

CIRCULAR DATED 5 DECEMBER 2019

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

MANAGED BY
Dasin Retail Trust Management Pte. Ltd.

CIRCULAR TO UNITHOLDERS
IN RELATION TO:

(1) The Proposed Acquisition of Shunde Metro Mall and Tanbei Metro Mall;

Shunde Metro Mall, Foshan



Tanbei Metro Mall, Zhongshan



- (2) The Proposed Issue and Placement of up to 120.0 Million New Units (The "Private Placement"); and
- (3) The Proposed Issue and Placement of up to 44.0 Million New Units to Aqua Wealth Holdings Limited Under The Private Placement.

Singapore Exchange Securities Trading Limited (the "SGX-ST") assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular. If you are in any doubt about its contents or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Approval in-principle has been obtained from the SGX-ST for the listing and quotation of the new units in Dasin Retail Trust to be issued in connection with the Private Placement (the "New Units") on the Main Board of the SGX-ST. The SGX-ST's approval in principle is not to be taken as an indication of the merits of the Private Placement (as defined herein), the New Units, Dasin Retail Trust and/or its subsidiaries.

If you have sold or transferred all your units in Dasin Retail Trust ("Units"), please forward this Circular together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form immediately to the purchaser or transferee to the stockbroker, bank or other agent through whom the sale was effected for onward transmission to the purchaser or transferee.

This Circular may not be sent to any person or any jurisdiction in which it would not be permissible to deliver the New Units (as defined herein) or make an offer of the New Units and the New Units may not be offered, sold, resold, transferred or delivered, directly or indirectly, to any such person or in any such jurisdiction. The New Units have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States or other jurisdiction, and may not be offered or sold within the United States or to or for the account or benefit of any U.S. person, absent registration pursuant to the Securities Act or pursuant to an applicable exemption under the Securities Act and in compliance with any applicable U.S. state or local securities laws. No public offering of securities of Dasin Retail Trust is being made, or will be made, in the United States.

IMPORTANT DATES AND TIMES FOR UNITHOLDERS

Event	Date and Time
Last date and time for lodgement of Proxy Forms:	Wednesday, 18 December 2019 at 10.30 a.m.
Date and time of Extraordinary General Meeting:	Friday, 20 December 2019 at 10.30 a.m.
Place of Extraordinary General Meeting:	Pacific Ballroom 1, Level 1, Pan Pacific Singapore, 7 Raffles Boulevard, Marina Square, Singapore 039595

Independent Financial Adviser to the Independent Directors and the Audit and Risk Committee (each, as defined herein) in relation to the Acquisition and the Aqua Wealth Placement (each, as defined herein)

Ernst & Young Corporate Finance Pte Ltd
(Company Registration Number: 199702967E)
(Incorporated in the Republic of Singapore)

Key Acquisition Rationale



Strengthening of Foothold in the Fast-developing Greater Bay Area



Greater Bay Area is well-positioned to be the beneficiary of the purchasing power of the neighbouring PRC cities such as Guangzhou and Shenzhen, as well as Hong Kong and Macau which attracts a steady stream of overseas visitors

- **Foshan City** and **Zhongshan City's** populations are projected to grow at a higher growth rate than the projected national average from 2018 to 2023
- Projected net inflow of residents to Foshan City and Zhongshan City is expected to stimulate greater consumption demand in the near future
- Proposed acquisition will further expand Dasin Retail Trust's presence beyond Zhongshan City and Zhuhai City
- Increase the number of portfolio assets situated in the Greater Bay Area, thereby strengthening its foothold in the region

GDP of Foshan in 2018 ⁽¹⁾	RMB993.6bn
GDP CAGR (2014-2018) ⁽¹⁾	6.9%
Total Retail Sales CAGR (2014-2018) ⁽¹⁾	9.0%
Resident population of Foshan as at end-2018 ⁽¹⁾	~7.7m
<hr/>	
GDP of Zhongshan in 2018 ⁽¹⁾	RMB363.3bn
GDP CAGR (2014-2018) ⁽¹⁾	6.1%
Total Retail Sales CAGR (2014-2018) ⁽¹⁾	11.0%
Resident population of Zhongshan as at the end of 2018 ⁽¹⁾	~3.3m



Foshan

Strong Economic Growth⁽¹⁾

- Shunde's GDP per capita is higher than the national average in 2018
- The per capita urban household disposable income of Shunde was larger than the national and Guangdong average in 2018, which shows stronger purchasing power and better living standards of residents in Shunde
- Foshan is positioned to be an industrial belt for advanced equipment manufacturing on the west bank of the Greater Bay Area

Favorable Geographical Location⁽¹⁾

- Well-established transport system, with mature network of air, railway, highway, river and public transportation
- A new airport at Gaoming District of Foshan, as one of the key airports of Guangdong Province, is being planned



Zhongshan

Strong Economic Growth⁽¹⁾

- Zhongshan ranked 6th among all cities in Guangdong Province in terms of GDP in the past 5 years
- The per capita urban household disposable income of Zhongshan was higher than the national average in 2018

Strategic Location with good accessibility⁽¹⁾

- Zhongshan is an important hub in the Greater Bay Area with an annual port cargo throughput of 119.7 million tons in 2018
- The Shenzhen-Zhongshan bridge is under construction and is expected to be completed in 2024
- A subway is under construction which will connect Shenzhen, Foshan, Guangzhou and Zhongshan

Source:

1. China Insights Consultancy (2019, November). Industry Report on the Shopping Malls in Zhongshan and Foshan.

Strategic Acquisition of Strong-Performing Assets



Map of Shunde Metro Mall, Foshan

Strategic Location with Good Connectivity

- Located in Daliang Town of Shunde District, Shunde Metro Mall benefits from its surrounding convenient transportation network
- Approximately within a five-kilometre straight-line distance to the Shunde Bus Terminal and Shunde College Railway Station, with another subway station being constructed relatively nearby
- It is expected that there will be a direct walkway link between the subway station and Shunde Metro Mall
- Within walking distance of the Sheraton Hotel and the InterContinental Hotel
- Key geographical location allows the mall to be easily accessible to shoppers and also benefits from travellers traveling to and from the Shunde District

Sizeable Catchment in Shunde District

- Daliang Town is the district centre and has the largest residential population in the Shunde District
- Large scale residential communities, universities and colleges and relatively mature commercial zone within Daliang Town and the nearby Ronggui Town
- Approximately one kilometre straight line distance between Shunde Metro Mall and Shunde district government office
- These municipal facilities and the high residential population provide a large catchment population for the Shunde Property



Map of Tanbei Metro Mall, Zhongshan

Strategic Location with Good Accessibility

- Strategically located in the centre of Dongsheng Town, Tanbei Metro Mall is well served by the road network in the town and is located near the entrance of the G105 Expressway
- Approximately within a five-kilometre straight-line distance to the Dongsheng Bus Terminal and Dongsheng Railway Station
- Expected to have a substantial footfall given its key geographical location that allows the mall to be accessible to consumers

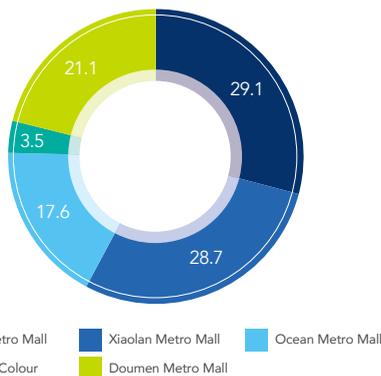
Increasing Catchment in Dongsheng Town

- Situated near a number of residential communities with hospitals and schools
- In addition, more schools, hospitals and a commercial zone are being planned to be built in Dongsheng Town
- First shopping mall in Dongsheng Town and well-positioned to capitalise on the anticipated increase in the catchment population

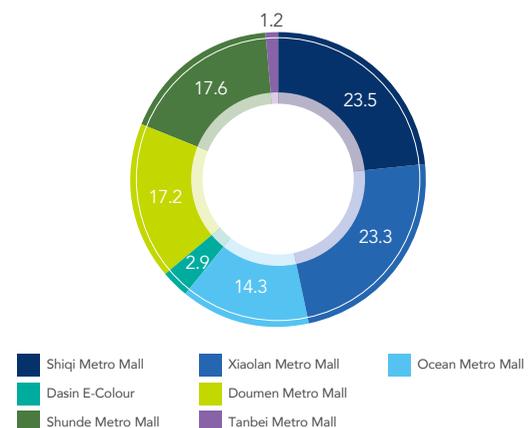
Source: China Insights Consultancy (2019, November). Industry Report on the Shopping Malls in Zhongshan and Foshan.

Enlarged Portfolio Providing Greater Income Resilience

Existing Portfolio (By GRI) (%)



Enlarged Portfolio (By GRI) (%)



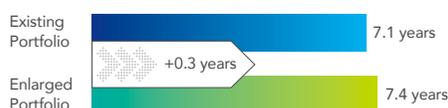
- The Acquisition is expected to benefit DRT in terms of further diversification in income streams and reduced asset concentration risk.
- Following the Acquisition, no single property is expected to contribute to more than 23.5% of DRT's consolidated revenue for FY2018 on a pro forma basis, compared to 29.1% before the Acquisition.

Improvement in Portfolio Occupancy, WALE and Land Lease Tenure

Occupancy Rate⁽¹⁾



Weighted Average Lease Expiry (WALE)⁽¹⁾



Remaining Land Lease Tenure⁽¹⁾



Note:

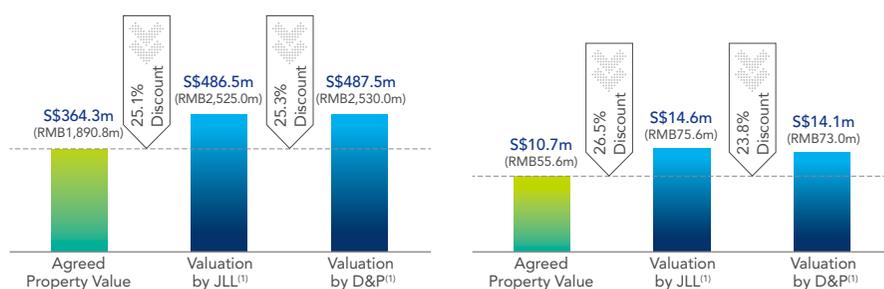
1. By NLA as at 30 September 2019.

Attractive Value Proposition

Shunde Metro Mall

Tanbei Metro Mall

Discount to Independent Valuation



	Shunde Metro Mall	Tanbei Metro Mall
Agreed Property Value	S\$364.3 million (RMB1,890.8 million)	S\$10.7 million (RMB55.6 million)
Valuation by JLL	S\$486.5 million (RMB2,525.0 million)	S\$14.6 million (RMB75.6 million)
Valuation by D&P	S\$487.5 million (RMB2,530.0 million)	S\$14.1 million (RMB73.0 million)

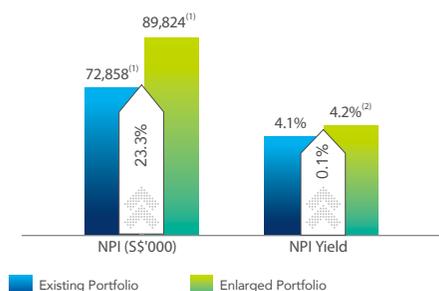
The Property provides an attractive value proposition, given the discount of the agreed property values from the independent valuations of the Properties by the Independent Valuers.

Note:

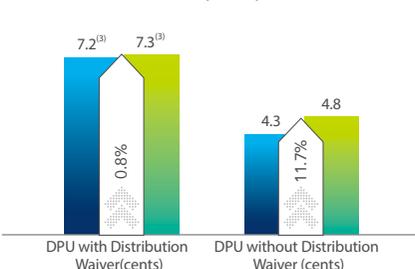
1. As at 31 August 2019.

Positive Impact on the Enlarged Portfolio

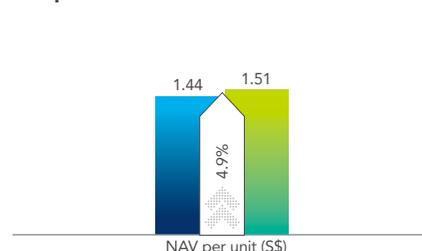
NPI & NPI Yield



Distribution Per Unit (DPU)



NAV per Unit⁽⁴⁾



Notes:

- As applicable, assuming that (a) the Doumen Property, Shunde Property and Tanbei Property had commenced operations in January 2018; (b) all tenancy agreements as at 30 September 2019 were in place since 1 January 2018; (c) turnover rental income for the Doumen Property in FY2018 is based on the actual turnover rent for the first 9 months ended 30 September 2019 and extrapolated for the remaining 3 months; (d) turnover rental income for the Shunde Property and Tanbei Property are based on the actual turnover rent for the first 8 months extrapolated to 12 months; (e) other income for the Doumen Property is based on the annualised actual financial performance for the first 9 months ended 30 September 2019 and other adjustments; (f) other income for the Shunde Property and Tanbei Property are based on the actual financial performance for first 8 months and 4 months estimates with certain adjustments; (g) the Doumen Property had achieved an operating cost structure similar to the stabilised operating cost structure of the 2018 Portfolio, with operating expenses (excluding property related tax) representing approximately 14.0% of the rental revenue of the Doumen Property; (h) the Shunde Property and Tanbei Property had operating expenses (excluding property related tax) representing approximately 8.0% of the rental revenue of the Shunde Property and Tanbei Property; and (i) the trustee fee and management base fee were payable since 1 January 2018 (see paragraph 7.1 of this Circular for further details).
- The pro forma NPI yield of the Enlarged Portfolio for FY2018 is computed by dividing the pro forma NPI of the Enlarged Portfolio for FY2018 (computed by adding the pro forma NPI of the Properties for FY2018 to the NPI of the Existing Portfolio for FY2018) by the value of the Enlarged Portfolio (assuming that the value of the Properties is the Aggregated Agreed Property Value). The pro forma NPI and NPI yield have been provided for illustrative purposes only and should not be construed as a representation, projection or forecast of future NPI.
- As applicable, assuming an interest rate of 4.96% per annum on the S\$210.0 million loan drawn down for the acquisition of the Doumen Property, and an interest rate of 4.60% per annum on the S\$225.5 million loan drawn down for the acquisitions of the Shunde Property and Tanbei Property. DPU is derived after taking into consideration 263,811,038 Units as at 31 December 2018 held by Aqua Wealth and Bounty Way that are subject to a distribution waiver (see paragraph 7.1 of this Circular for further details).
- As at 31 December 2018.

Increase in Market Capitalisation and Free Float

Up to 120.0 million⁽¹⁾

New Units issued under the Private Placement

Payment of acquisition fee in the form of acquisition fee Units of **~3 million⁽¹⁾ Units** to Trustee-Manager

~123 million⁽¹⁾
New Units

19.1%⁽¹⁾

of the total number of Units in issue as at the Latest Practicable Date

The increase in the total number of Units in issue, which results in an increase in market capitalisation and free float, potentially improving the trading liquidity of the Units.

Note:

1. For illustrative purposes only.

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CORPORATE INFORMATION

Directors of Dasin Retail Trust Management Pte. Ltd. (the "Trustee-Manager")	:	Mr. Zhang Zhencheng (Chairman and Non-Executive Director) Mr. Zhang Zhongming (Deputy Chairman and Non-Executive Director) Dr. Cao Yong (Lead Independent Director) Mr. Sun Shu (Independent Director) Mr. Tan Huay Lim (Independent Director)
Registered Office of the Trustee-Manager	:	8 Marina Boulevard #14-02 Marina Bay Financial Centre Tower 1 Singapore 018981
Legal Adviser to the Trustee-Manager for the Acquisition and the Private Placement as to Singapore Law	:	Eng and Co. LLC 7 Straits View #11-01, Marina One East Tower Singapore 018936
Legal Adviser to the Trustee-Manager for the Acquisition and the Private Placement as to PRC Law	:	JunZeJun Law Offices 28 & 29 Floor, Rongchao Economic Trade Center, No. 4028 Jintian Rd Futian District, Shenzhen, PRC
Placement Agent in relation to the Private Placement	:	DBS Bank Ltd. 12 Marina Boulevard Level 46 DBS Asia Central @ Marina Bay Financial Centre Tower 3 Singapore 018982
Legal Adviser to the Placement Agent in relation to the Private Placement as to Singapore Law	:	Allen & Gledhill LLP One Marina Boulevard #28-00 Singapore 018989
Unit Registrar and Unit Transfer Office	:	Boardroom Corporate & Advisory Services Pte. Ltd. 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623
Independent Financial Adviser to the Independent Directors and the Audit and Risk Committee of the Trustee-Manager in relation to the Acquisition and the Aqua Wealth Placement (the "IFA")	:	Ernst & Young Corporate Finance Pte Ltd One Raffles Quay North Tower, Level 18 Singapore 048583
Independent Market Consultant	:	China Insights Industry Consultancy Limited Room 1603 B, Shanghai International Group Building 511 Weihai Road, Jing'an District Shanghai, China

Independent Valuers : D&P China (HK) Limited (“**D&P**”)
Rooms 701 & 708-10
7/F Gloucester Tower, The Landmark
15 Queen’s Road Central
Central, Hong Kong

Jones Lang LaSalle Corporate Appraisal and
Advisory Limited (“**JLL**”)
7/F One Taikoo Place
979 King’s Road
Hong Kong

Reporting Accountants : Deloitte & Touche LLP
6 Shenton Way
OUE Downtown 2
#33-00
Singapore 068809

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SUMMARY

The following summary is qualified in its entirety by, and should be read in conjunction with, the full text of this Circular. Meanings of defined terms may also be found in the Glossary on pages 54 to 59 of this Circular.

Any discrepancies in the tables, graphs and charts included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

For illustrative purposes, certain RMB amounts have been translated into Singapore dollars. Unless otherwise indicated, such translations have been made based on the illustrative exchange rate of S\$1.00 = RMB5.19. Such translations should not be construed as representations that RMB amounts referred to could have been, or could be, converted into Singapore dollars, as the case may be, at that or any other rate or at all.

OVERVIEW

Dasin Retail Trust is a business trust that is registered under the Business Trusts Act, Chapter 31A of Singapore. Dasin Retail Trust was listed on the Main Board of the SGX-ST on 20 January 2017.

Dasin Retail Trust is established with the principal investment mandate to invest in, own or develop land, uncompleted developments and income-producing real estate in Greater China¹, used primarily for retail purposes, as well as real estate-related assets, with a focus on retail malls. Dasin Retail Trust is managed by the Trustee-Manager, which is owned by Mr. Zhang Zhencheng, the Chairman and Non-Executive Director of the Trustee-Manager, and Shun Fung Investment Limited² holding 99.0% and 1.0% of the interests respectively.

As at 27 November 2019, being the latest practicable date prior to the printing of this Circular (the "**Latest Practicable Date**"), Dasin Retail Trust has a market capitalisation of approximately S\$540.7 million. Dasin Retail Trust's existing portfolio (the "**Existing Portfolio**") comprises five properties located in the People's Republic of China with an aggregate net lettable area ("**NLA**") of approximately 316,018 square metres ("**sq m**") and valuation of approximately S\$1,831.9 million (RMB9,467.5 million) as at 30 September 2019:

- (i) Xiaolan Metro Mall, which is located at No. 18 Shengping Middle Road, Xiaolan Town, Zhongshan, Guangdong Province, PRC, comprising a basement level of car park space and five levels above ground (the "**Xiaolan Property**"). It provides an array of leisure and entertainment and food and beverage ("**F&B**") choices, which includes a supermarket and a cinema;
- (ii) Ocean Metro Mall, which is located at No. 28 Boai Six Road, Dongqu District, Zhongshan, Guangdong Province, PRC, comprising a five-storey shopping mall over-mounting a three-level basement retail and 1,991 basement car park lots (the "**Ocean Property**"). It provides an array of retail, F&B and entertainment and cultural choices, which include a supermarket, a furniture shop, cinemas, a fitness centre and a karaoke outlet;
- (iii) Dasin E-Colour, which is located at South Tower, No. 4 Qitou New Village Longfeng Road, Shiqi District, Zhongshan, Guangdong Province, PRC (the "**Dasin E-Colour Property**"). It is a nine-storey shopping mall which offers F&B, fashion, leisure and entertainment choices. Part of the eighth and ninth levels houses a business incubator for students of the University of Electronic Science and Technology of China (Zhongshan Institute), and the entire seventh level is utilised for a karaoke and other entertainment facilities;

1 For the purposes of this Circular, "**Greater China**" refers to the People's Republic of China ("**PRC**"), the Hong Kong Special Administrative Region ("**Hong Kong**") and the Macau Special Administrative Region ("**Macau**").

2 Shun Fung Investment Limited, a company incorporated in Macau, is wholly-owned by Mr. Zhang Kaicheng, an associate of Mr. Zhang Zhencheng.

- (iv) Shiqi Metro Mall, which is located at No. 2, South Dasin Road, Shiqi District, Zhongshan, Guangdong Province, PRC (the “**Shiqi Property**”, and together with the Xiaolan Property, the Ocean Property, and the Dasin E-Colour Property, the “**2018 Portfolio**”). It is a mid-end positioned regional mall with a broad ranging trade mix primarily targeting mid-income household in the Zhongshan core urban area; and
- (v) Doumen Metro Mall, which is located at No. 328 Zhongxing Middle Road, Jing’an Town, Doumen District, Zhuhai, Guangdong Province, PRC (the “**Doumen Property**”). It is a large-scale integrated shopping mall that provides a one-stop destination for leisure and entertainment, F&B and retail activities, and comprises two basement levels of car park space and six levels above ground.

For the purposes of this Circular, and unless otherwise stated, the Existing Portfolio refers to the five properties held by Dasin Retail Trust as at 30 September 2019; and the 2018 Portfolio refers to the Existing Portfolio excluding the Doumen Property.

Unless otherwise stated, the information contained in this Circular on the Existing Portfolio is as at 30 September 2019.

SUMMARY OF APPROVALS SOUGHT

In furtherance of Dasin Retail Trust’s investment strategy, the Trustee-Manager is seeking approval from unitholders of Dasin Retail Trust (the “**Unitholders**”) in respect of the following Ordinary Resolutions³:

- (1) **Resolution 1:** The proposed acquisition of Shunde Metro Mall and Tanbei Metro Mall (the “**Acquisition**”) (which is conditional upon the passing of Resolution 2);
- (2) **Resolution 2:** The proposed issue and placement of up to 120.0 million New Units under an equity fund raising in the form of a proposed private placement (the “**Private Placement**”) (which is conditional upon the passing of Resolution 1); and
- (3) **Resolution 3:** The proposed issue and placement of up to 44.0 million New Units to Aqua Wealth Holdings Limited under (and comprising part of) the Private Placement (the “**Aqua Wealth Placement**”) (which is conditional upon the passing of Resolution 1 and Resolution 2).

Unitholders should note that Resolution 1 (The Acquisition) and Resolution 2 (The Private Placement) are inter-conditional. In the event that either of Resolution 1 (The Acquisition) or Resolution 2 (The Private Placement) is not passed, the Trustee-Manager will not proceed with the Acquisition and the Private Placement.

Unitholders should note that Resolution 3 (The Aqua Wealth Placement) is conditional upon Resolution 1 (The Acquisition) and Resolution 2 (The Private Placement) being passed. In the event that either of Resolution 1 (The Acquisition) or Resolution 2 (The Private Placement) is not passed, the Trustee-Manager will not proceed with the Aqua Wealth Placement.

For the avoidance of doubt, the Trustee-Manager may still proceed with the Acquisition and the Private Placement in accordance with, among others, Chapter 8 and Chapter 9 of the Listing Manual of the SGX-ST (the “Listing Manual”) in the event that Resolution 3 (The Aqua Wealth Placement) is not passed or in the event that the Aqua Wealth Placement does not proceed.

³ “**Ordinary Resolution**” means a resolution proposed and passed as such by a majority being greater than 50.0% or more of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed (as defined herein).

RESOLUTION 1: THE PROPOSED ACQUISITION OF SHUNDE METRO MALL AND TANBEI METRO MALL

The Trustee-Manager is seeking the approval of Independent Unitholders (as defined herein) for the proposed acquisition of two properties located in the PRC, namely: (a) Shunde Metro Mall, a shopping mall located at No. 1 Rainbow Road, Xincheng District, Dehe Community Residents Committee, Daliang Street Office, Shunde District, Foshan City, Guangdong Province, PRC (the **"Shunde Property"**); and (b) Tanbei Metro Mall, a shopping mall located at No. 153, Xierma Road, Tanbei, Dongsheng Town, Zhongshan City, Guangdong Province, PRC (the **"Tanbei Property"**, and together with the Shunde Property, the **"Properties"**) from Mr. Zhang Zhencheng, the Chairman and Non-Executive Director of the Trustee-Manager (the **"Vendor"**). The Acquisition is an "interested person transaction" under Chapter 9 of the Listing Manual.

The Shunde Property is held by a PRC holding company, Foshan Dasin Commercial Management Co., Ltd. (佛山市大信商业管理有限公司) (the **"Shunde PRC Property Company"**), which in turn had previously been 100% owned by Zhongshan Dasin Management and Investment Co., Ltd. (**"Dasin Management and Investment"**). At the same time, the rental management company of the Shunde Property, Foshan Shunde Dasin Metro-Mall Commercial Management Co., Ltd. (佛山市顺德大信新都汇商业管理有限公司) (the **"Shunde Rental Management Company"**), had previously been 100% owned by Zhongshan Dasin Metro-Mall Merchant Investment Co., Ltd. (中山市大信新都汇商业投资有限公司) (**"Dasin Merchant Investment"**), a wholly-owned subsidiary of Dasin Management and Investment. The Vendor, through his indirect wholly-owned Singapore holding companies, Xu Xin Investments Pte. Ltd. and Xu Xin Management Pte. Ltd. (collectively, the **"Shunde Singapore Holding Companies"**) respectively, had on 9 October 2019 acquired from Dasin Management and Investment its entire equity interests in the Shunde PRC Property Company, and had on 30 September 2019 acquired from Dasin Merchant Investment its entire equity interests in the Shunde Rental Management Company (collectively, the **"Shunde PRC Acquisition"**). The aggregate consideration payable by the Vendor for the Shunde PRC Acquisition is approximately S\$11.1 million (RMB57.7 million).

The Tanbei Property is held by a PRC holding company, Zhongshan Yuanteng Commercial Property Management Co., Ltd. (中山市远腾商用物业管理有限公司) (the **"Tanbei PRC Property Company"**), which in turn had previously been 100% owned by Dasin Management and Investment. The Vendor, through his indirect wholly-owned Singapore holding company, Tan Xin Investments Pte. Ltd. (the **"Tanbei Singapore Holding Company"**), had on 29 September 2019 acquired from Dasin Management and Investment its entire equity interests in the Tanbei PRC Property Company for approximately S\$9.2 million (RMB48.0 million) (the **"Tanbei PRC Acquisition"**, and together with the Shunde PRC Acquisition, the **"PRC Acquisition"**).

Dasin Management and Investment is wholly-owned by Mr. Zhang Zhongming, Mr. Zhang Kaicheng and Mr. Zhang Jiucheng holding 25.0%, 37.5% and 37.5% of the interests respectively, while Dasin Merchant Investment is a wholly-owned subsidiary of Dasin Management and Investment. Mr Zhang Zhongming is the nephew of the Vendor. Mr Zhang Kaicheng and Mr Zhang Jiucheng are the siblings of the Vendor. Accordingly, for the purposes of Chapter 9 of the Listing Manual, each of Dasin Management and Investment and Dasin Merchant Investment is an "interested person". Please refer to paragraph 6.2.1 of this Circular for further information relating to the relationship between the Vendor and each of Dasin Management and Investment and Dasin Merchant Investment.

On 13 November 2019, the Trustee-Manager, on behalf of Dasin Retail Trust, entered into a sale and purchase agreement (the **"Sale and Purchase Agreement"**) with the Vendor and Zhongshan Dasin Real Estate Co., Ltd. (the **"Sponsor"**) to acquire the Properties and the Shunde Rental Management Company. The above acquisition will be undertaken through the purchase by the Trustee-Manager (on behalf of Dasin Retail Trust) of the entire shareholding interests in Singapore Zhi Xin Commercial Holdings Pte. Ltd. (the **"Singapore Holdco"**, and the equity interests in the Singapore Holdco, the **"Sale Share"**). Prior to the completion of the Acquisition, the Singapore Holdco will be the legal and beneficial owner of the entire equity interests in each of Singapore Xu Xin Commercial Holdings Pte. Ltd. (the **"Shunde Holdco"**) and Singapore Tan Xin Commercial Holdings Pte. Ltd. (the **"Tanbei Holdco"**). The Shunde Holdco is the holding company of 100% of the equity interest in Xu Xin Holdings Pte Ltd, which in turn holds the entire equity interest in the Shunde Singapore Holding Companies. The Tanbei Holdco is the holding company of 100% of the equity interest in Tan Xin Holdings Pte Ltd, which in turn holds the entire equity interest in the Tanbei Singapore Holding Company.

The Sale and Purchase Agreement provides that completion of the Acquisition ("**Completion**") will be subject to, among others, the following conditions precedent having been fulfilled:

- (i) the Singapore Holdco shall be the legal and beneficial owner of the entire equity interests in each of the Shunde Holdco and the Tanbei Holdco;
- (ii) the Vendor and/or the Sponsor procuring the discharge of any claim, charge, debenture, mortgage, security, assignment of rights and receivables, lien, option, equity or other equitable interest, power of sale, hypothecation or other third party rights, restriction as to transfer, use or possession, easement, subordination to any right of any other person, retention of title, right of pre-emption, right of first refusal or security interest of any kind over the Sale Share and the Properties (if any);
- (iii) there being no compulsory acquisition or expropriation of the assets of the Singapore Holdco and/or its subsidiaries (including without limitation, any of the equity interest held in the Shunde Holdco, Tanbei Holdco, and/or their respective subsidiaries or the Properties) or any part of it, and no notice of such intended compulsory acquisition or resumption has been given, by the government or other competent authority;
- (iv) there being no breach of the Sale and Purchase Agreement (including any of the warranties); and
- (v) the licences, authorisations, orders, grants, confirmations, consents, permissions, registrations, and other approvals necessary for or in respect of the Acquisition having been obtained by the Vendor and the Sponsor (as applicable) from third parties (including governmental or official authorities, courts or other regulatory bodies) on terms reasonably satisfactory to the Trustee-Manager and such licences, authorisations, orders, grants, confirmations, consents, permissions, registrations and other approvals remaining in full force and effect and not being subject to any new or additional conditions and/or requirements.

If such conditions precedent for the Acquisition are not satisfied or waived in writing by the Trustee-Manager (in its absolute discretion) by 30 June 2020, the Sale and Purchase Agreement shall lapse and no party shall have any claim against any other party, save for any claim arising from any antecedent breach of certain undertakings in the Sale and Purchase Agreement. Each of the Vendor and the Sponsor have undertaken in the Sale and Purchase Agreement that they shall use best endeavours to procure the fulfilment of the conditions precedent for the Acquisition.

Description of the Properties

The Shunde Property is a shopping mall located at No. 1 Rainbow Road, Xincheng District, Dehe Community Residents Committee, Daliang Street Office, Shunde District, Foshan City, Guangdong Province, PRC, with a gross floor area ("**GFA**") of approximately 177,276 sq m (including car park and other facilities space). The Shunde Property is a large-scale integrated shopping mall that provides a one-stop destination for leisure and entertainment, F&B and retail activities, and comprises three basement levels of car park space and six levels above ground.

The Tanbei Property is a shopping mall located at No. 153, Xierma Road, Tanbei, Dongsheng Town, Zhongshan City, Guangdong Province, PRC, with a GFA of approximately 13,640 sq m. The Tanbei Property is the only shopping mall in Dongsheng town, and enjoys a strong catchment area with a convenient transportation network and comprehensive supporting municipal facilities. The Tanbei Property is surrounded by many residential quarters and completed supporting commercial facilities. It is a lifestyle shopping mall, with key tenants including a premium supermarket, department store, F&B, and childcare service providers.

The tables below set out a summary of selected information on the Properties as at 31 August 2019 (unless otherwise stated).

Property	Shunde Metro Mall
Location	No. 1 Rainbow Road, Xincheng District, Dehe Community Residents Committee, Daliang Street Office, Shunde District, Foshan City
Month of Commencement of Operations	November 2018
GFA	Approximately 177,276 sq m for the retail area, the car park area and other facilities
NLA	Approximately 66,678 sq m
Number of Storeys	Nine storeys (Six floors above ground and three floors underground)
Car Park Lots	Approximately 1,411
Permitted Land Use	Retail, wholesale, catering, hotel, commercial finance, entertainment and other commercial service, press and publication
Expiry of Land Use Rights	6 March 2057
Valuation by D&P	S\$487.5 million (RMB2,530.0 million)
Valuation by JLL	S\$486.5 million (RMB2,525.0 million)
Agreed Property Value⁴	S\$364.3 million (RMB1,890.8 million)
Occupancy Rate	99.3%
Weighted Average Lease Expiry ("WALE") by Gross Rental Income ("GRI") for the Month of August 2019	5.2 years
WALE by NLA	9.0 years
Trade Names of Key Tenants	Jinyi Cinemas (金逸影业), AEON (永旺), Suning (苏宁易购), Haidilao Restaurant (海底捞火锅), Starbucks, Häagen-Dazs, Pizza Hut, and KFC
Pro forma Net Property Income ("NPI") Yield for FY2018⁵	4.3%

Property	Tanbei Metro Mall
Location	Keyihaoyuan, No. 153, Xierma Road, Tanbei, Dongsheng Town, Zhongshan City
Month of Commencement of Operations	March 2018
GFA	Approximately 13,640 sq m
NLA	Approximately 8,952 sq m
Number of Storeys	Four storeys above ground
Permitted Land Use	Commercial and residential

4 "Agreed Property Value" means the agreed property value of each Property, which was negotiated on a willing-buyer and willing-seller basis taking into account the independent valuations conducted by the Independent Valuers (as defined herein).

5 The pro forma NPI yield of each Property for FY2018 is computed by dividing the pro forma NPI of each Property for FY2018 by the Agreed Property Value. The pro forma NPI of each Property for FY2018 is computed based on the assumptions set out in paragraph 7.1 of this Circular. The pro forma NPI and NPI yield have been provided for illustrative purposes only and should not be construed as a representation, projection or forecast of future NPI.

Expiry of Land Use Rights	23 September 2038 ⁶
Valuation by D&P	S\$14.1 million (RMB73.0 million)
Valuation by JLL	S\$14.6 million (RMB75.6 million)
Agreed Property Value⁷	S\$10.7 million (RMB55.6 million)
Occupancy Rate	92.3%
WALE by GRI for the Month of August 2019	7.7 years
WALE by NLA	7.5 years
Trade Names of Key Tenants	Dasin Shinwa Supermarket (大信信和) and Xin Garden (信軒酒家)
Pro forma NPI Yield for FY2018⁸	10.7%

Estimated Total Acquisition Cost

The total cost of the Acquisition (the “**Total Acquisition Cost**”) is currently estimated to be approximately S\$333.0 million, comprising:

- (i) the Share Consideration (as defined herein) representing the cash outlay, estimated to be S\$65.1 million (RMB337.7 million). The Share Consideration is equal to the aggregate of adjusted consolidated net asset value of the Singapore Holdco and its subsidiaries (“**Consolidated NAV**”) as at 30 September 2019, and calculated based on the agreed purchase price for the Shunde Property of S\$364.3 million (RMB1,890.8 million) and the agreed purchase price of the Tanbei Property of S\$10.7 million (RMB55.6 million), less the total net liabilities of the Singapore Holdco and its subsidiaries of approximately S\$309.9 million (RMB1,608.6 million).⁹ The Share Consideration will be subject to post-Completion adjustments, but provided always that the final amount payable to the Vendor for the acquisition of the Singapore Holdco shall not exceed S\$65.1 million (RMB337.7 million). In the event that the Consolidated NAV as at Completion is less than S\$65.1 million (RMB337.7 million), the Share Consideration will be reduced to the actual Consolidated NAV as at Completion;
- (ii) the repayment of existing indebtedness of S\$247.8 million (RMB1,286.1 million), which comprises the following:
 - (a) the Shunde PRC Property Company’s onshore construction loan of approximately S\$198.5 million (RMB1,030.0 million) with a PRC commercial bank, Guangdong Shunde Rural Commercial Bank Company Limited (广东顺德农村商业银行股份有限公司);
 - (b) the aggregate consideration of S\$11.1 million (RMB57.7 million) payable by the Shunde Singapore Holding Companies in respect of the Shunde PRC Acquisition;

6 The land use rights registered in respect of the Tanbei Property commenced from 24 September 1998 and will expire on 23 September 2068. Under the relevant PRC laws and regulations, the maximum term of the land use right granted depends on the type of use of the land. The Tanbei Property was originally part of a mixed development comprising residential and commercial properties, with a land use right tenure of 70 years. When the land use rights for the mixed development were separated, the Tanbei Property, which is subject to commercial use, was granted land use right tenure which remained at 70 years by the relevant authorities. There is no assurance that the extra 30 years of land use right tenure will not be revoked by the government authorities in the future. In view of this, the Trustee-Manager has negotiated with the Vendor and the Sponsor to purchase the Tanbei Property at a valuation based on 40 years of land use right, expiring on 23 September 2038. The benefit of any remaining land use rights after 23 September 2038 shall accrue to the benefit of Dasin Retail Trust.

7 “**Agreed Property Value**” means the agreed property value of each Property, which was negotiated on a willing-buyer and willing-seller basis taking into account the independent valuations conducted by the Independent Valuers (as defined herein).

8 The pro forma NPI yield of each Property for FY2018 is computed by dividing the pro forma NPI of each Property for FY2018 by the Agreed Property Value. The pro forma NPI of each Property for FY2018 is computed based on the assumptions set out in paragraph 7.1 of this Circular. The pro forma NPI and NPI yield have been provided for illustrative purposes only and should not be construed as a representation, projection or forecast of future NPI.

9 Based on the unaudited pro forma consolidated balance sheet of the Shunde Singapore Holding Companies, the Tanbei Singapore Holding Company and their respective subsidiaries as at 30 September 2019. The total consolidated net liabilities of the Singapore Holdco and its subsidiaries (which does not include the Aggregated Agreed Property Value) of approximately S\$309.9 million (RMB1,608.6 million) is equivalent to the Existing Indebtedness (as defined herein) and the consolidated deferred tax liability of S\$71.3 million, less: (i) the Shunde Outstanding Amount (as defined herein) and (ii) a net asset amount of S\$7.4 million.

- (c) the aggregate consideration of S\$9.2 million (RMB48.0 million) payable by the Tanbei Singapore Holding Company in respect of the Tanbei PRC Acquisition; and
- (d) the construction payables and other liabilities of the Shunde PRC Property Company, the Shunde Rental Management Company and/or the Tanbei PRC Property Company of approximately S\$29.0 million (RMB150.5 million),

(collectively, the “**Existing Indebtedness**”);

- (iii) an acquisition fee of approximately S\$2.4 million (the “**Acquisition Fee**”) payable in Units to the Trustee-Manager (the “**Acquisition Fee Units**”); and
- (iv) the estimated professional and other fees and expenses incurred or to be incurred by Dasin Retail Trust in connection with the Acquisition of approximately S\$17.7 million.

(See paragraph 2.4 of this Circular for further details.)

Share Consideration and Valuation

The Share Consideration, representing the cash outlay, is estimated to be S\$65.1 million (RMB337.7 million) as at 30 September 2019. The Share Consideration will be subject to post-Completion adjustments, but provided always that the final amount payable to the Vendor for the acquisition of the Singapore Holdco shall not exceed S\$65.1 million (RMB337.7 million). In the event that the Consolidated NAV as at Completion is less than S\$65.1 million, the Share Consideration will be reduced to the actual Consolidated NAV as at Completion.

The Trustee-Manager has commissioned two independent property valuers, D&P and JLL (collectively, the “**Independent Valuers**”), to value the Properties. In arriving at the open market value of the Properties, the valuation of the Properties by D&P was conducted in accordance with (i) the discounted cash flow and (ii) the term and reversion approach and the valuation of the Properties by JLL was conducted in accordance with (i) the discounted cash flow and (ii) income capitalisation approach.

The Agreed Property Values of S\$364.3 million (RMB1,890.8 million) and S\$10.7 million (RMB55.6 million) for the Shunde Property and the Tanbei Property respectively were negotiated on a willing-buyer and willing-seller basis after taking into account the two independent valuations each for the Shunde Property and the Tanbei Property by the Independent Valuers.

The Agreed Property Value of S\$364.3 million (RMB1,890.8 million) for the Shunde Property represents a discount of approximately 25.3% to D&P’s valuation of S\$487.5 million (RMB2,530.0 million) and a discount of approximately 25.1% to JLL’s valuation of S\$486.5 million (RMB2,525.0 million).

The Agreed Property Value of S\$10.7 million (RMB55.6 million) for the Tanbei Property represents a discount of approximately 23.8% to D&P’s valuation of S\$14.1 million (RMB73.0 million) and a discount of approximately 26.5% to JLL’s valuation of S\$14.6 million (RMB75.6 million).

(See paragraph 2.4 and **Appendix C** of this Circular for further details.)

