



(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.

ANNOUNCEMENT TO UNITHOLDERS AND NOTEHOLDERS

S\$130,000,000 6.375 per cent. Fixed Rate Notes due 2015 comprised in Series 001 (ISIN: SG6W55985405) (the “Series 001 Notes”) and S\$50,000,000 5.25 per cent. Fixed Rate Notes due 2016 comprised in Series 002 (ISIN: SG57B2995037) (the “Series 002 Notes” and, together with the Series 001 Notes, the “Notes”) issued by Perennial China Retail Trust Management Pte. Ltd. (in its capacity as trustee-manager of Perennial China Retail Trust) pursuant to the S\$500,000,000 Multicurrency Medium Term Note Programme (the “Programme”) established on 20 January 2012 and unconditionally and irrevocably guaranteed by Perennial China Retail Pte. Ltd.

1. INTRODUCTION

Perennial China Retail Trust Management Pte. Ltd., the trustee-manager of Perennial China Retail Trust (“**PCRT**”, and as trustee-manager of PCRT, the “**Trustee-Manager**” or the “**Company**”) refers to:

- (a) the Notes; and
- (b) the announcements made by it on 14 March 2014, 15 March 2014, 17 March 2014 and 18 March 2014 (collectively, the “**Announcements**”) in relation to:
 - (i) the proposed acquisition (the “**Proposed Acquisition**”) by St. James Holdings Limited (“**St. James**”) from Perennial Real Estate Holdings Pte. Ltd. and certain other vendors of the shares of certain target entities with business activities and assets located mainly in the People's Republic of China (“**PRC**”) and Singapore. The aggregate purchase consideration for the Proposed Acquisition is approximately S\$1.56 billion and it is intended that such consideration will be satisfied by the allotment and issuance of new ordinary shares in St. James, which shall on issue, represent 99.27 per cent. of the enlarged share capital of St. James. After the Proposed Acquisition, it is further intended that St. James will be renamed Perennial Real Estate Holdings Limited (“**PREHL**”) and, subject to the approval of St. James’ shareholders being obtained, PREHL will also be transferred from the Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) to the Mainboard of the SGX-ST; and
 - (ii) the voluntary general offer (the “**Proposed Offer**”), which will be undertaken on completion of the Proposed Acquisition, subject to the satisfaction of certain conditions, by PREHL for all the issued units of Perennial China Retail Trust, other than those already owned, controlled or agreed to be acquired by PREHL, its related corporations and their respective nominees.

Details on the Proposed Acquisition and the Proposed Offer are further elaborated in the Announcements.

As stated in the Announcements, the Proposed Acquisition and Proposed Offer are subject to certain conditions which must be satisfied or fulfilled before the Proposed Acquisition or, as the case may be, the Proposed Offer can proceed, including regulatory approvals and the approval of the shareholders of St. James at an extraordinary general meeting to be convened by St. James.

2. RELATIONSHIP BETWEEN THE PROPOSED OFFER AND THE TERMS OF THE NOTES

Condition 5(b)(ii) of the Notes provides that a holder of the Notes has the right (but not the obligation) to require the Trustee-Manager to redeem the Notes held by it at its principal amount (together with interest accrued to the date fixed for redemption) after the units of PCRT cease to be traded on the SGX-ST. Further, the Trustee-Manager has covenanted (in clause 16(jj) of the trust deed entered into between the Trustee-Manager and DBS Trustee Limited in connection with the Programme) to DBS Trustee Limited, as trustee of the holders of the Notes (the “**Noteholders**”), that for so long as any Notes remain outstanding, the units of PCRT shall remain listed on the Main Board of the SGX-ST.

Set out below are 3 different scenarios with respect to the Proposed Offer and their impact on the listing status of the units of PCRT. As set out in the announcement relating to the Proposed Offer dated 14 March 2014 and issued by DBS Bank Ltd. and Standard Chartered Bank (the “**Proposed Offer Announcement**”), PREHL has agreed to (a) acquire a direct interest in units representing 26.11 per cent.¹ of the issued units in PCRT and (b) acquire all the shares in Perennial Real Estate Pte Ltd, which indirectly holds a deemed interest in units representing approximately 2.33 per cent. of the issued units of PCRT. Accordingly, pursuant to the Proposed Acquisition, it is expected that PREHL will hold an aggregate direct and indirect interest in 28.44 per cent. of the issued units of PCRT.

	Description	Listing Status
Scenario 1	The conditions to the launch of the Proposed Offer are not satisfied and no Proposed Offer is launched. <i>As at the date of this Announcement, the Proposed Offer has not been launched as it is subject to certain conditions being satisfied.</i>	Units of PCRT remain listed on the Main Board of the SGX-ST.
Scenario 2	The Proposed Offer is launched and PREHL having received by the close of the Proposed Offer valid acceptances such that PREHL and parties acting in concert with it hold more than 50 per cent. (but less than 90 per cent.) of the voting rights attributable to the issued units of PCRT. <i>As mentioned in the Announcements, the Proposed Offer is conditional upon PREHL having received by the close of the Proposed Offer valid acceptances such that PREHL and parties acting in concert with it holding more than 50 per cent. of the voting rights attributable to the issued units. The Proposed Offer will therefore be successful but will close with more than 10 per cent. of its total outstanding units remaining in public hands thereafter.</i>	Units of PCRT remain listed on the Main Board of the SGX-ST. This is because PCRT is able to comply with the ‘free float’ requirements prescribed by the SGX-ST whereby at least 10 per cent. of its total outstanding units that is listed on the SGX-ST remains in public hands.
Scenario 3	The Proposed Offer is launched and PREHL having received by the close of the Proposed Offer valid acceptances such that PREHL and parties acting in concert with it hold more than 90 per cent. of the voting rights attributable to the issued units of PCRT.	Trading of the units of PCRT on the SGX-ST may be suspended and subsequently delisted from the SGX-ST.

