

(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. (a company incorporated in Singapore on 1 March 2012)
(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 30 June 2016, 10:00 a.m. at Amara Hotel, Ballroom 1 and 2, Level 3, 165 Tanjong Pagar Road, Singapore 088539, 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 15 June 2016 to Unitholders (the “Circular”):

1. ORDINARY RESOLUTION 1

THE PROPOSED INTERNALISATION

That subject to and conditional upon the passing of Resolution 2:

- (i) approval be and is hereby given for the proposed internalisation (“**Internalisation**”) of Croesus Retail Asset Management Pte. Ltd., in its capacity as trustee-manager of CRT (the “**Trustee-Manager**”) by way of an acquisition of all the issued shares of the Trustee-Manager by Perpetual (Asia) Limited, in its capacity as the trustee of the “Trustee-Manager Share Trust” constituted with the principal purpose of holding all the issued shares of the Trustee-Manager to provide additional benefits to CRT and to this end, the Unitholders from time to time, from Evertrust Asset Management Pte. Ltd., the sole shareholder of the Trustee-Manager;
- (ii) approval be and is hereby given for the payment of all fees and expenses relating to the proposed Internalisation; and
- (iii) the Trustee-Manager and any director of the Trustee-Manager be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager, or as the case may be, such director of the Trustee-Manager may consider expedient or necessary or in the interests of CRT to give effect to the Internalisation and all transactions in connection therewith.

2. ORDINARY RESOLUTION 2

THE PROPOSED DISTRIBUTION OF RETURNS

Subject to and conditional upon the passing of Resolution 1:

- (i) approval be and is hereby given for the Trustee-Manager to make a distribution of equitable returns of interests in all of the issued shares of the Trustee-Manager to Unitholders for the time being (the “**Proposed Distribution of Returns**”); and
- (ii) the Trustee-Manager and any director of the Trustee-Manager be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager or, as the case may be, such director of the Trustee-Manager may consider expedient or necessary or in the interests of CRT to give effect to the Proposed Distribution of Returns.

3. ORDINARY RESOLUTION 3

THE PROPOSED PREFERENTIAL OFFERING

That subject to and contingent upon the passing of Resolution 1 and Resolution 2:

- (i) approval be and is hereby given for the Trustee-Manager to issue up to 32,722,285 new Units (the “**Preferential Offering Units**”) pursuant to an underwritten non-renounceable preferential offering to raise gross proceeds of up to S\$22.1 million (the “**Preferential Offering**”) in the manner described in the Circular; and
- (ii) the Trustee-Manager and any director of the Trustee-Manager be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager or, as the case may be, such director of the Trustee-Manager may consider expedient or necessary or in the interests of CRT to give effect to the issuance of the Preferential Offering Units.

By Order of the Board

Kim Yi Hwa
Company Secretary

Croesus Retail Asset Management Pte. Ltd.
(as trustee-manager of Croesus Retail Trust)
(Company Registration No. 201205175K)

15 June 2016

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 Meeting 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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.