Method of Financing for the Acquisition

The Trustee-Manager intends to finance the Acquisition through a combination of debt and equity financing and internal funding. The equity financing will be in the form of the Private Placement (which, together with the Acquisition, will be collectively referred to as the “**Proposed Transaction**”) of New Units, while debt financing will be in the form of a drawdown of debt facilities to be made available to Dasin Retail Trust from commercial lenders.

The Shunde PRC Property Company has outstanding onshore construction loans of approximately S\$198.5 million with a PRC commercial bank, Guangdong Shunde Rural Commercial Bank Company Limited (广东顺德农村商业银行股份有限公司) that were drawn down to finance the construction of the Shunde Property. The Trustee-Manager intends to use Dasin Retail Trust’s syndicated bank loans of S\$225.5 million

to repay and discharge these onshore construction loans. Due to higher interest rates associated with the onshore construction loans, the refinancing is expected to lower the overall financing costs associated with the Shunde Property following Completion as well as extend its debt maturity. The remainder of the loans drawn down will be applied towards (a) the repayment of existing indebtedness of the Shunde Singapore Holding Companies and Tanbei Singapore Holding Company of approximately S\$20.4 million due to Dasin Management and Investment and Dasin Merchant Investment as consideration for the PRC Acquisition; and (b) the repayment of construction payables and other liabilities of approximately S\$29.0 million due to contractors in connection with construction works for the Properties.

The Acquisition Fee in relation to the Acquisition will be paid in the form of Units.

The final decision regarding the financing to be employed for the purposes of financing the Acquisition will be made by the Trustee-Manager at the appropriate time, taking into account the then prevailing market conditions and interest rate environment, availability of alternative funding options, the impact on Dasin Retail Trust's capital structure, distribution per Unit ("DPU") and debt expiry profile and the covenants and requirements associated with each financing option.

(See paragraph 2.5 of this Circular for further details.)

The Private Placement

Assuming that for illustrative purposes, approximately 120.0 million New Units are issued based on the illustrative issue price of S\$0.82 per New Unit (the "**Illustrative Issue Price**") pursuant to the Private Placement to raise the expected gross proceeds of approximately S\$98.4 million to partly finance the Acquisition, the number of New Units issued would represent approximately 18.6% of the number of Units in issue as at the Latest Practicable Date.

The Private Placement will be undertaken through an issuance of New Units pursuant to the approval of the Unitholders passing Resolution 2 (The Private Placement).

(See paragraph 2.5.1 and paragraph 3 of this Circular for further details.)

Payment of Acquisition Fee in Units

The Trustee-Manager shall be paid an Acquisition Fee of approximately S\$2.4 million for the Acquisition pursuant to the Trust Deed.

The Trustee-Manager has elected to receive its Acquisition Fee in the form of Acquisition Fee Units. In accordance with the Trust Deed, the Acquisition Fee Units will be issued at the same issue price as the New Units issued under the Private Placement. Based on the Illustrative Issue Price of S\$0.82 per Unit, the number of Acquisition Fee Units issued will be approximately 3.0 million. The Trust Deed does not impose any moratorium restrictions on the Acquisition Fee Units. Nonetheless, any dealings in the Units by the Trustee-Manager will be carried out in compliance with the best practices on dealings in securities set out in Rule 1207(19) of the Listing Manual.

By approving the Acquisition, Independent Unitholders will be deemed to have also specifically approved the issue of the Acquisition Fee Units to the Trustee-Manager.

(See paragraph 2.6 of this Circular for further details.)

Unitholders should note that Resolution 1 (The Acquisition) and Resolution 2 (The Private Placement) are inter-conditional. In the event that Resolution 2 (The Private Placement) is not passed, the Trustee-Manager will not proceed with the Acquisition.

RESOLUTION 2: THE PROPOSED PRIVATE PLACEMENT

The Trustee-Manager proposes to issue up to 120.0 million New Units (representing approximately 18.6% of the number of Units in issue as at the Latest Practicable Date).

Based on the Illustrative Issue Price of S\$0.82 per New Unit, the Private Placement is expected to raise gross proceeds of approximately S\$98.4 million to partly finance the Acquisition, with the balance to be funded by debt financing and internal funding. The final decision regarding the proportion of equity, debt and internal funding to be employed to fund the Acquisition will be made by the Trustee-Manager at the appropriate time taking into account the then prevailing market conditions.

Pursuant to Rules 811(1) and 811(5) of the Listing Manual, the issue price of the New Units must not be priced at more than 10.0% discount to the volume weighted average price ("VWAP") for the Units on the SGX-ST for the full Market Day¹⁰ on which the placement or subscription agreement is signed or, if trading in the Units is not available for a full Market Day, the VWAP based on the trades done on the preceding Market Day up to the time the placement agreement is signed, excluding (where applicable) accrued distributions provided that the holders of the New Units are not entitled to the accrued distributions.

The Trustee-Manager will engage placement agents to jointly determine the issue price of the New Units after a book-building process and the most appropriate time to launch the Private Placement so as to ensure the success of the Private Placement, having regard to the then prevailing market conditions and other factors that the Trustee-Manager and the placement agents may consider relevant.

The Trustee-Manager has on 13 November 2019 made an application to the SGX-ST for the listing and quotation of the New Units.

On 3 December 2019, the SGX-ST granted its approval in-principle for the listing and quotation of the New Units on the Main Board of the SGX-ST, subject to the following conditions:

- (a) approval of Unitholders of the Acquisition and the proposed Private Placement at an extraordinary general meeting of Unitholders to be convened;
- (b) a written undertaking from the Trustee-Manager that it will comply with Rule 803 of the Listing Manual;
- (c) a written undertaking from the placement agents that they will ensure that Dasin Retail Trust will comply with Rule 803 of the Listing Manual;
- (d) a written undertaking from the Trustee-Manager that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of the proceeds from the Private Placement and where proceeds are to be used for working capital purposes, Dasin Retail Trust will disclose a breakdown with specific details on the use of proceeds for working capital in Dasin Retail Trust's announcements on use of proceeds and in the annual report;
- (e) a written confirmation from the Trustee-Manager that it will not issue the New Units to persons prohibited under Rule 812(1) of the Listing Manual, other than to Aqua Wealth subject to approval by independent unitholders at an extraordinary general meeting of Unitholders to be convened; and
- (f) a written confirmation from the placement agents that the New Units will not be placed out to persons under Rule 812(1) of the Listing Manual, other than to Aqua Wealth subject to approval by independent unitholders at an extraordinary general meeting of Unitholders to be convened.

Please refer to paragraph 3 of this Circular for further details.

The approval in-principle of the SGX-ST is not to be taken as an indication of the merits of the Private Placement, the New Units, the Acquisition, the Trustee-Manager and/or Dasin Retail Trust and/or its subsidiaries.

¹⁰ "Market Day" refers to a day on which the SGX-ST is open for securities trading.

The Trustee-Manager will make periodic announcements on the utilisation of the net proceeds of the Private Placement via SGXNET as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated.

Notwithstanding its current intention, the Trustee-Manager may, subject to relevant laws and regulations, utilise the net proceeds of the Private Placement at its absolute discretion for other purposes, including without limitation, the repayment of existing indebtedness.

(See paragraph 3 of this Circular for further details.)

Unitholders should note that the proceeds of the Private Placement are intended to be utilised for the Acquisition. Dasin Retail Trust will not proceed with the Private Placement in the event that Independent Unitholders' approval of the Acquisition is not obtained; nor will Dasin Retail Trust proceed with the Acquisition if the Private Placement is not approved by Independent Unitholders.

RESOLUTION 3: THE PROPOSED AQUA WEALTH PLACEMENT

The Trustee-Manager seeks approval from Independent Unitholders for allowing New Units to be placed to Aqua Wealth Holdings Limited ("**Aqua Wealth**") as part of the Private Placement. To demonstrate its commitment to Dasin Retail Trust and to align its interest with other Unitholders, Aqua Wealth may subscribe for up to 44.0 million New Units under the Private Placement. Assuming that Aqua Wealth subscribes for the maximum 44.0 million New Units under the Private Placement, its unitholding in Dasin Retail Trust would decrease from 54.2% to approximately 51.4% and the Vendor's aggregate deemed interest in Dasin Retail Trust shall decrease from 59.7% to 56.1%. This would allow Aqua Wealth to maintain a post-placement percentage unitholding of at least 51.0%, which aligns the interest of Aqua Wealth with other Unitholders and allows Aqua Wealth to continue to be in a position to support Dasin Retail Trust as well as its growth strategy moving forward. Assuming that Aqua Wealth does not subscribe for any New Units under the Private Placement, its unitholding in Dasin Retail Trust would decrease from 54.2% to 45.7%.

The New Units will be placed to Aqua Wealth at the same issue price as that paid by the other investors for the New Units under the Private Placement.

Aqua Wealth and the Vendor are related through the Zhang Family Trust (as defined herein), of which the Vendor is the settlor and Mr. Zhang Chon Meng, son of the Vendor, Mr. Zhang Gui Ming, nephew of the Vendor, Mr. Zhang Kunming, nephew of the Vendor, Mr. Zhang Shenming, nephew of the Vendor and Ms Liang Jinying, sister-in-law of the Vendor are the beneficiaries. The power to make investment decisions on behalf of the Zhang Family Trust is conferred solely on an investment committee, of which the Vendor is the sole member. Please refer to paragraph 6.2.1 of this Circular for further information relating to the relationship between the Vendor and Aqua Wealth.

The issue price of the New Units under the Private Placement will be determined by the Trustee-Manager together with the placement agents to be appointed closer to the launch of the Private Placement. In the event that the Aqua Wealth Placement is approved by Unitholders, but the Trustee-Manager decides to not proceed with the Aqua Wealth Placement for various reasons, the Trustee-Manager may still proceed with Private Placement without the Aqua Wealth Placement.

Unitholders should also note that the proposed placement of New Units to Aqua Wealth is subject to and conditional upon the passing of Resolution 1 (The Acquisition) and Resolution 2 (The Private Placement).

(See paragraph 4 of this Circular for further details.)

Unitholders should note that the proceeds of the Private Placement (including the Aqua Wealth Placement) are intended to be utilised for the Acquisition. Dasin Retail Trust will not proceed with the Private Placement in the event that Independent Unitholders' approval of the Acquisition is not obtained; nor will Dasin Retail Trust proceed with the Acquisition if the Private Placement is not approved by Independent Unitholders. As such, Resolution 3 (the Aqua Wealth Placement) is subject to and conditional upon Independent Unitholders' approval of Resolution 1 (the Acquisition) and Resolution 2 (the Private Placement).

For the avoidance of doubt, the Trustee-Manager may still proceed with the Acquisition and the Private Placement in accordance with, among others, Chapter 8 and Chapter 9 of the Listing Manual in the event that Resolution 3 (The Aqua Wealth Placement) is not passed or in the event that the Aqua Wealth Placement does not proceed.

EXTRAORDINARY GENERAL MEETING

The Directors are convening an extraordinary general meeting (“EGM”) to be held on 20 December 2019 at Pacific Ballroom 1, Level 1, Pan Pacific Singapore, 7 Raffles Boulevard, Marina Square, Singapore 039595 to seek Independent Unitholders’ approval for Resolution 1 (The Acquisition), Resolution 2 (The Private Placement) and Resolution 3 (The Aqua Wealth Placement), as set out in the Notice of EGM on page F-1 of this Circular. The purpose of this Circular is to provide Unitholders with the relevant information relating to the same.

RATIONALE FOR AND KEY BENEFITS OF THE PROPOSED TRANSACTION

The Trustee-Manager believes that the Proposed Transaction will bring the following key benefits to Unitholders:

- (i) strengthening of foothold in the fast-developing Greater Bay Area;
- (ii) strategic acquisition of strong-performing assets;
- (iii) enlarged portfolio providing greater income resilience;
- (iv) improvement in portfolio occupancy, WALE and land lease tenure;
- (v) attractive value proposition;
- (vi) positive impact on the enlarged portfolio; and
- (vii) increase in market capitalisation and free float.

(See paragraph 5 of this Circular for further details.)

REQUIREMENT FOR UNITHOLDERS’ APPROVAL

Interested Person Transaction¹¹

As at the Latest Practicable Date, Aqua Wealth holds 348,719,572 Units, representing approximately 54.2% of the total number of Units in issue. DBS Trustee Limited holds the entire issued share capital of Aqua Wealth as the trustee of the Zhang Family Trust (as defined herein), of which the Vendor is the settlor and Mr. Zhang Chon Meng, son of the Vendor, Mr. Zhang Gui Ming, nephew of the Vendor, Mr. Zhang Kunming, nephew of the Vendor, Mr. Zhang Shenming, nephew of the Vendor and Ms Liang Jinying, sister-in-law of the Vendor are the beneficiaries. The power to make investment decisions on behalf of the Zhang Family Trust is conferred solely on an investment committee, of which the Vendor is the sole member. Therefore, the Vendor is deemed to be interested in the Units held by Aqua Wealth.

In addition, as at the Latest Practicable Date, the Vendor holds 100.0% of the interests in Bounty Way Investments Limited (“**Bounty Way**”), which in turn holds 28,208,759 Units, representing approximately 4.4% of the total number of Units in issue, as well as 99.0% of the interests in the Trustee-Manager, which in turn holds 7,542,826 Units, representing approximately 1.2% of the total number of Units in issue. Accordingly, the Vendor is also deemed to be interested in the Units held by each of Bounty Way and the Trustee-Manager.

11 “Interested person transaction” means a transaction between an entity at risk and an “interested person” (as defined herein).

In aggregate, as at the Latest Practicable Date, the Vendor is deemed interested in 384,471,157 Units, which is equivalent to approximately 59.7% of the total number of Units in issue. Therefore, the Vendor is regarded as a “controlling unitholder”¹² of Dasin Retail Trust under the Listing Manual.

Further, as the Vendor holds 99.0% of the interests in the Trustee-Manager, the Vendor is regarded as a “controlling shareholder”¹³ of the Trustee-Manager under the Listing Manual.

As the Vendor is a “controlling unitholder” of Dasin Retail Trust, as well as a “controlling shareholder” and Director of the Trustee-Manager, for the purposes of Chapter 9 of the Listing Manual, the Vendor is an “interested person”¹⁴.

Each of the Vendor and the Sponsor will jointly and severally provide to the Trustee-Manager certain warranties and representations in respect of the Shunde Property, the Tanbei Property, the Singapore Holdco and its subsidiaries pursuant to the Sale and Purchase Agreement. The Sponsor is wholly-owned by Mr. Zhang Zhongming (the Deputy Chairman and Non-Executive Director of the Trustee-Manager), Mr. Zhang Kaicheng and Mr. Zhang Jiucheng holding 25.0%, 37.5% and 37.5% of the interests respectively. Mr. Zhang Kaicheng and Mr. Zhang Jiucheng are the siblings of Mr. Zhang Zhencheng, the Chairman and Non-Executive Director of the Trustee-Manager, while Mr. Zhang Zhongming is the nephew of Mr. Zhang Zhencheng. For the purposes of Chapter 9 of the Listing Manual, the Sponsor is also an “interested person”.

Upon Completion, using funds drawn down from Dasin Retail Trust’s bank borrowings:

- (a) the Shunde Singapore Holding Companies will pay approximately S\$11.1 million (RMB57.7 million) to Dasin Management and Investment and Dasin Merchant Investment as consideration for the Shunde PRC Acquisition; and
- (b) the Tanbei Singapore Holding Company will pay approximately S\$9.2 million (RMB48.0 million) to Dasin Management and Investment as consideration for the Tanbei PRC Acquisition.

Dasin Management and Investment is wholly-owned by Mr. Zhang Zhongming, Mr. Zhang Kaicheng and Mr. Zhang Jiucheng holding 25.0%, 37.5% and 37.5% of the interests respectively, while Dasin Merchant Investment is a wholly-owned subsidiary of Dasin Management and Investment. Accordingly, for the purposes of Chapter 9 of the Listing Manual, each of Dasin Management and Investment and Dasin Merchant Investment is also an “interested person”.

Accordingly, the Acquisition will constitute an “interested person transaction” under Chapter 9 of the Listing Manual.

The total Agreed Property Values for the Shunde Property and the Tanbei Property (the “**Aggregated Agreed Property Value**”) is S\$375.0 million, which is approximately 48.3% of the audited net tangible assets (“NTA”) of Dasin Retail Trust as at 31 December 2018. As this value exceeds 5.0% of the latest audited NTA of Dasin Retail Trust, the Acquisition is subject to the approval of Independent Unitholders pursuant to Chapter 9 of the Listing Manual.

By approving the Acquisition, Independent Unitholders will be deemed to have approved all documents required to be executed or assigned by the parties in order to give effect to the Acquisition.

As at the Latest Practicable Date, Aqua Wealth holds 348,719,572 Units, representing approximately 54.2% of the total number of Units in issue. Therefore, Aqua Wealth is a “controlling unitholder” of Dasin Retail Trust.

12 “**Controlling unitholder**” means (a) a person who in fact exercises control over Dasin Retail Trust; or (b) a person who has an interest or interests in Units representing not less than 15.0% of the total voting rights of the holders of Dasin Retail Trust.

13 “**Controlling shareholder**” means a person who (a) holds directly or indirectly 15.0% or more of the total number of issued shares excluding treasury shares in the company; or (b) in fact exercises control over a company.

14 “**Interested person**” means (a) the Trustee-Manager (acting in its personal capacity); (b) a related corporation or related entity of the Trustee-Manager (other than a subsidiary or subsidiary entity of Dasin Retail Trust); (c) an associated company or associated entity of the Trustee-Manager (other than an associated company or associated entity of Dasin Retail Trust); (d) a Director, chief executive officer or controlling shareholder of the Trustee-Manager; (e) a controlling unitholder; or (f) an associate of any such Director, chief executive officer or controlling shareholder of the Trustee-Manager or controlling unitholder.

As Aqua Wealth is a “controlling unitholder” of Dasin Retail Trust, the Aqua Wealth Placement would also constitute an “interested person transaction” under Chapter 9 of the Listing Manual.

Assuming that 44.0 million New Units are placed to Aqua Wealth under the Private Placement and based on the Illustrative Issue Price of S\$0.82 per Unit, Dasin Retail Trust will be issuing New Units to Aqua Wealth amounting to approximately S\$36.1 million, which is approximately 4.7% of the audited NTA of Dasin Retail Trust as at 31 December 2018. The value of the Aqua Wealth Placement will not exceed 5.0% of the latest audited NTA of Dasin Retail Trust, and therefore the Aqua Wealth Placement is not subject to the approval of Unitholders under Chapter 9 of the Listing Manual. Nonetheless, the Trustee-Manager is seeking the specific approval of Independent Unitholders for the Aqua Wealth Placement as an “interested person transaction”.

Specific Approval from Unitholders for the Private Placement

The Trustee-Manager is seeking Unitholders’ approval by way of Ordinary Resolution for the proposed issue of up to 120.0 million New Units (representing approximately 18.6% of the existing number of issued Units as at the Latest Practicable Date), pursuant to the equity fund raising as required by Rule 805(1) of the Listing Manual.

Specific Approval from Unitholders for the Aqua Wealth Placement

Aqua Wealth is a “substantial unitholder”¹⁵ of Dasin Retail Trust. Pursuant to Rule 812(2) of the Listing Manual, the approval of Independent Unitholders by way of Ordinary Resolution is required for a placement of New Units to Aqua Wealth.

(See paragraph 6 of this Circular for further details.)

15 “Substantial unitholder” refers to a person with an interest in Units constituting not less than 5.0% of the total number of Units in issue.

INDICATIVE TIMETABLE

The timetable for the EGM is indicative only and is subject to change at the Trustee-Manager’s absolute discretion. Any changes (including any determination of the relevant dates) to the timetable below will be announced.

The timetable for events which are scheduled to take place after the EGM is indicative only and is subject to the absolute discretion of the Trustee-Manager.

Event	Date and Time
Last date and time for lodgement of Proxy Forms	: 18 December 2019 at 10.30 a.m.
Date and time of the EGM	: 20 December 2019 at 10.30 a.m.
If approval for the Proposed Transaction is obtained at the EGM:	
Target date for Completion of the Acquisition	: By 30 June 2020

LETTER TO UNITHOLDERS DASIN RETAIL TRUST

(a business trust constituted on 15 January 2016 under the laws of the Republic of Singapore)

Directors of the Trustee-Manager:

Mr. Zhang Zhencheng (Chairman and Non-Executive Director)
Mr. Zhang Zhongming (Deputy Chairman and Non-Executive Director)
Dr. Cao Yong (Lead Independent Director)
Mr. Sun Shu (Independent Director)
Mr. Tan Huay Lim (Independent Director)

Registered Office:

8 Marina Boulevard
#14-02 Marina Bay
Financial Centre Tower 1
Singapore 018981

5 December 2019

To: Unitholders of Dasin Retail Trust

Dear Sir/Madam

1. SUMMARY OF APPROVALS SOUGHT

1.1. Dasin Retail Trust is established with the principal investment mandate to invest in, own or develop land, uncompleted developments and income-producing real estate in Greater China, used primarily for retail purposes, as well as real estate-related assets, with a focus on retail malls. In furtherance of Dasin Retail Trust's investment strategy, the Trustee-Manager is convening the EGM to seek the approval of Unitholders by way of an Ordinary Resolution for the following resolutions:

- (a) **Resolution 1:** The Acquisition;
- (b) **Resolution 2:** The Private Placement; and
- (c) **Resolution 3:** The Aqua Wealth Placement.

Unitholders should note that Resolution 1 (The Acquisition) and Resolution 2 (The Private Placement) are inter-conditional. In the event that either of Resolution 1 (The Acquisition) or Resolution 2 (The Private Placement) is not passed, the Trustee-Manager will not proceed with the Acquisition and the Private Placement.

Unitholders should note that Resolution 3 (The Aqua Wealth Placement) is conditional upon Resolution 1 (The Acquisition) and Resolution 2 (The Private Placement) being passed. In the event that either of Resolution 1 (The Acquisition) or Resolution 2 (The Private Placement) is not passed, the Trustee-Manager will not proceed with the Aqua Wealth Placement.

For the avoidance of doubt, the Trustee-Manager may still proceed with the Acquisition and the Private Placement in accordance with, among others, Chapter 8 and Chapter 9 of the Listing Manual in the event that Resolution 3 (The Aqua Wealth Placement) is not passed or in the event that the Aqua Wealth Placement does not proceed.

1.2. Each of the Acquisition and the Aqua Wealth Placement constitutes an "interested person transaction" under Chapter 9 of the Listing Manual. Further, the Aqua Wealth Placement is a placement of Units to a "substantial unitholder" of Dasin Retail Trust. In compliance with the requirements of Chapter 9 and Rule 812(2) of the Listing Manual, the Trustee-Manager is convening the EGM to seek the approval of Independent Unitholders in respect of each of the Acquisition and the Aqua Wealth Placement.

- 1.3. In addition, the specific approval of the Unitholders is required in respect of the Private Placement. In compliance with the requirements of Rule 805(1) of the Listing Manual, the Trustee-Manager is convening the EGM to seek the approval of the Unitholders in respect of the Private Placement.

2. RESOLUTION 1: THE ACQUISITION

2.1. Introduction

The Shunde Property is held by a PRC holding company, the Shunde PRC Property Company, which in turn had previously been 100% owned by Dasin Management and Investment. At the same time, the rental management company of the Shunde Property, the Shunde Rental Management Company, had previously been 100% owned by Dasin Merchant Investment, a wholly-owned subsidiary of Dasin Management and Investment. The Vendor, through his indirect wholly-owned Singapore holding companies, Xu Xin Investments Pte. Ltd. and Xu Xin Management Pte. Ltd. respectively, had on 9 October 2019 acquired from Dasin Management and Investment its entire equity interests in the Shunde PRC Property Company, and had on 30 September 2019 acquired from Dasin Merchant Investment its entire equity interests in the Shunde Rental Management Company. The aggregate consideration payable by the Vendor for the Shunde PRC Acquisition is approximately S\$11.1 million (RMB57.7 million).

The Tanbei Property is held by a PRC holding company, the Tanbei PRC Property Company, which in turn had previously been 100% owned by Dasin Management and Investment. The Vendor, through his indirect wholly-owned Singapore holding company, the Tanbei Singapore Holding Company, had on 29 September 2019, acquired from Dasin Management and Investment its entire equity interests in the Tanbei PRC Property Company, for approximately S\$9.2 million (RMB48.0 million).

2.2. Description of the Properties

Property	Shunde Metro Mall
Location	No. 1 Rainbow Road, Xincheng District, Dehe Community Residents Committee, Daliang Street Office, Shunde District, Foshan City
Month of Commencement of Operations	November 2018
GFA	Approximately 177,276 sq m for the retail area, the car park area and other facilities.
NLA	Approximately 66,678 sq m
Number of Storeys	Nine storeys (Six floors above ground and three floors underground)
Car Park Lots	Approximately 1,411
Permitted Land Use	Retail, wholesale, catering, hotel, commercial finance, entertainment and other commercial service, press and publication
Expiry of Land Use Rights	6 March 2057
Valuation by D&P	S\$487.5 million (RMB2,530.0 million)
Valuation by JLL	S\$486.5 million (RMB2,525.0 million)
Agreed Property Value¹⁶	S\$364.3 million (RMB1,890.8 million)
Occupancy Rate	99.3%

16 "Agreed Property Value" means the agreed property value of each Property, which was negotiated on a willing-buyer and willing-seller basis taking into account the independent valuations conducted by the Independent Valuers (as defined herein).

WALE by GRI for the Month of August 2019	5.2 years
WALE by NLA	9.0 years
Trade Names of Key Tenants	Jinyi Cinemas (金逸影业), AEON (永旺), Suning (苏宁易购), Haidilao Restaurant (海底捞火锅), Starbucks, Häagen-Dazs, Pizza Hut, and KFC
Pro forma NPI Yield for FY2018¹⁷	4.3%

Property	Tanbei Metro Mall
Location	Keyihaoyuan, No. 153, Xierma Road, Tanbei, Dongsheng Town, Zhongshan City
Month of Commencement of Operations	March 2018
GFA	Approximately 13,640 sq m
NLA	Approximately 8,952 sq m
Number of Storeys	Four storeys above ground
Permitted Land Use	Commercial and residential
Expiry of Land Use Rights	23 September 2038 ¹⁸
Valuation by D&P	S\$14.1 million (RMB73.0 million)
Valuation by JLL	S\$14.6 million (RMB75.6 million)
Agreed Property Value¹⁹	S\$10.7 million (RMB55.6 million)
Occupancy Rate	92.3%
WALE by GRI for the Month of August 2019	7.7 years
WALE by NLA	7.5 years
Trade Names of Key Tenants	Dasin Shinwa Supermarket (大信信和) and Xin Garden (信轩酒家)
Pro forma NPI Yield for FY2018¹⁷	10.7%

17 The pro forma NPI yield of each Property for FY2018 is computed by dividing the pro forma NPI of each Property for FY2018 by the Agreed Property Value. The pro forma NPI of each Property for FY2018 is computed based on the assumptions set out in paragraph 7.1 of this Circular. The pro forma NPI and NPI yield have been provided for illustrative purposes only and should not be construed as a representation, projection or forecast of future NPI.

18 The land use rights registered in respect of the Tanbei Property commenced from 24 September 1998 and will expire on 23 September 2068. Under the relevant PRC laws and regulations, the maximum term of the land use right granted depends on the type of use of the land. The Tanbei Property was originally part of a mixed development comprising residential and commercial properties, with a land use right tenure of 70 years. When the land use rights for the mixed development were separated, the Tanbei Property, which is subject to commercial use, was granted land use right tenure which remained at 70 years by the relevant authorities. There is no assurance that the extra 30 years of land use right tenure will not be revoked by the government authorities in the future. In view of this, the Trustee-Manager has negotiated with the Vendor and the Sponsor to purchase the Tanbei Property at a valuation based on 40 years of land use right, expiring on 23 September 2038. The benefit of any remaining land use rights after 23 September 2038 shall accrue to the benefit of Dasin Retail Trust.

19 "Agreed Property Value" means the agreed property value of each Property, which was negotiated on a willing-buyer and willing-seller basis taking into account the independent valuations conducted by the Independent Valuers (as defined herein).

	Average WALE (by Gross Rental Income) (years)	Average WALE (by NLA) (years)	Net Property Income Yield (for Proforma FY2018)
Existing Portfolio	4.1	7.1	4.1%
Shunde Metro Mall	5.2	9.0	4.3%
Tanbei Metro Mall	7.7	7.5	10.7%
Combined Shunde and Tanbei	5.3	8.8	4.5%
Enlarged Portfolio	4.3	7.4	4.2%

(See Appendix A of this Circular for further details.)

2.3. The Shunde Rental Management Company

The Shunde Rental Management Company had initially been incorporated with the primary purpose of administering and monitoring the collection of rental and deposits, and for arrears management in respect of the Shunde Property, as well as to facilitate rental negotiations with the tenants of the Shunde Property. As such, the Shunde Rental Management Company had entered into lease agreements with the retail tenants at the Shunde Property whereby the rental in respect of the Shunde Property is collected by the Shunde Rental Management Company and, in return, the Shunde Rental Management Company entered into a lease with the Shunde PRC Property Company, whereby a proportion of the rent collected was paid to the Shunde PRC Property Company and the remainder was retained by the Shunde Rental Management Company. So as not to affect the existing leases between the tenants of the Shunde Property and Shunde Rental Management Company, the Shunde Rental Management Company will also be acquired as part of the Acquisition.

2.4. Estimated Total Acquisition Cost and Valuation

The total cost of the Acquisition (the “Total Acquisition Cost”) is currently estimated to be approximately S\$333.0 million, comprising:

- (i) the Share Consideration (representing the cash outlay) estimated to be S\$65.1 million (RMB337.7 million), which is equal to the Consolidated NAV as at as at 30 September 2019 calculated based on the agreed purchase price for the Shunde Property of S\$364.3 million (RMB1,890.8 million) and the agreed purchase price of the Tanbei Property of S\$10.7 million (RMB55.6 million) less the total net liabilities of the Singapore Holdco and its subsidiaries of approximately S\$309.9 million (RMB1,608.6 million),²⁰ and subject to post-Completion adjustments, but provided always that the final amount payable to the Vendor for the acquisition of the Singapore Holdco shall not exceed S\$65.1 million (RMB337.7 million). In the event that the Consolidated NAV as at Completion is less than S\$65.1 million (RMB337.7 million), the Share Consideration will be reduced to match the actual Consolidated NAV as at Completion;
- (ii) the repayment of Existing Indebtedness of S\$247.8 million (RMB1,286.1 million), which comprises the following:
 - (a) the Shunde PRC Property Company’s onshore construction loan of approximately S\$198.5 million (RMB1,030.0 million) with a PRC commercial bank, Guangdong Shunde Rural Commercial Bank Company Limited (广东顺德农村商业银行股份有限公司);

²⁰ Based on the unaudited pro forma consolidated balance sheet of Shunde Singapore Holding Companies, the Tanbei Singapore Holding Company and their respective subsidiaries as at 30 September 2019. The total consolidated net liabilities of the Singapore Holdco and its subsidiaries (which does not include the Aggregated Agreed Property Value) of approximately S\$309.9 million (RMB1,608.6 million) is equivalent to the Existing Indebtedness (as defined herein) and the consolidated deferred tax liability of S\$71.3 million, less: (i) the Shunde Outstanding Amount (as defined herein) and (ii) a net asset amount of S\$7.4 million.

- (b) the aggregate consideration of S\$11.1 million (RMB57.7 million) payable by the Shunde Singapore Holding Companies in respect of the Shunde PRC Acquisition;
 - (c) the aggregate consideration of S\$9.2 million (RMB48.0 million) payable by the Tanbei Singapore Holding Company in respect of the Tanbei PRC Acquisition; and
 - (d) the construction payables and other liabilities of the Shunde PRC Property Company, the Shunde Rental Management Company and/or the Tanbei PRC Property Company of approximately S\$29.0 million (RMB150.5 million);
- (iii) the Acquisition Fee of approximately S\$2.4 million payable in Units to the Trustee-Manager; and
 - (iv) the estimated professional and other fees and expenses incurred or to be incurred by Dasin Retail Trust in connection with the Acquisition of approximately S\$17.7 million.

The Share Consideration, representing cash outlay, is estimated to be S\$65.1 million (RMB337.7 million), subject to post-Completion adjustments, but provided always that the final share consideration payable to the Vendor for the acquisition of the Singapore Holdco shall not exceed S\$65.1 million (RMB337.7 million).

The Agreed Property Values of S\$364.3 million (RMB1,890.8 million) and S\$10.7 million (RMB55.6 million) for the Shunde Property and the Tanbei Property respectively were negotiated on a willing-buyer and willing-seller basis after taking into account the two independent valuations each for the Shunde Property and the Tanbei Property by the Independent Valuers.

The following table sets out the independent valuations of the Properties by the Independent Valuers as at 31 August 2019:

Agreed Property Value for the Shunde Property	S\$364.3 million (RMB1,890.8 million)
Valuation of the Property by D&P	S\$487.5 million (RMB2,530.0 million)
Valuation of the Property by JLL	S\$486.5 million (RMB2,525.0 million)

Agreed Property Value for the Tanbei Property	S\$10.7 million (RMB55.6 million)
Valuation of the Property by D&P	S\$14.1 million (RMB73.0 million)
Valuation of the Property by JLL	S\$14.6 million (RMB75.6 million)

In arriving at the open market value of the Properties, the Independent Valuers relied on the discounted cash flow method, the term and reversion approach and/or the income capitalisation method. The valuation of the Properties by D&P was conducted in accordance with (i) the discounted cash flow and (ii) the term and reversion approach. The valuation of the Properties by JLL was conducted in accordance with (i) the discounted cash flow and (ii) income capitalisation approach.

The Agreed Property Value of S\$364.3 million (RMB1,890.8 million) for the Shunde Property represents a discount of approximately 25.3% to D&P's valuation of S\$487.5 million (RMB2,530.0 million) and a discount of approximately 25.1% to JLL's valuation of S\$486.5 million (RMB2,525.0 million).

The Agreed Property Value of S\$10.7 million (RMB55.6 million) for the Tanbei Property represents a discount of approximately 23.8% to D&P's valuation of S\$14.1 million (RMB73.0 million) and a discount of approximately 26.5% to JLL's valuation of S\$14.6 million (RMB75.6 million).

(See **Appendix C** of this Circular for further details.)

2.5. Method of Financing for the Acquisition

The Trustee-Manager intends to finance the Acquisition through a combination of debt and equity financing and internal funding. The equity financing will be in the form of a proposed issue and private placement of New Units, while debt financing will be in the form of a drawdown from Dasin Retail Trust's debt facilities to be made available to Dasin Retail Trust from commercial lenders.

The Shunde PRC Property Company has outstanding onshore construction loans of approximately S\$198.5 million with a PRC commercial bank, Guangdong Shunde Rural Commercial Bank Company Limited (广东顺德农村商业银行股份有限公司) that were drawn down to finance the construction of the Properties. The Trustee-Manager intends to use Dasin Retail Trust's syndicated bank loans of S\$225.5 million to repay and discharge these onshore construction loans. Due to higher interest rates associated with the onshore construction loans, the refinancing is expected to lower the overall financing costs associated with the Properties following Completion as well as extend its debt maturity. The remainder of the loans drawn down will be applied towards (a) the repayment of existing indebtedness of the Shunde Singapore Holding Companies and Tanbei Singapore Holding Company of approximately S\$20.4 million due to Dasin Management and Investment and Dasin Merchant Investment as consideration for the PRC Acquisition; and (b) the repayment of construction payables and other liabilities of approximately S\$29.0 million due to contractors in connection with construction works for the Properties.

The Acquisition Fee in relation to the Acquisition will be paid in the form of Units.

The final decision regarding the financing to be employed for the purposes of financing the Acquisition will be made by the Trustee-Manager at the appropriate time, taking into account the then prevailing market conditions and interest rate environment, availability of alternative funding options, the impact on Dasin Retail Trust's capital structure, DPU, debt expiry profile and the covenants and requirements associated with each financing option.

2.5.1. The Private Placement

Assuming that for illustrative purposes only, approximately 120.0 million New Units are issued based on the Illustrative Issue Price of S\$0.82 per New Unit pursuant to the Private Placement to raise an expected gross proceeds of approximately S\$98.4 million to partly finance the Acquisition, the number of New Units issued would represent approximately 18.6% of the number of Units in issue as at the Latest Practicable Date.

The Private Placement will be undertaken through an issuance of New Units pursuant to the specific approval of the Unitholders passing Resolution 2 (The Private Placement).

2.6. Payment of Acquisition Fee in Units

The Trustee-Manager shall be paid an Acquisition Fee of approximately S\$2.4 million for the Acquisition pursuant to the Trust Deed. In accordance with the Trust Deed, the Acquisition Fee of approximately S\$2.4 million is computed based on the rate of 0.75% (payable in respect of acquisitions from related parties) of approximately S\$303.7 million, which is based on the Aggregated Agreed Property Value (less deferred tax liabilities), together with the applicable goods and services taxes.

The Trustee-Manager has elected to receive its Acquisition Fee in the form of Acquisition Fee Units. In accordance with the Trust Deed, the Acquisition Fee Units will be issued at the same issue price as the New Units issued under the Private Placement. Based on the Illustrative Issue Price of S\$0.82 per Unit, the number of Acquisition Fee Units issued will be approximately 3.0 million. The Trust Deed does not impose any moratorium restrictions on the Acquisition Fee Units. Nonetheless, any dealings in the Units by the Trustee-Manager will be carried out in compliance with the best practices on dealings in securities set out in Rule 1207(19) of the Listing Manual.

By approving the Acquisition, Independent Unitholders will be deemed to have also specifically approved the issue of the Acquisition Fee Units to the Trustee-Manager.

2.7. Sale and Purchase Agreement

The Trustee-Manager, on behalf of Dasin Retail Trust, has entered into the Sale and Purchase Agreement dated 13 November 2019 with the Vendor and the Sponsor pursuant to which the Vendor has agreed to sell, and the Trustee-Manager has agreed to acquire, the Sale Share representing 100.0% of the total issued share capital in the Singapore Holdco.

The key terms of the Sale and Purchase Agreement include, among others, the following conditions precedent:

- (i) the Singapore Holdco shall be the legal and beneficial owner of the entire equity interests in each of the Shunde Holdco and the Tanbei Holdco;
- (ii) the Vendor and/or the Sponsor procuring the discharge of any claim, charge, debenture, mortgage, security, assignment of rights and receivables, lien, option, equity or other equitable interest, power of sale, hypothecation or other third party rights, restriction as to transfer, use or possession, easement, subordination to any right of any other person, retention of title, right of pre-emption, right of first refusal or security interest of any kind over the Sale Share and the Properties (if any);
- (iii) there being no compulsory acquisition or expropriation of the assets of the Singapore Holdco and/or its subsidiaries (including without limitation, any of the equity interest held in the Shunde Holdco, Tanbei Holdco and/or their respective subsidiaries, or the Properties) or any part of it, and no notice of such intended compulsory acquisition or resumption having been given, by the government or other competent authority;
- (iv) the Shunde Singapore Holding Companies having completed the acquisition of Shunde PRC Property Company and Shunde Rental Management Company, and the Tanbei Singapore Holding Company having completed the acquisition of the Tanbei PRC Property Company;
- (v) there being no breach of any clause of the Sale and Purchase Agreement (including any of the warranties);
- (vi) the licences, authorisations, orders, grants, confirmations, consents, permissions, registrations and other approvals necessary for or in respect of Acquisition having been obtained by the Vendor and the Sponsor (as applicable) from third parties (including governmental or official authorities, courts or other regulatory bodies) on terms reasonably satisfactory to the Trustee-Manager and such licences, authorisations, orders, grants, confirmations, consents, permissions, registrations and other approvals remaining in full force and effect and not being subject to any new or additional conditions and/or requirements;
- (vii) the passing at an extraordinary general meeting of the Unitholders of a resolution to approve the Acquisition;
- (viii) no statute, regulation or decision which would prohibit, restrict or materially delay the sale and purchase of the Sale Share or the operation of the Singapore Holdco and/or its respective subsidiaries having been enacted or taken by any governmental or official authority;
- (ix) there being no breach of the warranties given by the Vendor and the Sponsor in Schedule 4 of the Sale and Purchase Agreement unless such breach (if any) is waived in writing by the Trustee-Manager (in its absolute discretion); and
- (x) the payment by Dasin Merchant Investment to the Trustee-Manager (on behalf of Dasin Retail Trust) of an amount equivalent to RMB10.0 million in respect of the Shunde Rental Management Company (the "**Shunde Outstanding Amount**").

If such conditions precedent for the Acquisition are not satisfied or waived in writing by the Trustee-Manager (in its absolute discretion) by 30 June 2020, the Sale and Purchase Agreement shall lapse and no party shall have any claim against any other party, save for any claim arising from any antecedent breach of certain undertakings in the Sale and Purchase Agreement. Each of the Vendor and the Sponsor have undertaken in the Sale and Purchase Agreement that they shall use best endeavours to procure the fulfilment of the conditions precedent for the Acquisition.

