



(a business trust constituted on 22 February 2011 under the laws of the Republic of Singapore)
Managed by Perennial China Retail Trust Management Pte. Ltd.

-
- (1) **VOLUNTARY CONDITIONAL GENERAL OFFER ANNOUNCEMENT BY PERENNIAL REAL ESTATE HOLDINGS LIMITED (FORMERLY KNOWN AS ST. JAMES HOLDINGS LIMITED) FOR ALL THE ISSUED UNITS IN PERENNIAL CHINA RETAIL TRUST**
- (2) **APPOINTMENT OF DELOITTE & TOUCHE CORPORATE FINANCE PTE. LTD. AS INDEPENDENT FINANCIAL ADVISER**
-

1. INTRODUCTION

The Board of Directors of Perennial China Retail Trust Management Pte. Ltd. (the "**Trustee-Manager**"), as trustee-manager of Perennial China Retail Trust ("**PCRT**"), refers to the announcement made on 27 October 2014 ("**Offer Announcement**") by DBS Bank Ltd., Standard Chartered Bank and United Overseas Bank Limited, for and on behalf of Perennial Real Estate Holdings Limited (formerly known as St. James Holdings Limited) (the "**Offeror**"), in relation to, *inter alia*, the satisfaction of the pre-conditions to the voluntary conditional general offer (the "**Offer**") for all the issued units of PCRT ("**Units**") other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees (the "**Offer Units**") and the Offeror's firm intention to make the Offer.

A copy of the Offer Announcement is available on www.sgx.com.

2. THE OFFER

Unitholders of PCRT (the "**Unitholders**") should note, *inter alia*, that:

- (a) the offer price for each Offer Unit is S\$0.70, to be satisfied by the issuance of 0.52423 new ordinary shares in the capital of the Offeror ("**Offeror Shares**") based on an issue price of S\$1.3353 for each Offeror Share;
- (b) the Offer is conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Units which, together with the Units owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it either before or during the Offer, and pursuant to the Offer or otherwise, will result in the Offeror and the parties acting in concert with it holding such number of Units carrying more than 50 per cent. of the voting rights attributable to the issued Units as at the close of the Offer; and
- (c) the Offer is subject to the terms and conditions set out in the offer document, enclosing the appropriate form(s) of acceptance of the Offer, (the "**Offer Document**") to be issued by or for and on behalf of the Offeror. The Offer Document will be despatched to Unitholders not earlier than 14 days and not later than 21 days from the date of the Offer Announcement.

3. INDEPENDENT FINANCIAL ADVISER

The Board of Directors of the Trustee-Manager wishes to inform Unitholders that it has appointed Deloitte & Touche Corporate Finance Pte. Ltd. as the independent financial adviser ("**IFA**") to the directors of the Trustee-Manager who are considered independent for the purposes of the Offer ("**Independent Directors**").

A circular containing, *inter alia*, the advice of the IFA and the recommendation of the Independent Directors will be sent by the Trustee-Manager to Unitholders within 14 days from the date of despatch of the Offer Document.

In the meantime, Unitholders are advised to exercise caution when dealing in their Units or otherwise taking any action in relation to their Units which may be prejudicial to their interests. The Trustee-Manager will release further announcements at the appropriate junctures.

4. RESPONSIBILITY STATEMENT

The directors of the Trustee-Manager ("**Directors**") (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed herein (other than those relating to the Offeror) are fair and accurate and that no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information in this Announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement. The Directors jointly and severally accept responsibility accordingly.

By Order of the Board
Perennial China Retail Trust Management Pte. Ltd.
(as Trustee-Manager of Perennial China Retail Trust)
(Registration Number: 201024622Z)

Sim Ai Hua
Company Secretary
27 October 2014

Important Notice

The value of units (“Units”) in PCRT and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, PCRT, the Trustee-Manager, or any of its affiliates. The past performance of PCRT is not indicative of the future performance of PCRT. Certain statements in this announcement may constitute “forward-looking statements”. Such forward-looking statements are based on numerous assumptions regarding PCRT’s present and future business, and its strategies and the environment in which PCRT’s will operate in the future. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of PCRT, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements speak only as at the date of this announcement. PCRT expressly disclaims any obligation or undertaking to release publicly any updates of or revisions to any forward-looking statement contained herein to reflect any change in PCRT’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based, subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any other relevant regulatory or supervisory body or agency.

An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Investors will have no right to request that the Trustee-Manager redeem or purchase the Units while the Units are listed. It is intended that holders of the Units 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. The past performance of PCRT is not necessarily indicative of the future performance of PCRT. This announcement is for information only and does not constitute an offer of securities for sale in the United States or elsewhere. The securities of PCRT have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act. There will be no public offering of the securities in the United States.

ABOUT PERENNIAL CHINA RETAIL TRUST (www.perennialchinaretailtrust.com)

PCRT is Singapore’s first pure-play People’s Republic of China (“PRC”) retail development trust. Listed on the Main Board of the Singapore Exchange Securities Trading Limited (“SGX-ST”) on 9 June 2011, PCRT has a market capitalisation of approximately S\$590.0 million as at 24 October 2014 and an asset value of approximately S\$1.86 billion (approximately RMB9.23 billion valued on an ‘as if complete’ basis) as at 30 June 2014.

PCRT’s portfolio comprises a 50.0% interest in each of Shenyang Red Star Macalline Furniture Mall, Shenyang Longemont Shopping Mall and the Shenyang Longemont Offices, a 100.0% interest in Perennial Jihua Mall, Foshan, a 100.0% interest in Perennial Qingyang Mall, Chengdu, a 50.0% interest and the right to acquire a further 30.0% interest in Perennial Dongzhan Mall, Chengdu, and a 10.0% interest in the predominantly-retail Beijing Tongzhou Integrated Development (Phase 1).

PCRT has access to a strong pipeline of projects from its Sponsor and its strategic partners, which includes the option to invest in the Xi’an North High Speed Railway Integrated Development, which is directly connected to the Xi’an North High Speed Railway Station, and the right of first refusal to invest in the block retail component of the Beijing Tongzhou Integrated Development (Phase 1 and Phase 2).

PCRT aims to provide its Unitholders with sustainable total returns from the steady growth of PCRT’s net asset value per unit and regular distributions from stabilised income-producing assets. PCRT is sponsored by Perennial Real Estate Holdings Pte. Ltd. (“Sponsor”) and is managed by Perennial China Retail Trust Management Pte. Ltd. (“Trustee-Manager”).