in Chiba Prefecture in the Greater Tokyo area.

CRT had financed its acquisitions with five year Japanese Yen debt maturing in 2018 to 2019 and Singapore Dollar 4.6% Fixed Rate Notes due 2017 (the "Notes") pursuant to its U.S.\$500,000,000 Euro Medium Term Note Programme as well as equity fund raising. In order to hedge its interest rate and foreign currency exposure, CRT has entered into interest rate swaps for each of the Japanese Yen debt and has entered into swap transaction to swap the Singapore dollar proceeds of the Notes into Japanese Yen at a JPY fixed interest rate of 3.83% per annum.

**10 Commentary on the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months (Cont'd)**

CRT receives its distributable income in Japanese Yen but pays out distributions in Singapore Dollars to its unitholders semi-annually. To minimize the exposure to fluctuations in exchange rates, CRT has hedged close to 100% of the distribution for the next 15 months up to June 2016.

During the current financial year ending 30 June 2015, CRT's largest property, Mallage Shobu has almost completed its tenant renewal exercise for 155 tenants introducing 69 new brands to Mallage Shobu, 28 refreshed store transfers and 59 lease renewals (expected to fully complete by Autumn 2015). As a result of this tenant renewal, the Trustee-Manager estimates that a potential rental uplift of 20% to 25% for these new tenants can be anticipated which would translate to an overall rental uplift of 12% to 15% for the entire mall<sup>1</sup>.

Barring any unforeseen circumstances, CRT's properties are expected to continue to generate robust and stable cash flows in the next reporting period and in the next 12 months

**11 Distributions**

**(a) Current financial period**

Any distribution declared for the current financial period? No

**(b) Corresponding period of the immediately preceding year**

Any distributions declared for the corresponding period of the immediate preceding financial period? Not applicable

**(c) Date Payable**

Not applicable

**(d) Book closure date**

Not applicable

**12 If no distribution has been declared (recommended), a statement to that effect**

Refer to paragraph 11.

**13 Interested person transactions ("IPT")**

The Trustee-Manager's fees payable by CRT under the Trust Deed, which constitute interested person transactions, are deemed to have been specifically approved by the unitholders upon subscription of the units at IPO and are therefore not subject to Rule 905 and 906 of the Listing Manual to the extent that there is no subsequent change to the rates and/or bases of the fees charged thereunder which will adversely affect CRT.

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<sup>1</sup> This is based on the assumption of a 20% to 25% increase in aggregate sales at Mallage Shobu for the 155 new tenants (as compared with the aggregate sales for the previous tenants). This is solely for illustrative purposes. The assumption is based on the historical track record and sales of the new tenants at other stores and the Trustee-Manager believes that this is a reasonable assumption in the current circumstances. However, the actual sales of the new tenants at Mallage Shobu could differ and there is no guarantee that these figures will be attained. See CRT's press release dated 31 March 2015 for further information.

**14 If the Group has obtained a general mandate from unitholders for IPT, the aggregate value of such transactions are required under Rule 920(1)(a)(ii). If not IPT mandate has been obtained, a statement to that effect**

CRT has not obtained general mandate from unitholders for IPTs other than the fees and charges payable by CRT under the Trust Deed, which are not subject to Rules 905 and 906 of the Listing Manual to the extent that there is no subsequent change to the rates and/or bases of the fees charged thereunder which will adversely affect CRT, as disclosed in the Prospectus.

**15 Negative confirmation pursuant to Rule 705 (5)**

Pursuant to Listing Rule 705(5) of the Listing Manual of the SGX-ST, the Board of Directors of Croesus Retail Asset Management Pte. Ltd., being the trustee-manager of CRT, confirms that, to the best of the knowledge of the directors, nothing has come to their attention which may render these financial results for the period from 1 July 2014 to 31 March 2015 to be false or misleading in any material respect.

**16 Use of proceeds**

**(i) Use of IPO proceeds raised on Listing Date**

A summary of the utilisation of proceeds from the initial public offer has been reported on Page 59 in the Annual Report 2014.

As at 31 March 2015, an aggregate of approximately JPY136.8 million has been made for the trust expenses of CRT and asset enhancement initiatives carried or to be carried out at Mallage Shobu. The remaining amount of approximately JPY615.5 million for such asset enhancement initiatives is expected to be disbursed from time to time over the coming 12-month period.

The Trustee-Manager will make a further announcement when the remaining IPO Proceeds of approximately JPY615.5 million has been fully disbursed for the intended tenant replacements and asset enhancement initiatives at Mallage Shobu.

**(ii) Use of placement proceeds raised on 11 September 2014**

A summary of the utilisation of proceeds from the placement has been reported on Section 16 (ii) in the announcement of results for the first quarter ended 30 September 2014. There has been no material disbursements of the proceeds during the period from 1 January 2015 to 31 March 2015.

As at 31 March 2015, JPY 373,410,000 remains available for general corporate and working capital purposes by CRT.

On behalf of the Board

Croesus Retail Asset Management Pte. Ltd.

(as trustee-manager of Croesus Retail Trust)

Lim Teck Leong, David

Chairman

Chang Cheng Wen, Jim

Chief Executive Officer and Executive Director

14 May 2015

This release may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses, including employee wages, benefits and training, property expenses and governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward looking statements, which are based on current view of management on future events.

This release may include market and industry data and forecasts that have been obtained from internal surveys, reports and studies, where appropriate, as well as market research, publicly available information and industry publications. Industry publications, surveys and forecasts generally state that the information they contain has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of such information. While the Trustee-Manager has taken reasonable steps to ensure that the information is extracted accurately and in its proper context, the Trustee-Manager has not independently verified any of the data from third party sources or ascertained the underlying economic assumptions relied upon therein.