The Sale and Purchase Agreement also provides for certain customary representations and warranties made by the Vendor and the Sponsor to the Trustee-Manager. In addition, it states that the Vendor and the Sponsor will jointly and severally indemnify the Trustee-Manager against any losses, damages, liabilities, costs (including, without limitation, legal costs), charges, expenses, deficiencies, actions, proceedings, claims and demands, including for the avoidance of doubt, any tax on any payment pursuant to any indemnity under the Sale and Purchase Agreement, which the Trustee-Manager or any of the Singapore Holdco and/or its respective subsidiaries may suffer arising out of or in connection with a breach of any of the warranties given by the Vendor and the Sponsor in the Sale and Purchase Agreement.

2.8. Interested Person Leases

The Tanbei PRC Property Company had on 27 December 2017 entered into a lease agreement (the “**Tanbei Dasin Food Services Lease Agreement**”) with Zhongshan Dongsheng Dasin Food Services Co., Ltd. (中山市东升大信餐饮服务有限公司) (“**Dasin Food Services**”) for the lease of retail space in the Tanbei Property for a term of 111 months commencing 28 December 2017. The aggregate rental and associated fees derived or to be derived from the Tanbei Dasin Food Services Lease Agreement on Completion of the Acquisition (assuming Completion on 1 December 2019) until the end of the lease term is approximately S\$2.8 million.

The Tanbei PRC Property Company had on 25 December 2017 entered into a lease agreement (the “**Tanbei Dasin Xin He Lease Agreement**”) with Zhongshan Dasin Xin He Commercial Co., Ltd. (中山市大信信和商业股份有限公司) (“**Dasin Xin He**”) for the lease of retail space in the Tanbei Property for a term of 183 months commencing 28 December 2017. The aggregate rental and associated fees derived or to be derived from the Tanbei Dasin Xin He Lease Agreement on Completion of the Acquisition (assuming Completion on 1 December 2019) until the end of the lease term is approximately S\$3.6 million.

Dasin Food Services is an indirect wholly-owned subsidiary of Dasin Management and Investment and Dasin Xin He is a majority-owned company of Dasin Management and Investment and Mr. Zhang Kaicheng, the sibling of Mr. Zhang Zhencheng, the Chairman and Non-Executive Director of the Trustee-Manager. Dasin Management and Investment is in turn majority-owned by the immediate family of Mr. Zhang Zhencheng, the Chairman and Non-Executive Director of the Trustee-Manager. Therefore, each of Dasin Food Services and Dasin Xin He is an “interested person” of Dasin Retail Trust and the aggregate rental and associated fees derived or to be derived from the Tanbei Dasin Food Services Lease Agreement and the Tanbei Dasin Xin He Lease Agreement will be included in the aggregated value of total interested person transactions pursuant to Rules 905 and 906 of the Listing Manual.

The aggregate rental and associated fees derived or to be derived from the Tanbei Dasin Food Services Lease Agreement and Tanbei Dasin Xin He Lease Agreement are estimated to be S\$6.4 million, which is approximately 0.8% of the audited NTA of Dasin Retail Trust as at 31 December 2018.

2.9. Property Management Agreements and Commercial Management Agreements

2.9.1. The Property Management Agreements

The Shunde Rental Management Company had on 7 November 2019 entered into a property management agreement with Zhongshan Jixin Property Management Co.,

Ltd, Foshan Branch (the “**Shunde Property Manager**”) to appoint the Shunde Property Manager to provide property management services in respect of the Shunde Property (the “**Shunde Property Management Agreement**”) and the Tanbei PRC Property Company had on 7 November 2019 entered into a property management agreement with Zhongshan Jixin Property Management Co., Ltd, Shiqi Branch (the “**Tanbei Property Manager**”) and together with the Shunde Property Manager, the “**Property Managers**”) to appoint the Tanbei Property Manager to provide property management services in respect of the Tanbei Property (the “**Tanbei Property Management Agreement**”, and together with the Shunde Property Management Agreement, the “**Property Management Agreements**”).

The initial term of each of the Property Management Agreements is three years from 1 November 2019. Six months prior to expiry of the initial term of the relevant Property Management Agreement, the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company may by written notice to the Property Manager request to extend the appointment of the relevant Property Manager for a further term of three years based on terms to be agreed.

Property Manager’s Services

The services provided by the relevant Property Manager for the relevant Property under its management include the following:

- (i) general management services such as management services, contract and legal management services and corporate secretarial services; and
- (ii) property management services, including pre-marketing support, property hand-over/taking over, tenants’ fitting out, preparing and managing term contracts, maintenance management of facilities, indoor and outdoor parking maintenance, administrative management involving insurance, building safety, financial/cost management and budget forecasting and planning.

Fees

Under the Property Management Agreements, the relevant Property Manager is entitled to the property management fees set out below, to be borne out of the assets of Dasin Retail Trust.

Property Management Fees

In respect of the property management services provided by the relevant Property Manager, the relevant Property Manager shall be entitled to receive from the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company, each month, a property management fee paid monthly in arrears on the 25th day of the following month in cash of 1.0% of gross revenue of that month of the relevant Property.

Reimbursable Expenses

The Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company shall, at the written request of the relevant Property Manager, reimburse the Property Manager in full, if such payment has been made by the Property Manager, the agreed property related expenses, including but not limited to:

- (i) employee related expenses such as employment benefits and training expenses (but excluding any employee’s salary and bonus) paid to employees who are wholly involved in the management of the Property;
- (ii) repair and maintenance expenses;

- (iii) utilities;
- (iv) property related taxes;
- (v) cleaning and landscaping expenses;
- (vi) insurance;
- (vii) capital expenditure (including air-conditioning, lift and fire protection apparatus); and
- (viii) other general administrative expenses incurred,

(collectively, the “**PMA Reimbursable Expenses**”), as approved in the annual business plan and budget for that Property, and as verified by the monthly expenses report produced by the Property Manager with the relevant supporting documents. In the event that such property related expenses exceed the approved annual business plan and budget for that Property, the Property Manager shall notify the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company in writing and obtain the approval of the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company prior to incurring such expenses.

Under the terms of the respective Property Management Agreements, the PMA Reimbursable Expenses shall not exceed 3.5% of the annual gross revenue of the Shunde Property or the Tanbei Property, as the case may be.

Termination

The Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company may terminate the appointment of the Property Manager under the Property Management Agreement on the occurrence of certain specified events, which include: if the Property Manager is voluntarily or involuntarily dissolved or declared bankrupt, insolvent or commits an act of bankruptcy or if an order is made or resolution is passed or a notice is issued convening a meeting for the purpose of passing a resolution or any analogous proceedings are taken for the appointment of an administrator or judicial manager of or the winding up of the Property Manager, other than a members’ voluntary liquidation solely for the purpose of a bona fide amalgamation or reconstruction, or the Property Manager compounds with its creditors or has a receiver appointed over all or any part of its assets or a judicial manager is appointed in respect of the Property Manager or the Property Manager ceases to carry on business.

In the event of a sale of the relevant Property, the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company may terminate the appointment of the relevant Property Manager under the Property Management Agreement by giving not less than 30 days’ prior written notice to the Property Manager.

In addition, if the relevant Property Manager, the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company, within 60 days (or if the relevant party has taken steps to remedy the breach within 60 days of receipt of written notice, then within 120 days) of receipt of written notice, fails to remedy any breach (which is capable of remedy) of its obligations, the party who is not in breach may terminate the appointment of the relevant Property Manager upon giving 30 days’ written notice to the party in breach.

The Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company may also at any time terminate the appointment of the Property Manager by giving not less than 90 days’ prior written notice to the Property Manager.

On the termination of the appointment of the relevant Property Manager, the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company shall, as soon as practicable, procure the appointment of a replacement property manager for the Property.

Termination Fees

Upon termination of the appointment of the relevant Property Manager under the Property Management Agreement, all amounts due and owing by the relevant parties in relation to the relevant Property shall become immediately due and payable and the relevant parties must effect payment to each other within 30 days commencing from such termination subject to the prevailing applicable laws and regulations. For the avoidance of doubt, the Property Manager is not entitled to any compensation in respect of any termination of the Property Management Agreement.

Exclusion of Liability

In the absence of fraud, negligence, wilful default or breach of the Property Management Agreement by the relevant Property Manager, it shall not incur any liability by reason of any error of law or any matter or thing done or omitted to be done by it in good faith under the Property Management Agreement.

In addition, the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company shall indemnify and keep the relevant Property Manager fully indemnified from and against any actions, costs, claims, damages, expenses or demands to which it may suffer or incur as property manager, save where such action, cost, claim, damage, expense or demand is occasioned by the fraud, negligence, wilful default or breach of the Property Management Agreement by the relevant Property Manager, its employees, agents, delegates or attorneys.

No Restriction on Property Manager

The relevant Property Manager may provide services similar to those contemplated under the Property Management Agreement to other parties operating in the same or similar business as Dasin Retail Trust, save that it shall take all reasonable or necessary steps to minimise or resolve any conflicts of interests which may arise thereto.

2.9.2. The Commercial Management Agreements

The Shunde Rental Management Company had on 7 November 2019 entered into a commercial management agreement with Zhongshan Dasin Commercial Property Management Co., Ltd., Foshan Branch (the "**Shunde Commercial Manager**") to appoint the Shunde Commercial Manager to provide marketing services in respect of the Shunde Property (the "**Shunde Commercial Management Agreement**"), and the Tanbei PRC Property Company had on 7 November 2019 entered into a commercial management agreement with Zhongshan Dasin Commercial Property Management Co., Ltd. (the "**Tanbei Commercial Manager**" and together with the Shunde Commercial Manager, the "**Commercial Managers**"), to appoint the Tanbei Commercial Manager to provide marketing services in respect of the Tanbei Property (the "**Tanbei Commercial Management Agreement**" and together with the Shunde Commercial Management Agreement, the "**Commercial Management Agreements**").

The initial term of each of the Commercial Management Agreements is three years from 1 November 2019. Six months prior to expiry of the initial term of the Commercial Management Agreement, the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company may by written notice to the relevant Commercial Manager request to extend the appointment of the relevant Commercial Manager for a further three years on terms to be agreed.

Commercial Manager's Services

The services provided by the relevant Commercial Manager for the relevant Property under its management include the following:

- (i) lease management services, in relation to lease administration and tenancy related matters, leasing status management and reporting, rental collection and arrears management, pre-market support, property hand-over/taking over management, financial/cost management and budget forecasting and planning;
- (ii) general management services such as management services, financial and accounting services, contract and legal management services and corporate communications; and
- (iii) marketing services which involve the planning, preparation of and contracting for advertising and promotional programmes, advising on marketing and public relations, appointing advertising and public relations agencies, negotiating and liaising with prospective tenants of advertising space and promotional areas and administering collection of advertisement income.

Fees

Under the Commercial Management Agreements, the relevant Commercial Manager is entitled to the commercial management fees set out below, to be borne out of the assets of Dasin Retail Trust.

Commercial Management Fees

In respect of the commercial management services provided by the relevant Commercial Manager, the Commercial Manager shall be entitled to receive from the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company each month, a commercial management fee, paid monthly in arrears on the 25th day of the following month in cash of 1.0% of gross revenue of that month of the relevant Property.

Lease-up Commission

Where the relevant Property is newly completed or undergoing major asset enhancement and/or renovation works, and has committed lease(s) for a minimum term of two years, the Commercial Manager shall be entitled to receive from the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company a one-time lease-up commission of the first two months' gross rent of each lease which has a minimum term of at least two years, provided that the Commercial Manager has: (i) worked with the architects and other consultants on the layout of the Property, and internal circulation as well as relevant amenities to be provided; (ii) conducted market surveys to understand the needs and wants of the shoppers in relation to the Property; (iii) mapped out more positioning for the Property based on results obtained in (ii); (iv) created a leasing plan, including the budgeted rents/target returns for the Property; (v) conducted major leasing exercises to market and negotiate with the prospective tenants; and (vi) followed up or will follow up with the relevant lease administrative duties.

Reimbursable Expenses

The Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company shall, at the written request of the relevant Commercial Manager, reimburse the Commercial Manager in full, if such payment has been made by the Commercial Manager, the agreed management related expenses, including but not limited to:

- (i) employee related expenses such as employment benefits and training expenses (but excluding any employee's salary and bonus) paid to employees who are wholly involved in the commercial management of the Property; and
- (ii) other marketing expenses incurred,

(collectively, the "**CMA Reimbursable Expenses**"), as approved in the annual business plan and budget for that Property, and as verified by the monthly expenses report produced by the Commercial Manager with the relevant supporting documents. In the event that such management related expenses exceed the approved annual business plan and budget for that Property, the relevant Commercial Manager shall notify the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company in writing and obtain the approval of the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company prior to incurring such expenses.

Under the terms of the respective Commercial Management Agreements, the CMA Reimbursable Expenses shall not exceed 2.5% of the annual gross revenue of the Shunde Property or the Tanbei Property, as the case may be.

Termination

The Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company may terminate the appointment of the relevant Commercial Manager under the Commercial Management Agreement on the occurrence of certain specified events, which include: if the Commercial Manager is voluntarily or involuntarily dissolved or declared bankrupt, insolvent or commits an act of bankruptcy or if an order is made or resolution is passed or a notice is issued convening a meeting for the purpose of passing a resolution or any analogous proceedings are taken for the appointment of an administrator or judicial manager of or the winding up of the Commercial Manager, other than a members' voluntary liquidation solely for the purpose of a bona fide amalgamation or reconstruction, or the Commercial Manager compounds with its creditors or has a receiver appointed over all or any part of its assets or a judicial manager is appointed in respect of the Commercial Manager or the Commercial Manager ceases to carry on business.

In the event of a sale of the relevant Property, the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company may terminate the appointment of the relevant Commercial Manager under the Commercial Management Agreement by giving not less than 30 days' prior written notice to the Commercial Manager.

In addition, if the relevant, Commercial Manager, the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company, within 60 days (or if the relevant party has taken steps to remedy the breach within 60 days of receipt of written notice, then within 120 days) of receipt of written notice, fails to remedy any breach (which is capable of remedy) of its obligations, the party who is not in breach may terminate the appointment of the relevant Commercial Manager upon giving 30 days' written notice to the party in breach.

The Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company may also at any time terminate the appointment of the relevant Commercial Manager by giving not less than 90 days' prior written notice to the Commercial Manager.

On the termination of the appointment of the relevant Commercial Manager, the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company shall, as soon as practicable, procure the appointment of a replacement commercial manager for the relevant Property.

Termination Fees

Upon termination of the appointment of the relevant Commercial Manager under the Commercial Management Agreement, all amounts due and owing by the relevant parties in relation to the Property shall become immediately due and payable and the relevant parties must effect payment to each other within 30 days commencing from such termination subject to the prevailing applicable laws and regulations. For the avoidance of doubt, the Commercial Manager is not entitled to any compensation in respect of any termination of the Commercial Management Agreement.

Exclusion of Liability

In the absence of fraud, negligence, wilful default or breach of the Commercial Management Agreement by the relevant Commercial Manager, it shall not incur any liability by reason of any error of law or any matter or thing done or omitted to be done by it in good faith under the Commercial Management Agreement.

In addition, the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company shall indemnify and keep the relevant Commercial Manager fully indemnified from and against any actions, costs, claims, damages, expenses or demands to which it may suffer or incur as commercial manager, save where such action, cost, claim, damage, expense or demand is occasioned by the fraud, negligence, wilful default or breach of the Commercial Management Agreement by the relevant Commercial Manager, its employees, agents, delegates or attorneys.

No Restriction on Commercial Manager

The relevant Commercial Manager may provide services similar to those contemplated under the Commercial Management Agreement to other parties operating in the same or similar business as Dasin Retail Trust, save that it shall take all reasonable or necessary steps to minimise or resolve any conflicts of interests which may arise thereto.

2.9.3. The Property Managers and Commercial Managers

As the Property Managers and the Commercial Managers are associates of Mr. Zhang Zhencheng and are therefore "interested persons" of Dasin Retail Trust, the total fees and expenses payable to the Property Managers under the Property Management Agreements and to the Commercial Managers under the Commercial Management Agreements will be subject to Rule 905 of the Listing Manual, and Dasin Retail Trust will announce such fees and expenses if these fees and expenses, by themselves or when aggregated with any other interested person transaction²¹ entered into with Mr. Zhang Zhencheng within the same financial year, is 3.0% or more of Dasin Retail Trust's latest audited net tangible assets. Furthermore, in the event that the abovementioned fees and expenses, by themselves or when aggregated with any other interested person transaction entered into with Mr. Zhang Zhencheng within the same financial year, is 5.0% or more of Dasin Retail Trust's latest audited net tangible assets, Dasin Retail Trust will obtain the approval of Unitholders in respect of such fees and expenses pursuant to Rule 906 of the Listing Manual.

21 "Interested person transaction" means a transaction between an entity at risk and an "interested person" (as defined herein).

The aggregate fees payable and expenses to be reimbursed to the Property Managers and the Commercial Managers under the Property Management Agreements and Commercial Management Agreements, respectively, on Completion of the Acquisition (assuming Completion on 1 December 2019) until the end of the term are estimated to be S\$6.3 million, which is approximately 0.8% of the audited NTA of Dasin Retail Trust as at 31 December 2018.

3. RESOLUTION 2: THE PRIVATE PLACEMENT

The Trustee-Manager proposes to issue up to 120.0 million New Units (representing approximately 18.6% of the number of Units in issue as at the Latest Practicable Date). Based on the Illustrative Issue Price of S\$0.82 per New Unit, the Private Placement is expected to raise gross proceeds of approximately S\$98.4 million to partly finance the Acquisition, with the balance to be funded by debt financing and internal funding. The final decision regarding the proportion of equity, debt and internal funding to be employed to fund the Acquisition will be made by the Trustee-Manager at the appropriate time taking into account the then prevailing market conditions.

Pursuant to Rules 811(1) and 811(5) of the Listing Manual, the issue price of the New Units must not be priced at more than 10.0% discount to the VWAP for the Units on the SGX-ST for the full Market Day on which the placement or subscription agreement is signed or, if trading in the Units is not available for a full Market Day, the VWAP based on the trades done on the preceding Market Day up to the time the placement agreement is signed, excluding (where applicable) accrued distributions provided that the holders of the New Units are not entitled to the accrued distributions.

The Trustee-Manager believes that the Private Placement is an efficient and overall beneficial method of raising funds to partly finance the Acquisition.

The Trustee-Manager will engage placement agents to jointly determine the issue price of the New Units after a book-building process and the most appropriate time to launch the Private Placement so as to ensure the success of the Private Placement, having regard to the then prevailing market conditions and other factors that the Trustee-Manager and its placement agents may consider relevant.

The Trustee-Manager has on 13 November 2019 made an application to the SGX-ST for the listing and quotation of the New Units.

On 3 December 2019, the SGX-ST granted its approval in-principle for the listing and quotation of the New Units on the Main Board of the SGX-ST, subject to the following conditions:

- (a) approval of Unitholders of the Acquisition and the proposed Private Placement at an extraordinary general meeting of Unitholders to be convened;
- (b) a written undertaking from the Trustee-Manager that it will comply with Rule 803 of the Listing Manual;
- (c) a written undertaking from the placement agents that they will ensure that Dasin Retail Trust will comply with Rule 803 of the Listing Manual;
- (d) a written undertaking from the Trustee-Manager that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of the proceeds from the Private Placement and where proceeds are to be used for working capital purposes, Dasin Retail Trust will disclose a breakdown with specific details on the use of proceeds for working capital in Dasin Retail Trust's announcements on use of proceeds and in the annual report;
- (e) a written confirmation from the Trustee-Manager that it will not issue the New Units to persons prohibited under Rule 812(1) of the Listing Manual, other than to Aqua Wealth subject to approval by independent unitholders at an extraordinary general meeting of Unitholders to be convened; and

- (f) a written confirmation from the placement agents that the New Units will not be placed out to persons under Rule 812(1) of the Listing Manual, other than to Aqua Wealth subject to approval by independent unitholders at an extraordinary general meeting of Unitholders to be convened.

The approval in-principle of the SGX-ST is not to be taken as an indication of the merits of the Private Placement, the New Units, the Acquisition, the Trustee-Manager and/or Dasin Retail Trust and/or its subsidiaries.

The Trustee-Manager will make periodic announcements on the utilisation of the net proceeds of the Private Placement via SGXNET as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated.

Notwithstanding its current intention, the Trustee-Manager may, subject to relevant laws and regulations, utilise the net proceeds of the Private Placement at its absolute discretion for other purposes, including without limitation, the repayment of existing indebtedness.

Further details pertaining to the use of proceeds of the Private Placement (including details on the percentage allocation for each use) will be announced at the appropriate time.

4. RESOLUTION 3: THE AQUA WEALTH PLACEMENT

To provide a higher degree of certainty for the successful completion of the Private Placement and to enable Aqua Wealth to be in a position to support and align its interest with Dasin Retail Trust, the Trustee-Manager is seeking the approval of Independent Unitholders for the proposed issue of New Units to Aqua Wealth as part of the Private Placement.

To demonstrate its commitment to Dasin Retail Trust and to align its interest with other Unitholders, Aqua Wealth may subscribe for up to 44.0 million New Units under the Private Placement. Assuming that Aqua Wealth subscribes for the maximum 44.0 million New Units under the Private Placement, its unitholding in Dasin Retail Trust would decrease from 54.2% to 51.4% and the Vendor's aggregate deemed interest in Dasin Retail Trust shall decrease from 59.7% to 56.1%. This would allow Aqua Wealth to maintain a post-placement percentage unitholding of at least 51.0%, which aligns the interest of Aqua Wealth with other unitholders and allows Aqua Wealth to continue to be in a position to support Dasin Retail Trust as well as its growth strategy moving forward. Assuming that Aqua Wealth does not subscribe for any New Units under the Private Placement, its unitholding in Dasin Retail Trust would decrease from 54.2% to 45.6%.

For the avoidance of doubt, while the approval of Independent Unitholders is being sought for the placement of up to 44.0 million New Units under the Private Placement to Aqua Wealth, Aqua Wealth may ultimately subscribe for fewer (but not more) than 44.0 million New Units under the Private Placement.

The New Units will be placed to Aqua Wealth at the same issue price as that paid by the other investors for the New Units under the Private Placement.

The Trustee-Manager currently intends to raise gross proceeds of approximately S\$98.4 million through the Private Placement in reliance on the approval of the Unitholders pursuant to Resolution 2 (The Private Placement).

The issue price of the New Units under the Private Placement will be determined by the Trustee-Manager together with the placement agents to be appointed closer to the date of the commencement of the Private Placement. In the event that the Aqua Wealth Placement is approved by Unitholders, but the Trustee-Manager decides to not proceed with the Aqua Wealth Placement for various reasons, the Trustee-Manager may still proceed with Private Placement without the Aqua Wealth Placement.

For the avoidance of doubt, the Trustee-Manager may still proceed with the Acquisition and the Private Placement in accordance with, among others, Chapter 8 and Chapter 9 of the Listing Manual in the event that Resolution 3 (The Aqua Wealth Placement) is not passed or in the event that the Aqua Wealth Placement does not proceed.

5. RATIONALE FOR AND KEY BENEFITS OF THE PROPOSED TRANSACTION

The Trustee-Manager believes that the Proposed Transaction will bring the following key benefits to Unitholders:

5.1. Strengthening of foothold in the fast-developing Greater Bay Area

The Acquisition represents an opportunity for Dasin Retail Trust to acquire prime assets in the cities of Foshan (佛山市) (“**Foshan City**”) and Zhongshan (中山市) (“**Zhongshan City**”), within the fast-developing Guangdong-Hong Kong-Macau Greater Bay Area (the “**Greater Bay Area**”). The Shunde Property and the Tanbei Property are located in Foshan and Zhongshan respectively.

The Greater Bay Area is well-positioned to benefit from the purchasing power of the neighbouring PRC cities such as Guangzhou and Shenzhen, as well as Hong Kong and Macau which attracts a steady stream of overseas visitors. In particular, as at 2018, Foshan City and Zhongshan City have a population of 7.7 million and 3.3 million respectively, and both are projected to grow at a higher growth rate than the projected national average from 2018 to 2023. The projected net inflow of residents to Foshan City and Zhongshan City is expected to stimulate greater consumption demand in the near future.

The Existing Portfolio of Dasin Retail Trust comprises four retail malls in Zhongshan City and one retail mall in the city of Zhuhai. The Proposed Transaction will further expand its presence beyond Zhongshan City and increase the number of portfolio assets situated in the Greater Bay Area, thereby strengthening its foothold in the Greater Bay Area.

5.2. Strategic acquisition of strong-performing assets

The Acquisition is consistent with the Trustee-Manager’s strategy of acquiring quality income-producing real estate properties in Greater China that provide attractive cash flows and yields, to enhance returns to Unitholders and improve potential opportunities for future income and capital growth.

The competitive strengths of the Properties include the following:

5.2.1. Strategic location with good accessibility

The Shunde Property benefits from the convenient transportation network and is situated approximately within a five-kilometre straight-line distance to the Shunde Bus Terminal and Shunde College Railway Station, with another subway station being constructed relatively nearby. It is stated in the Independent Market Research Report that it is expected that there will be a direct walkway link between the subway station and the Shunde Property. It is also within walking distance of the Sheraton Hotel and the InterContinental Hotel. The Trustee-Manager expects that the Shunde Property to have a substantial footfall due to its key geographical location that allows it to be accessible to shoppers and also benefit from travellers travelling to and from the Shunde District.

The Tanbei Property, being in the centre of Dongsheng Town, is well served by the road network in Dongsheng Town and is located near the entrance of the G105 Expressway. It is also approximately within a five-kilometre straight-line distance to the Dongsheng Bus Terminal and Dongsheng Railway Station. The Trustee-Manager expects that the Tanbei Property to have a substantial footfall due to its key geographical location that allows it to be accessible to consumers.

5.2.2. Large catchment in the towns where the Properties are located

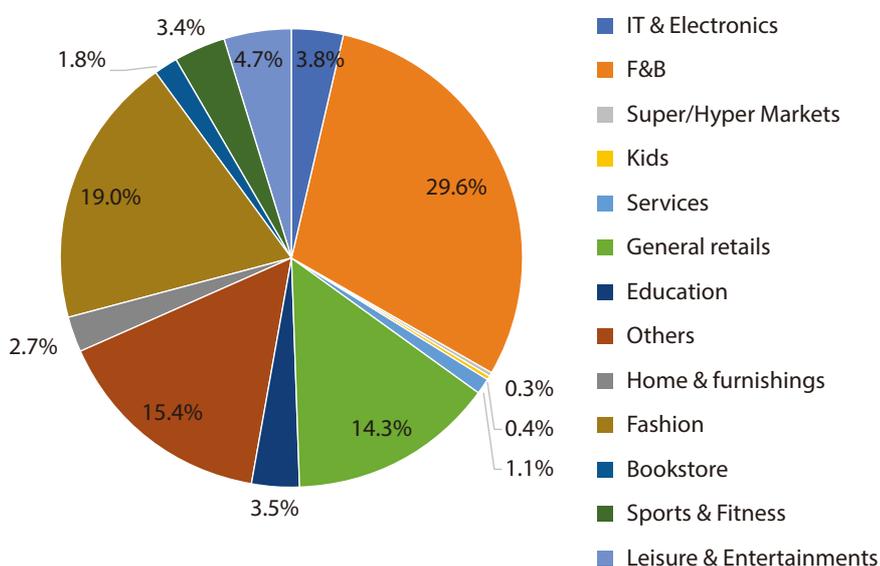
The Shunde Property enjoys the benefit of being located in Daliang Town, which is the district centre and has the largest residential population in the Shunde District. There are also, among others, large scale residential communities, universities, colleges and relatively mature commercial zone within Daliang Town and the nearby Ronggui Town. The straight-line distance between the Shunde Property and the Shunde district government office is approximately one kilometre. These municipal facilities and the high residential population provide a large catchment population for the Shunde Property.

The Tanbei Property, located in Dongsheng Town, is situated near a number of residential communities with hospitals and schools, with more schools, hospitals and a commercial zone being planned to be built in Dongsheng Town. Opened in 2018 as the first shopping mall in the Dongsheng Town, the Tanbei Property is well-positioned to capitalise on the anticipated increase in the catchment population.

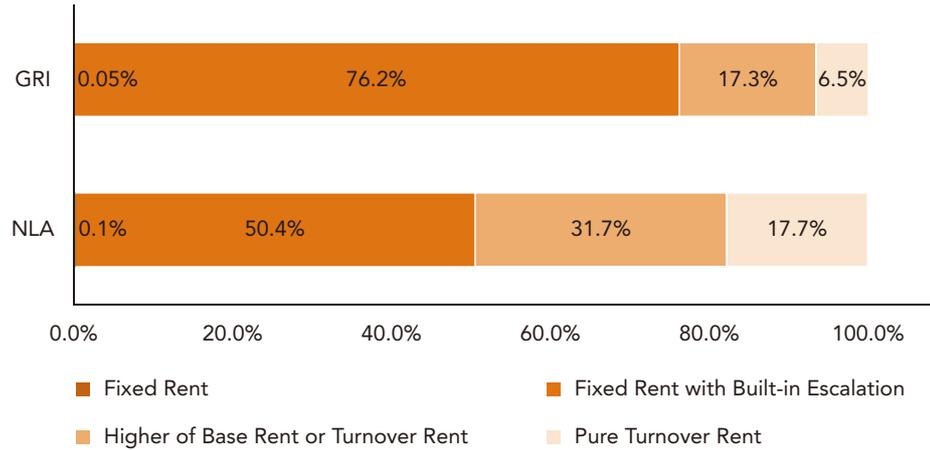
5.2.3. Strong operational performance and tenant mix

As at 31 August 2019, the Shunde Property enjoys an occupancy rate of approximately 99.3% and a well-balanced tenant mix, thereby increasing the Shunde Property's resilience against any market fluctuation affecting any particular trade sector. The Shunde Property also boasts well-known brands, including but not limited to Aeon (永旺), Jinyi Cinemas (金逸影城), Suning (苏宁易购), Starbucks, Häagen-Dazs, Pizza Hut, and KFC. In addition, the Shunde Property's several unique attractions such as an ice-skating ring and a fencing club are expected to continue to draw substantial consumers and footfall to the Shunde Property.

Shunde Property's Tenants Mix (By GRI)

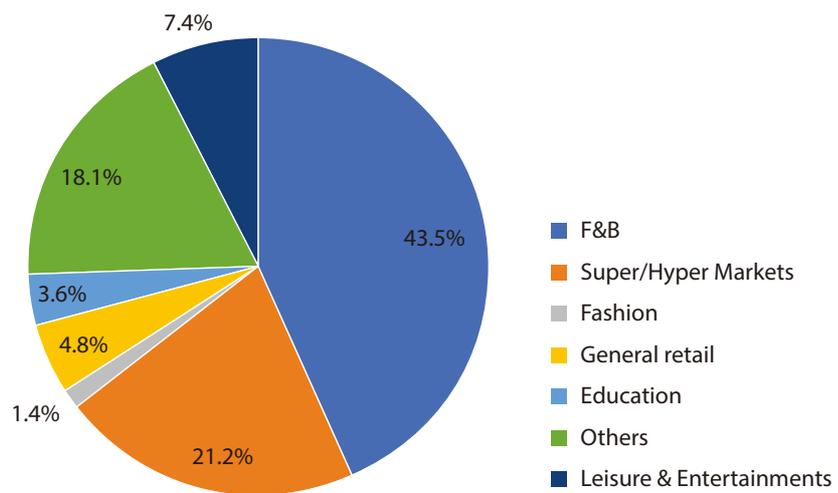


Shunde Property's Lease Structure

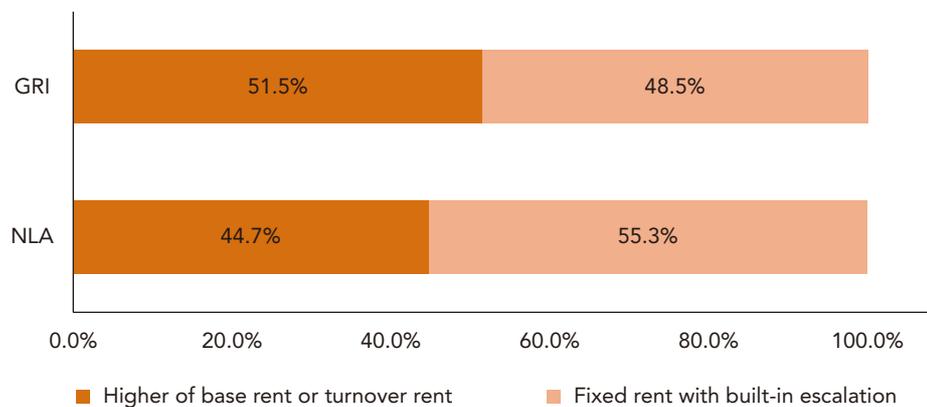


As at 31 August 2019, the Tanbei Property enjoys an occupancy rate of approximately 92.3% and a well-balanced tenant mix, thereby increasing the Tanbei Property's resilience against any market fluctuation affecting a particular trade sector. The Tanbei Property also boasts a well-known supermarket brand in PRC (大信信和) and stores that provide food, catering, products and services for families, which are expected to help draw substantial footfall for the Tanbei Property.

Tanbei Property's Tenants Mix (By GRI)



Tanbei Property's Lease Structure



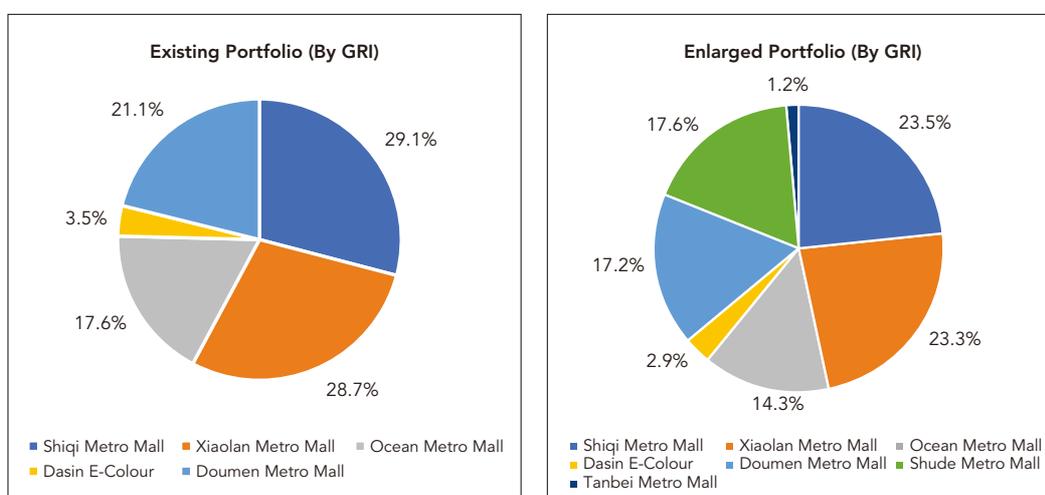
The below tables show the listings of the top ten tenants (by NLA, in alphabetical order) of the Shunde Property and the Tanbei Property.

THE SHUNDE PROPERTY	
Lessee	Use
Foshan Shunde Fengting Catering Service Co., Ltd. (佛山市顺德区凤庭餐饮服务有限公司)	F&B
Foshan Suning Yigou Sales Co., Ltd. (佛山市苏宁易购销售有限公司)	IT & Electronics
Foshan Yili Fitness Management Co., Ltd. (佛山一立健身管理有限公司)	Fitness
Guangzhou Jinyi Film And Television Media Co., Ltd. Shunde Rainbow Branch (广州金逸影视传媒股份有限公司顺德彩虹分公司)	Cinema
Guangdong Puyi Book City Co., Ltd. (广东璞一书城有限公司)	Book Store
Guangdong Yongwang Tianhecheng Commercial Co., Ltd. (广东永旺天河城商业有限公司)	Supermarket
Guangzhou Zhuifeng Ice Sports Co., Ltd. (广州市追丰冰上体育有限公司)	Ice Skating
Minnie Home Technology Co., Ltd. Foshan Shunde Branch (米尼家居科技有限公司佛山顺德分公司)	Household Goods
Zhongshan Wenxun Culture Communication Co., Ltd. (中山市文勋文化传播有限公司)	Exhibition
Zhuhai Venice Western Food Co., Ltd. Dalian Branch (珠海市威尼斯西餐有限公司大良分公司)	F&B

THE TANBEI PROPERTY	
Lessee	Use
Fan Ze Tao (范泽桃)	Coffee
Fang Qing (方清)	Child Department Store
Jiang Hua (姜华)	F&B
Liuziyao (刘子尧)	Children's Playground
Wu Yong Chong (伍永聪)	F&B
Zhongshan Dasin Xin He Commercial Co., Ltd. (中山市大信信和商业股份有限公司)	Supermarket
Zhongshan Dongsheng Dasin Catering Service Co., Ltd. (中山市东升大信餐饮服务有限公司)	F&B
Zhongshan Dongsheng Town Junyi Foot Massage Leisure Center (中山市东升镇骏逸足浴休闲中心)	Leisure (Foot Massage)
Zhongshan Keyi Xingli Training Center Co., Ltd. (中山市可逸星力培训中心有限公司)	Child Training
Zhuaigen (祝爱根)	F&B

5.3. Enlarged portfolio providing greater income resilience

The Acquisition is expected to benefit Dasin Retail Trust in terms of further diversification in income streams and reduced asset concentration risk. Following the Acquisition, no single property is expected to contribute to more than 23.5% of Dasin Retail Trust's consolidated revenue for FY2018 on a pro forma basis, compared to 29.1% before the Acquisition.

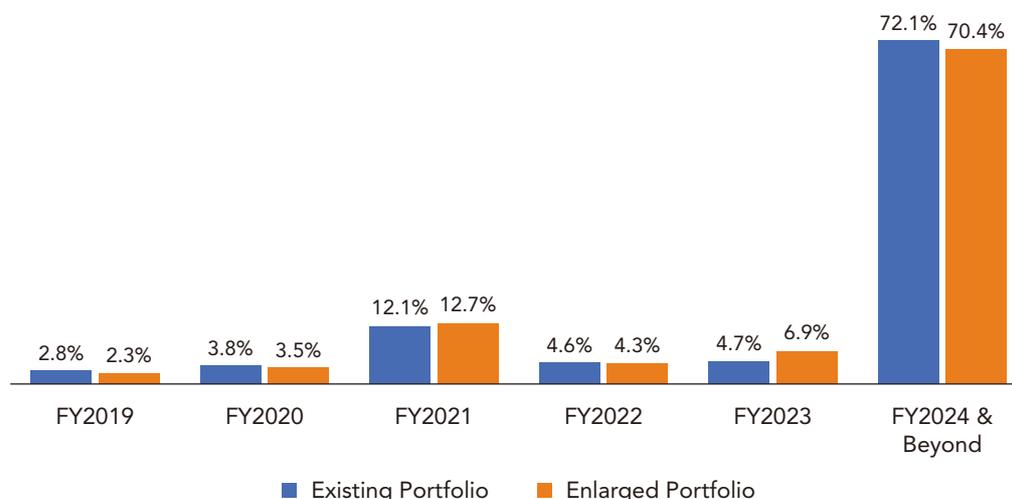


5.4. Improvement in portfolio occupancy, WALE and land lease tenure

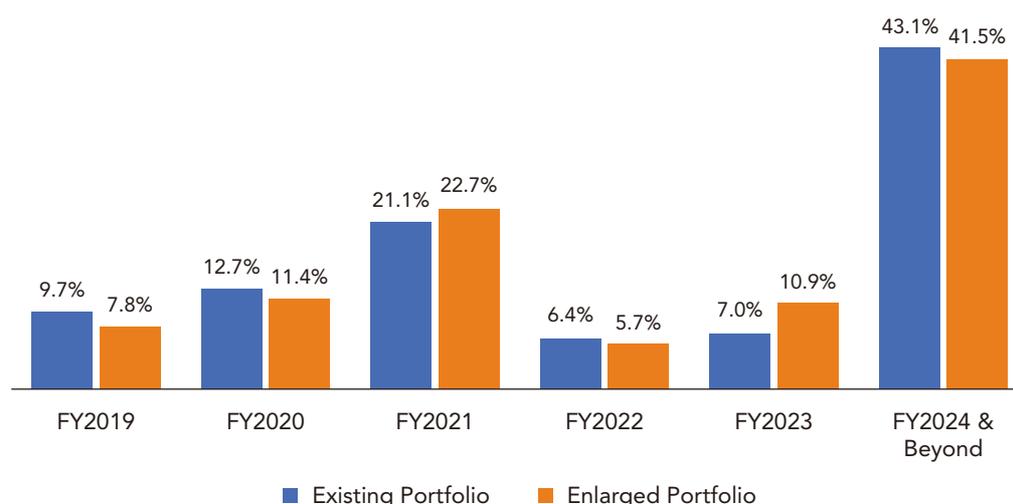
The Acquisition will improve the overall occupancy rate of Dasin Retail Trust's portfolio. Following the Acquisition, the pro forma occupancy rate (by NLA) for the Existing Portfolio together with the Properties (the "Enlarged Portfolio") will be 98.7% as at 30 September 2019, compared to 98.6% as at 30 September 2019 for the Existing Portfolio.