¹ In this Announcement, for the purposes of computation of any percentage shareholdings, the total number of units of PCRT is 1,145,654,397, as reported in the audited financial statements of PCRT for the year ended 31 December 2013.

With reference to Scenario 3 above, the Trustee-Manager is obliged under the terms of the Notes to notify the Noteholders should the trading of units in PCRT be suspended and the Noteholders' rights under Condition 5(b)(ii) of the Notes to require the Trustee-Manager to redeem their Notes at its principal amount (together with interest accrued to the date fixed for redemption) as a result of delisting of the units of PCRT may apply.

3. INVESTMENT CONSIDERATIONS

Noteholders are advised to exercise caution when dealing in the Notes. In the event that Noteholders wish to deal in the Notes, they should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser.

The Trustee-Manager wishes to draw the attention of the Noteholders to the following:

- (i) In the Proposed Offer Announcement, the following points were articulated with respect to the rationale of the Proposed Offer and PREHL's intentions for PCRT:
 - (a) Following the successful completion of the Proposed Acquisition and the Proposed Offer, the PREHL group will represent an enlarged corporate entity and with the enlarged corporate entity, PREHL, as compared to PCRT, will have greater flexibility to structure its balance sheet, deploy its cash flows and undertake larger mixed-use greenfield projects. PREHL's business model is premised upon growth through its ability to source, originate, design, finance, market and manage integrated real estate projects and ultimately the completed projects.
 - (b) PREHL intends for PCRT to continue its existing business activities and there are no plans to (I) introduce any major changes to the business of PCRT or the operations of any of its subsidiaries, (II) redeploy any of the fixed assets of PCRT or (III) discontinue the employment of any of the existing employees of PCRT and/or its subsidiaries, other than in the ordinary course of business.
 - (c) In the event that the Proposed Offer becomes unconditional but acceptances received are less than the threshold required for compulsory acquisition, PCRT will continue to be a predominantly retail development trust focused on properties in the PRC and PREHL will continue to support PCRT as a sponsor having retail components of integrated developments in PRC that can serve as potential asset pipeline for PCRT.
- (ii) In the 'Supplemental Investor Presentation' released with the Corrigendum to the Supplemental Announcement to the Proposed Offer Announcement dated 18 March 2014, it was mentioned in page 25 that the benefits of the transaction giving rise to enlarged entity include the following:
 - (a) greater flexibility to structure balance sheet and manage cash flows;
 - (b) enables unitholders to become shareholders of PREHL and benefit from the discount from valuation of PRC assets to be acquired by PREHL;
 - (c) benefit from an internalized and experienced management team; and
 - (d) potential benefits from synergies of the enlarged entity, including the optimization of cost of capital.
- (iii) The Trustee-Manager also notes that as a listed company, PREHL will have to meet its continuing listing obligations by disseminating, on a regular basis, consolidated financial information of the PREHL group, which will include PCRT's financial information on a consolidated basis.

- (iv) As mentioned in pages 17 and 18 of the 'Supplemental Investor Presentation' noted in (ii) above, PREHL will be backed by strong long term shareholders comprising the following parties:
- (a) Mr. Kuok Khoon Hong – Co-Founder, Chairman and Chief Executive Officer (“**CEO**”) of Wilmar International Limited and Chairman of Perennial Real Estate Holdings Pte Ltd (“**PREH**”);
 - (b) Mr. Ron Sim Chye Hock – Founder, Chairman and CEO of OSIM International Ltd in his own capacity;
 - (c) Mr. Pua Seck Guan – Vice Chairman and President of PREH and CEO and Executive Director of the Company, the trustee-manager of PCRT; and
 - (d) Wilmar International Limited – Asia’s leading agribusiness group and ranked amongst the largest listed companies by market capitalisation on the SGX-ST.

The Trustee-Manager would encourage the Noteholders to remain invested in the Notes until their stated maturities in all of the abovementioned scenarios set out in Section 2 of this Announcement.

4. FURTHER ANNOUNCEMENTS

Should the conditions for the Proposed Acquisition or, as the case may be, the Proposed Offer be satisfied or fulfilled, the Trustee-Manager may, at the appropriate juncture, consider various proposals to be made in due course to the Noteholders. The Trustee-Manager will keep the Noteholders informed of any further developments at the appropriate time. In particular, if the conditions for the Proposed Offer are satisfied, an announcement will be made by PREHL on the firm intention on the part of PREHL to make such offer; if the conditions for the Proposed Offer are not fulfilled and such offer will not be made, an announcement will also be made confirming that fact.

5. RESPONSIBILITY STATEMENT

The directors of the Company (including those who have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement (the omission of which would render any statement in this Announcement misleading in any material aspect), and they jointly and severally accept responsibility accordingly. Where any information in this Announcement has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Company have 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 Announcement.

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

11 April 2014

Important Notice

The value of 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 retail development trust. Listed on the Main Board of Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 9 June 2011, PCRT has a market capitalisation of approximately S\$612.9 million as at 11 April 2014 and an asset value of approximately S\$1.93 billion (approximately RMB9.22 billion valued on an ‘as if complete’ basis) as at 31 December 2013.

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 One).

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 (Phases One and Two).

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**”).