In addition, the Acquisition will improve the lease expiry profile of Dasin Retail Trust's portfolio. Following the Acquisition, the WALE will increase from 4.1 years to 4.3 years (by gross rental income for the month of September 2019) and from 7.1 years to 7.4 years (by NLA as at September 2019). The Acquisition will also extend the weighted average unexpired land lease term of Dasin Retail Trust's portfolio (by NLA as at 30 September 2019) by 1.7 years from 26.5 years for the Existing Portfolio to 28.2 years for the Enlarged Portfolio.

Lease Expiry Profile by NLA
(as at September 2019)



Lease Expiry Profile by GRI
(for the month of September 2019)



5.5. Attractive value proposition

The Trustee-Manager believes that the Properties provide an attractive value proposition, given the discount of each of the Agreed Property Values from the independent valuations of the Properties by the Independent Valuers.

The Agreed Property Value of S\$364.3 million (RMB1,890.8 million) for the Shunde Property represents a discount of approximately 25.3% to D&P's valuation of S\$487.5 million (RMB2,530.0 million) and a discount of approximately 25.1% to JLL's valuation of S\$486.5 million (RMB2,525.0 million).

The Agreed Property Value of S\$10.7 million (RMB55.6 million) for the Tanbei Property represents a discount of approximately 23.8% to D&P's valuation of S\$14.1 million (RMB73.0 million) and a discount of approximately 26.5% to JLL's valuation of S\$14.6 million (RMB75.6 million).

5.6 Positive impact on the Enlarged Portfolio

Following the Proposed Transaction, Dasin Retail Trust's FY2018 pro forma DPU (with distribution waiver) is expected to increase from 7.2 cents²² for the Existing Portfolio to 7.3 cents for the Enlarged Portfolio, while Dasin Retail Trust's FY2018 pro forma DPU (without distribution waiver) will increase from 4.3 cents for the Existing Portfolio to 4.8 cents for the Enlarged Portfolio.

In addition, the Acquisition is expected to have a positive impact on NPI yield. Following the Acquisition, the FY2018 pro forma NPI yield for the Enlarged Portfolio will be 4.2%²³, compared to the FY2018 NPI yield of 4.1% for the Existing Portfolio.

²² DPU is derived after taking into consideration 263,811,038 Units as at 31 December 2018 held by Aqua Wealth and Bounty Way that are subject to a distribution waiver. Each of Aqua Wealth and Bounty Way had on 13 January 2017 provided the Trustee-Manager a distribution waiver undertaking pursuant to which each of Aqua Wealth and Bounty Way had agreed to waive a portion of its entitlement to distributions from the Dasin Retail Trust over a period of approximately five years, commencing from 1 January 2017 to 31 December 2021, over which period, the amount of entitlement to distribution waived will decrease.

²³ The pro forma NPI yield of the Enlarged Portfolio for FY2018 is computed by dividing the pro forma NPI of the Enlarged Portfolio for FY2018 (computed by adding the pro forma NPI of the Properties for FY2018 to the NPI of the Existing Portfolio for FY2018) by the value of the Enlarged Portfolio (assuming that the value of the Properties is the Aggregated Agreed Property Value). The pro forma NPI of each Property for FY2018 is computed based on the assumptions set out in paragraph 7.1 of this Circular. The pro forma NPI and NPI yield have been provided for illustrative purposes only and should not be construed as a representation, projection or forecast of future NPI.

The sensitivity analysis showing the DPU at the placement price range of S\$0.80 to S\$0.84 is as follows:

Illustrative Issue price	DPU, with distribution waiver ²⁴ (S\$ cents)	DPU accretion, with distribution waiver (%)	DPU, without distribution waiver (S\$ cents)	DPU accretion, without distribution waiver (%)
0.840	7.32	1.42%	4.79	12.33%
0.835	7.31	1.28%	4.79	12.22%
0.830	7.30	1.14%	4.78	12.12%
0.825	7.29	0.99%	4.78	12.01%
0.820	7.28	0.85%	4.77	11.91%
0.815	7.27	0.70%	4.77	11.80%
0.810	7.26	0.55%	4.77	11.69%
0.805	7.25	0.40%	4.76	11.58%
0.800	7.24	0.25%	4.76	11.47%

5.7 Increase in market capitalisation and free float

Assuming (a) gross proceeds of approximately S\$98.4 million are raised from the Private Placement to partly finance the Acquisition and (b) the New Units to be issued under the Private Placement and the Acquisition Fee Units are issued at the Illustrative Issue Price of S\$0.82 per Unit, the number of new Units to be issued pursuant to the Acquisition will be 123.0 million, which is the sum of 120.0 million New Units issued under the Private Placement and 3.0 million Acquisition Fee Units.

The 123.0 million new Units represent 19.1% of the total number of Units in issue as at the Latest Practicable Date.

This increase in the total number of Units in issue, which results in an increase in market capitalisation and free float, potentially improves the trading liquidity of the Units.

6. REQUIREMENT FOR UNITHOLDERS' APPROVAL

6.1. Relative Figures Computed on the Bases Set Out in Rule 1006 of the Listing Manual

Chapter 10 of the Listing Manual governs the acquisition or divestment of assets, including options to acquire or dispose of assets, by Dasin Retail Trust. Such transactions are classified into the following categories:

- (i) non-discloseable transactions;
- (ii) discloseable transactions;
- (iii) major transactions; and
- (iv) very substantial acquisitions or reverse takeovers.

A transaction by Dasin Retail Trust may fall into any of the categories set out above depending on the size of the relative figures computed on the following bases of comparison:

- (a) the NAV of the assets to be disposed of, compared with Dasin Retail Trust's NAV;

²⁴ Assuming that Dasin Retail Trust draws down bank borrowings of S\$210.0 million in connection with the acquisition, primarily to discharge approximately S\$201.2 million of the total net liabilities of the Doumen Property of S\$255.8 million as at 31 December 2018.

- (b) the net profits attributable to the assets acquired, compared with Dasin Retail Trust's net profits;
- (c) the aggregate value of the consideration given, compared with Dasin Retail Trust's market capitalisation; and
- (d) the number of Units issued by Dasin Retail Trust as consideration for an acquisition, compared with the number of Units previously in issue.

Where any of the relative figures computed on the bases set out above exceeds 5.0% but does not exceed 20.0%, the transaction is classified as a discloseable transaction.

The relative figures for the Acquisition using the applicable bases of comparison described above are set out in the table below.

Comparison of	Properties	Dasin Retail Trust	Relative figure (%)
NPI (S\$ million) ⁽¹⁾	17.0 ⁽²⁾	57.6 ⁽³⁾	29.5
Share Consideration against market capitalisation (S\$ million)	65.1	537.5 ⁽⁴⁾	12.1
Total Acquisition Cost (S\$ million) against market capitalisation (S\$ million)	333.0	537.5 ⁽⁴⁾	62.0

Notes:

- (1) In the case of a business trust, the net property income is a close proxy to the net profits attributable to its assets.
- (2) Derived by annualising the NPI of the Properties from 1 January 2019 to 31 August 2019 and assuming that the Property Management Agreement and Commercial Management Agreement were in place from 1 January 2019.
- (3) Based on the annualised unaudited financial statements of Dasin Retail Trust for 3Q2019.
- (4) Based on the closing price of S\$0.835 per Unit on the SGX-ST as at 12 November 2019, being the trading day immediately prior to the entry into of the Sale and Purchase Agreement.

Where any of the relative figures computed on the bases set out above exceeds 20.0%, the transaction is classified as a major transaction under Rule 1014 of the Listing Manual which would be subject to the approval of Unitholders, unless such transaction is in the ordinary course of Dasin Retail Trust's business.

The Trustee-Manager is of the view that the Acquisition is in the ordinary course of Dasin Retail Trust's business as the Properties being acquired is within the investment mandate of Dasin Retail Trust and the Properties are of the same asset class as Dasin Retail Trust's existing properties and is located in Greater China, which Dasin Retail Trust targets. As such, the Acquisition is, therefore, not subject to Chapter 10 of the Listing Manual.

However, as the Acquisition constitutes an "interested person transaction" under Chapter 9 of the Listing Manual, the Acquisition will still be subject to the specific approval of Independent Unitholders.

6.2. Interested Person Transaction

Under Chapter 9 of the Listing Manual, where Dasin Retail Trust proposes to enter into a transaction with an interested person and the value of the transaction (either in itself or when aggregated with the value of other transactions, each of a value equal to or greater than S\$100,000, with the same interested person during the same financial year) is equal to or exceeds 5.0% of Dasin Retail Trust's latest audited NTA, Unitholders' approval is required in respect of the transaction.

Based on the FY2018 audited financial statements (the “**FY2018 Financial Statements**”), the audited NTA of Dasin Retail Trust was S\$775.7 million as at 31 December 2018. Accordingly if the value of a transaction which is proposed to be entered into in the current financial year by Dasin Retail Trust with an interested person is, either in itself or in aggregation with all other earlier transactions (each of a value equal to or greater than S\$100,000) entered into with the same interested person during the current financial year, equal to or in excess of S\$38.8 million, such a transaction would be subject to the approval of Unitholders.

As at the Latest Practicable Date, the aggregate value of: (a) all interested person transactions entered into between Dasin Retail Trust and the Vendor, the Sponsor and Aqua Wealth and their associates during the course of the current financial year ending 31 December 2019 up to the Latest Practicable Date (the “**Existing Interested Person Transactions**”); (b) the estimated aggregate rental and associated fees derived or to be derived from the Tanbei Dasin Food Services Lease Agreement and the Tanbei Dasin Xin He Lease Agreement; and (c) the estimated aggregate fees payable and expenses to be reimbursed to the Property Managers and the Commercial Managers under the Property Management Agreements and Commercial Management Agreements, respectively, is approximately S\$33.1 million, which is approximately 4.3% of the audited NTA of Dasin Retail Trust as at 31 December 2018.

Details of the Existing Interested Person Transactions are set out in **Appendix D** of this Circular.

6.2.1. The Acquisition

As at the Latest Practicable Date, Aqua Wealth holds 348,719,572 Units, representing approximately 54.2% of the total number of Units in issue. DBS Trustee Limited holds the entire issued share capital of Aqua Wealth as the trustee of the Zhang Family Trust, of which the Vendor is the settlor and Mr. Zhang Chon Meng, son of the Vendor, and Mr. Zhang Gui Ming, nephew of the Vendor, Mr. Zhang Kunming, nephew of the Vendor, Mr. Zhang Shenming, nephew of the Vendor and Ms Liang Jinying, sister-in-law of the Vendor are the beneficiaries. The power to make investment decisions on behalf of the Zhang Family Trust is conferred solely on an investment committee, of which the Vendor is the sole member. Therefore, the Vendor is deemed to be interested in the Units held by Aqua Wealth.

In addition, as at the Latest Practicable Date, the Vendor holds 100.0% of the interests in Bounty Way, which in turn holds 28,208,759 Units, representing approximately 4.4% of the total number of Units in issue, as well as 99.0% of the interests in the Trustee-Manager, which in turn holds 7,542,826 Units, representing approximately 1.2% of the total number of Units in issue.

Accordingly, the Vendor is also deemed to be interested in the Units held by each of Bounty Way and the Trustee-Manager.

In aggregate, as at the Latest Practicable Date, the Vendor is deemed interested in 384,471,157 Units, representing approximately 59.7% of the total number of Units in issue. Therefore, the Vendor is regarded as a “controlling unitholder” of Dasin Retail Trust under the Listing Manual.

Further, as the Vendor holds 99.0% of the interests in the Trustee-Manager, the Vendor is regarded as a “controlling shareholder” of the Trustee-Manager under the Listing Manual.

As the Vendor is a “controlling unitholder” of Dasin Retail Trust, as well as a “controlling shareholder” and Director of the Trustee-Manager, for the purposes of Chapter 9 of the Listing Manual, the Vendor is an “interested person”.

Each of the Vendor and the Sponsor will jointly and severally provide to the Trustee-Manager certain warranties and representations in respect of the Shunde Property and Tanbei Property, the Singapore Holdco and its subsidiaries pursuant to the Sale and Purchase Agreement. The Sponsor is wholly-owned by Mr. Zhang Zhongming (the Deputy Chairman and Non-Executive Director of the Trustee-Manager), Mr. Zhang Kaicheng and Mr. Zhang Jiucheng holding 25.0%, 37.5% and 37.5% of the interests respectively. Mr. Zhang Kaicheng and Mr. Zhang Jiucheng are the siblings of Mr. Zhang Zhencheng, the Chairman and Non-Executive Director of the Trustee-Manager, while Mr. Zhang Zhongming is the nephew of Mr. Zhang Zhencheng. For the purposes of Chapter 9 of the Listing Manual, the Sponsor is also an "interested person".

Upon Completion, using funds drawn down from Dasin Retail Trust's bank borrowings:

- (a) the Shunde Singapore Holding Companies will pay approximately S\$11.1 million (RMB57.7 million) to Dasin Management and Investment and Dasin Merchant Investment as consideration for the Shunde PRC Acquisition; and
- (b) the Tanbei Singapore Holding Company will pay approximately S\$9.2 million (RMB48.0 million) to Dasin Management and Investment as consideration for the Tanbei PRC Acquisition.

As the Shunde Singapore Holding Companies, the Tanbei Singapore Holding Company, the Shunde PRC Property Company, the Shunde Rental Management Company, and the Tanbei PRC Property Company will be indirect wholly-owned subsidiaries of Dasin Retail Trust following Completion, Dasin Retail Trust will be liable (through each of the Shunde Singapore Holding Companies, the Tanbei Singapore Holding Company, the Shunde PRC Property Company, the Shunde Rental Management Company, and the Tanbei PRC Property Company respectively) to repay the Existing Indebtedness, being an amount equal to S\$247.8 million (RMB1,286.1 million). Please refer to paragraph 2.4 of this Circular for further information relating to the Existing Indebtedness.

Dasin Management and Investment is wholly-owned by Mr. Zhang Zhongming, Mr. Zhang Kaicheng and Mr. Zhang Jiucheng holding 25.0%, 37.5% and 37.5% of the interests respectively, while Dasin Merchant Investment is a wholly-owned subsidiary of Dasin Management and Investment. Mr Zhang Zhongming is the nephew of the Vendor. Mr Zhang Kaicheng and Mr Zhang Jiucheng are the siblings of the Vendor. Accordingly, for the purposes of Chapter 9 of the Listing Manual, each of Dasin Management and Investment and Dasin Merchant Investment is also an "interested person".

Accordingly, the Acquisition will constitute an "interested person transaction" under Chapter 9 of the Listing Manual.

The Aggregated Agreed Property Value is S\$375.0 million, which is approximately 48.3% of the audited NTA of Dasin Retail Trust as at 31 December 2018. As this value exceeds 5.0% of the latest audited NTA of Dasin Retail Trust, the Acquisition is subject to the approval of Independent Unitholders pursuant to Chapter 9 of the Listing Manual.

By approving the Acquisition, Independent Unitholders will be deemed to have approved all documents required to be executed or assigned by the parties in order to give effect to the Acquisition.

6.2.2. The Aqua Wealth Placement

As at the Latest Practicable Date, Aqua Wealth holds 348,719,572 Units, representing approximately 54.2% of the total number of Units in issue. Therefore, Aqua Wealth is a “controlling unitholder” of Dasin Retail Trust.

As Aqua Wealth is a “controlling unitholder” of Dasin Retail Trust, the Aqua Wealth Placement would also constitute an interested person transaction under Chapter 9 of the Listing Manual.

Assuming that 44.0 million New Units are placed to Aqua Wealth under the Private Placement and based on the Illustrative Issue Price of S\$0.82 per Unit, Dasin Retail Trust will be issuing New Units to Aqua Wealth amounting to approximately S\$36.1 million, which is approximately 4.7% of the audited NTA of Dasin Retail Trust as at 31 December 2018. The value of the Aqua Wealth Placement will not exceed 5.0% of the latest audited NTA of Dasin Retail Trust, and therefore the Aqua Wealth Placement is not subject to the approval of Unitholders under Chapter 9 of the Listing Manual. Nonetheless, the Trustee-Manager is seeking the specific approval of Independent Unitholders for the Aqua Wealth Placement as an “interested person transaction”.

6.3. Specific Approval from Unitholders for the Private Placement

The Trustee-Manager is seeking Unitholders’ approval for the proposed issue of up to 120.0 million New Units (representing approximately 18.6% of the existing number of issued Units as at the Latest Practicable Date), pursuant to the equity fund raising as required by Rule 805(1) of the Listing Manual.

6.4. Specific Approval from Unitholders for the Aqua Wealth Placement

Aqua Wealth is a “substantial unitholder” of Dasin Retail Trust. Pursuant to Rule 812(2) of the Listing Manual, the approval of Independent Unitholders by way of Ordinary Resolution is required for a placement of New Units to Aqua Wealth.

7. THE FINANCIAL EFFECTS OF THE PROPOSED TRANSACTION

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Proposed Transaction on the DPU and the NAV per Unit presented below are strictly for illustrative purposes only and were prepared based on the FY2018 Financial Statements, taking into account the Total Acquisition Cost, and assuming that:

- (i) approximately 117.0 million New Units are issued at the Illustrative Issue Price of S\$0.82 per New Unit in connection with the Private Placement to raise gross proceeds of approximately S\$95.9 million;
- (ii) bank borrowings of S\$225.5 million are drawn down by Dasin Retail Trust in connection with the Acquisition, partially to discharge approximately S\$247.8 million of the total net liabilities of Shunde Holdco and Tanbei Holdco and its subsidiaries as at 31 December 2018; and
- (iii) the Trustee-Manager’s Acquisition Fee of approximately S\$2.4 million is paid in the form of approximately 3.0 million Acquisition Fee Units at the Illustrative Issue Price of S\$0.82 per Unit.

The pro forma financial effects of the Proposed Transaction presented below may differ from the actual financial effects of the Proposed Transaction.

7.1. Pro Forma DPU

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Proposed Transaction on Dasin Retail Trust's DPU for FY2018, as if the Proposed Transaction was completed on 1 January 2018, and as if Dasin Retail Trust held the Properties through to 31 December 2018, are as follows.⁽¹⁾

	2018 Portfolio	Existing Portfolio ⁽¹⁾	2018 Portfolio and the Properties ⁽⁵⁾	Existing Portfolio and the Properties
NPI (S\$'000)	57,323	72,858 ⁽²⁾	74,290 ⁽⁶⁾	89,824
Distributable income attributable to Unitholders (S\$'000)	21,216	27,521 ⁽²⁾	30,296 ⁽⁶⁾	36,601
Units issued and issuable at the end of the year ('000)	558,906	645,097 ⁽³⁾	680,419 ⁽⁷⁾	766,610
Units entitled to distribution under distribution waiver ('000)	295,095	381,286	416,608	502,799
DPU (cents), with distribution waiver ⁽⁴⁾	7.22	7.22	7.27	7.28
DPU (cents), without distribution waiver	3.81	4.27	4.45	4.77
DPU accretion, with distribution waiver (%)	–	–	0.7	0.8
DPU accretion, without distribution waiver (%)	–	12.1	16.8	25.2

Notes:

- (1) Assuming that Dasin Retail Trust draws down bank borrowings of S\$210.0 million in connection with the acquisition, primarily to discharge approximately S\$201.2 million of the total net liabilities of the Doumen Property of S\$255.8 million as at 31 December 2018.
- (2) Assuming that (a) the Doumen Property had commenced operations in January 2018; (b) all tenancy agreements as at 30 September 2019 were in place since 1 January 2018; (c) turnover rental income for FY2018 is based on the actual turnover rent for the first 9 months ended 30 September 2019 and extrapolated for the remaining 3 months; (d) other income is based on the annualised actual financial performance for the first 9 months ended 30 September 2019 and other adjustments; (e) the Doumen Property had achieved an operating cost structure similar to the stabilised operating cost structure of the 2018 Portfolio, with operating expenses (excluding property related tax) representing approximately 14.0% of the rental revenue of the Doumen Property; (f) the trustee fee and management base fee were payable since 1 January 2018; and (g) interest at 4.96% per annum is payable on the S\$210.0 million loan set out in footnote (1) above.
- (3) The total number of units in issue as at 31 December 2018 includes (a) approximately 2.4 million acquisition fee units, which are assumed to have been issued at the illustrative issue price of S\$0.836 per unit; (b) approximately 1.5 million new units issued as payment to the Trustee-Manager as payment of the base management fee, which are assumed to have been issued at an illustrative issue price of S\$0.85342 (for illustrative purposes only and based on the 10-day VWAP up to 31 December 2018); and (c) approximately 82.4 million new units issued pursuant to a private placement, which are assumed to have been issued at the illustrative issue price of S\$0.836 per unit.
- (4) DPU is derived after taking into consideration 263,811,038 units as at 31 December 2018 held by Aqua Wealth and Bounty Way that are subject to a distribution waiver.

- (5) Assuming that Dasin Retail Trust draws down bank borrowings of S\$225.5 million in connection with the Acquisition, primarily to discharge approximately S\$247.8 million of the total net liabilities of Shunde Holdco and Tanbei Holdco as at 31 December 2018.
- (6) Assuming that (a) the Shunde Property and Tanbei Property had commenced operations in January 2018; (b) all tenancy agreements as at 30 September 2019 were in place since 1 January 2018; (c) turnover rental income for FY2018 is based on the actual turnover rent for first 8 months extrapolated to 12 months; (d) other income is based on the actual financial performance for first 8 months and 4 months estimates with certain adjustments; (e) the Shunde Property and Tanbei Property had operating expenses (excluding property related tax) representing approximately 8.0% of the rental revenue of the Shunde Property and Tanbei Property; (f) the trustee fee and management base fee were payable since 1 January 2018; and (g) interest at 4.60% per annum is payable on the S\$225.5 million loan set out in footnote (5) above.
- (7) The total number of units in issue as at 31 December 2018 includes (a) approximately 3.0 million Acquisition Fee Units, which are assumed to have been issued at the Illustrative Issue Price of S\$0.82 per Unit; (b) approximately 1.6 million Units issued as payment to the Trustee-Manager as payment of the base management fee, which are assumed to have been issued at illustrative issue price of S\$0.8534 – S\$0.8752 (for illustrative purposes only and based on the 10-day VWAP up to 31 March/30 June/30 September/31 December 2018); and (c) approximately 117.0 million New Units issued pursuant to the Private Placement, which are assumed to have been issued at the Illustrative Issue Price of S\$0.82 per New Unit.

7.2. Pro Forma NAV

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Proposed Transaction on the NAV per Unit as at 31 December 2018, as if the Proposed Transaction was completed on 31 December 2018, are as follows.

	2018 Portfolio	Existing Portfolio	2018 Portfolio and the Properties	Existing Portfolio and the Properties
NAV represented by Unitholders' funds (S\$'000)	775,948	924,218 ⁽¹⁾	1,003,506 ⁽³⁾	1,151,776
Issued and issuable Units ('000)	558,906	643,614 ⁽²⁾	678,850 ⁽⁴⁾	763,558
NAV per Unit (S\$)	1.388	1.436	1.478	1.508

Notes:

- (1) Assuming that Dasin Retail Trust draws down bank borrowings of S\$210.0 million in connection with the acquisition of the Doumen Property, primarily to discharge approximately S\$201.2 million of the total net liabilities of Doumen Holdco and its subsidiaries of S\$255.8 million as at 31 December 2018 and that the acquisition fee of approximately S\$2.4 million is paid in units.
- (2) The total number of units in issue as at 31 December 2018 includes (a) approximately 2.4 million acquisition fee units, which are assumed to have been issued at the illustrative issue price of S\$0.836 per unit; and (b) approximately 82.4 million new units issued pursuant to a private placement, which are assumed to have been issued at the illustrative issue price of S\$0.836 per new unit.
- (3) Assuming that Dasin Retail Trust draws down bank borrowings of S\$225.5 million in connection with the Acquisition, primarily to discharge approximately S\$247.8 million of the total net liabilities of Shunde Holdco and Tanbei Singapore Holding Company and its subsidiaries and that the Acquisition Fee of approximately S\$2.4 million is paid in Units.
- (4) The total number of Units in issue as at 31 December 2018 includes (a) approximately 3.0 million Acquisition Fee Units, which are assumed to have been issued at the Illustrative Issue Price of S\$0.82 per Unit; and (b) approximately 117.0 million New Units issued pursuant to the Private Placement, which are assumed to have been issued at the Illustrative Issue Price of S\$0.82 per New Unit.

7.3. Aggregate Leverage

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma aggregate leverage of Dasin Retail Trust as at 31 December 2018, as if the Proposed Transaction was completed on 31 December 2018, is as follows.

	2018 Portfolio	Existing Portfolio	2018 Portfolio and the Properties	Existing Portfolio and the Properties
Aggregate Leverage (Pro forma as at 31 December 2018)	32.3%	35.2%	34.7%	36.5%

8. ADVICE OF THE INDEPENDENT FINANCIAL ADVISER

The Trustee-Manager has appointed Ernst & Young Corporate Finance Pte Ltd, the IFA, to advise the independent directors of the Trustee-Manager (the “**Independent Directors**”) and the Audit and Risk Committee in relation to the Acquisition and the Aqua Wealth Placement. A copy of the letter from the IFA to the Independent Directors and the Audit and Risk Committee (the “**IFA Letter**”), containing its advice in full, is set out in **Appendix B** of this Circular and Unitholders are advised to read the IFA Letter carefully.

8.1. The Acquisition

Having considered the factors and made the assumptions set out in the IFA Letter, and subject to the qualifications set out therein, the IFA is of the opinion that the Acquisition is on normal commercial terms and is not prejudicial to the interests of Dasin Retail Trust and its minority Unitholders.

Accordingly, the IFA has advised the Independent Directors and the Audit and Risk Committee that they can recommend that Independent Unitholders vote in favour of the resolution to approve the Acquisition.

8.2. The Aqua Wealth Placement

Under Rule 921(4)(b)(i) of the Listing Manual, an opinion from an independent financial adviser is not required for Units issued pursuant to Part IV of Chapter 8 of the Listing Manual for cash.

Hence, an opinion from an independent financial adviser is not strictly required in relation to the Aqua Wealth Placement.

The Trustee-Manager has nevertheless appointed the IFA to advise the Independent Directors and the Audit and Risk Committee as to whether the Aqua Wealth Placement is on normal commercial terms and is not prejudicial to the interests of Dasin Retail Trust and its minority Unitholders. Having considered the factors and made the assumptions set out in the IFA Letter, and subject to the qualifications set out therein, the IFA is of the opinion that the Aqua Wealth Placement is on normal commercial terms and is not prejudicial to the interests of Dasin Retail Trust and its minority Unitholders.

Accordingly, the IFA has advised the Independent Directors and the Audit and Risk Committee that they can recommend that Independent Unitholders vote in favour of the resolution to approve the Aqua Wealth Placement.

In arriving at its advice to the Independent Directors and the Audit Risk Committee on the Aqua Wealth Placement, the IFA has reviewed and deliberated on the factors which they consider to be relevant and to have a significant bearing on their assessment of the Aqua Wealth Placement. These include the following:

- (a) the rationale for the Aqua Wealth Placement;

- (b) the proposed terms and pricing process for the Aqua Wealth Placement; and
- (c) the comparison to precedent private placements by real estate investments trusts listed on the SGX-ST.

In relation to item (b) above on the proposed terms and pricing process for the Aqua Wealth Placement and as set out in Section 5.2 of the IFA letter, the IFA had highlighted in the IFA Letter that, for illustrative purposes only, the IFA had observed that the Illustrative Issue Price for the Private Placement (which includes the Aqua Wealth Placement) of S\$0.82 per New Unit with the expected gross proceeds of approximately S\$98.4 million (up to S\$36.1 million from the Aqua Wealth Placement) represents a discount of 2.5% to the VWAP of the Units as at the Latest Practicable Date. The IFA had also highlighted that the pricing of the New Units to be issued pursuant to the Private Placement, including the Aqua Wealth Placement, will only be determined at the appropriate time by the Trustee-Manager together with the placement agents.

The IFA had also noted in the IFA Letter that, other than the process to establish the pricing of the New Units to be adopted in the case of the Private Placement which includes the Aqua Wealth Placement, the IFA has not evaluated the terms pursuant to the Private Placement as such terms will only be determined by the Trustee-Manager and placement agents, when appointed, closer to the date of commencement of the Private Placement. As such, the IFA had noted that they had based their evaluation only on the process to establish the pricing for the Private Placement, which includes the Aqua Wealth Placement.

9. INTERESTS OF DIRECTORS AND SUBSTANTIAL UNITHOLDERS

Based on the Register of Directors' Unitholdings maintained by the Trustee-Manager, the direct and deemed interests of the Directors in the Units as at the Latest Practicable Date are as follows:

Name of Director	Direct Interest		Deemed Interest		Total no. of Units held	%
	No. of Units held	%	No. of Units held	%		
Mr. Zhang Zhencheng	–	–	384,471,157	59.7	384,471,157	59.7
Mr. Zhang Zhongming	–	–	3,966,200	0.6	3,966,200	0.6
Dr. Cao Yong	–	–	–	–	–	–
Mr. Sun Shu	–	–	–	–	–	–
Mr. Tan Huay Lim	–	–	312,500	0.1	312,500	0.1

Based on the Register of Substantial Unitholders' Unitholdings maintained by the Trustee-Manager, the Substantial Unitholders and their interests in the Units as at the Latest Practicable Date are as follows:

Name of Substantial Unitholder	Direct Interest		Deemed Interest		Total No. of Units held	%
	No. of Units held	%	No. of Units held	%		
Mr. Zhang Zhencheng ⁽¹⁾	–	–	384,471,157	59.7	384,471,157	59.7
Aqua Wealth	348,719,572	54.2	–	–	348,719,572	54.2
DBS Trustee Limited ⁽²⁾	–	–	348,719,572	54.2	348,719,572	54.2
Mr. Zhang Chon Ming ⁽³⁾	–	–	348,719,572	54.2	348,719,572	54.2

Name of Substantial Unitholder	Direct Interest		Deemed Interest		Total No. of Units held	%
	No. of Units held	%	No. of Units held	%		
Mr. Zhang Gui Ming ⁽⁴⁾	–	–	348,719,572	54.2	348,719,572	54.2
Mr. Zhang Kunming ⁽⁵⁾	–	–	348,719,572	54.2	348,719,572	54.2
Mr. Zhang Shenming ⁽⁶⁾	–	–	348,719,572	54.2	348,719,572	54.2
Ms. Liang Jinying ⁽⁷⁾	–	–	348,719,572	54.2	348,719,572	54.2
Bounty Way	28,208,759	4.4	–	–	28,208,759	4.4
China Orient Asset Management (International) Holding Limited	52,100,000	8.1	–	–	52,100,000	8.1
Wise Leader Assets Ltd ⁽⁸⁾	–	–	52,100,000	8.1	52,100,000	8.1
Dong Yin Development (Holdings) Limited ⁽⁹⁾	–	–	52,100,000	8.1	52,100,000	8.1
China Orient Asset Management Co., Ltd. ⁽⁹⁾	–	–	52,100,000	8.1	52,100,000	8.1
Glory Glass Ventures Limited	49,700,900	7.7	–	–	49,700,900	7.7
Oceangroup International Investment Limited ⁽¹⁰⁾	–	–	49,700,900	7.7	49,700,900	7.7
Sino-Ocean Capital Holding Limited ⁽¹¹⁾	–	–	49,700,900	7.7	49,700,900	7.7
Fortune Joy Ventures Limited ⁽¹²⁾	–	–	49,700,900	7.7	49,700,900	7.7
Heroic Peace Limited ⁽¹³⁾	–	–	49,700,900	7.7	49,700,900	7.7
Sino-Ocean Land (Hong Kong) Limited ⁽¹⁴⁾	–	–	49,700,900	7.7	49,700,900	7.7
Faith Ocean International Limited ⁽¹⁵⁾	–	–	49,700,900	7.7	49,700,900	7.7
Shine Wind Development Limited ⁽¹⁶⁾	–	–	49,700,900	7.7	49,700,900	7.7
Sino-Ocean Group Holding Limited ⁽¹⁷⁾	–	–	49,700,900	7.7	49,700,900	7.7
Oriental Model Limited ⁽¹⁸⁾	–	–	49,700,900	7.7	49,700,900	7.7
Joyful Clever Limited ⁽¹⁹⁾	–	–	49,700,900	7.7	49,700,900	7.7

Name of Substantial Unitholder	Direct Interest		Deemed Interest		Total No. of Units held	%
	No. of Units held	%	No. of Units held	%		
New Harvest Investment Limited ⁽²⁰⁾	–	–	49,700,900	7.7	49,700,900	7.7
Beijing Dehui Tou Zi Guan Li You Xian Gong Si (北京德晖投资管理有限公司) ⁽²¹⁾	–	–	49,700,900	7.7	49,700,900	7.7
Yuan Yang Tou Zi You Xian Gong Si (远颯投资有限公司) ⁽²²⁾	–	–	49,700,900	7.7	49,700,900	7.7
Yuan Yang Zi Ben You Xian Gong Si (远洋资本有限公司) ⁽²³⁾	–	–	49,700,900	7.7	49,700,900	7.7
Ning Bo Mei Shan Bao Shui Gang Qu Ao Shen Yi Yang Tou Zi You Xian Gong Si (宁波梅山保税港区奥莘亿洋投资有限公司) ⁽²⁴⁾	–	–	49,700,900	7.7	49,700,900	7.7
Ning Bo Mei Shan Bao Shui Gang Qu Sheng De Ming Wang Tou Zi You Xian Gong Si (宁波梅山保税港区盛德明旺投资有限公司) ⁽²⁵⁾	–	–	49,700,900	7.7	49,700,900	7.7
Team Bloom Investment Limited ⁽²⁶⁾	–	–	49,700,900	7.7	49,700,900	7.7
Oceanland Global Investment Limited ⁽²⁷⁾	–	–	49,700,900	7.7	49,700,900	7.7

Notes:

- (1) DBS Trustee Limited holds the entire issued share capital of Aqua Wealth as the trustee of the Zhang Family Trust, of which Mr. Zhang Zhencheng is the settlor of the Zhang Family Trust and Mr. Zhang Chon Meng, son of Mr. Zhang Zhencheng, Mr. Zhang Gui Ming, nephew of Mr. Zhang Zhencheng, Mr. Zhang Kunming, nephew of Mr. Zhang Zhencheng, Mr. Zhang Shenming, nephew of Mr. Zhang Zhencheng and Ms Liang Jinying, sister-in-law of Mr. Zhang Zhencheng are the beneficiaries. The power to make investment decisions on behalf of the Zhang Family Trust is conferred solely on an investment committee, of which Mr. Zhang Zhencheng is the sole member. Therefore, Mr. Zhang Zhencheng is deemed to be interested in the Units held by Aqua Wealth.

Mr. Zhang Zhencheng holds 100.0% of the interests in Bounty Way. Therefore, Mr. Zhang Zhencheng is deemed to be interested in the Units held by Bounty Way.

In addition, Mr. Zhang Zhencheng holds 99.0% of the interests in the Trustee-Manager, which in turn holds 7,542,826 Units, representing approximately 1.2% of the total number of Units in issue as at the Latest Practicable Date. Therefore, Mr. Zhang Zhencheng is deemed to be interested in the Units held by the Trustee-Manager.

- (2) DBS Trustee Limited holds the entire issued share capital of Aqua Wealth as the trustee of the Zhang Family Trust. DBS Trustee Limited is therefore deemed to be interested in the Units held by Aqua Wealth.
- (3) Mr. Zhang Chon Meng is a beneficiary of the Zhang Family Trust and is therefore deemed to be interested in the Units held by Aqua Wealth.
- (4) Mr. Zhang Gui Ming is a beneficiary of the Zhang Family Trust and is therefore deemed to be interested in the Units held by Aqua Wealth.

- (5) Mr. Zhang Kunming is a beneficiary of the Zhang Family Trust and is therefore deemed to be interested in the Units held by Aqua Wealth.
- (6) Mr. Zhang Shenming is a beneficiary of the Zhang Family Trust and is therefore deemed to be interested in the Units held by Aqua Wealth.
- (7) Ms Liang Jinying is a beneficiary of the Zhang Family Trust and is therefore deemed to be interested in the Units held by Aqua Wealth.
- (8) Mr. Zhang Zhencheng holds 100.0% of the interests in Bounty Way. Therefore, Mr. Zhang Zhencheng is deemed to be interested in the Units held by Bounty Way.
- (9) China Orient Asset Management Co., Ltd. (“**COAMC**”) is a company incorporated in the PRC and is one of the state-owned asset management companies in the PRC. COAMC is the holding company of Dong Yin Development (Holdings) Limited (“**Dong Yin**”), a company incorporated in Hong Kong. Dong Yin is the indirect holding company of China Orient Asset Management (International) Holding Limited (“**COAMI**”), a company incorporated in Hong Kong, through its direct 50.0% shareholding and indirectly through its wholly-owned subsidiary Wise Leader Assets Ltd (“**Wise Leader**”), a company incorporated in the BVI. Each of COAMC, Dong Yin and Wise Leader are deemed to be interested in the Units held by COAMI.
- (10) Oceangroup International Investment Limited holds 100% of the shareholding in Team Bloom Investment Limited and is therefore deemed to be interested in the 49,700,900 units in Dasin (the “**Relevant Units**”) held by Glory Glass Ventures Limited (“**Glory Glass**”).
- (11) Sino-Ocean Capital Holding Limited holds 100% of the shareholding in Oceangroup International Investment Limited and 100% of the shareholding in Oriental Model Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (12) Fortune Joy Ventures Limited holds 100% of the shareholding in Sino-Ocean Capital Holding Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (13) Heroic Peace Limited holds approximately 49.00% of the shareholding in Fortune Joy Ventures Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (14) Sino-Ocean Land (Hong Kong) Limited holds 100% of the shareholding in Heroic Peace Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (15) Faith Ocean International Limited holds 100% of the shareholding in Sino-Ocean Land (Hong Kong) Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (16) Shine Wind Development Limited holds 100% of the shareholding in Faith Ocean International Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (17) Sino-Ocean Group Holding Limited holds 100% of the shareholding in Shine Wind Development Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (18) Oriental Model Limited holds approximately 70.00% of the shareholding in Oceanland Global Investment Limited is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (19) Joyful Clever Limited holds approximately 30.00% of the shareholding in Oceanland Global Investment Limited is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (20) New Harvest Investment Limited holds 100% of the shareholding in Joyful Clever Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (21) 北京德晖投资管理有限公司 holds 100% of the shareholding in New Harvest Investment Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (22) 远颺投资有限公司 holds 100% of the shareholding in 北京德晖投资管理有限公司 and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (23) 远洋资本有限公司 holds 100% of the shareholding in 远颺投资有限公司 and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (24) 宁波梅山保税港区奥莘亿洋投资有限公司 holds 100% of the shareholding in 远洋资本有限公司 and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (25) 宁波梅山保税港区盛德明旺投资有限公司 holds 100% of the shareholding in 宁波梅山保税港区奥莘亿洋投资有限公司 and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (26) Team Bloom Investment Limited holds 100% of the shareholding in 宁波梅山保税港区盛德明旺投资有限公司 and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (27) Oceanland Global Investment Limited holds 100% of the shareholding in Glory Glass and is therefore deemed to be interested in the Relevant Units held by Glory Glass.

10. DIRECTORS’ SERVICE CONTRACTS

No person is proposed to be appointed as a Director of the Trustee-Manager in connection with the Acquisition or any other transactions contemplated in relation to the Acquisition.

11. RECOMMENDATIONS

11.1. The Acquisition

Based on the opinion of the IFA (as set out in the IFA Letter in **Appendix B** of this Circular) and the rationale for the Proposed Transaction set out in paragraph 5 of this Circular, the Independent Directors and the Audit and Risk Committee believe that the Acquisition is based on normal commercial terms and would not be prejudicial to the interests of Dasin Retail Trust and its minority Unitholders.

Accordingly, the Independent Directors recommend that Independent Unitholders vote at the EGM in favour of Resolution 1 (The Acquisition).

11.2. The Aqua Wealth Placement

The Independent Directors and the Audit and Risk Committee have considered the following:

- (i) the opinion of the IFA (as set out in the IFA Letter in **Appendix B** of this Circular);
- (ii) the rationale for the Aqua Wealth Placement set out in paragraph 4 of this Circular;
- (iii) pursuant to Rules 811(1) and 811(5) of the Listing Manual, the issue price of the New Units must not be priced at more than 10.0% discount to the VWAP for the Units on the SGX-ST for the full Market Day on which the placement or subscription agreement is signed or, if trading in the Units is not available for a full Market Day, the VWAP based on the trades done on the preceding Market Day up to the time the placement agreement is signed, excluding (where applicable) accrued distributions provided that the holders of the New Units are not entitled to the accrued distributions; and
- (iv) the New Units will be placed to Aqua Wealth at the same issue price as that paid by the other investors for the New Units under the Private Placement.

Based on the above, the Independent Directors and the Audit and Risk Committee believe that the Aqua Wealth Placement is based on normal commercial terms and would not be prejudicial to the interests of Dasin Retail Trust and its minority Unitholders.

Accordingly, the Independent Directors recommend that Independent Unitholders vote at the EGM in favour of Resolution 3 (The Aqua Wealth Placement).

12. EXTRAORDINARY GENERAL MEETING

The EGM will be held on 20 December 2019 at Pacific Ballroom 1, Level 1, Pan Pacific Singapore, 7 Raffles Boulevard, Marina Square, Singapore 039595 for the purpose of considering and, if thought fit, passing with or without modification, the resolutions set out in the Notice of EGM, which is set out on page F-1 of this Circular. The purpose of this Circular is to provide Unitholders with relevant information about the resolutions. Approval by way of an Ordinary Resolution is required in respect of each of the resolutions.

A Depositor shall not be regarded as a Unitholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Units entered against his name in the Depository Registrar, as certified by The Central Depository (Pte) Limited ("CDP"), as at 48 hours before the time fixed for the EGM.

Unitholders should note that Resolution 1 (The Acquisition) and Resolution 2 (The Private Placement) are inter-conditional. In the event that either of Resolution 1 (The Acquisition) or Resolution 2 (The Private Placement) is not passed, the Trustee-Manager will not proceed with the Acquisition and the Private Placement.

Unitholders should note that Resolution 3 (The Aqua Wealth Placement) is conditional upon Resolution 1 (The Acquisition) and Resolution 2 (The Private Placement) being passed. In the event that either of Resolution 1 (The Acquisition) or Resolution 2 (The Private Placement) is not passed, the Trustee-Manager will not proceed with the Aqua Wealth Placement.

For the avoidance of doubt, the Trustee-Manager may still proceed with the Acquisition and the Private Placement in accordance with, among others, Chapter 8 and Chapter 9 of the Listing Manual in the event that Resolution 3 (The Aqua Wealth Placement) is not passed or in the event that the Aqua Wealth Placement does not proceed.

13. ABSTENTIONS FROM VOTING

Under Rule 919 of the Listing Manual, where a meeting is held to obtain Unitholders' approval, the interested person and any associate of the interested person must not vote on the resolution, nor accept appointments as proxies unless specific instructions as to voting are given.

Under Rule 812(2) of the Listing Manual, where a meeting is held to obtain Unitholders' approval for a placement to any of the persons in Rule 812(1) of the Listing Manual, the person and its associates must abstain from voting on the resolution approving the placement.

Resolution 1: The Acquisition

Given that the Acquisition involves a transaction with the Vendor and the Sponsor, (i) the Vendor will abstain, and each of the Vendor and the Sponsor will procure that their associates (including Aqua Wealth, Bounty Way and the Trustee-Manager) abstain, from voting at the EGM on the resolution to approve the Acquisition, and (ii) the Vendor will not, and each of the Vendor and the Sponsor will procure that their associates (including Aqua Wealth, Bounty Way and the Trustee-Manager) will not, accept appointments as proxies in relation to the resolution to approve the Acquisition unless specific instructions as to voting are given.

For the avoidance of doubt, as at the Latest Practicable Date, the Sponsor does not own any Units.

Mr. Zhang Zhongming, the Deputy Chairman and Non-Executive Director of the Trustee-Manager, is the nephew of the Vendor and also holds 25.0% of the interests in the Sponsor. Accordingly, Mr. Zhang Zhongming (who holds a deemed interest of 0.6% in the Units) (i) will procure that his associates abstain from voting at the EGM on the resolution to approve the Acquisition, and (ii) will procure that his associates will not accept appointments as proxies in relation to the resolution to approve the Acquisition unless specific instructions as to voting are given.

Resolution 3: The Aqua Wealth Placement

DBS Trustee Limited holds the entire issued share capital of Aqua Wealth as the trustee of the Zhang Family Trust, of which Mr. Zhang Zhencheng, the Chairman and Non-Executive Director of the Trustee-Manager, is the settlor and Mr. Zhang Chon Meng, son of Mr. Zhang Zhencheng, Mr. Zhang Gui Ming, nephew of Mr. Zhang Zhencheng, Mr. Zhang Kunming, nephew of Mr. Zhang Zhencheng, Mr. Zhang Shenming, nephew of Mr. Zhang Zhencheng and Ms Liang Jinying, sister-in-law of Mr. Zhang Zhencheng are the beneficiaries. The power to make investment decisions on behalf of the Zhang Family Trust is conferred solely on an investment committee, of which Mr. Zhang Zhencheng is the sole member.

Accordingly, each of Aqua Wealth and Mr. Zhang Zhencheng (i) will abstain, and will procure that their associates (including Bounty Way and the Trustee-Manager) abstain, from voting at the EGM on the resolution to approve the Aqua Wealth Placement, and (ii) will not, and will procure that their associates (including Bounty Way and the Trustee-Manager) will not, accept appointments as proxies in relation to the resolution to approve the Aqua Wealth Placement unless specific instructions as to voting are given.

Mr. Zhang Zhongming, the Deputy Chairman and Non-Executive Director of the Trustee-Manager, is the nephew of Mr. Zhang Zhencheng. Accordingly, Mr. Zhang Zhongming (who holds a deemed interest of 0.6% in the Units) (i) will procure that his associates abstain from voting at the EGM on the resolution to approve the Aqua Wealth Placement, and (ii) will procure that his associates will not accept appointments as proxies in relation to the resolution to approve the Aqua Wealth Placement unless specific instructions as to voting are given.

14. ACTION TO BE TAKEN BY UNITHOLDERS

Unitholders will find enclosed in this Circular the Notice of EGM and a Proxy Form.

If a Unitholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the enclosed Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Unit Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, not later than 18 December 2019 at 10.30 a.m., being not less than 48 hours before the time fixed for the EGM. The completion and return of the Proxy Form by a Unitholder will not prevent him from attending and voting in person at the EGM if he so wishes.

Persons who have an interest in the approval of any of the resolutions must decline to accept appointment as proxies unless the Unitholder concerned has specific instructions in his Proxy Form as to the manner in which his votes are to be cast in respect of such resolutions.

15. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Acquisition, the Private Placement, the Aqua Wealth Placement and Dasin Retail Trust and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

16. CONSENTS

Each of the IFA, the Independent Valuers and the Independent Market Consultant has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and, respectively, the IFA Letter and the Valuation Certificates, and all references thereto, in the form and context in which they appear in this Circular.

17. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection²⁵ during normal business hours at the registered office of the Trustee-Manager at 8 Marina Boulevard, #14-02 Marina Bay Financial Centre Tower 1, Singapore 018981 from the date of this Circular up to and including the date falling three months after the date of this Circular:

- (i) the Sale and Purchase Agreement;
- (ii) the IFA Letter;
- (iii) the full valuation report issued by D&P in respect of the Properties;
- (iv) the full valuation report issued by JLL in respect of the Properties;

²⁵ Prior appointment with the Trustee-Manager will be appreciated.

- (v) the FY2018 Financial Statements;
- (vi) the Independent Market Research Report by the Independent Market Consultant; and
- (vii) the letters of consent from each of the IFA, the Independent Valuers and the Independent Market Consultant.

The Trust Deed will be available for inspection at the registered office of the Trustee-Manager for so long as Dasin Retail Trust is in existence.

Yours faithfully

for and on behalf of the Board of Directors of
Dasin Retail Trust Management Pte. Ltd.
(as trustee-manager of Dasin Retail Trust)

Zhang Zhongming
Deputy Chairman and Non-Executive Director

5 December 2019

IMPORTANT NOTICE

The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Trustee-Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the Trustee-Manager to redeem their Units while the Units are listed. It is intended that Unitholders 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 Dasin Retail Trust is not necessarily indicative of the future performance of Dasin Retail Trust.

This Circular 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 costs), property expenses and governmental and public policy changes. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Trustee-Manager's current view of future events.

If you have sold or transferred all your Units, you should immediately forward this Circular, together with the Notice of EGM and the accompanying Proxy Form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

GLOSSARY

In the Circular, the following definitions apply throughout unless the context otherwise requires:

Glossary of Defined Terms

"2018 Portfolio"	: The Existing Portfolio excluding the Doumen Property
"Acquisition"	: The proposed acquisition of the Properties pursuant to the Sale and Purchase Agreement
"Acquisition Fee"	: The acquisition fee of approximately S\$2.4 million payable in Units to the Trustee-Manager in connection with the Acquisition
"Acquisition Fee Units"	: The Units to be issued to the Trustee-Manager as payment for the Acquisition Fee
"Aggregated Agreed Property Value"	: The total Agreed Property Values of the Properties
"Agreed Property Value"	: The agreed purchase price of each Property
"Aqua Wealth"	: Aqua Wealth Holdings Limited
"Aqua Wealth Placement"	: The proposed issue and placement of New Units to Aqua Wealth under the Private Placement
"Audit and Risk Committee"	: The audit and risk committee of the Trustee-Manager
"Bounty Way"	: Bounty Way Investments Limited
"Business Day"	: Means any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are generally open for business in Singapore and, where the context requires, any other jurisdiction, and the SGX-ST is open for trading
"CDP"	: The Central Depository (Pte) Limited
"CMA Reimbursable Expenses"	: The agreed management related expenses that are payable by the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company, to the relevant Commercial Manager, as further described in paragraph 2.9.2 of this Circular
"Commercial Management Agreements"	: The Shunde Commercial Management Agreement and the Tanbei Commercial Management Agreement collectively
"Commercial Managers"	: The Shunde Commercial Manager and the Tanbei Commercial Manager collectively
"COAMC"	: China Orient Asset Management Co., Ltd.
"COAMI"	: China Orient Asset Management (International) Holding Limited
"Completion"	: Completion of the Acquisition
"Consolidated NAV"	: The aggregate of the adjusted consolidated net asset value of the Singapore Holdco and its subsidiaries
"controlling shareholder"	: Means a person who (a) holds directly or indirectly 15.0% or more of the total number of issued shares excluding treasury shares in the company; or (b) in fact exercises control over a company
"controlling unitholder"	: Means (a) a person who in fact exercises control over Dasin Retail Trust; or (b) a person who has an interest or interests in Units representing not less than 15.0% of the total voting rights of the holders of Dasin Retail Trust
"Dasin E-Colour Property"	: Dasin E-Colour, located at South Tower, No. 4 Qitou New Village Longfeng Road, Shiqi District, Zhongshan, Guangdong Province, PRC

"Dasin Food Services"	: Zhongshan Dongsheng Dasin Food Services Co., Ltd. (中山市东升大信餐饮服务有限公司)
"Dasin Management and Investment"	: Zhongshan Dasin Management and Investment Co., Ltd. (中山市大信管理投资有限公司)
"Dasin Merchant Investment"	: Zhongshan Dasin Metro-Mall Merchant Investment Co., Ltd. (中山市大信新都汇商业投资有限公司)
"Dasin Xin He"	: Zhongshan Dasin Xin He Commercial Co., Ltd. (中山市大信信和商业股份有限公司)
"Dong Yin"	: Dong Yin Development (Holdings) Limited
"Doumen Commercial Manager"	: Zhongshan Commercial Property Management Co., Ltd., Zhuhai Branch (中山市大信商用物业管理有限公司珠海分公司)
"Doumen Property"	: Doumen Metro Mall, which is located at No. 328 Zhongxing Middle Road, Jing'an Town, Doumen District, Zhuhai, Guangdong Province, PRC
"Doumen Property Manager"	: Zhongshan Jixin Property Management Co., Ltd, Zhuhai Branch (中山市基信物业管理有限公司珠海分公司)
"Doumen Xinxuan"	: Zhuhai Doumen Xinxuan Food Services Co., Ltd. (珠海市斗门信轩餐饮服务服务有限公司)
"DPU"	: Distribution per Unit
"D&P"	: D&P China (HK) Limited
"EGM"	: Extraordinary general meeting
"Enlarged Portfolio"	: The Existing Portfolio together with the Properties
"Existing Indebtedness"	: Means the aggregate amount of S\$247.8 million (RMB1,286.1 million) payable by the Shunde PRC Property Company, the Shunde Singapore Holding Companies, the Tanbei Singapore Holding Company, the Shunde PRC Property Company, the Shunde Rental Management Company and the Tanbei PRC Property Company, as further described in Paragraph 2.4 of this Circular
"Existing Interested Person Transactions"	: All interested person transactions entered into between Dasin Retail Trust and the Vendor, the Sponsor and Aqua Wealth and their associates during the course of the current financial year ending 31 December 2019 up to the Latest Practicable Date
"Existing Portfolio"	: Dasin Retail Trust's existing portfolio as at 30 September 2019, comprising five properties located in the PRC, namely, the Xiaolan Property, the Ocean Property, the Dasin E-Colour Property, the Shiqi Property and the Doumen Property
"Foshan City"	: The city of Foshan in PRC (佛山市)
"FY"	: The financial year ended or, as the case may be, ending 31 December
"FY2018 Financial Statements"	: Dasin Retail Trust's FY2018 audited financial statements
"GFA"	: Gross floor area
"Glory Glass"	: Glory Glass Ventures Limited
"Greater Bay Area"	: Guangdong-Hong Kong-Macau Greater Bay Area
"Greater China"	: The PRC, the Hong Kong Special Administrative Region and the Macau Special Administrative Region
"GRI"	: Gross rental income
"IFA"	: Ernst & Young Corporate Finance Pte Ltd

"IFA Letter"	: The letter from the IFA to the Independent Directors and the Audit and Risk Committee containing its advice as set out in Appendix B of this Circular
"Illustrative Issue Price"	: The illustrative issue price of S\$0.82 per New Unit (for illustrative purposes only)
"Independent Directors"	: The independent directors of the Trustee-Manager, namely Dr. Cao Yong, Mr. Sun Shu and Mr. Tan Huay Lim
"Independent Market Consultant"	: China Insights Industry Consultancy Limited
"Independent Market Research Report"	: The independent market research report titled "Industry Report on the Shopping Malls in Zhongshan and Foshan – November 2019" prepared by the Independent Market Consultant, as set out in Appendix E of this Circular
"Independent Unitholders"	: Means (a) in relation to Resolution 1 (The Acquisition), the Unitholders who are considered independent for that resolution, which, for the avoidance of doubt, excludes the Vendor and his associates (including Aqua Wealth, Bounty Way and the Trustee-Manager); and (b) in relation to Resolution 3 (The Aqua Wealth Placement), the Unitholders who are considered independent for that resolution, which, for the avoidance of doubt, excludes Aqua Wealth, Mr. Zhang Zhencheng and their respective associates
"Independent Valuers"	: D&P and JLL collectively
"interested person"	: (a) the Trustee-Manager (acting in its personal capacity); (b) a related corporation or related entity of the Trustee-Manager (other than a subsidiary or subsidiary entity of Dasin Retail Trust); (c) an associated company or associated entity of the Trustee-Manager (other than an associated company or associated entity of Dasin Retail Trust); (d) a Director, chief executive officer or controlling shareholder of the Trustee-Manager; (e) a controlling unitholder; or (f) an associate of any such Director, chief executive officer or controlling shareholder of the Trustee-Manager or controlling unitholder
"interested person transaction"	: A transaction between an entity at risk and an interested person
"JLL"	: Jones Lang LaSalle Corporate Appraisal and Advisory Limited
"Latest Practicable Date"	: 27 November 2019
"Listing Manual"	: The Listing Manual of the SGX-ST, as may be amended or modified from time to time
"NAV"	: Net asset value
"New Units"	: New Units to be issued under the Private Placement
"NLA"	: Net lettable area
"NPI"	: Net property income
"NTA"	: Net tangible assets
"Ocean Property"	: Ocean Metro Mall, located at No. 28 Boai Six Road, Dongqu District, Zhongshan, Guangdong Province, PRC
"Ordinary Resolution"	: A resolution proposed and passed as such by a majority being greater than 50.0% or more of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed

"PMA Reimbursable Expenses"	: The agreed property related expenses that are payable by the Shunde Rental Management Company or, as the case may be, the Tanbei PRC Property Company, to the relevant Property Manager, as further described in paragraph 2.9.1 of this Circular
"PRC"	: The People's Republic of China
"PRC Acquisition"	: The Tanbei PRC Acquisition and the Shunde PRC Acquisition collectively
"Private Placement"	: The private placement of New Units
"Properties"	: The Shunde Property and the Tanbei Property collectively
"Property Management Agreements"	: The Shunde Property Management Agreement and the Tanbei Property Management Agreement collectively
"Property Managers"	: The Shunde Property Manager and the Tanbei Property Manager collectively
"Proposed Transaction"	: The Private Placement and the Acquisition
"Proxy Form"	: The instrument appointing a proxy or proxies as set out in this Circular
"Reporting Accountants"	: Deloitte & Touche LLP
"Sale and Purchase Agreement"	: The sale and purchase agreement entered into between the Trustee-Manager, the Vendor and the Sponsor on 13 November 2019 to acquire all the equity interests in the Singapore Holdco
"Sale Share"	: The equity interests in the Singapore Holdco
"Securities Act"	: U.S. Securities Act of 1933, as amended
"SGX-ST"	: Singapore Exchange Securities Trading Limited
"Share Consideration"	: The purchase consideration (representing the cash outlay) payable to the Vendor in connection with the Acquisition, as further described in paragraph 2.4 of this Circular
"Shiqi Property"	: Shiqi Metro Mall, which is located at No. 2, South Dasin Road, Shiqi District, Zhongshan, Guangdong Province, PRC
"Shunde Commercial Management Agreement"	: The commercial management agreement entered into between Shunde Rental Management Company with the Shunde Commercial Manager on 7 November 2019 to appoint the Shunde Commercial Manager to provide marketing services in respect of the Shunde Property
"Shunde Commercial Manager"	: Zhongshan Dasin Commercial Property Management Co., Ltd., Foshan Branch
"Shunde Holdco"	: Singapore Xu Xin Commercial Holdings Pte Ltd
"Shunde Outstanding Amount"	: An amount equivalent to RMB10.0 million that is payable by Dasin Merchant Investment to the Trustee-Manager (on behalf of Dasin Retail Trust) under the terms of the Sale and Purchase Agreement
"Shunde PRC Property Company"	: Foshan Dasin Commercial Management Co., Ltd. (佛山市大信商业管理有限公司)
"Shunde PRC Acquisition"	: The acquisitions by the Vendor, through his wholly-owned Shunde Singapore Holding Companies, from Dasin Management and Investment of its equity interests in the Shunde PRC Property Company on 9 October 2019, and from Dasin Merchant and Investment its equity interests in the Shunde Rental Management Company on 30 September 2019, for an aggregated consideration of approximately S\$11.1 million (RMB57.7 million)
"Shunde Property"	: No. 1 Rainbow Road, Xincheng District, Dehe Community Residents Committee, Daliang Street Office, Shunde District, Foshan City, Guangdong Province, PRC

“Shunde Property Management Agreement”	: The property management agreement entered into between Shunde Rental Management Company with the Shunde Property Manager on 7 November 2019 to appoint the Shunde Property Manager to provide property management services in respect of the Shunde Property
“Shunde Property Manager”	: Zhongshan Jixin Property Management Co., Ltd, Foshan Branch
“Shunde Rental Management Company”	: Foshan Shunde Dasin Metro-Mall Commercial Management Co., Ltd (佛山市顺德大信新都汇商业管理有限公司)
“Shunde Singapore Holding Companies”	: Xu Xin Investments Pte. Ltd. and Xu Xin Management Pte. Ltd. collectively
“Singapore Holdco”	: Singapore Zhi Xin Commercial Holdings Pte. Ltd.
“Sponsor”	: Zhongshan Dasin Real Estate Co., Ltd.
“sq m”	: Square metres
“substantial unitholder”	: A person with an interest in Units constituting not less than 5.0% of the total number of Units in issue
“Tanbei Commercial Management Agreement”	: The commercial management agreement entered into between Tanbei PRC Property Company with the Tanbei Commercial Manager on 7 November 2019 to appoint the Tanbei Commercial Manager to provide marketing services in respect of the Tanbei Property
“Tanbei Commercial Manager”	: Zhongshan Dasin Commercial Property Management Co., Ltd.
“Tanbei Dasin Food Services Lease Agreement”	: The lease agreement between Zhongshan Dongsheng Dasin Food Services Co., Ltd. (中山市东升大信餐饮服务有限公司) and the Tanbei PRC Property Company on 27 December 2017
“Tanbei Dasin Xin He Lease Agreement”	: The lease agreement between Zhongshan Dasin Xin He Commercial Co., Ltd (中山市大信信和商业股份有限公司) and the Tanbei PRC Property Company on 25 December 2017
“Tanbei Holdco”	: Singapore Tan Xin Commercial Holdings Pte Ltd
“Tanbei PRC Acquisition”	: The acquisition by the Vendor, through his wholly-owned Tanbei Singapore Holding Company, of all the equity interests in the Tanbei PRC Property Company from Dasin Management and Investment on 29 September 2019, for approximately S\$9.2 million (RMB48.0 million)
“Tanbei PRC Property Company”	: Zhongshan Yuanteng Commercial Property Management Co., Ltd. (中山市远腾商用物业管理有限公司)
“Tanbei Property”	: Tan Bei Metro Mall, No. 153, Xierma Road, Tanbei, Dongsheng Town, Zhongshan City, Guangdong Province, PRC
“Tanbei Property Management Agreement”	: The property management agreement entered into between Tanbei PRC Property Company with the Tanbei Property Manager on 7 November 2019 to appoint the Tanbei Property Manager to provide property management services in respect of the Tanbei Property
“Tanbei Property Manager”	: Zhongshan Jixin Property Management Co., Ltd, Shiqi Branch
“Tanbei Singapore Holding Company”	: Tan Xin Investments Pte. Ltd.
“Total Acquisition Cost”	: The total cost of the Acquisition
“Trust Deed”	: The trust deed constituting Dasin Retail Trust dated 15 January 2016, as supplemented by a first supplemental deed dated 27 December 2016
“Trustee-Manager”	: Dasin Retail Trust Management Pte. Ltd.

"U.S."	: United States
"Unit"	: A unit representing an undivided interest in Dasin Retail Trust
"Unitholder"	: The registered holder for the time being of a Unit including persons so registered as joint holders, except that where the registered holder is CDP, the term "Unitholder" shall, in relation to Units registered in the name of CDP, mean, where the context requires, the depositor whose Securities Account with CDP is credited with Units
"Vendor"	: Mr. Zhang Zhencheng, the Chairman and Non-Executive Director of the Trustee-Manager
"VWAP"	: Volume weighted average price
"WALE"	: Weighted average lease expiry
"Wise Leader"	: Wise Leader Assets Ltd
"Xiaolan Dasin Food"	: Zhongshan Xiaolan Dasin Food Services Co., Ltd. (中山市小欖大信餐饮服务有限公司)
"Xiaolan Property"	: Xiaolan Metro Mall, located at No. 18 Shengping Middle Road, Xiaolan Town, Zhongshan, Guangdong Province, PRC
"Zhang Family Trust"	: The family trust which holds the Units owned by Aqua Wealth for the benefit for its beneficiaries, being Mr. Zhang Chon Meng, son of Mr. Zhang Zhencheng, Mr. Zhang Gui Ming, nephew of Mr. Zhang Zhencheng, Mr. Zhang Kunming, nephew of Mr. Zhang Zhencheng and Ms Liang Jinying, sister-in-law of Mr. Zhang Zhencheng
"Zhongshan City"	: The city of Zhongshan in PRC (中山市)

The terms "Depositor" and "Depository Register" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons, where applicable, shall include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated. Any discrepancies in the tables, graphs and charts in this Circular between the listed amounts and the totals thereof are due to rounding. Figures shown as totals in tables may not be an arithmetic aggregation of the figures that precede them. Where applicable, figures and percentages are rounded to one decimal place.

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APPENDIX A

DETAILS OF THE PROPERTIES

1. Description of the Properties

The Shunde Property is a shopping mall located at No. 1 Rainbow Road, Xincheng District, Dehe Community Residents Committee, Daliang Street Office, Shunde District, Foshan City, Guangdong Province, PRC, with a gross floor area ("GFA") of approximately 177,276 sq m (including car park and other facilities space). The Shunde Property is a large-scale integrated shopping mall that provides a one-stop destination for leisure and entertainment, F&B and retail activities, and comprises three basement levels of car park space and six levels above ground.

The Tanbei Property is a shopping mall located at No. 153, Xierma Road, Tanbei, Dongsheng Town, Zhongshan City, Guangdong Province, PRC, with a GFA of approximately 13,640 sq m. The Tanbei Property is the only shopping mall in Dongsheng town, and enjoys a strong catchment area with a convenient transportation network and comprehensive supporting municipal facilities. The Tanbei Property is surrounded by many residential quarters and completed supporting commercial facilities. It is a lifestyle shopping mall, with key tenants including a premium supermarket, department store, F&B, and childcare service providers.

2. Selected Information on the Properties

The tables below set out a summary of selected information on the Properties as at 31 August 2019 (unless otherwise stated).

Property	Shunde Metro Mall
Location	No. 1 Rainbow Road, Xincheng District, Dehe Community Residents Committee, Daliang Street Office, Shunde District, Foshan City
Month of Commencement of Operations	November 2018
GFA	Approximately 177,276 sq m for the retail area, the car park area and other facilities.
NLA	Approximately 66,678 sq m
Number of Storeys	Nine storeys (Six floors above ground and three floors underground)
Car Park Lots	Approximately 1,411
Permitted Land Use	Retail, wholesale, catering, hotel, commercial finance, entertainment and other commercial service, press and publication
Expiry of Land Use Rights	6 March 2057
Valuation by D&P	S\$487.5 million (RMB2,530.0 million)
Valuation by JLL	S\$486.5 million (RMB2,525.0 million)
Agreed Property Value²⁷	S\$364.3 million (RMB1,890.8 million)
Occupancy Rate	99.3%
WALE by GRI for the Month of August 2019	5.2 years
WALE by NLA	9.0 years
Trade Names of Key Tenants	Jinyi Cinemas (金逸影业), AEON (永旺), Suning (苏宁易购), Haidilao Restaurant (海底捞火锅), Starbucks, Häagen-Dazs, Pizza Hut, and KFC
Pro forma NPI Yield for FY2018²⁸	4.3%

²⁷ "Agreed Property Value" means the agreed property value of each Property, which was negotiated on a willing-buyer and willing-seller basis taking into account the independent valuations conducted by the Independent Valuers (as defined herein).

²⁸ The pro forma NPI yield of each Property for FY2018 is computed by dividing the pro forma NPI of each Property for FY2018 by the Agreed Property Value. The pro forma NPI of each Property for FY2018 is computed based on the assumptions set out in paragraph 7.1 of this Circular. The pro forma NPI and NPI yield have been provided for illustrative purposes only and should not be construed as a representation, projection or forecast of future NPI.

Property	Tanbei Metro Mall
Location	Keyihaoyuan, No. 153, Xierma Road, Tanbei, Dongsheng Town, Zhongshan City
Month of Commencement of Operations	March 2018
GFA	Approximately 13,640 sq m
NLA	Approximately 8,952 sq m
Number of Storeys	Four storeys above ground
Permitted Land Use	Commercial and residential
Expiry of Land Use Rights	23 September 2038 ²⁹
Valuation by D&P	S\$14.1 million (RMB73.0 million)
Valuation by JLL	S\$14.6 million (RMB75.6 million)
Agreed Property Value³⁰	S\$10.7 million (RMB55.6 million)
Occupancy Rate	92.3%
WALE by GRI for the Month of August 2019	7.7 years
WALE by NLA	7.5 years
Trade Names of Key Tenants	Dasin Shinwa Supermarket (大信信和) and Xin Garden (信轩酒家)
Pro forma NPI Yield for FY2018³¹	10.7%

	Average WALE (by Gross Rental Income) (years)	Average WALE (by NLA) (years)	Net Property Income Yield (for Proforma FY2018)
Existing Portfolio	4.1	7.1	4.1%
Shunde Metro Mall	5.2	9.0	4.3%
Tanbei Metro Mall	7.7	7.5	10.7%
Combined Shunde and Tanbei	5.3	8.8	4.5%
Enlarged Portfolio	4.3	7.4	4.2%

29 The land use rights registered in respect of the Tanbei Property commenced from 24 September 1998 and will expire on 23 September 2068. Under the relevant PRC laws and regulations, the maximum term of the land use right granted depends on the type of use of the land. The Tanbei Property was originally part of a mixed development comprising residential and commercial properties, with a land use right tenure of 70 years. When the land use rights for the mixed development were separated, the Tanbei Property, which is subject to commercial use, was granted land use right tenure which remained at 70 years by the relevant authorities. There is no assurance that the extra 30 years of land use right tenure will not be revoked by the government authorities in the future. In view of this, the Trustee-Manager has negotiated with the Vendor and the Sponsor to purchase the Tanbei Property at a valuation based on 40 years of land use right, expiring on 23 September 2038. The benefit of any remaining land use rights after 23 September 2038 shall accrue to the benefit of Dasin Retail Trust.

30 "Agreed Property Value" means the agreed property value of each Property, which was negotiated on a willing-buyer and willing-seller basis taking into account the independent valuations conducted by the Independent Valuers (as defined herein).

31 The pro forma NPI yield of each Property for FY2018 is computed by dividing the pro forma NPI of each Property for FY2018 by the Agreed Property Value. The pro forma NPI of each Property for FY2018 is computed based on the assumptions set out in paragraph 7.1 of this Circular. The pro forma NPI and NPI yield have been provided for illustrative purposes only and should not be construed as a representation, projection or forecast of future NPI.

APPENDIX B

INDEPENDENT FINANCIAL ADVISER'S LETTER



Ernst & Young Corporate Finance Pte Ltd
One Raffles Quay
North Tower, Level 18
Singapore 048583

Mailing Address: ey.com
Robinson Road
PO Box 384 UEN199702967E
Singapore 900734

5 December 2019

**The Independent Directors and the Audit and Risk Committee of
Dasin Retail Trust Management Pte. Ltd.
(As Trustee-Manager of Dasin Retail Trust)**
8 Marina Boulevard
#14-02 Marina Bay Financial Centre Tower 1
Singapore 018981

Dear Sirs:

- (1) **THE PROPOSED ACQUISITION OF SHUNDE METRO MALL AND TANBEI METRO MALL (THE "ACQUISITION"); AND**
- (2) **THE PROPOSED ISSUE AND PLACEMENT OF UP TO 44.0 MILLION NEW UNITS TO AQUA WEALTH HOLDINGS LIMITED UNDER THE PRIVATE PLACEMENT (THE "AQUA WEALTH PLACEMENT"),**

AS INTERESTED PERSON TRANSACTIONS

1 INTRODUCTION

Dasin Retail Trust Management Pte. Ltd. (as the trustee-manager of Dasin Retail Trust) (the "**Trustee-Manager**") is seeking the approval of Independent Unitholders for the proposed acquisition of two properties in the People's Republic of China ("**PRC**"), namely: (a) Shunde Metro Mall, a shopping mall located at No. 1 Rainbow Road, Xincheng District, Dehe Community Residents Committee, Daliang Street Office, Shunde District, Foshan City, Guangdong Province, PRC (the "**Shunde Property**"), and (b) Tanbei Metro Mall, a shopping mall located at No. 153, Xierma Road, Tanbei, Dongsheng Town, Zhongshan City, Guangdong Province, PRC (the "**Tanbei Property**"), and together with the Shunde Property, the "**Properties**") from Mr. Zhang Zhencheng, the Chairman and Non-Executive Director of the Trustee-Manager (the "**Vendor**").

The Shunde Property is held by a PRC holding company, Foshan Dasin Commercial Management Co., Ltd (佛山市大信商业管理有限公司) (the "**Shunde PRC Property Company**"), which in turn had previously been 100% owned by Zhongshan Dasin Management and Investment Co., Ltd. ("**Dasin Management and Investment**"). At the same time, the rental management company of the Shunde Property, Foshan Shunde Dasin Metro-Mall Commercial Management Co., Ltd (佛山市顺德大信新都汇商业管理有限公司) (the "**Shunde Rental Management Company**"), had previously been 100% owned by Zhongshan Dasin Metro-Mall Merchant Investment Co., Ltd. (中山市大信新都汇商业投资有限公司) ("**Dasin Merchant Investment**"), a wholly-owned subsidiary of Dasin Management and Investment. The Vendor, through his indirect wholly-owned Singapore holding companies, Xu Xin Investments Pte. Ltd. and Xu Xin Management Pte. Ltd. (collectively, the "**Shunde Singapore Holding Companies**") respectively, had on 9 October 2019 acquired from Dasin Management and Investment its entire equity interests in the Shunde PRC Property Company, and had on 30 September 2019 acquired from Dasin Merchant Investment its entire equity interests in the Shunde Rental Management Company (collectively, the "**Shunde PRC Acquisition**"). The aggregate consideration payable by the Vendor for the Shunde PRC Acquisition is approximately S\$11.1 million (RMB57.7 million).

The Shunde Rental Management Company had initially been incorporated with the primary purpose of administering and monitoring the collection of rental and deposits, and for arrears management in respect of the Properties, as well as to facilitate rental negotiations with the tenants of the Shunde Property. As such, the Shunde Rental Management Company had entered into lease agreements with the retail tenants at the Shunde Property whereby the rental in respect of the Shunde Property is collected by the Shunde Rental Management Company and, in return, the Shunde Rental Management Company entered into a lease with the Shunde PRC Property Company, whereby a proportion of the rent collected was paid to the Shunde PRC Property Company and the remainder was retained by the Shunde Rental Management Company. So as not to affect the existing leases between the tenants of the Shunde Property and Shunde Rental Management Company, the Shunde Rental Management Company will also be acquired as part of the Acquisition.

The Tanbei Property is held by a PRC holding company, Zhongshan Yuanteng Commercial Property Management Co., Ltd. (中山市远腾商用物业管理有限公司) (the “**Tanbei PRC Property Company**”), which in turn had previously been 100% owned by Dasin Management and Investment. The Vendor, through his indirect wholly-owned Singapore holding company, Tan Xin Investments Pte. Ltd. (the “**Tanbei Singapore Holding Company**”), had on 29 September 2019, acquired from Dasin Management and Investment its entire equity interests in the Tanbei PRC Property Company, for approximately S\$9.2 million (RMB48.0 million) (the “**Tanbei PRC Acquisition**”) and together with the Shunde PRC Acquisition, the “**PRC Acquisition**”).

Dasin Management and Investment is owned by Mr. Zhang Zhongming, Mr. Zhang Kaicheng and Mr. Zhang Jiucheng holding 25.0%, 37.5% and 37.5% of the interests respectively, while Dasin Merchant Investment is a wholly-owned subsidiary of Dasin Management and Investment. Mr Zhang Zhongming is the nephew of the Vendor. Mr Zhang Kaicheng and Mr Zhang Jiucheng are the siblings of the Vendor. Accordingly, for the purposes of Chapter 9 of the Listing Manual, each of Dasin Management and Investment and Dasin Merchant Investment is also an “interested person”. Please refer to Paragraph 6.2.1 of the circular to be issued by the Trustee-Manager to the unitholders of Dasin Retail Trust (the “**Unitholders**”, and the circular, “**Circular**”) for further information relating to the relationship between the Vendor and each of Dasin Management and Investment and Dasin Merchant Investment.

On 13 November 2019, the Trustee-Manager, on behalf of Dasin Retail Trust, entered into a sale and purchase agreement (the “**Sale and Purchase Agreement**”) with the Vendor and Zhongshan Dasin Real Estate Co., Ltd. (the “**Sponsor**”) to acquire the Properties and the Shunde Rental Management Company. The acquisition is undertaken through the purchase by the Trustee-Manager (on behalf of Dasin Retail Trust) of the entire shareholding interests in Singapore Zhi Xin Commercial Holdings Pte. Ltd. (the “**Singapore Holdco**”, and the equity interests in the Singapore Holdco, the “**Sale Share**”). Prior to the completion of the Acquisition (the “**Completion**”), the Singapore Holdco will be the legal and beneficial owner of the entire equity interests in each of Singapore Xu Xin Commercial Holdings Pte Ltd (the “**Shunde Holdco**”) and Singapore Tan Xin Commercial Holdings Pte Ltd (the “**Tanbei Holdco**”). The Shunde Holdco is the holding company of 100% of the equity interest in Xu Xin Holdings Pte Ltd, which in turn holds the entire equity interest in the Shunde Singapore Holding Companies. The Tanbei Holdco is the holding company of 100% of the equity interest in Tan Xin Holdings Pte Ltd, which in turn holds the entire equity interest in the Tanbei Singapore Holding Company.

The Shunde Property is a shopping mall with a gross floor area (“**GFA**”) of approximately 177,276 square metres (“**sq m**”) (including car park and other facilities space). It is a large-scale integrated shopping mall that provides a one-stop destination for leisure and entertainment, food and beverage and retail activities, and comprises three basement levels of car park space and six levels above ground.

The Tanbei Property is a shopping mall with a GFA of approximately 13,640 sq m. It is the only shopping mall in Dongsheng town, and enjoys a strong catchment area with a convenient transportation network and comprehensive supporting municipal facilities. The Tanbei Property is surrounded by many residential quarters and completed supporting commercial facilities. It is a lifestyle shopping mall, with key tenants including a premium supermarket, department store, food & beverage, and childcare service providers.

The tables below set out a summary of selected information on the Properties as at 31 August 2019 (unless otherwise stated).

Property	Shunde Metro Mall
Location	No. 1 Rainbow Road, Xincheng District, Dehe Community Residents Committee, Daliang Street Office, Shunde District, Foshan City
Month of Commencement of Operations	November 2018
GFA	Approximately 177,276 sq m for retail area, the car park area and other facilities
NLA	Approximately 66,678 sq m
Number of Storeys	Nine storeys (Six floors above ground and three floors underground)
Car Park Lots	Approximately 1,411
Permitted Land Use	Retail, wholesale, catering, hotel, commercial finance, entertainment and other commercial service, press and publication
Expiry of Land Use Rights	6 March 2057, approximately 37 years from the Latest Practicable Date (as defined herein)
Valuation by D&P	S\$487.5 million (RMB2,530.0 million)
Valuation by JLL	S\$486.5 million (RMB2,525.0 million)
Agreed Property Value¹	S\$364.3 million (RMB1,890.8 million)
Occupancy Rate	99.3%
Weighted Average Lease Expiry ("WALE") by Gross Rental Income for the Month of August 2019	5.2 years
WALE by NLA	9.0 years
Trade Names of Key Tenants	Jinyi Cinemas (金逸影业), AEON (永旺), Suning (苏宁易购), Haidilao Restaurant, (海底捞火锅), Starbucks, Häagen-Dazs, Pizza Hut, and KFC
Pro forma net property income ("NPI") yield ("NPI Yield") for the financial year ended 31 December 2018 ("FY2018") based on the agreed property value for the Shunde Property²	4.3%

Source: Circular

¹ "Agreed Property Value" means the agreed property value of each Property, which was negotiated on a willing-buyer and willing-seller basis taking into account the independent valuations conducted by the Independent Valuers (as defined herein).

² The pro forma NPI Yield of each Property for FY2018 is computed by dividing the pro forma NPI of each Property for FY2018 by the Agreed Property Value. The pro forma NPI of each Property for FY2018 is computed based on the assumptions set out in paragraph 7.1 of the Circular. The pro forma NPI and NPI yield have been provided for illustrative purposes only and should not be construed as a representation, projection or forecast of future NPI.

Property	Tanbei Metro Mall
Location	Keyihaoyuan, No. 153, Xierma Road, Tanbei, Dongsheng Town, Zhongshan City
Month of Commencement of Operations	March 2018
GFA	Approximately 13,640 sq m
NLA	Approximately 8,952 sq m
Number of Storeys	Four storeys above ground
Permitted Land Use	Commercial and residential
Expiry of Land Use Rights	23 September 2038 ¹ , approximately 19 years from the Latest Practicable Date (as defined herein)
Valuation by D&P	S\$14.1 million (RMB73.0 million)
Valuation by JLL	S\$14.6 million (RMB75.6 million)
Agreed Property Value	S\$10.7 million (RMB55.6 million)
Occupancy Rate	92.3%
WALE by Gross Rental Income for the Month of August 2019	7.7 years
WALE by NLA	7.5 years
Trade Names of Key Tenants	Dasin Shinwa Supermarket (大信信和) and Xin Garden (信軒酒家)
Pro forma NPI Yield for FY2018 based on the agreed property value for the Tanbei Property	10.7%

Source: Circular

The total cost of the Acquisition (the “**Total Acquisition Cost**”) is currently estimated to be approximately S\$333.0 million, comprising:

- (i) the purchase consideration (representing the cash outlay) payable to the Vendor in connection with the Acquisition (the “**Share Consideration**”), estimated to be S\$65.1 million (RMB 337.7 million). The Share Consideration is equal to the aggregate of the adjusted consolidated net asset value of the Singapore Holdco and its subsidiaries (the “**Consolidated NAV**”) as at 30 September 2019, and calculated based on the agreed purchase price for the Shunde Property of S\$364.3 million (RMB1,890.8 million) and the agreed purchase price of the Tanbei Property of S\$10.7 million (RMB55.6 million) less the total net liabilities of the Singapore Holdco and its subsidiaries of approximately S\$309.9

¹ The land use rights registered in respect of the Tanbei Property commenced from 24 September 1998 and will expire on 23 September 2068. Under the relevant PRC laws and regulations, the maximum term of the land use right granted depends on the type of use of the land. The Tanbei Property was originally part of a mixed development comprising residential and commercial properties, with a land use right tenure of 70 years. When the land use rights for the mixed development were separated, the Tanbei Property, which is subject to commercial use, was granted land use right tenure which remained at 70 years by the relevant authorities. There is no assurance that the extra 30 years of land use right tenure will not be revoked by the government authorities in the future. In view of this, the Trustee-Manager has negotiated with the Vendor and the Sponsor to purchase the Tanbei Property at a valuation based on 40 years of land use right, expiring on 23 September 2038. The benefit of any remaining land use rights after 23 September 2038 shall accrue to the benefit of Dasin Retail Trust.

million (RMB1,608.6 million)¹. The Share Consideration will be subject to post-Completion adjustments, but provided always that the final amount payable to the Vendor for the acquisition of the Singapore Holdco shall not exceed S\$65.1 million (RMB 337.7 million). In the event that the Consolidated NAV as at Completion is less than S\$65.1 million (RMB 337.7 million), the Share Consideration will be reduced to the actual Consolidated NAV as at Completion;

- (ii) the repayment of existing indebtedness of S\$247.8 million (RMB1,286.1 million), which comprises the following:
 - (a) the Shunde PRC Property Company's onshore construction loan of approximately S\$198.5 million (RMB1,030.0 million) with a PRC commercial bank, Guangdong Shunde Rural Commercial Bank Company Limited (广东顺德农村商业银行股份有限公司);
 - (b) the aggregate consideration of S\$11.1 million (RMB57.7 million) payable by the Shunde Singapore Holding Companies in respect of the Shunde PRC Acquisition;
 - (c) the aggregate consideration of S\$9.2 million (RMB48.0 million) payable by the Tanbei Singapore Holding Company in respect of the Tanbei PRC Acquisition; and
 - (d) the construction payables and other liabilities of the Shunde PRC Property Company, the Shunde Rental Management Company and/or the Tanbei PRC Property Company of approximately S\$29.0 million (RMB 150.5 million),(collectively, the “**Existing Indebtedness**”);
- (iii) an acquisition fee of approximately S\$2.4 million (the “**Acquisition Fee**”) payable in units of Dasin Retail Trust (“**Units**”) to the Trustee-Manager (the “**Acquisition Fee Units**”); and
- (iv) the estimated professional and other fees and expenses incurred or to be incurred by Dasin Retail Trust in connection with the Acquisition of approximately S\$17.7 million.

The Trustee-Manager intends to finance the Acquisition through a combination of debt and equity financing and internal funding. The equity financing will be in the form of a private placement (the “**Private Placement**”) (which, together with the Acquisition, will be collectively referred to as the “**Proposed Transaction**”) of new Units (the “**New Units**”), while debt financing will be in the form of a drawdown of debt facilities to be made available to Dasin Retail Trust from commercial lenders.

The Shunde PRC Property Company has outstanding onshore construction loans of approximately S\$198.5 million with a PRC commercial bank, Guangdong Shunde Rural Commercial Bank Company Limited (广东顺德农村商业银行股份有限公司) that were drawn down to finance the construction of the Shunde Property. The Trustee-Manager intends to use Dasin Retail Trust's syndicated bank loans of S\$225.5 million to repay and discharge these onshore construction loans. Due to higher interest rates associated with the onshore construction loans, the refinancing is expected to lower the overall financing costs associated with the Shunde Property following Completion as well as extend its debt maturity. The remainder of the loans drawn down will be applied towards (a) the repayment of existing indebtedness of the Shunde Singapore Holding Companies and Tanbei Singapore Holding Company of approximately S\$20.4 million due to Dasin Management and Investment and Dasin Merchant Investment as consideration for the PRC Acquisition; and (b) the repayment of construction payables and other liabilities of approximately S\$29.0 million due to contractors in connection with construction works for the Properties.

¹ Based on the unaudited pro forma consolidated balance sheet of the Shunde Singapore Holding Companies, the Tanbei Singapore Holding Company and their respective subsidiaries as at 30 September 2019. The total consolidated net liabilities of the Singapore Holdco and its subsidiaries (which does not include the Aggregated Agreed Property Value) of approximately S\$309.9 million (RMB1,608.6 million) is equivalent to the Existing Indebtedness (as defined herein) and the consolidated deferred tax liability of S\$71.3 million, less of: (i) the amount equivalent to RMB10.0 million that is payable by Dasin Merchant Investment to the Trustee-Manager (on behalf of Dasin Retail Trust) under the terms of the Sale and Purchase Agreement (the “**Shunde Outstanding Amount**”) and (ii) a net asset amount of S\$7.4 million.

The Trustee-Manager shall be paid an Acquisition Fee of approximately S\$2.4 million for the Acquisition pursuant to the Trust Deed. The Acquisition Fee will be paid in the form of Units. In accordance with the Trust Deed, the Acquisition Fee Units will be issued at the same issue price as the New Units under the Private Placement. Based on the illustrative issue price of S\$0.82 per Unit for the Private Placement (the “**Issue Price**”), the number of Acquisition Fee Units issued will be approximately 3.0 million. The Trust Deed does not impose any moratorium restrictions on the Acquisition Fee Units. Nonetheless, any dealings in the Units by the Trustee-Manager will be carried out in compliance with the best practices on dealings in securities set out in Rule 1207(19) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual (the “**Listing Manual**”).

The final decision regarding the financing to be employed for the purposes of financing the Acquisition will be made by the Trustee-Manager at the appropriate time, taking into account the then prevailing market conditions and interest rate environment, availability of alternative funding options, the impact on Dasin Retail Trust’s capital structure, distribution per Unit (“**DPU**”) and debt expiry profile and the covenants and requirements associated with each financing option.

The Trustee-Manager also seeks approval from Independent Unitholders for allowing New Units to be placed to Aqua Wealth Holdings Limited (“**Aqua Wealth**”) as part of the Private Placement. To demonstrate its commitment to Dasin Retail Trust and to align its interest with other Unitholders, Aqua Wealth may subscribe for up to 44.0 million New Units under the Private Placement. Assuming that Aqua Wealth subscribes for the maximum 44.0 million New Units under the Private Placement, its unitholding in Dasin Retail Trust would decrease from 54.2% to approximately 51.4% and the Vendor’s aggregate deemed interest in Dasin Retail Trust shall decrease from 59.7% to 56.1%. Aqua Wealth’s participation in the Private Placement would allow Aqua Wealth to maintain a post-placement percentage unitholding of at least 51.0%, which aligns the interest of Aqua Wealth with other unitholders and allows Aqua Wealth to continue to be in a position to support Dasin Retail Trust as well as its growth strategy moving forward. Assuming that Aqua Wealth does not subscribe for any New Units under the Private Placement, its unitholding in Dasin Retail Trust would decrease from 54.2% to 45.7%.

As at 27 November 2019, being the latest practicable date prior to the printing of the Circular (the “**Latest Practicable Date**”), Aqua Wealth holds 348,719,572 Units, representing approximately 54.2% of the total number of Units in issue. DBS Trustee Limited holds the entire issued share capital of Aqua Wealth as the trustee of the Zhang Family Trust (as defined in the Circular), of which the Vendor is the settlor and Mr. Zhang Chon Meng, son of the Vendor, Mr. Zhang Gui Ming, nephew of the Vendor, Mr. Zhang Kunming, nephew of the Vendor, Mr. Zhang Shenming, nephew of the Vendor and Ms Liang Jinying, sister-in-law of the Vendor are the beneficiaries. The power to make investment decisions on behalf of the Zhang Family Trust is conferred solely on an investment committee, of which the Vendor is the sole member. Therefore, the Vendor is deemed to be interested in the Units held by Aqua Wealth.

In addition, as at the Latest Practicable Date, the Vendor holds 100.0% of the interests in Bounty Way Investments Limited (“**Bounty Way**”), which in turn holds 28,208,759 Units, representing approximately 4.4% of the total number of Units in issue, as well as 99.0% of the interests in the Trustee-Manager, which in turn holds 7,542,826 Units, representing approximately 1.2% of the total number of Units in issue. Accordingly, the Vendor is also deemed to be interested in the Units held by each of Bounty Way and the Trustee-Manager.

In aggregate, as at the Latest Practicable Date, the Vendor is deemed interested in 384,471,157 Units, which is equivalent to approximately 59.7% of the total number of Units in issue. Therefore, the Vendor is regarded as a “controlling unitholder”¹ of Dasin Retail Trust under the Listing Manual.

¹ “**Controlling unitholder**” means (a) a person who in fact exercises control over Dasin Retail Trust; or (b) a person who has an interest or interests in Units representing not less than 15.0% of the total voting rights of the holders of Dasin Retail Trust.

Further, as the Vendor holds 99.0% of the interests in the Trustee-Manager, the Vendor is regarded as a “controlling shareholder”¹ of the Trustee-Manager under the Listing Manual.

As the Vendor is a “controlling unitholder” of Dasin Retail Trust, as well as a “controlling shareholder” and Director of the Trustee-Manager, for the purposes of Chapter 9 of the Listing Manual, the Vendor is an “interested person”².

Each of the Vendor and the Sponsor will jointly and severally provide to the Trustee-Manager certain warranties and representations in respect of the Shunde Property, the Tanbei Property, the Singapore Holdco and its subsidiaries pursuant to the Sale and Purchase Agreement. The Sponsor is wholly-owned by Mr. Zhang Zhongming (the Deputy Chairman and Non-Executive Director of the Trustee-Manager), Mr. Zhang Kaicheng and Mr. Zhang Jiucheng holding 25.0%, 37.5% and 37.5% of the interests respectively. Mr. Zhang Kaicheng and Mr. Zhang Jiucheng are the siblings of Mr. Zhang Zhencheng, the Chairman and Non-Executive Director of the Trustee-Manager, while Mr. Zhang Zhongming is the nephew of Mr. Zhang Zhencheng. For the purposes of Chapter 9 of the Listing Manual, the Sponsor is also an “interested person”.

Dasin Management and Investment is owned by Mr. Zhang Zhongming, Mr. Zhang Kaicheng and Mr. Zhang Jiucheng holding 25.0%, 37.5% and 37.5% of the interests respectively, while Dasin Merchant Investment is a wholly-owned subsidiary of Dasin Management and Investment. Accordingly, for the purposes of Chapter 9 of the Listing Manual, each of Dasin Management and Investment and Dasin Merchant Investment is also an “interested person”.

Accordingly, the Acquisition will constitute an “interested person transaction”³ under Chapter 9 of the Listing Manual.

The total Agreed Property Values for the Shunde Property and the Tanbei Property (the “**Aggregate Agreed Property Value**”) is S\$375.0 million, which is approximately 48.3% of the audited net tangible assets (“**NTA**”) of Dasin Retail Trust as at 31 December 2018. As this value exceeds 5.0% of the latest audited NTA of Dasin Retail Trust, the Acquisition is subject to the approval of Independent Unitholders pursuant to Chapter 9 of the Listing Manual.

By approving the Acquisition, Independent Unitholders will be deemed to have approved all documents required to be executed or assigned by the parties in order to give effect to the Acquisition. By approving the Acquisition, Independent Unitholders will be deemed to have also specifically approved the issue of the Acquisition Fee Units to the Trustee-Manager.

As at the Latest Practicable Date, Aqua Wealth holds 348,719,572 Units, representing approximately 54.2% of the total number of Units in issue. Therefore, Aqua Wealth is a “controlling unitholder” of Dasin Retail Trust.

As Aqua Wealth is a “controlling unitholder” of Dasin Retail Trust, the Aqua Wealth Placement would also constitute an “interested person transaction” under Chapter 9 of the Listing Manual.

Assuming that 44.0 million New Units are placed to Aqua Wealth under the Private Placement and based on the Illustrative Issue Price of S\$0.82 per Unit (the “**Aqua Wealth Placement**”), Dasin Retail Trust will be issuing New Units to Aqua Wealth amounting to approximately S\$36.1 million, which is approximately 4.7% of the audited NTA of Dasin Retail Trust as at 31 December 2018. The value of the Aqua Wealth Placement will not exceed 5.0% of the latest audited NTA of Dasin Retail Trust, and therefore the Aqua Wealth Placement is not subject to the approval of Independent Unitholders under Chapter 9 of the Listing Manual. Nonetheless, the Trustee-Manager is seeking

¹ “**Controlling shareholder**” means a person who (a) holds directly or indirectly 15.0% or more of the total number of issued shares excluding treasury shares in the company; or (b) in fact exercises control over a company.

² “**Interested person**” means (a) the Trustee-Manager (acting in its personal capacity); (b) a related corporation or related entity of the Trustee-Manager (other than a subsidiary or subsidiary entity of Dasin Retail Trust); (c) an associated company or associated entity of the Trustee-Manager (other than an associated company or associated entity of Dasin Retail Trust); (d) a Director, chief executive officer or controlling shareholder of the Trustee-Manager; (e) a controlling unitholder; or (f) an associate of any such Director, chief executive officer or controlling shareholder of the Trustee-Manager or controlling unitholder.

³ “**Interested person transaction**” means a transaction between an entity at risk and an “interested person”.

the specific approval of Independent Unitholders for the Aqua Wealth Placement as an “interested person transaction”.

In accordance with the abovementioned requirements, more details of which are set out in the Circular, Ernst & Young Corporate Finance Pte Ltd (“**EYCF**”) has been appointed as the independent financial adviser (“**IFA**”) as required under Rule 921(4)(a) of the Listing Manual as well as to advise the independent directors of the Trustee-Manager (the “**Independent Directors**”), and the audit and risk committee of the Trustee-Manager (the “**Audit and Risk Committee**”) on whether the Acquisition and the Aqua Wealth Placement are on normal commercial terms and are not prejudicial to the interests of Dasin Retail Trust and the Independent Unitholders.

“**Independent Unitholders**” means (a) in relation to the Acquisition, the Unitholders who are considered independent for the Acquisition, which, for the avoidance of doubt, excludes the Vendor and his associates (including Aqua Wealth, Bounty Way and the Trustee-Manager), and (b) in relation to the Aqua Wealth Placement, the Unitholders who are considered independent for the Aqua Wealth Placement, which, for the avoidance of doubt, excludes Aqua Wealth, Mr. Zhang Zhencheng and their respective associates.

This letter sets out, *inter alia*, our evaluation of the Acquisition and the Aqua Wealth Placement, and our opinion thereon. It forms part of the Circular to be issued by the Trustee-Manager which provides, *inter alia*, the details of the Acquisition and the Aqua Wealth Placement and the recommendation of the Independent Directors and the Audit and Risk Committee in respect thereof. Unless otherwise defined or the context otherwise requires, all terms in the Circular shall have the same meaning in this letter. China Renminbi (“**RMB**”) amounts are converted to Singapore Dollars (“**S\$**”) based on the illustrative exchange rate of S\$1.00:RMB5.19.

2 TERMS OF REFERENCE

EYCF has been appointed as required under Rule 921(4)(a) of the Listing Manual as well as to provide our opinion to the Independent Directors and the Audit and Risk Committee in respect of whether the Acquisition and the Aqua Wealth Placement are on normal commercial terms and are not prejudicial to the interests of Dasin Retail Trust and the Independent Unitholders.

Our views as set forth in this letter are based on the prevailing market conditions, economic conditions, and financial conditions, and our evaluation of the Acquisition and the Aqua Wealth Placement, as well as information provided to us by Dasin Retail Trust and the management of the Trustee-Manager (the “**Management**”), as at the Latest Practicable Date. Accordingly, we assume no responsibility to update, revise or reaffirm our opinion as a result of any subsequent development after the Latest Practicable Date. Unitholders should take note of any announcement and/or event relevant to the Acquisition and the Aqua Wealth Placement which may be released by Dasin Retail Trust and/or the Trustee-Manager after the Latest Practicable Date.

We are not and were not involved in any aspect of the discussions and negotiations pertaining to the Acquisition and the Aqua Wealth Placement, nor were we involved in the deliberations leading up to the decisions by the directors of the Trustee-Manager (the “**Directors**”) in connection with the Acquisition and the Aqua Wealth Placement. We have not conducted a comprehensive review of the business, operations or financial condition of Dasin Retail Trust and its subsidiaries and associates. It is not within our terms of reference to assess the rationale for, legal, strategic, commercial and financial merits and/or risks of the Acquisition and the Aqua Wealth Placement, and to comment on such merits and/or risks of the Acquisition and the Aqua Wealth Placement. We have only expressed our opinion on whether the Acquisition and the Aqua Wealth Placement are on normal commercial terms and are not prejudicial to the interests of Dasin Retail Trust. The assessment of the legal, strategic, commercial and financial merits and/or risks of the Acquisition and the Aqua Wealth Placement remains the sole responsibility of the Directors, although we may draw upon their views in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at the opinion set out in this letter.

It is also not within our terms of reference to compare the relative merits of the Acquisition and the Aqua Wealth Placement vis-à-vis any alternative transaction previously considered by Dasin Retail Trust and/or the Trustee-Manager (if any) or that Dasin Retail Trust and/or the Trustee-Manager may consider in the future, and as such, we do not express an opinion thereon.

In the course of our evaluation of the Acquisition and the Aqua Wealth Placement, we have held discussions with the Directors and the Management. We have also examined and relied on information in respect of Dasin Retail Trust collated by us, as well as information provided and representations and assurances made to us, both written and verbal, by the Directors, the Management and/or professional advisers of Dasin Retail Trust and/or the Manager, including information contained in the Circular. We have not independently verified such information or any representation or assurance, whether written or verbal, and accordingly cannot and do not warrant or accept responsibility for the accuracy or completeness of such information, representation or assurance. Nevertheless, the Directors (including those who may have delegated supervision of the Circular) and the Management have confirmed to us, after making all reasonable enquiries that, to the best of their knowledge and belief, all material information relating to Dasin Retail Trust, the Properties, the Acquisition and the Aqua Wealth Placement has been disclosed to us, that such information constitutes a full and true disclosure, in all material respects, of all material facts about Dasin Retail Trust, the Properties in the context of the Acquisition and the Aqua Wealth Placement, and there is no material information the omission of which would make any of the information contained herein or in the Circular misleading in any material respect. The Directors have jointly and severally accepted such responsibility accordingly.

We have also made reasonable enquiries and exercised our judgement on the reasonable use of such information and have found no reason to doubt the accuracy or the reliability of such information. We have further assumed that all statements of fact, belief, opinion and intention made by the Directors in relation to the Acquisition and the Aqua Wealth Placement have been reasonably made after due and careful enquiry. We have not conducted a comprehensive review of the business, operations and financial condition of Dasin Retail Trust and/or the Properties. We have also not made an independent evaluation or appraisal of the assets and liabilities of Dasin Retail Trust and/or the Properties. However, we have been furnished with the independent valuation reports of two independent valuers, namely D&P China (HK) Limited (“**D&P**”) and Jones Lang LaSalle Corporate Appraisal and Advisory Limited (“**JLL**”, and together with D&P, the “**Independent Valuers**”), commissioned by the Trustee-Manager, and issued by the Independent Valuers in connection with the open market value (the “**Market Value**”) of the Properties as at 31 August 2019 (the “**Valuation Date**”, and the reports, the “**Valuation Reports**”). We are not experts and do not regard ourselves to be experts in the valuation of the Properties, and we have taken into consideration the Valuation Reports prepared by the Independent Valuers.

In preparing this letter, we have not had regard to the specific investment objectives, financial situation, tax position and/or unique needs and constraints of any individual Unitholder or any specific group of Unitholders. As each Unitholder would have different investment objectives and profiles, any individual Unitholder or group of Unitholders who may require specific advice in relation to his or their Units should consult his or their stockbroker, bank manager, solicitor, accountant or other professional advisers.

We were not involved and have not provided any advice, whether financial or otherwise, in the preparation, review and verification of the Circular (other than in connection with this letter). Accordingly, we do not take any responsibility for, and express no views on, whether expressed or implied, the contents of the Circular (other than in connection with this letter).

This letter and our opinion are pursuant to Rule 921(4)(a) of the Listing Manual as well as addressed for the use and benefit of the Independent Directors and the Audit and Risk Committee in connection with and for the purpose of their consideration of the Acquisition, and the recommendation made by the Independent Directors and the Audit and Risk Committee to the Unitholders shall remain the sole responsibility of the Independent Directors and the Audit and Risk Committee.

Our opinion in relation to the Acquisition and the Aqua Wealth Placement should be considered in the context of the entirety of this letter and the Circular.

3 THE ACQUISITION

The details of the Acquisition, including details of the Properties, are set out in the Summary section and Section 2 of the Letter to Unitholders of the Circular and in Appendix A to the Circular.

4 EVALUATION OF THE ACQUISITION

In our analysis and evaluation of the Acquisition, and our opinion thereon, we have taken into consideration the following:

- (a) rationale for and key benefits of the Acquisition;
- (b) valuation of the Properties by the Independent Valuers;
- (c) comparison of the NPI Yield of the existing properties of Dasin Retail Trust, namely, Xiaolan Metro Mall, Ocean Metro Mall, Dasin E-Colour, Shiqi Metro Mall and Doumen Metro Mall (the “**Existing Portfolio**”) and the combined Existing Portfolio and the Properties (the “**Enlarged Portfolio**”);
- (d) comparison of the Properties with selected PRC retail property portfolio transactions and selected retail property portfolio valuation of real estate investment trusts (“**REITs**”) and property business trusts listed on the SGX-ST; and
- (e) pro-forma financial effects of the Proposed Transaction.

The factors above are discussed in more detail in the following sections.

4.1 Rationale for and key benefits of the Acquisition

The detailed rationale for and benefits of the Acquisition are set out in Section 5 of the Letter to Unitholders of the Circular. We have set out below key sections on the rationale for and key benefits of the Acquisition.

- (a) Strengthening of foothold in the fast-developing Greater Bay Area;
- (b) Strategic acquisition of strong-performing assets

The competitive strengths of the Properties include the following:

- (i) Strategic location with good accessibility;
 - (ii) Large catchment in the towns where the Properties are located; and
 - (iii) Strong operational performance and tenant mix.
- (c) Enlarged portfolio providing greater income resilience;
 - (d) Improvement in portfolio occupancy, weighted average lease expiry (“**WALE**”) and land lease tenure;
 - (e) Attractive value proposition;
 - (f) Positive impact on the Enlarged Portfolio; and
 - (g) Increase in market capitalisation and free float.

We note that the Acquisition is in line with Dasin Retail Trust's investment strategy of investing principally, directly or indirectly, in a diversified portfolio of income-producing real estate which is used primarily for retail purposes (whether wholly or partially), as well as real estate-related assets in relation to the foregoing, with an initial focus on the PRC.

4.2 Valuation of the Properties by the Independent Valuers

The Trustee-Manager has commissioned the Independent Valuers to perform independent valuations on the Properties. The valuation certificates issued by the Independent Valuers are set out in Appendix C to the Circular.

The appraised values of the Independent Valuers for the Properties are set below:

The Shunde Property

Appraised Value		Agreed Shunde Property Value	Discount of the Agreed Shunde Property Value to the Appraised Value
D&P	JLL		
RMB2,530.0 million (S\$487.5 million)	RMB2,525.0 million (S\$486.5 million)	RMB1,890.8 million (S\$364.3 million)	D&P: 25.3% JLL: 25.1%

Source: D&P Valuation Report, JLL Valuation Report, Circular

The Tanbei Property

Appraised Value		Agreed Tanbei Property Value	Discount of the Agreed Tanbei Property Value to the Appraised Value
D&P	JLL		
RMB73.0 million (S\$14.1 million)	RMB75.6 million (S\$14.6 million)	RMB55.6 million (S\$10.7 million)	D&P: 23.8% JLL: 26.5%

Source: D&P Valuation Report, JLL Valuation Report, Circular

We have been provided the Valuation Reports of the Properties and we note the following in our review:

- The basis of valuation, being Market Value, is defined as “the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”, the definition of which is broadly consistent between the Independent Valuers and in line with market definition;
- The Independent Valuers, D&P and JLL, have both used 31 August 2019 as the Valuation Date for the Properties;
- The methods used by D&P for the valuation are (i) the discounted cash flow (“DCF”) and (ii) Term and Reversion approach;
- The methods used by JLL for the valuation are (i) DCF and (ii) income capitalisation approach; and
- The methods used by the Independent Valuers are widely accepted methods for the purpose of valuing income-producing properties, and the valuations have been prepared in accordance with the International Valuation Standards 2017 Edition published by the International Valuation Standards Council for D&P and RICS Valuation – Global Standards

2017 published by the Royal Institution of Chartered Surveyors, the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors and the International Valuation Standards published by the International Valuation Standards Council for JLL.

We note that the Agreed Property Values of RMB1,890.8 million (S\$364.3 million) and RMB55.6 million (S\$10.7 million) for the Shunde Property and the Tanbei Property respectively were negotiated on a willing-buyer and willing-seller basis after taking into account the respective independent valuations for the Shunde Property and the Tanbei Property by the Independent Valuers.

We note that the Agreed Shunde Property Value is lower than the Market Values of both Independent Valuers for the Shunde Property, with discounts of 25.3% to the independent valuation of D&P and 25.1% to the independent valuation of JLL.

We also note that the Agreed Tanbei Property Value is lower than the Market Values of both Independent Valuers for the Shunde Property, with discounts of 23.8% to the independent valuation of D&P and 26.5% to the independent valuation of JLL.

Further, we note that the Aggregate Agreed Property Value is lower than the Market Values of both Independent Valuers for the Properties, with discount of 25.2% to the valuations of both Independent Valuers.

We note that the Management is of the view that the discounts of between 23.8% and 26.5% of the Agreed Property Values of the Shunde Property and the Tanbei Property to the independent valuation of D&P and JLL are not uncommon in the industry. As both Shunde Property and Tanbei Property only commenced operations in 2018, the Properties have not reached stabilized rental income yet. The Management believes that it would take three to five years for the rental income to stabilize, and thus the discounts reflect the effort required from Management to manage the Properties following the Completion.

4.3 Comparison of NPI Yields of the Properties with Dasin Retail Trust's Existing Portfolio and Enlarged Portfolio

We have compared the WALE and NPI Yields of the Properties with those of Dasin Retail Trust's Existing Portfolio and Enlarged Portfolio.

	Average WALE (by Gross Rental Income) (years) ⁽¹⁾	Average WALE (by Net Lettable Area) (years) ⁽¹⁾	NPI Yield (for pro forma FY2018)
Existing Portfolio	4.1	7.1	4.1% ⁽²⁾
The Shunde Property	5.2	9.0	4.3% ⁽³⁾
The Tanbei Property	7.7	7.5	10.7% ⁽³⁾
The Properties	5.3	8.8	4.5% ⁽³⁾
Enlarged Portfolio	4.3	7.4	4.2% ⁽⁴⁾

Source: Management, Annual Report, Circular

Notes:

- (1) As at 30 September 2019.
- (2) Based on the pro forma FY2018 net property income of Existing Portfolio and the sum of the valuation of the existing properties of Dasin Retail Trust as at 31 December 2018, namely, Xiaolan Metro Mall, Ocean Metro Mall, Dasin E-Colour and Shiqi Metro Mall, and the agreed property value for Doumen Metro Mall acquisition.
- (3) Based on the pro forma FY2018 net property income of each Property and the Agreed Property Value.

- (4) Based on the pro forma FY2018 net property income of Enlarged Portfolio and the sum of the valuation of the existing properties of Dasin Retail Trust as at 31 December 2018, namely, Xiaolan Metro Mall, Ocean Metro Mall, Dasin E-Colour and Shiqi Metro Mall, the agreed property value for Doumen Metro Mall acquisition and the Aggregate Agreed Property Value for the Properties.

We note that the WALEs based on gross rental income of the Shunde Property and the Tanbei Property of 5.2 years and 7.7 years, respectively, are longer than the average WALE based on gross rental income of the Existing Portfolio of 4.1 years. In terms of the Enlarged Portfolio, the resulting WALE based on gross rental income with the Acquisition of the Properties will be slightly longer at 4.3 years.

We note that the WALE based on net lettable area of the Shunde Property and the Tanbei Property of 9.0 years and 7.5 years, respectively, are longer than the average WALE based on committed lettable area of the Existing Portfolio of 7.1 years. In terms of the Enlarged Portfolio, the resulting WALE based on net lettable area with the Acquisition of the Properties will be longer at 7.4 years.

For the FY2018 period, we note that the NPI Yields of the Shunde Property and the Tanbei Property of 4.3% and 10.7%, respectively, are higher than the NPI Yield of the Existing Portfolio of 4.1%. In terms of the Enlarged Portfolio, the resulting NPI Yield is expected to be 4.2%, which is slightly higher than the NPI Yield of the Existing Portfolio of 4.1%.

4.4 Comparison of the Properties with Selected PRC Retail Property Portfolio Transactions and Selected Retail Property Portfolio Valuation of Listed REITs and Property Business Trusts on the SGX-ST

Based on our discussions with the Management and a search for comparable retail property portfolio transactions and valuations on available databases and relevant stock exchanges, we recognise that there is no particular property portfolio that we may consider to be directly comparable to the Properties in the aspects of accessibility, GFA, NLA, profile and composition of tenants, usage of property, construction quality, age of building, outstanding lease tenure, market risks, track record and other relevant factors.

However, we have extracted publicly available information on certain comparable retail property portfolios and listed REITs for comparison with the metrics of the Properties. Our evaluation of the Acquisition included the following:

- (a) Transaction details of PRC retail properties involving certain listed REITs and property business trusts (the “**Selected PRC Retail Property Transactions**”); and
- (b) Valuation details of PRC retail property portfolios owned by certain SGX-ST listed REITs (the “**Selected Retail Property Portfolio Valuations of Listed REITs**”).

The Independent Directors and the Audit and Risk Committee should note that any comparison made with respect to the Selected PRC Retail Property Transactions and the Selected Retail Property Portfolio Valuations of Listed REITs are for illustrative purposes only. For the analysis, we have used the available data/information as at the Latest Practicable Date. The conclusions drawn from such comparisons may not necessarily reflect the perceived or implied valuation of the Shunde Property and the Tanbei Property as at the Latest Practicable Date. In addition, we wish to highlight that the Selected PRC Retail Property Transactions and the Selected Retail Property Portfolio Valuations of Listed REITs are by no means exhaustive.

4.4.1 Selected PRC Retail Property Transactions

We have considered transactions announced from 1 January 2017 up to the Latest Practicable Date involving PRC retail properties of certain listed REITs and property business trusts in order to compare the NPI Yield implied by the Agreed Shunde Property Value and the Agreed Tanbei Property Value with that of the Selected PRC Retail Property Transactions.

The Independent Directors and the Audit and Risk Committee should note that any comparison made with respect to the Selected PRC Retail Property Transactions is for illustrative purposes only. For the purposes of our evaluation, we have considered the PRC retail property transactions

by BHG Retail REIT (“**BHG REIT**”) and CapitaLand Retail China Trust (“**CRCT**”) which are listed on the SGX-ST, and Link Real Estate Investment Trust (“**Link REIT**”) which is listed on the Stock Exchange of Hong Kong (“**SEHK**”). We have also included the acquisition of Doumen Metro Mall by Dasin Retail Trust, which was completed in September 2019.

Acquirer / Location of Property	Announcement Date	Acquisition Amount (RMB'm)	GFA (sqm)	Occupancy Rate	NPI Yield
Dasin Retail Trust (Zhuhai, Guangdong Province)	30 Jun 19	1,585	168,269	99.7%	4.6%
CRCT (Harbin, Heilongjiang Province and Changsa, Hunan Province)	11 Jun 19	2,960	248,282	99.0%	6.0%
Link REIT (Shenzhen)	20 Feb 19	6,600	120,964	100.0%	2.8% ⁽¹⁾
Link REIT (Beijing)	26 Nov 18	2,560	86,377	96.2%	2.9% ⁽²⁾
BHG REIT (Hefei, Anhui Province)	6 Nov 18	334	48,003	99.4%	6.0%
Link REIT (Guangzhou, Guangdong Province)	7 Apr 17	4,065	130,060	94.1%	4.7% ⁽³⁾
Low				94.1%	2.8%
High				100.0%	6.0%
Median				99.2%	4.7%
Average				98.1%	4.5%
The Shunde Property – Based on the Agreed Property Value		1,891	177,276	99.3%	4.3%
The Tanbei Property – Based on the Agreed Property Value		56	13,640	92.3%	10.7%
The Properties – Based on the Aggregate Agreed Property Value		1,947	190,916	98.5%	4.5%

Source: Announcements and circulars of listed REITs, Circular

Notes:

- (1) Based on the net property income, before depreciation for the financial year ended 31 December 2017 (“**FY2017**”) and the agreed property value.
- (2) Based on the net property income, before depreciation for FY2017 and the agreed property value.
- (3) Represents gross rental yield, which is based on the annualised gross rental monthly income of the property and the purchase price of the property. The gross rental yield is generally estimated to be higher than the NPI Yield.

Based on the table above, we note that the NPI Yield of the Shunde Property of 4.3% is within the range of the NPI Yields of the Selected PRC Retail Property Transactions, and is below the median and average NPI Yields of the Selected PRC Retail Property Transactions. We also note that the occupancy rate of the Shunde Property is higher than the median and average occupancy rates of the Selected PRC Retail Property Transactions.

We also note that the NPI Yield of the Tanbei Property of 10.7% is above the range of the NPI Yields of the Selected PRC Retail Property Transactions. We also note that the occupancy rate of the Tanbei Property is lower than the range of the occupancy rates of the Selected PRC Retail Property Transactions.

Further, we note that the NPI Yield of the Properties of 4.5% is within the range of the NPI Yields of the Selected PRC Retail Property Transactions, below the median and equivalent to the average NPI Yields of the Selected PRC Retail Property Transactions. We also note that the occupancy rate of the Properties is lower than the median but higher than the average occupancy rates of the Selected PRC Retail Property Transactions.

4.4.2 Selected Retail Property Portfolio Valuation of Listed REITs

We have considered the valuations of the Selected Retail Property Portfolio Valuations of Listed REITs in order to compare the yields implied by the Agreed Shunde Property Value and Agreed Tanbei Property Value with those of the Selected Retail Property Portfolio Valuations of Listed REITs.

The Independent Directors and the Audit and Risk Committee should note that any comparison made with respect to the Selected Retail Property Portfolio Valuations of Listed REITs is for illustrative purposes only. For the purposes of our evaluation, we have considered the following Selected Retail Property Portfolio Valuations of Listed REITs:

REIT	Valuation Date	Valuation (RMB'm)	GFA (sqm)	WALE by NLA (years)	NPI Yield
BHG REIT	31 Dec 18	4,081	263,688	7.5	5.6% ⁽¹⁾
CRCT	31 Dec 18	15,754	808,940	5.3	5.7% ⁽²⁾
Sasseur REIT	31 Dec 18	7,707	371,603	3.0	6.1% ⁽³⁾
Low					5.6%
High					6.1%
Median					5.7%
Average					5.8%
The Shunde Property – Based on the Agreed Property Value	31 Aug 19	1,891	177,276	9.0	4.3%
The Tanbei Property – Based on the Agreed Property Value	31 Aug 19	56	13,640	7.5	10.7%
The Properties – Based on the Aggregate Agreed Property Value	31 Aug 19	1,947	190,916	8.8	4.5%

Source: Annual reports, Circular

Notes:

- (1) Based on the FY2018 net property income of BHG REIT and the valuation of the existing properties of BHG REIT as at 31 December 2018.
- (2) As reported. Includes CRCT's 51% interest in Rock Square, and excludes CapitaMall Wuhu's yield as the mall is closed, following the exit of its anchor tenant.
- (3) Based on the FY2018 Entrusted Management Agreement rental income (similar to net property income) and the valuation of the existing properties of Sasseur REIT as at 31 December 2018.

Based on the table above, we note that the NPI Yield of the Shunde Property of 4.3% is below the range of observed NPI Yields for the Selected Retail Property Portfolio Valuations of Listed REITs. We also note that the WALE based on NLA of the Shunde Property is above the range of WALEs of those of the Selected Retail Property Portfolio Valuations for Listed REITs.

We note that the NPI Yield of the Tanbei Property of 10.7% is above the range of observed NPI Yields for the Selected Retail Property Portfolio Valuations of Listed REITs. We also note that the WALE based on NLA of the Tanbei Property is within the range of WALEs of those of the Selected Retail Property Portfolio Valuations for Listed REITs.

Further, we note that the NPI Yield of the Properties of 4.5% is lower than the range of observed NPI Yields for the Selected Retail Property Portfolio Valuations of Listed REITs. We also note that the WALE based on NLA of the Properties is above the range of WALEs of those of the Selected Retail Property Portfolio Valuations for Listed REITs.

4.5 Pro Forma Financial Effects of the Proposed Transaction

The details of the pro forma financial effects of the Proposed Transaction, which are shown for illustrative purposes only, are set out in Section 7 of the Letter to Unitholders of the Circular.

We note the following effects on the Existing Portfolio and the Properties, based the Existing Portfolio figures:

- (a) The DPU with distribution waiver increases from 7.22 Singapore cents to 7.28 Singapore cents or by 0.06 Singapore cents (approximately 0.8%) for the pro forma financial effects of the Proposed Transaction on Dasin Retail Trust's DPU for FY2018 and assuming the Proposed Transaction was completed on 1 January 2018 and assuming Dasin Retail Trust held the Properties through to 31 December 2018.
- (b) The DPU without distribution waiver increases from 4.27 Singapore cents to 4.77 Singapore cents or by 0.50 Singapore cents (approximately 11.7%) for the pro forma financial effects of the Proposed Transaction on Dasin Retail Trust's DPU for FY2018 and assuming the Proposed Transaction was completed on 1 January 2018 and assuming Dasin Retail Trust held the Properties through to 31 December 2018.
- (c) The pro forma NAV per Unit as at 31 December 2018 is expected to increase from S\$1.436 to S\$1.508 or by S\$0.072 (approximately 5.0%), as if the Proposed Transaction was completed on 31 December 2018.
- (d) The pro forma aggregate leverage ratio as at 31 December 2018 is expected to increase from 35.2% to 36.5% or by 1.3%, assuming the Proposed Transaction was completed on 31 December 2018.

5 EVALUATION OF THE AQUA WEALTH PLACEMENT

In our analysis and evaluation of the Aqua Wealth Placement, and our opinion thereon, we have taken into consideration the following:

- (a) rationale for the Aqua Wealth Placement;

- (b) evaluation of the illustrative issue price of the Aqua Wealth Placement; and
- (c) comparison to precedent private placements by REITs and property business trusts.

The factors above are discussed in more detail in the following sections.

5.1 Rationale for the Aqua Wealth Placement

The rationale for the Aqua Wealth Placement is set out in Section 4 of the Letter to Unitholders of the Circular. An extract is presented below:

“To provide a higher degree of certainty for the successful completion of the Private Placement and to enable Aqua Wealth to be in a position to support and align its interest with Dasin Retail Trust, the Trustee-Manager is seeking the approval of Independent Unitholders for the proposed issue of New Units to Aqua Wealth as part of the Private Placement.”

We note that the Trustee-Manager believes that the Private Placement, which includes the Aqua Wealth Placement, is an efficient and overall beneficial method of raising funds to partly finance the Acquisition.

5.2 Evaluation of the illustrative issue price of the Aqua Wealth Placement

As set out in Section 3 of the Letter to Unitholders of the Circular, the Trustee-Manager proposes to issue up to 120.0 million New Units (representing approximately 18.6% of the number of Units in issue as at the Latest Practicable Date). Based on the illustrative Issue Price of S\$0.82 per New Unit, the Private Placement is expected to raise gross proceeds of approximately S\$98.4 million to partly finance the Acquisition, with the balance to be funded by debt financing and internal funding. The final decision regarding the proportion of equity, debt and internal funding to be employed to fund the Acquisition will be made by the Trustee-Manager at the appropriate time taking into account the then prevailing market conditions.

Pursuant to Rule 811(1) and 811(5) of the Listing Manual, the issue price of the New Units must not be priced at more than 10.0% discount to the volume-weighted average price (“VWAP”) for the Units on the SGX-ST for the full Market Day¹ on which the placement or subscription agreement is signed or, if trading in the Units is not available for a full Market Day, the VWAP based on the trades done on the preceding Market Day up to the time the placement agreement is signed, excluding (where applicable) accrued distributions provided that the holders of the New Units are not entitled to the accrued distributions.

To demonstrate its commitment to Dasin Retail Trust and to align its interest with other Unitholders, Aqua Wealth may subscribe for up to 44.0 million New Units under the Private Placement. Assuming that Aqua Wealth subscribes for the maximum 44.0 million New Units under the Private Placement, its unitholding in Dasin Retail Trust would decrease from 54.2% to 51.4%. This would allow Aqua Wealth to maintain a post-placement percentage unitholding of at least 51.0%, which aligns the interest of Aqua Wealth with other unitholders and allows Aqua Wealth to continue to be in a position to support Dasin Retail Trust as well as its growth strategy moving forward. Assuming that Aqua Wealth does not subscribe for any New Units under the Private Placement, its unitholding in Dasin Retail Trust would decrease from 54.2% to 45.7%.

We note that, for the avoidance of doubt, while the approval of Independent Unitholders is being sought for the placement of up to 44.0 million New Units under the Private Placement to Aqua Wealth, Aqua Wealth may ultimately subscribe for fewer (but not more) than 44.0 million New Units under the Private Placement.

The New Units will be placed to Aqua Wealth at the same issue price as that paid by the other investors for the New Units under the Private Placement.

¹ “Market Day” refers to a day on which the SGX-ST is open for securities trading.

Aqua Wealth and the Vendor are related through the Zhang Family Trust, of which the Vendor is the settlor and Mr. Zhang Chon Meng, son of the Vendor, Mr. Zhang Gui Ming, nephew of the Vendor, Mr. Zhang Kunming, nephew of the Vendor, Mr. Zhang Shenming, nephew of the Vendor and Ms Liang Jinying, sister-in-law of the Vendor are the beneficiaries. The power to make investment decisions on behalf of the Zhang Family Trust is conferred solely on an investment committee, of which the Vendor is the sole member. Section 6.2.1 of the Circular sets out more information relating to the relationship between the Vendor and Aqua Wealth.

The issue price of the New Units under the Private Placement will be determined by the Trustee-Manager together with the placement agents to be appointed closer to the launch of the Private Placement. In the event that the Aqua Wealth Placement is approved by Unitholders, but the Trustee-Manager decides to not proceed with the Aqua Wealth Placement for various reasons, the Trustee-Manager may still proceed with Private Placement without the Aqua Wealth Placement.

We note that the Trustee-Manager may still proceed with the Acquisition and the Private Placement in accordance with, among others, Chapter 8 and Chapter 9 of the Listing Manual in the event that Resolution 3 (The Aqua Wealth Placement) is not passed or in the event that the Aqua Wealth Placement does not proceed.

Historical unit price performance

While the pricing of the New Units to be issued pursuant to the Private Placement, including the Aqua Wealth Placement, will only be determined at the appropriate time by the Trustee-Manager together with the placement agents, we have, for illustrative purposes only, set out below the historical Unit prices.

We wish to highlight that, in general, the market price of a unit trading on a recognised stock exchange may be affected by, among others, the free float, relative liquidity, investor interest, and the overall market sentiment at any given time. We also wish to highlight that the historical trading performance of the Units serves only as an illustrative guide and is not an indication of the future trading performance of the Units.

Dasin Retail Trust Unit Prices for the 12-month period up to the Latest Practicable Date



Source: CapitalIQ, Circular

We note that for the 12-month period up to the Latest Practicable Date, the closing prices of the Units ranged from S\$0.83 to S\$0.90.

We have set out below a summary of the trading statistics of the Units for the selected reference periods:

Reference period up to the Latest Practicable Date	Average Daily Trading Volume ⁽¹⁾	Average Daily Trading Volume as a percentage of Total Number of Units in Issue ⁽²⁾	VWAP (S\$)
12-month	199,343	0.031	0.868
6-month	117,730	0.018	0.851
3-month	133,780	0.021	0.837
1-month	38,641	0.006	0.835
Latest Practicable Date	37,000	0.006	0.841

Source: CapitalIQ

Notes:

- (1) The average daily trading volume of the Units is calculated based on the total volume of Units traded during the relevant period divided by the number of trading days during such period.
- (2) Based on the total number of Units in issue as at the Latest Practicable Date of 645.1 million Units.

Based on the table above, we note that for the 12-month period up to the Latest Practicable Date, the average daily trading volume for the Units was 199,343, representing about 0.031% of the total number of Units in issue.

For illustrative purposes only, we observe that the Illustrative Issue Price for the Private Placement, including the Aqua Wealth Placement, of S\$0.82 per New Unit with the expected gross proceeds of approximately S\$98.4 million (up to S\$36.1 million from the Aqua Wealth Placement) represents a discount of 2.5% to the VWAP of the Units as at the Latest Practicable Date. We wish to highlight that the pricing of the New Units to be issued pursuant to the Private Placement, including the Aqua Wealth Placement, will only be determined at the appropriate time by the Trustee-Manager together with the placement agents.

Other than the process to establish the pricing of the New Units to be adopted in the case of the Private Placement which includes the Aqua Wealth Placement, we have not evaluated the terms pursuant to the Private Placement as the terms will only be determined by the Trustee-Manager and placement agents closer to the date of commencement of the Private Placement. As such, we have only based our evaluation on the process to establish the pricing for the Private Placement, which includes the Aqua Wealth Placement.

5.3 Comparison to precedent private placements by Listed REITs and property business trusts

We have considered recent private placements by REITs and property business trusts listed on SGX-ST in relation to the discount implied by the issue price in the private placements to the VWAP for the units for the full Market Day on which the placement agreement is signed or, if trading in the units is not available for a full Market Day, the VWAP based on the trades done on the preceding Market Day up to the time the placement agreement is signed, excluding (where applicable) accrued distributions, provided that the holders of the new units are not entitled to the accrued distributions.

For illustrative purpose only, we set out below examples of recent private placements undertaken by SGX-ST listed REITs and property business trusts. We wish to highlight that the list of recent private placements below are by no means exhaustive.

REITs and Property business trusts	Date of Announcement	Total Proceeds Raised (in millions)	Issue Price	Discount to Adjusted VWAP ¹ for Trades Done on the Date of Signing (%)
SPH REIT	21 Nov 19	S\$164.5	S\$1.050	4.30%
Mapletree Logistics Trust	22 Oct 19	S\$250.0	S\$1.617	1.50%
Keppel Pacific Oak US REIT	17 Oct 19	US\$75.6	US\$0.725	2.30%
Mapletree Commercial Trust	16 Oct 19	S\$458.0	S\$2.280	1.70%
Manulife US REIT	19 Sep 19	US\$80.0	US\$0.876	2.00%
Mapletree Industrial Trust	17 Sep 19	S\$400.0	S\$2.265	1.50%
Keppel DC REIT	16 Sep 19	S\$235.4	S\$1.744	1.50%
Dasin Retail Trust	03 Sep 19	S\$68.8	S\$0.836	0.90%
CapitaLand Retail China Trust	01 Aug 19	S\$154.3	S\$1.469	2.70%
Frasers Logistics & Industrial Trust	30 Jul 19	S\$258.1	S\$1.173	1.20%
CapitaLand Commercial Trust	17 Jul 19	S\$220.0	S\$2.095	1.50%
Cromwell European REIT	21 Jun 19	€150.0	€0.460	5.90%
ESR REIT	17 Jun 19	S\$100.0	S\$0.515	6.70%
Frasers Centrepoint Trust	16 May 19	S\$369.6	S\$2.382	1.50%
Manulife US REIT	29 Apr 19	US\$94.0	US\$0.824	3.40%
Suntec REIT	24 Apr 19	S\$200.0	S\$1.800	2.50%
Mapletree Industrial Trust	11 Feb 19	S\$201.0	S\$1.945	3.34%

As set out in the table above, we note that the pricing of the precedent placements listed above had discounts applied of between 0.90% to 6.70% to the Adjusted VWAP for trades done on the SGX-ST for the full Market Day on which the placement agreement is signed. We also note that the respective pricing was determined by joint lead manager/s and underwriter/s, working with the respective managers of the REITs and property business trusts, having regard to the then prevailing market conditions amongst other relevant factors. For illustrative purposes only, we observe that the Illustrative Issue Price for the Private Placement, including the Aqua Wealth Placement, of S\$0.82 per New Unit represents a discount of 2.5% to the VWAP of the Units as at the Latest Practicable Date. We wish to highlight that the pricing of the New Units to be issued pursuant to the Private Placement, including the Aqua Wealth Placement, will only be determined at the appropriate time by the Trustee-Manager together with the placement agents.

¹ "Adjusted VWAP" is computed based on the VWAP of all trades in the units on the SGX-ST for the preceding Market Day up to the time the placement agreement was signed, and subtracting the estimated advanced distribution.

6 OUR OPINION ON THE ACQUISITION AND THE AQUA WEALTH PLACEMENT

In arriving at our advice to the Independent Directors and the Audit and Risk Committee on the Acquisition and the Aqua Wealth Placement, we have reviewed and deliberated on the factors which we consider to be relevant and to have a significant bearing on our assessment of the Acquisition and the Aqua Wealth Placement. The factors we have considered in our evaluation, which are based on, among others, representations made by Dasin Retail Trust, the Directors and the Management and discussed in detail in the earlier sections of this letter and which we have relied upon, are as follows:

In relation to the Acquisition:

- (a) the rationale for and key benefits of the Acquisition;
- (b) the Agreed Property Values for the Shunde Property and the Tanbei Property and the Aggregate Agreed Property Value being lower than the Market Values as appraised by the Independent Valuers;
- (c) the comparison of the NPI Yields of the Properties with Dasin Retail Trust's Existing Portfolio and Enlarged Portfolio;
- (d) the comparison of the NPI Yields of the Properties with the Selected PRC Retail Property Portfolio Transactions and Selected Retail Property Portfolio Valuation of Listed REITs; and
- (e) the proforma financial effects of the Proposed Transaction.

In relation to the Aqua Wealth Placement:

- (a) the rationale for the Aqua Wealth Placement;
- (b) the proposed terms and pricing process for the Aqua Wealth Placement; and
- (c) the comparison to precedent private placements by REITs and property business trusts.

Having considered the factors and the assumptions set out in this letter, and subject to the qualifications set out herein, we are of the opinion that the Acquisition and the Aqua Wealth Placement are on normal commercial terms and are not prejudicial to the interests of Dasin Retail Trust and the Independent Unitholders. We are also of the opinion that the Independent Directors and the Audit and Risk Committee can recommend that Independent Unitholders vote in favour of the Acquisition and the Aqua Wealth Placement.

Unitholders should note that Resolution 1 (The Acquisition) and Resolution 2 (The Private Placement) are inter-conditional. In the event that either of Resolution 1 (The Acquisition) or Resolution 2 (The Private Placement) is not passed, the Trustee-Manager will not proceed with the Acquisition and the Private Placement.

Unitholders should also note that Resolution 3 (The Aqua Wealth Placement) is conditional upon Resolution 1 (The Acquisition) and Resolution 2 (The Private Placement) being passed. In the event that either of Resolution 1 (The Acquisition) or Resolution 2 (The Private Placement) is not passed, the Trustee-Manager will not proceed with the Aqua Wealth Placement.

For the avoidance of doubt, the Trustee-Manager may still proceed with the Acquisition and the Private Placement in accordance with, among others, Chapter 8 and Chapter 9 of the Listing Manual in the event that Resolution 3 (The Aqua Wealth Placement) is not passed or in the event that the Aqua Wealth Placement does not proceed.

The Independent Directors and the Audit and Risk Committee should note that we have arrived at our opinion based on information made available to us prior to, and including, the Latest Practicable Date. Our opinion on the Acquisition and the Aqua Wealth Placement cannot and does not take into account any subsequent developments after the Latest Practicable Date as these are governed by factors beyond the scope of our review, and would not fall within our terms of reference in connection with our evaluation of the Acquisition and the Aqua Wealth Placement.

We have prepared this letter pursuant to Rule 921(4)(a) of the Listing Manual as well as for the use of the Independent Directors and the Audit and Risk Committee in connection with and for the purposes of their consideration of the Acquisition and the Aqua Wealth Placement, but any recommendation made by the Independent Directors and the Audit and Risk Committee in respect of the Acquisition and the Aqua Wealth Placement shall remain their responsibility.

While a copy of this letter may be reproduced in the Circular, no other person may reproduce, disseminate or quote this letter (or any part thereof) for any purpose (other than the intended purpose in relation to the Acquisition and the Aqua Wealth Placement) at any time and in any manner without our prior written consent in each specific case. For the avoidance of doubt, nothing in this letter prevents Dasin Retail Trust, the Trustee-Manager, the Directors or the Unitholders from reproducing, disseminating or quoting this letter without our prior consent for the purpose of any matter relating to the Acquisition and the Aqua Wealth Placement. This opinion is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully
For and on behalf of
Ernst & Young Corporate Finance Pte Ltd

Mah Kah Loon
Chief Executive Officer

Elisa Montano
Associate Partner

APPENDIX C

VALUATION CERTIFICATES

DUFF & PHELPS

Protect, Restore and Maximize Value

**DASIN RETAIL TRUST
MANAGEMENT PTE. LTD.**

November 11, 2019

(Reference No.: 103771C)

Appraisal Report

Valuation of a Shopping Mall in Shunde
of Foshan City, Guangdong Province, the
PRC

As of 31 August 2019

November 11, 2019

The Directors
Dasin Retail Trust Management Pte. Ltd.
(in its capacity as trustee-manager of Dasin Retail Trust)
(the "Trustee-Manager")
8 Marina Boulevard #14-02
Marina Bay Financial Centre Tower 1
Singapore 018981

Our Ref.: 103771C

Dear Sir/Madam,

VALUATION OF DAXIN METRO MALL LOCATED IN SHUNDE DISTRICT, FOSHAN CITY, GUANGDONG PROVINCE, THE PEOPLE'S REPUBLIC OF CHINA

In accordance with the instruction of Dasin Retail Trust Management Pte. Ltd. (the "Company" or "Trustee-Manager") to provide our opinion of the market value of a property located in the People's Republic of China (the "PRC") (or hereafter referred as the "Property" or the "property interests"), we confirm that we have carried out inspection of the Property, made relevant enquiries and obtained such further information as we consider necessary for providing the market value of such property interest for the purpose of public discourse.

D&P China (HK) Limited ("D&P") has determined the market value of such property interests as of 31 August 2019 (the "valuation date").

This letter, which forms part of our report, identifies the Property, the scope and character of our investigation, the premise of value adopted, the methodology applied, and our conclusion. It is our understanding that this appraisal will be used for supporting documentation purposes of the public disclosure on the Main Board of the Singapore Securities Trading Exchange.

BASIS OF VALUATION

Our valuation of the Property represents its market value which, in accordance with the International Valuation Standards 2017 Edition published by the International Valuation Standards Council ("IVSC"), is defined as "the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

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When valuing the Property, we have complied with the requirements set out in International Valuation Standards Council and the Mainboard Rules issued by the Singapore Exchange Securities Trading Limited (the "SGX") and the relevant guidance letters and practice guides or equivalent issued by the SGX and the Singapore Institute of Surveyors and Valuers.

Our valuation of the Property is on an entirely interest basis.

This estimate specifically excludes an estimated price inflated or deflated by special considerations or concessions granted by anyone associated with the sale, or any element of special value.

CONCLUSION

Based on the information and analysis summarized in the accompany narrative report, it is our opinion that the value of the Property appraised in its existing state and is free of any encumbrances, as of 31 August 2019, is reasonably and approximately represented in the amount of **RENMINBI TWO THOUSAND FIVE HUNDRED AND THIRTY MILLION ONLY (RMB2,530,000,000)**.

REMARKS

This report is for your sole use and for the purpose indicated, and no liability to any third party can be accepted for the whole or any part of the contents of the document. Neither the whole nor any part of this valuation report nor any reference thereto may be included in any published documents, circular or statement, nor published in any way whatsoever without prior written approval of D&P as to the form and context in which it may appear. D&P is not responsible for the unauthorized use of this report.

The analysis report is enclosed herewith.

Yours faithfully,
For and on behalf of
D&P China (HK) Limited



Calvin K.C. Chan
MRICS, MHKIS, RPS (GP), MCIREA, CFA
Real Estate Valuation Group
Director

Notes:

Mr. Calvin K. C. Chan, who is a Chartered Surveyor, has over 20 years' experience in valuation of properties in Hong Kong, the People's Republic of China and Asia.

VALUATION CERTIFICATE

Property Address	: Shunde Metro Mall located at No. 1 Caihong Road, Shunde District, Foshan City, Guangdong Province, the PRC 中國廣東省佛山市順德區彩虹路 1 號「大信·新都滙順德店」
Registered Owner	: Foshan Dasin Commercial Management Co., Ltd. 佛山市大信商業管理有限公司
Site Area	: 40,834.67 square metres
Permitted Land Uses	: Retail and Commercial Services, Wholesale, Food and Beverage, Hostel, Finance, Entertainment, other commercial and press and publication uses.
No. of Storey	: 6-storey above ground plus basement levels 1, 2 and 3
Land Tenure	: 40 years from 7 March 2017 to 6 March 2057
Gross Floor Area	: 177,276.28 square metres
Net Lettable Area	: 66,678.21 square metres excluding car park spaces
Zoning	: N/A
Property Descriptions	: The Property comprises a 6-storey shopping mall over-mounting a 3-level basement for the uses of retail and 1,411 basement car park spaces.

The Property is constructed with reinforced concrete with glass curtain walls and tiled walls finished façade. It was completed in about 2018, and the maintenance condition of the Property is good.

With reference to Real Estate Certificate Yue (2019) Shun De District Bu Dong Chan Quan Zheng No. 0040611 (粵 (2019) 順德區不動產權証第 0040611 號), issued by National Land Development and Hydraulic Engineering Bureau of Shunde District of Foshan City dated 14 March 2019, the Property has a total gross floor area ("GFA") of 177,276.28 square metres including 3 levels of basement. As per said certificate, the ownership of the Property cannot be sub-divided.

As advised by the Company, the salient details of the Property's area and uses are tabulated below:

Level	Uses	NLA (sq.m.)
Leve 1-5	Shopping mall above ground	57,306.21
Basement Level 1	Shopping mall below ground	9,372.00
	Total NLA	66,678.21
Basement Level 1 to 3	Carpark	1,411 car park spaces

Location : Shunde Metro Mall is located at the junction of Caihong Road and Jingui Road in Shude District. The vicinity of the Property comprises of residential, retails and commercial properties.

Title Documents : Pursuant to a Real Estate Certificate Yue (2019) Shun De District Bu Dong Chan Quan Zheng No. 0040611 (粵(2019)順德區不動產權証第 0040611 號), issued by National Land Development and Hydraulic Engineering Bureau of Shunde District of Foshan City dated 14 March 2019, the ownership of the Property is held by Foshan Dasin Commercial Management Co., Ltd. (佛山市大信商業管理有限公司) ("Foshan Dasin") for a term from 7 March 2017 to 6 March 2057 for retail and commercial Services, wholesale, food and beverage, hostel, finance, entertainment, other commercial and press and publication uses. As per said certificate, the ownership of the Property cannot be sub-divided. According to the information provided by the Company, the Property is mortgaged to Shunde Rural Commercial Bank dated 12 April 2019.

Tenancy Details –

Occupancy : As of the valuation date, the retail portion of the Property was leased at an annualized rental and management income of approximately RMB 86,900,000, with the latest lease expiry date on 28 May 2039. The occupancy rate of the Property was approximately 99.3%. The annualized car park income and other income are approximately RMB4,200,000 and 6,800,000 respectively.

Top 3 Tenants (by lettable area)

Tenant	Unit No.	NLA
金逸影城	L3003A, L4003B, L5003B	8,320 sq.m.
吉之島	LB10	5,563 sq.m.
鳳庭酒家	L4018	3,103 sq.m.

Weighted Average Lease Expiry : About 8.99 years by lettable area

Valuation Date : 31 August 2019

Report Date : 11 November 2019

Valuation Purpose : Public Discourse

Basis of Valuation : Our valuation of the Property represents its market value which, in accordance with the International Valuation Standards 2017 Edition published by the International Valuation Standards Council ("IVSC"), is defined as "the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

When valuing the Property, we have complied with the requirements set out in International Valuation Standards Council and the Mainboard Rules issued by the Singapore Exchange Securities Trading Limited (the "SGX") and the relevant guidance letters and practice guides or equivalent issued by the SGX and the Singapore Institute of Surveyors and Valuers.

Valuation Methods : To develop our opinion of value of the Property, we have mainly considered the Discounted Cash Flow ("DCF") analysis and Term and Reversion Approach.

The DCF analysis is a valuation method commonly applied for investment properties. It involves the discounting of the net cash flow on a yearly basis over the assumed cash flow period at an appropriate rate to reflect risk to derive a market value. The net cash flow comprises the cash inflows less the cash outflows over the cash flow period, with the addition of the terminal value in the final cash flow period.

With reference to the provided tenancy schedules, we have generated the cash inflow in the DCF, which comprises income from the Property adjusted to reflect actual rental income, speculative rental income and rental growth, whilst cash outflows comprise outgoings adjusted to reflect anticipated inflation, lease incentives and leasing and operational expenses. The terminal value is determined by the capitalization of the net market income in the year after the final cash flow period with allowances for any relevant capital adjustments.

The projected income stream reflects the anticipated growth, or otherwise, inherent in a property investment based upon the physical, tenancy or market characteristics related to that Property. The market rent is mainly estimated with reference to the new

lettings and/or renewals of the Property. In addition to projected outgoings and allowances, future capital expenditure is reflected in the cash flow.

The future values quoted for the Property, rents and costs are projections only formed on the basis of information currently available to us and are not representations of what the value of the Property will be as at a future date. This information includes the current expectations as to property values and income, which may not prove to be accurate.

Having regard to the above factors we have prepared a 10 year cash flow projection for the Property, in which we have assumed that the Property is sold at the commencement of the 11th year of the cash flow and the rental income in the eleventh year has been capitalized at a terminal capitalization rate to derive the capital value in the end of 10th year. The cash flow has been prepared on a tenant-by-tenant monthly basis.

The Term and Reversion Approach is a method of valuation whereby the existing rental incomes of all lettable units of the Property are capitalized for the respective unexpired terms of contractual tenancies whilst vacant units are assumed to be let at their respective market rents as at the valuation date. Upon expiry of the existing tenancies, each unit is assumed to be let at its market rent as at the valuation date, which is in turn capitalized for the unexpired term of the land use rights under which the Property is held. The summation of the capitalized value of the term income for the leased portion, the capitalized value of the reversion income (i.e. market rental income) as appropriately deferred for the leased portion and the capitalized value for the vacant portion provides the market value of the Property.

Valuation Assumptions

Our valuation has been made on the assumption that the owner sells the property interests on the market in its existing state without the benefit of deferred terms contracts, leaseback, joint ventures, management agreements or any similar arrangement which would serve to affect the value of the property interests.

No allowance has been in our valuation for any charges, mortgages or amounts owing on the Property valued nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, all the property interests are free from encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

We have assumed that the owner(s) of the property interests have free and uninterrupted rights to use, lease or mortgage the property interests. We have also assumed that the property interests are freely disposable and transferable.

We have valued the property interests on the assumption that it is developed in accordance with the development proposals or building plans given to us. We have assumed that all consents, approvals and licences from relevant government authorities for the buildings and structures erected or to be erected thereon have been granted. Also, we have assumed that unless otherwise stated, all buildings and structures erected on the land parcels are held by the owner(s) or permitted to be occupied by the owner(s).

It is assumed that all applicable zoning, land use regulations and other restrictions have been complied with unless a non-conformity has been stated, defined and considered in the valuation certificate. Further, it is assumed that the utilization of the land and improvements is within the boundaries of the property interests described and that no encroachment or trespass exists.

Valuation Parameters : Income Capitalization
Capitalization Rate: 4% to 6%

DCF
Discount Rate: 7.5%
Terminal Annual Growth Rate: 3.0%
Implied Terminal Capitalization Rate: 4.5%

Interest to be valued : Our valuation of the Property is on an entirely interest basis.

Market Value	<u>Method</u>	<u>Market Value (RMB)</u>	<u>Weighting</u>
	Income Capitalization	2,580,000,000	50%
	DCF	2,480,000,000	50%
	Concluded Market Value	2,530,000,000	
	(Rounded)		

Unit Rate : RMB 14,300/sq.m. (GFA)
RMB 37,900/sq.m. (NLA)

Limiting Conditions & Qualifications : A comprehensive valuation report has been prepared and that it is to be vested with the Dasin Retail Trust and the Trustee-Manager appointed for the purpose of the public discourse and this valuation certificate should be made reference to the valuation report.

Other than as disclosed in this valuation report, we, D&P China (HK) Limited hereby confirm that D&P China (HK) Limited and the valuers conducting the valuation have no pecuniary or other interests that could conflict with the proper valuation of the Property or could reasonably be regarded as being capable of affecting our ability to give an unbiased opinion. We confirm that we are independent for the purposes of

paragraph 8 of Appendix 6 to the Code on Collective Investment Scheme issued by the Monetary Authority of Singapore.

This valuation report is issued only for the use of the Dasin Retail Trust and the Trustee-Manager for the purpose of aforesaid valuation.

Mr. Calvin K. C. Chan, who is a Chartered Surveyor, has over 20 years' post qualification experience in valuation of properties in Hong Kong, the People's Republic of China and Asia.

**DASIN RETAIL TRUST
MANAGEMENT PTE. LTD.**

November 11, 2019

(Reference No.: 103711B)

Appraisal Report

Valuation of a Shopping Mall in Tanbei of
Zhongshan City, Guangdong Province,
the PRC

As of 31 August 2019

November 11, 2019

The Directors
Dasin Retail Trust Management Pte. Ltd.
(in its capacity as trustee-manager of Dasin Retail Trust)
(the "Trustee-Manager")
8 Marina Boulevard #14-02
Marina Bay Financial Centre Tower 1
Singapore 018981

Our Ref.: 103711B

Dear Sir/Madam,

VALUATION OF DAXIN METRO MALL LOCATED IN TANBEI, DONGSHENG TOWN, ZHONGSHAN CITY, GUANGDONG PROVINCE, THE PEOPLE'S REPUBLIC OF CHINA

In accordance with the instruction of Dasin Retail Trust Management Pte. Ltd. (the "Company" or "Trustee-Manager") to provide our opinion of the market value of a property located in the People's Republic of China (the "PRC") (or hereafter referred as the "Property" or the "property interests"), we confirm that we have carried out inspection of the Property, made relevant enquiries and obtained such further information as we consider necessary for providing the market value of such property interest for the purpose of public discourse.

D&P China (HK) Limited ("D&P") has determined the market value of such property interests as of 31 August 2019 (the "valuation date").

This letter, which forms part of our report, identifies the Property, the scope and character of our investigation, the premise of value adopted, the methodology applied, and our conclusion. It is our understanding that this appraisal will be used for supporting documentation purposes of the public disclosure on the Main Board of the Singapore Securities Trading Exchange.

BASIS OF VALUATION

Our valuation of the Property represents its market value which, in accordance with the International Valuation Standards 2017 Edition published by the International Valuation Standards Council ("IVSC"), is defined as "the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

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1 Queen's Road East
Hong Kong

T +852 2281 0147
F +852 2511 9626

calvin.chan@duffandphelps.com
www.duffandphelps.com

When valuing the Property, we have complied with the requirements set out in International Valuation Standards Council and the Mainboard Rules issued by the Singapore Exchange Securities Trading Limited (the "SGX") and the relevant guidance letters and practice guides or equivalent issued by the SGX and the Singapore Institute of Surveyors and Valuers.

Our valuation of the Property is on an entirely interest basis.

This estimate specifically excludes an estimated price inflated or deflated by special considerations or concessions granted by anyone associated with the sale, or any element of special value.

CONCLUSION

Based on the information and analysis summarized in the accompany narrative report, it is our opinion that the value of the Property appraised in its existing state and is free of any encumbrances, as of 31 August 2019, is reasonably and approximately represented in the amount of **RENMINBI SEVENTY THREE MILLION ONLY (RMB73,000,000)**.

REMARKS

This report is for your sole use and for the purpose indicated, and no liability to any third party can be accepted for the whole or any part of the contents of the document. Neither the whole nor any part of this valuation report nor any reference thereto may be included in any published documents, circular or statement, nor published in any way whatsoever without prior written approval of D&P as to the form and context in which it may appear. D&P is not responsible for the unauthorized use of this report.

The analysis report is enclosed herewith.

Yours faithfully,
For and on behalf of
D&P China (HK) Limited



Calvin K.C. Chan
MRICS, MHKIS, RPS (GP), MCIREA, CFA
Real Estate Valuation Group
Director

Notes:

Mr. Calvin K. C. Chan, who is a Chartered Surveyor, has over 20 years' experience in valuation of properties in Hong Kong, the People's Republic of China and Asia.

VALUATION CERTIFICATE

Property Address	⊞ Tanbei Metro Mall located at No. 153 Tanbei Xi Er Road, Dongsheng Town, Zhongshan City, Guangdong Province, the PRC 中國廣東省中山市東升鎮坦背西二馬路 153 號「大信·新都匯坦背店」
Registered Owner	⊞ Zhongshan City Yuanteng Commercial Property Management Co., Ltd. 中山遠騰商用物業管理有限公司
Site Area	⊞ 4,595.59 square metres
Permitted Land Uses	⊞ Residential and Commercial uses.
No. of Storey	⊞ 4-storey
Land Tenure	⊞ 40 years from 24 September 1998 to 23 September 2038
Gross Floor Area	⊞ 13,639.64 square metres
Net Lettable Area	⊞ 8,951.87 square metres
Zoning	⊞ N/A
Property Descriptions	⊞ The Property comprises a 4-storey shopping mall. The Property is constructed with reinforced concrete and tiled walls finished façade. It was completed in the 2015, and the maintenance condition of the Property is good. With reference to Real Estate Certificate Yue (2018) Zhong Shan Shi Bu Dong Chan Quan Zheng Nos. 0041380, 0046853, 0043002 and 0044388 (粵(2018)中山市不動產權証第 0041380, 0046853, 0043002 及 0044388 號), issued by Land Resources Bureau of Zhongshan City dated 26 February 2018, 28 February 2018, 1 March 2018 and 6 March 2018, the Property has a total gross floor area ("GFA") of 13,639.64 square metres. As advised by the Company, Real Estate Certificate Yue (2018) Zhong Shan Shi Bu Dong Chan Quan Zheng Nos. 0041380, 0046853, 0043002 and 0044388 (粵(2018)中山市不動產權証第 0041380, 0046853, 0043002 及 0044388 號) are mortgaged to China Huarong Asset Management Co., Ltd., Guangdong Province Branch.
Location	⊞ Tanbei Metro Mall is located at the southwestern side of Tanbei Xi Er Road in Dongsheng Town of Zhongshan City. The vicinity of the Property comprises of residential, retails and commercial properties.

Title Documents : Pursuant to a Real Estate Certificate Yue (2018) Zhong Shan Shi Bu Dong Chan Quan Zheng Nos. 0041380, 0046853, 0043002 and 0044388 (粵(2018)中山市不動產權証第 0041380, 0046853, 0043002 及 0044388 號), issued by Land Resources Bureau of Zhongshan City dated 26 February 2018, 28 February 2018, 1 March 2018 and 6 March 2018, issued by Land Resources Bureau of Zhongshan City, the ownership of the Property is held by Zhongshan City Yuanteng Commercial Property Management Co., Ltd. (中山遠騰商用物業管理有限公司) ("Yuanteng") for a term from 70 years from 24 September 1998 to 23 September 2068 for residential and commercial uses. As advised by the Company, as the property is for commercial use, the term of the land use rights only for 40 years up to 23 September 2038.

According to the information provided by the Company, the Property interest under the Real Estate Certificate Yue (2018) Zhong Shan Shi Bu Dong Chan Quan Zheng Nos. 0041380, 0046853, 0043002 and 0044388 (粵(2018)中山市不動產權証第 0041380, 0046853, 0043002 及 0044388 號) are mortgaged to China Huarong Asset Management Co., Ltd Guangdong Province Branch registered on 26 February 2018, 28 February 2018, 1 March 2018 and 6 March 2018.

Tenancy Details –

Occupancy : As of the valuation date, the retail portion of the Property was leased at an annualized rental and management income of approximately RMB 5,100,000, with the latest lease expiry date on 27 March 2033. The occupancy rate of the Property was approximately 92.3%. The annualized other income is approximately RMB300,000.

Top 3 Tenants
(by lettable area) :

Tenant	Unit No.	NLA
信軒酒家 Xinxuan Restaurant	3F02	2,092.00 sq.m.
翔遠休閒會所 Xiangyuan Clubhouse	2F02	1,665.41sq.m.
信和超市 Xinhe Supermarket	1F130	1,630.00 sq.m.

Weighted Average Lease Expiry : About 7.50 years by lettable area

Valuation Date : 31 August 2019

Report Date : 11 November 2019

Valuation Purpose : Public Discourse

Basis of Valuation : Our valuation of the Property represents its market value which, in accordance with the International Valuation Standards 2017 Edition published by the International Valuation Standards Council ("IVSC"), is defined as "the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

When valuing the Property, we have complied with the requirements set out in International Valuation Standards Council and the Mainboard Rules issued by the Singapore Exchange Securities Trading Limited (the "SGX") and the relevant guidance letters and practice guides or equivalent issued by the SGX and the Singapore Institute of Surveyors and Valuers.

Valuation Methods : To develop our opinion of value of the Property, we have mainly considered the Discounted Cash Flow ("DCF") analysis and Term and Reversion Approach.

The DCF analysis is a valuation method commonly applied for investment properties. It involves the discounting of the net cash flow on a yearly basis over the assumed cash flow period at an appropriate rate to reflect risk to derive a market value. The net cash flow comprises the cash inflows less the cash outflows over the cash flow period, with the addition of the terminal value in the final cash flow period.

With reference to the provided tenancy schedules, we have generated the cash inflow in the DCF, which comprises income from the Property adjusted to reflect actual rental income, speculative rental income and rental growth, whilst cash outflows comprise outgoings adjusted to reflect anticipated inflation, lease incentives and leasing and operational expenses. The terminal value is determined by the capitalization of the net market income in the year after the final cash flow period with allowances for any relevant capital adjustments.

The projected income stream reflects the anticipated growth, or otherwise, inherent in a property investment based upon the physical, tenancy or market characteristics related to that Property. The market rent is mainly estimated with reference to the new lettings and/or renewals of the Property. In addition to projected outgoings and allowances, future capital expenditure is reflected in the cash flow.

The future values quoted for the Property, rents and costs are projections only formed on the basis of information currently available to us and are not representations of what the value of the Property will be as at a future date. This information includes the current expectations as to property values and income, which may not prove to be accurate.

Having regard to the above factors we have prepared a 10 year cash flow projection for the Property, in which we have assumed that the Property is sold at the commencement of the 11th year of the cash flow and the rental income in the eleventh year has been capitalized at a terminal capitalization rate to derive the capital value in the end of 10th year. The cash flow has been prepared on a tenant-by-tenant monthly basis.

The Term and Reversion Approach is a method of valuation whereby the existing rental incomes of all lettable units of the Property are capitalized for the respective unexpired terms of contractual tenancies whilst vacant units are assumed to be let at their respective market rents as at the valuation date. Upon expiry of the existing tenancies, each unit is assumed to be let at its market rent as at the valuation date, which is in turn capitalized for the unexpired term of the land use rights under which the Property is held. The summation of the capitalized value of the term income for

the leased portion, the capitalized value of the reversion income (i.e. market rental income) as appropriately deferred for the leased portion and the capitalized value for the vacant portion provides the market value of the Property.

Valuation Assumptions

Our valuation has been made on the assumption that the owner sells the property interests on the market in its existing state without the benefit of deferred terms contracts, leaseback, joint ventures, management agreements or any similar arrangement which would serve to affect the value of the property interests.

No allowance has been in our valuation for any charges, mortgages or amounts owing on the Property valued nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, all the property interests are free from encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

We have assumed that the owner(s) of the property interests have free and uninterrupted rights to use, lease or mortgage the property interests. We have also assumed that the property interests are freely disposable and transferable.

We have valued the property interests on the assumption that it is developed in accordance with the development proposals or building plans given to us. We have assumed that all consents, approvals and licences from relevant government authorities for the buildings and structures erected or to be erected thereon have been granted. Also, we have assumed that unless otherwise stated, all buildings and structures erected on the land parcels are held by the owner(s) or permitted to be occupied by the owner(s).

It is assumed that all applicable zoning, land use regulations and other restrictions have been complied with unless a non-conformity has been stated, defined and considered in the valuation certificate. Further, it is assumed that the utilization of the land and improvements is within the boundaries of the property interests described and that no encroachment or trespass exists.

Valuation Parameters

Income Capitalization
Capitalization Rate: 4% to 6%

DCF
Discount Rate: 7.5%
Terminal Annual Growth Rate: 3.0%
Implied Terminal Capitalization Rate: 4.5%

Interest to be valued

Our valuation of the Property is on an entirety interest basis.

Market Value	Method	Market Value (RMB)	Weighting
	Income Capitalization	75,000,000	50%
	DCF	70,000,000	50%
	Concluded Market Value (Rounded)	73,000,000	

Unit Rate : RMB 5,350 /sq.m. (GFA)
RMB 8,155/sq.m. (NLA)

Limiting Conditions & Qualifications : A comprehensive valuation report has been prepared and that it is to be vested with the Dasin Retail Trust and the Trustee-Manager appointed for the purpose of the public discourse and this valuation certificate should be made reference to the valuation report.

Other than as disclosed in this valuation report, we, D&P China (HK) Limited hereby confirm that D&P China (HK) Limited and the valuers conducting the valuation have no pecuniary or other interests that could conflict with the proper valuation of the Property or could reasonably be regarded as being capable of affecting our ability to give an unbiased opinion. We confirm that we are independent for the purposes of paragraph 8 of Appendix 6 to the Code on Collective Investment Scheme issued by the Monetary Authority of Singapore

This valuation report is issued only for the use of the Dasin Retail Trust and the Trustee-Manager for the purpose of aforesaid valuation.

Mr. Calvin K. C. Chan, who is a Chartered Surveyor, has over 20 years' post qualification experience in valuation of properties in Hong Kong, the People's Republic of China and Asia.



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VALUATION REPORT
CONSIDERING
THE MARKET VALUE
OF
DASIN SHUNDE METRO MALL
LOCATED AT
SHUNDE DISTRICT, FOSHAN CITY,
GUANGDONG PROVINCE,
THE PEOPLE'S REPUBLIC OF CHINA

Client : **Dasin Retail Trust Management Pte. Ltd. (in its capacity as trustee-manager of Dasin Retail Trust)**

Ref. No. : **CON100266450RE-1**

Date : **11 November 2019**

Important

This report is for the use only of the party to whom it is addressed for the specific purpose to which it refers and no responsibility is accepted to any third party for use of or reliance on the whole or any part of its contents for any purpose.

Neither the whole nor any part of this report or any reference thereto may be included in any document, circular or statement without our prior written approval of the form and context in which it will appear.



The following is the text of a letter, summary of values and valuation details, prepared for the purpose of public disclosure reference by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent valuer, in connection with its valuation as at 31 August 2019 of the Property namely Dasin Shunde Metro Mall.

11 November 2019

The Board of Directors
Dasin Retail Trust Management Pte. Ltd.
(in its capacity as trustee-manager of Dasin Retail Trust)
8 Marina Boulevard #14-02
Marina Bay Financial Centre Tower 1
Singapore 018981

Dear Sirs,

In accordance with your instructions to value Dasin Shunde Metro Mall (hereinafter referred to as the "Property") in the People's Republic of China (the "PRC"), we confirm that we have carried out inspections, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the Market Value of the Property as at 31 August 2019 (the "Valuation Date") for public disclosure reference purpose of your company.

The Trustee-Manager ("the Trustee") planned to enter into a sale and purchase agreement (the "Sale and Purchase Agreement") with Mr. Zhang Zhencheng and Zhongshan Dasin Real Estate Co., Ltd. to acquire (via the acquisition of all the equity interests in Singapore Tan Xin Commercial Holdings Pte. Ltd. (the "Shunde Holdco", and the equity interests in the Shunde Holdco, the "Sale Share")) the Property and Foshan Dasin Commercial Management Co., Ltd. (佛山市大信商业管理有限公司) (the "Shunde PRC Property Company").

Our valuation is carried out on a Market Value basis. Market Value is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Due to the nature of the Property and the particular location in which it is situated, there are unlikely to be relevant market comparable sales readily available. The property interest has therefore been valued by Discounted Cash Flow ("DCF") Analysis and Income Capitalisation Method.

DCF Analysis involves discounting future cash flow of the property to its present value by using an appropriate discount rate with due allowance for the reversionary net income of the property, which is capitalized with an terminal capitalization rate. In the course of valuation, we assumed the property is available for lease. With regards to the existing market conditions, the incomes and expenses, stabilization period and rental growth for each component of the property are estimated



to reflect the property performance in the market.

The Income Capitalisation Method is based on the capitalisation of the fully leased, current passing rental income and potential reversionary income from the date of valuation at appropriate investment yield to arrive at the capital value. The appropriate adjustments / deductions for rent free period and ongoing vacancy voids / marketing periods for the vacant space have been allowed.

Unless otherwise stated, our valuation has been made on the assumption that the seller sells the Property in the market without the benefit of a deferred term contract, leaseback, joint venture or any similar arrangement, which could serve to affect the value of the Property.

No allowance has been made in our report for any charge, mortgage or amount owing on the Property valued nor for any expense or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the Property is free from encumbrances, restrictions and outgoing of an onerous nature, which could affect its value.

In valuing the Property, we have complied with all requirements contained in the RICS Valuation – Global Standards 2017 published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors; and the International Valuation Standards published by the International Valuation Standards Council.

We have relied on the information given by the Trustee and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings and other relevant matters.

We have been shown copies of various title documents including Real Estate Title Certificate and other official plans relating to the Property and have made relevant enquiries. Where possible, we have examined the original documents to verify the existing title to the Property in the PRC and any material encumbrance that might be attached to the Property or any tenancy amendment.

Inspection of the Property was carried out on 27 October 2019.

We have not carried out detailed measurements to verify the correctness of the areas in respect of the Property but have assumed that the areas shown on the title documents and official site plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurement has been taken.

We have inspected the exterior and, where possible, the interior of the Property. However, we have not carried out investigations to determine the suitability of the ground conditions and services for any development thereon. Our valuation has been prepared on the assumption that these aspects are satisfactory. Moreover, no structural survey has been made, but, in the course of our inspection, we did not note any serious defect. We are not, however, able to report whether the Property is free of rot, infestation or any other structural defect. No test was carried out on any of the services.

Our valuation normally includes all plant and machinery that form part of the building services



installation. However, process plant, machinery and equipment which may have been installed wholly in connection with the occupiers' commercial processes, together with furniture and furnishings, tenants' fixtures and fittings, are excluded in our valuation.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Trustee. We have also sought confirmation from the Trustee that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive an informed view, and we have no reason to suspect that any material information has been withheld.

Unless otherwise stated, all monetary figures stated in this report are in Renminbi (RMB).

Our valuation is summarized below and the valuation details are attached.

Yours faithfully,
for and on behalf of
Jones Lang LaSalle Corporate Appraisal and Advisory Limited

Yiu Tsang Wing
MRICS MHKIS RPS (GP)
Senior Director

Note: Yiu Tsang Wing is a Chartered Surveyor who has 25 years' experience in the valuation of properties in Hong Kong and the PRC as well as relevant experience in the Asia-Pacific region.



VALUATION DETAILS

- Property Address** : Dasin Shunde Metro Mall
located at No. 1 Caihong Road,
Shunde District,
Foshan City, Guangdong Province,
the People's Republic of China
- Registered Owner** : Foshan Dasin Commercial Management Co., Ltd. (佛山市大信商业管理有限公司)
- Site Area** : Approximately 40,834.67 sq. m.
- Land Use** : Commercial
- Land Use Right Expiry** : Expiring on 28 May 2038
- Gross Floor Area** : Approximately 177,276.28 sq.m. according to the Real Estate Title Certificate
- Net Lettable Area** : Approximately 66,678.21 sq.m. as advised by the Trustee
- Occupancy Rate** : As at the Valuation Date, the occupancy rate of the Property was approximately 99.3%, computed based on all current leases in respect of Property as at 31 August 2019, on the basis of the Net Lettable Area.
- Legal Descriptions** : According to the Real Estate Title Certificate - Yue (2019) Shun De Qu Bu Dong Chan Quan No. 0040611, the Property is held by Foshan Dasin Commercial Management Co., Ltd. (佛山市大信商业管理有限公司) and has an apportioned site area of about 40,834.67 sq.m. with a total Gross Floor Area ("GFA") of approximately 177,276.28 sq.m.
- Location** : The Property is located at Shunde District which is at the southeast of Foshan City. Specifically, the Property is situated to the southwest of Jingui Road and the southeast of Caihong Road.
- It is about 9.1 km away from the Nantou Station (about 20-minutes' driving distance) and about 1.2 km away from the G105 Expressway.



Brief Description : The Property comprises a 6-storey (plus 3 levels of basement) shopping mall completed in 2018.

As stated on the Foshan City Shunde District Real Estate Survey Report (中山市顺德区不动产测量报告) of the Property, the use of property and breakdown of Gross Floor Area (“GFA”) are shown as follows:

Level	GFA (sq.m.)	Use
Basement Level 3	11,568.89	Car park
Basement Level 2	34,509.77	Car park
Basement Level 1	32,987.93	Car park, Retail
Level 1	21,754.85	Retail
Level 2	20,208.48	Retail
Level 3	19,851.25	Retail
Level 4	17,581.11	Retail
Level 5	15,860.47	Retail
Level 6	2,953.53	Ancillary
Total	177,276.28	

Tenancy Details : As at the Valuation Date, the Property was leased to various parties for various terms with the latest expiry date on 31 July 2033.

Encumbrance : Pursuant to 2 Maximum Amount Mortgage Guarantee Contracts – 最高额抵押担保合同 Nos. ST113061201700005 and SD113061201900026 entered into between Dasin Commercial Management Co., Ltd. (佛山市大信商业管理有限公司) and Guangdong Shunde Rural Commercial Bank Company Limited (广东顺德农村商业银行股份有限公司) dated 20 October 2017 and 12 April 2019, the Property is subject to mortgages in favour of Guangdong Shunde Rural Commercial Bank Company Limited as security to guarantee the obligation for a total amount of RMB1,050,000,000 for two periods starting from 20 October 2017 to 31 December 2029 and 16 January 2019 to 31 December 2034.



- Basis of Valuation** : Market Value of the Property in its existing state as at the Valuation Date
- Valuation Approach** : Discounted Cash Flow Analysis & Income Capitalisation Method
- Valuation Date** : 31 August 2019
- Market Value** : RMB2,525,000,000
- Valuation Assumptions** : In the valuation of the Property, we have made the following assumptions:
- a) Foshan Dasin Commercial Management Co., Ltd. (佛山市大信商业管理有限公司) legally holds the ownership rights of the Property and all title certificates mentioned above issued for the Property are in full force and effect;
 - b) The Property can be freely transferred, leased, mortgaged or otherwise disposed of by Foshan Dasin Commercial Management Co., Ltd. (佛山市大信商业管理有限公司) with no outstanding payable fees or monies; and
 - c) The Tenancy Agreements relating to the Property are legally binding, valid and enforceable.



LIMITING CONDITIONS

1. We are not able to report whether the property is free from rot, infestation or any other structural defects. No test was carried out on any of the utility services.
2. We have assumed that the conditions of the property as at the valuation date are consistent with the information provided to us. We take no responsibility for the accuracy of such information.
3. Jones Lang LaSalle Corporate Appraisal and Advisory Limited shall not be required to give testimony or attendance in court or to any government agency by reason of this valuation, with reference to the property described herein, unless prior arrangements have been made.
4. As instructed, this report has been compiled for the disclosure in circular of Dasin Retail Trust Management Pte. Ltd. (in its capacity as trustee-manager of Dasin Retail Trust) on the Main Board of the Singapore Exchange Securities Trading Limited and certain assumptions have been made which may not be confirmed upon external checking.
5. Our valuation is based upon various assumptions. Market conditions and assumptions where upon we based our valuation may vary from conditions and circumstances of real life transactions; therefore it is reasonable that the transacted price in the real life market may vary from our valuation. No responsibility is accepted from any party for any subsequent effects arising from the difference between our valuation and the transacted price of the property.
6. This report is for the use only of the party to whom it is addressed for the specific purpose to which it refers and no responsibility is accepted to any third party for use of or reliance on the whole or any part of its contents for any purpose.
7. Reliance on this valuation report is permitted only:
 - (i) by a party expressly identified by the report as being permitted to rely on it;
 - (ii) when the given party has received the report directly from JLL; and
 - (iii) for a purpose expressly identified by the report as being a permitted use of the report.



VALUER'S PROFESSIONAL DECLARATION

We, the following valuers, hereby certify, to the best of our knowledge and belief, that:

- Information in this report has been obtained from sources that are believed to be reliable. All facts which have a bearing on the value concluded have been considered by the valuers and no important facts have been intentionally disregarded.
- The reported analysis, opinions, and conclusions are subject to the assumptions and limiting conditions as stated in the report and based on our personal, unbiased professional analysis, opinions, and conclusions.
- We are external valuers, independent from the client and the owners of the subject property interest and property related interests, their subsidiaries and jointly controlled entities (collectively, the "Group") and their respective directors and controlling shareholder and that we do not have any direct or indirect material interests in the securities or assets of the Group, its connected persons, or any associate of the Group and we have no bias with respect to the parties involved.
- Our professional fee is not contingent upon the amount of the value assessed, the attainment of a stipulated result, the occurrence of a subsequent event, or the reporting of a predetermined value or direction in value that favours the cause of the client.
- The under mentioned persons provided professional assistance in the compilation of this report.

Yiu Tsang Wing

Senior Director

Cody Pun

Assistant Manager

Jimmy Gu

Director

Eva Ma

Senior Analyst

Queenie Lu

Manager

Samuel Feng

Analyst



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公司牌照號碼：C-030171

**VALUATION REPORT
CONSIDERING
THE MARKET VALUE
OF
DASIN TANBEI METRO MALL
LOCATED AT
DONGSHENG DISTRICT, ZHONGSHAN CITY,
GUANGDONG PROVINCE,
THE PEOPLE'S REPUBLIC OF CHINA**

Client : **Dasin Retail Trust Management Pte. Ltd. (in its capacity as trustee-manager of Dasin Retail Trust)**

Ref. No. : **CON100266450RE-2**

Date : **11 November 2019**

Important

This report is for the use only of the party to whom it is addressed for the specific purpose to which it refers and no responsibility is accepted to any third party for use of or reliance on the whole or any part of its contents for any purpose

Neither the whole nor any part of this report or any reference therein may be included in any document, circular or statement without our prior written approval of the form and context in which it will appear



The following is the text of a letter, summary of values and valuation details, prepared for the purpose of public disclosure reference by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent valuer, in connection with its valuation as at 31 August 2019 of the Property namely Dasin Tanbei Metro Mall.

11 November 2019

The Board of Directors
Dasin Retail Trust Management Pte. Ltd.
(in its capacity as trustee-manager of Dasin Retail Trust)
8 Marina Boulevard #14-02
Marina Bay Financial Centre Tower 1
Singapore 018981

Dear Sirs,

In accordance with your instructions to value Dasin Tanbei Metro Mall (hereinafter referred to as the "Property") in the People's Republic of China (the "PRC"), we confirm that we have carried out inspections, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the Market Value of the Property as at 31 August 2019 (the "Valuation Date") for public disclosure reference purpose of your company.

The Trustee-Manager ("the Trustee") planned to enter into a sale and purchase agreement (the "Sale and Purchase Agreement") with Mr. Zhang Zhencheng and Zhongshan Dasin Real Estate Co., Ltd. to acquire (via the acquisition of all the equity interests in Singapore Tan Xin Commercial Holdings Pte. Ltd. (the "Tanbei Holdco", and the equity interests in the Tanbei Holdco, the "Sale Share")) the Property and Zhongshan Yuanfeng Commercial Property Management Co., Ltd. (中山市远腾商用物业管理有限公司) (the "Tanbei PRC Property Company").

Our valuation is carried out on a Market Value basis. Market Value is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Due to the nature of the Property and the particular location in which it is situated, there are unlikely to be relevant market comparable sales readily available. The property interest has therefore been valued by Discounted Cash Flow ("DCF") Analysis and Income Capitalisation Method.

DCF Analysis involves discounting future cash flow of the property to its present value by using an appropriate discount rate with due allowance for the reversionary net income of the property, which is capitalized with an terminal capitalization rate. In the course of valuation, we assumed the property is available for lease. With regards to the existing market conditions, the incomes and expenses, stabilization period and rental growth for each component of the property are estimated to reflect the property performance in the market.

The Income Capitalisation Method is based on the capitalisation of the fully leased, current passing rental income and potential reversionary income from the date of valuation at appropriate investment yield to arrive at the capital value. The appropriate adjustments / deductions for rent free period and ongoing vacancy voids / marketing periods for the vacant space have been allowed.

Unless otherwise stated, our valuation has been made on the assumption that the seller sells the Property in the market without the benefit of a deferred term contract, leaseback, joint venture or any similar arrangement, which could serve to affect the value of the Property.

No allowance has been made in our report for any charge, mortgage or amount owing on the Property valued nor for any expense or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the Property is free from encumbrances, restrictions and outgoing of an onerous nature, which could affect its value.

In valuing the Property, we have complied with all requirements contained in the RICS Valuation – Global Standards 2017 published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors; and the International Valuation Standards published by the International Valuation Standards Council.

We have relied on the information given by the Trustee and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings and other relevant matters.

We have been shown copies of various title documents including Real Estate Title Certificate and other official plans relating to the Property and have made relevant enquiries. Where possible, we have examined the original documents to verify the existing title to the Property in the PRC and any material encumbrance that might be attached to the Property or any tenancy amendment.

Inspection of the Property was carried out on 6 November 2019.

We have not carried out detailed measurements to verify the correctness of the areas in respect of the Property but have assumed that the areas shown on the title documents and official site plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurement has been taken.

We have inspected the exterior and, where possible, the interior of the Property. However, we have not carried out investigations to determine the suitability of the ground conditions and services for any development thereon. Our valuation has been prepared on the assumption that these aspects are satisfactory. Moreover, no structural survey has been made, but, in the course of our inspection, we did not note any serious defect. We are not, however, able to report whether the Property is free of rot, infestation or any other structural defect. No test was carried out on any of the services.

Our valuation normally includes all plant and machinery that form part of the building services installation. However, process plant, machinery and equipment which may have been installed wholly in connection with the occupiers' commercial processes, together with furniture and furnishings,

tenants' fixtures and fittings, are excluded in our valuation.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Trustee. We have also sought confirmation from the Trustee that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive an informed view, and we have no reason to suspect that any material information has been withheld.

Unless otherwise stated, all monetary figures stated in this report are in Renminbi (RMB).

Our valuation is summarized below and the valuation details are attached.

Yours faithfully,
for and on behalf of
Jones Lang LaSalle Corporate Appraisal and Advisory Limited



Yiu Tsang Wing
MRICS MHKIS RPS (GP)
Senior Director

Note: Yiu Tsang Wing is a Chartered Surveyor who has 25 years' experience in the valuation of properties in Hong Kong and the PRC as well as relevant experience in the Asia-Pacific region.

VALUATION DETAILS

Property Address	:	Dasin Tanbei Metro Mall located at No. 153 Tanbei West 2nd Road, Dongsheng Town, Zhongshan City, Guangdong Province, the People's Republic of China
Registered Owner	:	Zhongshan Yuanteng Commercial Property Management Co., Ltd. (中山市远腾商用物业管理有限公司)
Site Area	:	Approximately 4,507.81 sq. m.
Land Use	:	Residential/Commercial
Land Use Rights Expiry	:	Expiring on 23 September 2068
Gross Floor Area	:	Approximately 13,639.64 sq.m. according to the Real Estate Title Certificates
Net Lettable Area*	:	Approximately 9,182.26 sq.m. as advised by the Trustee (*The NLA comprises 8,951.87 sq.m which is either subject to existing leases or currently available for leasing to third parties, and 230.39 sq.m. on Level 4 which is currently occupied by the owner and therefore not subject to any leases.)
Occupancy Rate*	:	As at the Valuation Date, the occupancy rate of the Property was approximately 89.9%, computed based on all current leases in respect of Property as at 31 August 2019, on the basis of the Net Lettable Area.
Legal Descriptions	:	According to 4 Real Estate Title Certificates - Yue (2018) Zhongshan Shi Bu Dong Chan Quan Nos. 0041380, 0044388, 0046853 and 0046853, the Property is held by Zhongshan Yuanteng Commercial Management Co., Ltd. (中山市远腾商用物业管理有限公司) and has an apportioned site area of about 4,507.81 sq.m. with a total Gross Floor Area ("GFA") of approximately 13,639.64 sq.m.
Location	:	The Property is located at Dongsheng Town which is at the northwest of Zhongshan City. Specifically, the Property is situated to the southwest of Tanbei West 2nd Road and the northwest of Shawei First

Street.

It is about 6.8 km away from the Zhongshan North Station (about 15-minutes' driving distance) and about 2.6 km away from the Rongxing Central Bridge which connects to G94 Expressway.

Brief Description : The Property comprises a 4-storey shopping mall completed in 2018.

As stated on the 4 Real Estate Title Certificates of the Property, the use of property and breakdown of Gross Floor Area ("GFA") are shown as follows:

Level	GFA (sq.m.)	Use
Level 1	3,092.40	Retail
Level 2	5,146.16	Retail
Level 3	5,170.69	Retail
Level 4	230.39	Retail
Total	13,639.64	

Tenancy Details : As at the Valuation Date, the Property was leased to various parties for various terms with the latest expiry date on 30 November 2027.

Encumbrance : Pursuant to a joint Mortgage Agreement – “抵押协议” No. 广东 Y19180070-8 号 entered into between China Huarong Asset Management Co., Ltd. (中国华融资产管理股份有限公司广东省分公司), Zhongshan Yuanteng Commercial Management Co., Ltd. (中山市远腾商用物业管理有限公司) and other joint mortgagors (mortgage registration dated 26 & 28 February and 1 & 6 March 2018), the Property is subject to a mortgage in favour of China Huarong Asset Management Co., Ltd. as security to guarantee the obligation for a total amount of RMB440,100,000 for a period starting from 19 July 2018 to 20 July 2020.

Basis of Valuation : Market Value of the Property in its existing state as at the Valuation Date

Valuation Approach : Discounted Cash Flow Analysis & Income Capitalisation Method

Valuation Date : 31 August 2019

Market Value : RMB75,600,000

Valuation Assumptions

- : In the valuation of the Property, we have made the following assumptions:
- a) Zhongshan Yuanteng Commercial Management Co., Ltd. (中山市远腾商用物业管理有限公司) legally holds the ownership rights of the Property and all title certificates mentioned above issued for the Property are in full force and effect;
 - b) The Property can be freely transferred, leased, mortgaged or otherwise disposed of by Zhongshan Yuanteng Commercial Management Co., Ltd. (中山市远腾商用物业管理有限公司) with no outstanding payable fees or monies; and
 - c) The Tenancy Agreements relating to the Property are legally binding, valid and enforceable.
 - d) As instructed by the Trustee, we have valued the property interests assuming the land use rights term expiring on 23 September 2038.

LIMITING CONDITIONS

1. We are not able to report whether the property is free from rot, infestation or any other structural defects. No test was carried out on any of the utility services.
2. We have assumed that the conditions of the property as at the valuation date are consistent with the information provided to us. We take no responsibility for the accuracy of such information.
3. Jones Lang LaSalle Corporate Appraisal and Advisory Limited shall not be required to give testimony or attendance in court or to any government agency by reason of this valuation, with reference to the property described herein, unless prior arrangements have been made.
4. As instructed, this report has been compiled for the disclosure in circular of Dasin Retail Trust Management Pte. Ltd. (in its capacity as trustee-manager of Dasin Retail Trust) on the Main Board of the Singapore Exchange Securities Trading Limited and certain assumptions have been made which may not be confirmed upon external checking.
5. Our valuation is based upon various assumptions. Market conditions and assumptions where upon we based our valuation may vary from conditions and circumstances of real life transactions; therefore it is reasonable that the transacted price in the real life market may vary from our valuation. No responsibility is accepted from any party for any subsequent effects arising from the difference between our valuation and the transacted price of the property.
6. This report is for the use only of the party to whom it is addressed for the specific purpose to which it refers and no responsibility is accepted to any third party for use of or reliance on the whole or any part of its contents for any purpose.
7. Reliance on this valuation report is permitted only:
 - (i) by a party expressly identified by the report as being permitted to rely on it;
 - (ii) when the given party has received the report directly from JLL; and
 - (iii) for a purpose expressly identified by the report as being a permitted use of the report.

VALUER'S PROFESSIONAL DECLARATION

We, the following valuers, hereby certify, to the best of our knowledge and belief, that:

- Information in this report has been obtained from sources that are believed to be reliable. All facts which have a bearing on the value concluded have been considered by the valuers and no important facts have been intentionally disregarded.
- The reported analysis, opinions, and conclusions are subject to the assumptions and limiting conditions as stated in the report and based on our personal, unbiased professional analysis, opinions, and conclusions.
- We are external valuers, independent from the client and the owners of the subject property interest and property related interests, their subsidiaries and jointly controlled entities (collectively, the "Group") and their respective directors and controlling shareholder and that we do not have any direct or indirect material interests in the securities or assets of the Group, its connected persons, or any associate of the Group and we have no bias with respect to the parties involved.
- Our professional fee is not contingent upon the amount of the value assessed, the attainment of a stipulated result, the occurrence of a subsequent event, or the reporting of a predetermined value or direction in value that favours the cause of the client.
- The under mentioned persons provided professional assistance in the compilation of this report.

Yiu Tsang Wing

Senior Director

Jimmy Gu

Director

Queenie Lu

Manager

Cody Pun

Assistant Manager

Eva Ma

Senior Analyst

Samuel Feng

Analyst

APPENDIX D

EXISTING INTERESTED PERSON TRANSACTIONS

1. Existing Interested Person Transactions

The table below sets out details of all Existing Interested Person Transactions (save for the Tanbei Dasin Food Services Lease Agreement, the Tanbei Dasin Xin He Lease Agreement, the Property Management Agreements and the Commercial Management Agreements) entered into between Dasin Retail Trust and the Vendor, the Sponsor, Aqua Wealth and their associates during the course of the current financial year ending 31 December 2019 up to the Latest Practicable Date, which are the subject of aggregation pursuant to Rule 906 of the Listing Manual.

No.	Interested Person	Nature of Transaction	Value of Transaction (\$'000)
1.	Zhongshan Dasin Metro-Mall Merchant Investment Co., Ltd. (中山市大信新都汇商业投资有限公司) (" Dasin Merchant Investment ")	Renewal of leases of (i) certain retail units on the fourth floor of Dasin E-Colour, (ii) the entire seventh floor of Dasin E-Colour and (iii) certain retail units on the eighth and ninth floors of Dasin E-Colour	2,400
2.	Zhongshan Xiaolan Dasin Food Services Co., Ltd. (中山市小榄大信餐饮服务服务有限公司) (" Xiaolan Dasin Food ")	To amend the NLA and rental structure in respect of an existing lease of a retail unit on the fifth floor of Xiaolan Metro Mall	4,823
3.	Zhang Kunming	To amend the rental rate in respect of a lease of office premises to be in line with the change in value-added tax rate	113
4.	Zhuhai Doumen Xinxuan Food Services Co., Ltd. (珠海市斗门信轩餐饮服务服务有限公司) (" Doumen Xinxuan ")	The lease of retail space of approximately 4,064.0 sq m in the Doumen Property	3,943
5.	Zhongshan Commercial Property Management Co., Ltd., Zhuhai Branch (中山市大信商用物业管理有限公司珠海分公司) (" Doumen Commercial Manager ") Zhongshan Jixin Property Management Co., Ltd, Zhuhai Branch (中山市基信物业管理有限公司珠海分公司) (" Doumen Property Manager ")	The provision of property management services and commercial management services in respect of the Doumen Property	9,110
Total			20,389

The Existing Interested Person Transactions set out above have been subject to the internal control procedures established by the Trustee-Manager to ensure such transactions are undertaken on normal commercial terms and are not prejudicial to the interest of Dasin Retail Trust and its minority Unitholders. These procedures include the review and approval of such transactions by the Audit and Risk Committee, as appropriate.

2. Details of the Existing Interested Person Transactions

- (a) Zhongshan Yicai Dasin Xinduhui Commercial Management Co., Ltd. (中山市溢彩大信新都汇商业管理有限公司), the rental management company of the Dasin E-Colour Property, had entered into three lease agreements with Dasin Merchant Investment to renew its leases in respect of certain retail units on the fourth, eighth and ninth floors, as well as the entire seventh floor, of the Dasin E-Colour Property for a term of 3 years commencing 2 March 2019.
- (b) Zhongshan Xiaolan Dasin Xinduhui Commercial Management Co., Ltd. (中山市小榄大信新都汇商业管理有限公司), the rental management company of the Xiaolan Property, had entered into a supplemental lease agreement with Xiaolan Dasin Food to amend the NLA and rental structure in respect of an existing lease of a retail unit on the fifth floor of the Xiaolan Property, with effect from 17 March 2019.
- (c) Zhongshan Shiqi Dasin Xinduhui Commercial Management Co., Ltd. (中山市石岐大信新都汇商业管理有限公司), the rental management company of the Shiqi Property, had entered into a supplemental lease agreement with Zhang Kunming to amend the rental rate in respect of a lease of office premises to be in line with the change in value-added tax rate, with effect from 1 April 2019.
- (d) Zhuhai Doumen Dasin Metro-Mall Commercial Management Co., Ltd. (珠海市斗门大信新都汇商业管理有限公司), the rental management company of the Doumen Property, had on 16 August 2019 entered into a lease agreement with Doumen Xinxuan for the lease of retail space of approximately 4,064.0 sq m, of the Doumen Property for a term of 12 years commencing 16 August 2018.
- (e) Zhuhai Doumen Dasin Metro-Mall Commercial Management Co., Ltd. (珠海市斗门大信新都汇商业管理有限公司), the rental management company of the Doumen Property, had on 28 June 2019 entered into a property management agreement with the Doumen Property Manager to appoint the Doumen Property Manager to provide property management services in respect of the Doumen Property. Zhuhai Doumen Dasin Metro-Mall Commercial Management Co., Ltd. (珠海市斗门大信新都汇商业管理有限公司), the rental management company of the Doumen Property, had on 28 June 2019 entered into a commercial management agreement with the Doumen Commercial Manager to provide marketing services in respect of the Doumen Property.

APPENDIX E

INDEPENDENT MARKET CONSULTANT'S REPORT



Industry Report on the Shopping Malls in Zhongshan and Foshan

November 2019

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CIC introduction, methodologies, and assumptions

China Insights Consultancy was commissioned to conduct an analysis of, and to report on the shopping mall industry in the Greater Bay Area, Zhongshan and Foshan. The commissioned report has been prepared by China Insights Consultancy independent of the influence of the Company and other interested parties.

China Insights Consultancy's services include industry consulting, commercial due diligence, strategic consulting, etc. Its consulting team has been tracking the latest market trends in retail, real estate, industrial, energy, chemicals, healthcare, education, consumer goods, transportation, agriculture, e-business, finance, etc., and has the most relevant and insightful market intelligence in these industries.

China Insights Consultancy conducted both primary and secondary research using a variety of resources. Primary research involved interviewing key industry experts and leading industry participants. Secondary research involved analyzing historical data from various publicly available data sources, such as the National Bureau of Statistics, Foshan Bureau of Statistics, and Zhongshan Bureau of Statistics.

The market projections in the commissioned report are based on the following key assumptions: (i) the overall social, economic, and political environment in the research scope regions are expected to remain stable during the forecast period; (ii) related key industry drivers are likely to propel continued growth in the shopping mall industry (e.g., the growth of resident population, disposable income per capita, and urbanization rate), in China during the forecast period; and (iii) there is no extreme force majeure or unforeseen industry regulations in which the market may be affected in either a dramatic or fundamental way.

All statistics are reliable and based on information available as of the date of this report. Other sources of information, including from the government, or market participants, may have provided some of the information on which the analysis or its data is based.

All the information regarding the Company was sourced from the Company's management interviews. The information concerning the Company has not been independently verified by China Insights Consultancy.

Yours faithfully

For and on behalf of

China Insights Consultancy



Name: Xuchao Hou

Designation: Founding Partner

Terms and abbreviations

3D	3 Dimensions
5G	5th generation mobile networks or 5th generation wireless systems
BEA	Bureau of Economic Analysis of the United States
CAGR	Compound annual growth rate
CEPAs	Closer Economic Partnership Arrangement series
etc.	Et cetera
e.g.	Exempli gratia in Latin means for example
GDP	Gross Domestic Product
GMV	Gross Merchandise Volume
IPv6	Internet Protocol version 6
IMF	International Monetary Fund
LHS	Left Hand Side
m²	square metres
MOFCOM	Ministry of Commerce of the People's Republic of China
NBS	National Bureau of Statistics
NLA	Net Letable Area
PRC	People's Republic of China
Retail GFA	Retail Gross Floor Area (商業建築面積)
RHS	Right Hand Side
RMB	Renminbi, the lawful currency of China
sq.	square
U.S.	United States
USCB	United States Census Bureau
USD	US Dollar, the lawful currency of United States

Definition of city tiers in China

Tier 1 cities	Beijing (北京), Shanghai (上海), Guangzhou (廣州), Shenzhen (深圳)
Tier 2 cities	Chengdu (成都), Hangzhou (杭州), Chongqing (重慶), Wuhan (武漢), Suzhou (蘇州), Xi'an (西安), Tianjin (天津), Nanjing (南京), Zhengzhou (鄭州), Changsha (長沙), Shenyang (沈陽), Qingdao (青島), Ningbo (寧波), Dongguan (東莞), Wuxi (無錫), Kunming (昆明), Dalian (大連), Xiamen (廈門), Hefei (合肥), Foshan (佛山), Fuzhou (福州), Harbin (哈爾濱), Jinan (濟南), Wenzhou (溫州), Changchun (長春), Shijiazhuang (石家莊), Changzhou (常州), Quanzhou (泉州), Nanning (南寧), Guiyang (貴陽), Nanchang (南昌), Nantong (南通), Jinhua (金華), Xuzhou (徐州), Taiyuan (太原), Jiaxing (嘉興), Yantai (煙台), Huizhou (惠州), Baoding (保定), Taizhou (台州), Zhongshan (中山), Shaoxing (紹興), Urumqi (烏魯木齊), Weifang (濰坊), Lanzhou (蘭州)
Lower tier cities	All other cities except for tier 1 and tier 2 cities

1. Macroeconomic Environment and Shopping Mall Analysis in the Greater Bay Area



An overview of the Greater Bay Area

- The Greater Bay Area has gradually evolved from a preliminary concept more than ten years ago into a promising national strategic region, which was conceptualized to foster China's economic growth by developing technology and innovation, improving infrastructure and increasing inter-city financial communications

- **Definition:** The Guangdong-Hong Kong-Macao Greater Bay Area (the Greater Bay Area) comprises of the two Special Administrative Regions, Hong Kong and Macao, and the nine municipalities of Guangzhou, Shenzhen, Zhuhai, Foshan, Huizhou, Dongguan, Zhongshan, Jiangmen and Zhaoqing in Guangdong Province.

Historical development of the Greater Bay Area

- **2007**
The development concept of deepened cooperation between Hong Kong and Shenzhen was first proposed by scholars.
- **2008**
In the "Outline of Reform and Development Plan in the Pearl River Delta Region", a key action plan in the development of bay area was proposed.
- **2009**
In the "Planning Study on the Coordinated Development of the Greater Pearl River Delta Townships", the bay area was included in a spatial coordination plan.
- **2010**
In the "Framework Agreement on the Cooperation between Macao and Hong Kong", an action plan for the construction of a livable bay area around the Pearl River Delta was proposed.
- **2014**
In the "Report on the work of Shenzhen Government", the bay area economy was put forward for the first time.
- **2015**
"Vision and Actions on Jointly Building Silk Road Economic Belt and 21st-Century Maritime Silk Road" quoted Guangdong-Hong Kong-Macao Greater Bay Area at the country level.
- **2016**
"China's 13th Five-year Plan" clarified the development objectives of the Greater Bay Area: to develop the region into a first-class bay area and world-class city cluster
- **2017**
 - The "Report on the Work of the Government" stated that the government would draw up a plan for the development of a city cluster in the Greater Bay Area.
 - The "Framework Agreement on Deepening Guangdong-Hong Kong-Macao Cooperation in the Development of the Greater Bay Area" was issued in July, 2017.
- **2019**
The newly issued "Development Plan for Guangdong-Hong Kong-Macao Greater Bay Area" aimed to fully leverage the composite advantages of Guangdong, Hong Kong and Macao into building a first-class bay area and world-class city cluster.

Comparison of the world leading bay area, 2018

	Guangdong-Hong Kong-Macao Greater Bay Area	Greater Tokyo Area	New York Metropolitan Area	San Francisco Bay Area
Area, Square kilometres	56,084.0	13,562.0	34,493.5	18,041.9
Population, Million	70.8	42.6	20.0	7.8
Population density, Person per sq. kilometre	1,262.4	3,143.1	574.0	432.3
GDP, USD billion	1,637.9	1,473.3	1,801.7	581.6
Per capita GDP, USD	23,128.7	34,563.0	90,085.9	74,270.3
Number of shopping malls per million people	10.3	12.0	14.6	29.9

Source: NBS, BEA, USCB, Statistics Japan, China Insights Consultancy 5

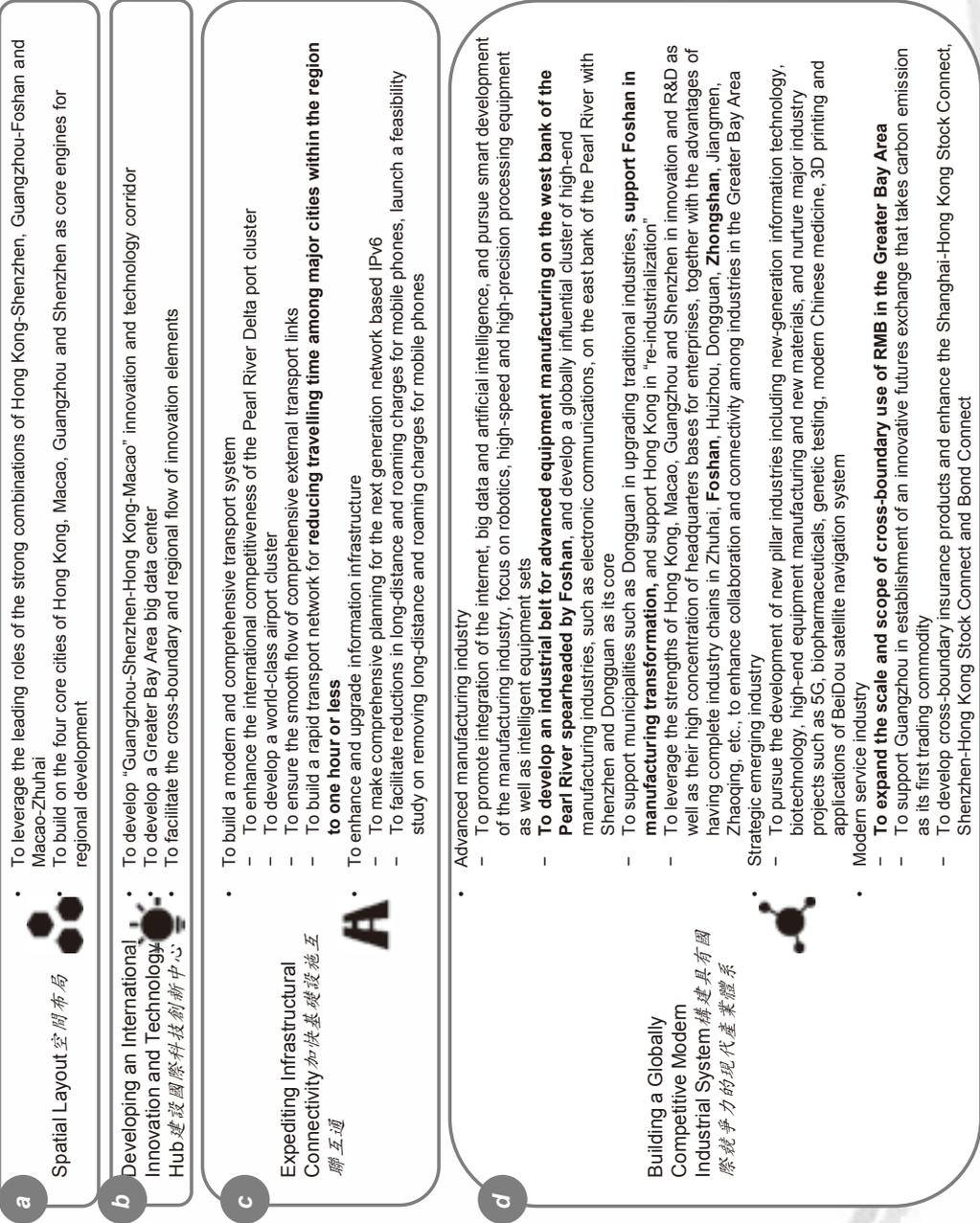
Implications of the Development Plan on the retail and shopping mall industry in the Greater Bay Area (1/2)

- The infrastructural connectivity and economic growth potential will continuously support the development of retail and shopping mall industry in the Greater Bay Area

Content of the Development Plan for Guangdong-Hong Kong-Macao Greater Bay Area

粵港澳大灣區發展規劃綱要

Implications on the retail and shopping mall industry



- Infrastructural connectivity is key to in-depth integration within the Greater Bay Area. Lots of infrastructure construction plans are conducted by the government to build an efficient and convenient modern integrated transportation system. The construction of a one-hour living circle among major cities in the Greater Bay Area will stimulate the mobility of population and hence generate great opportunities in commercial real estate.

- With the deepened division, specialization and optimization of industries within the region, the economy of the Greater Bay Area is expected to develop more efficiently. The living standards and purchasing power of residents in the Greater Bay Area will increase steadily as well, showing a vast growth potential for the retail industry. The exploration of cross-boundary finance business may offer more possibilities for retailing enterprises.

Implications of the Development Plan on the retail and shopping mall industry in the Greater Bay Area (2/2)

- The inflow and aggregation of population in the Greater Bay Area will generate more demand for commercial real estate resources

Content of the Development Plan for Guangdong-Hong Kong-Macao Greater Bay Area

粵港澳大灣區發展規劃綱要

Implications on the retail and shopping mall industry

e Taking Forward Ecological Conservation

推進生態文明建設

- To establish the ecological protection barriers, strengthen environmental protection and adopt an innovative, green and low-carbon development model
- To support **Zhongshan** to take forward innovation in biomedical technologies

f Developing a Quality Living Circle for Living, Working and Travelling

建設優質生活圈

- To support higher education institutions in jointly operating education institutions, and encourage the development of academic programs, laboratories and research centers
- To **implement a more open and effective policy for bringing in talents**, and expedite the development of a Guangdong-Hong Kong-Macao demonstration zone
- To support the promotion of Lingnan culture as represented by Cantonese opera, dragon boat racing, martial arts, lion dance, etc
- To support major new cultural projects such as the Hong Kong Palace Museum and the Xiqu Centre in the West Kowloon Cultural District
- To **support Hong Kong, Macao, Guangzhou and Foshan (Shunde) in promoting their characteristic culinary cultures, and jointly developing a global culinary capital**
- To **jointly take forward the development of sports and sports-related industries**
- To **optimize the "144-hour Facilitation Visa" policy in the Pearl River Delta region**
- To explore tourism and open up a Hong Kong-Shenzhen-Huizhou-Shanwei sea travel route
- To improve the system of regional public employment services, and expand the scope for employment and entrepreneurship for Hong Kong and Macao residents.
- To foster close cooperation in quality medical and healthcare resources, support medical and healthcare service providers from Hong Kong and Macao to set up healthcare facilities in the nine Pearl River Delta municipalities
- To allow Hong Kong and Macao residents who are working and living in Guangdong to enjoy the same treatment as that for Mainland residents in areas of livelihood

g Strengthening Cooperation and Jointly Participating in the Belt and Road Initiative

緊密合作 共同參與 "一帶一路" 建設

- To implement the agreements under the respective CEPAs with Hong Kong and Macao, consider further lifting or relaxing investor restrictions on Hong Kong and Macao such as qualification requirements, the percentage of shareholding, as well as market access, to provide one-stop services in Guangdong to Hong Kong and Macao investors

h Jointly Developing Guangdong-Hong Kong-Macao Cooperation Platforms

共建粵港澳合作發展平臺

- To accelerate the development of major platforms such as Qianhai of Shenzhen, Nansha of Guangzhou and Hengqin of Zhuhai

- As the increasing efficiency of immigration and customs clearance as well as the development of tourism in the Greater Bay Area, the flow of people will be enhanced. The agglomerative effect of population will be more obvious as the capabilities and quality of social administration and public services improve, leading to economies of scale and wider network effects. The allocation of commercial real estates resources in the Greater Bay Area will be greatly influenced by the aggregation of people.

An overview of the macroeconomic environment in the Greater Bay Area

- As a major economic engine, the Greater Bay Area contributed 11.9% of Greater China's GDP in 2018; with the continuous net resident population inflow and stable growth of GDP, the retail industry of the Greater Bay Area is expected to maintain its rapid growth, with a CAGR of 9.2% in terms of retail sales of consumer goods during the next five years

Absolute value
Growth rate

Comparison of socio-economic indicators, Greater China*, the Greater Bay Area, Guangdong, Hong Kong, Macao, 2018-2023E

	China	Greater China	Greater Bay Area	Guangdong	Hong Kong	Macao
Resident population Million, 2018	1,397.0	1,405.1	70.8	113.0	7.5	0.7
Overview of population						
CAGR of resident population %, 2018-2023E	0.3%	0.3%	1.2%	0.7%	0.7%	1.3%
Urbanization rate %, 2018	59.0%	59.2%	87.4%	70.5%	100.0%	100.0%
GDP RMB billion, 2018	88,563.5	91,289.9	10,831.2	9,727.8	2,371.3	355.1
Overview of economic development						
CAGR of GDP %, 2018-2023E	8.3%	8.2%	8.6%	9.2%	6.3%	6.5%
Per capita GDP RMB thousand, 2018	63.4	65.0	153.0	86.1	317.4	536.9
CAGR of per capita GDP %, 2018-2023E	7.9%	7.8%	7.3%	8.5%	5.6%	5.2%
Overview of consumption						
Per capita disposable income, urban households* RMB thousand, 2018	39.3	42.3	89.5	44.3	336.4	476.1
CAGR of per capita disposable income, urban households %, 2018-2023E	7.5%	7.4%	6.8%	7.9%	6.8%	5.9%
CAGR of retail sales value of consumer goods %, 2018-2023E	10.1%	10.0%	9.2%	9.7%	5.5%	5.9%

Key takeaways

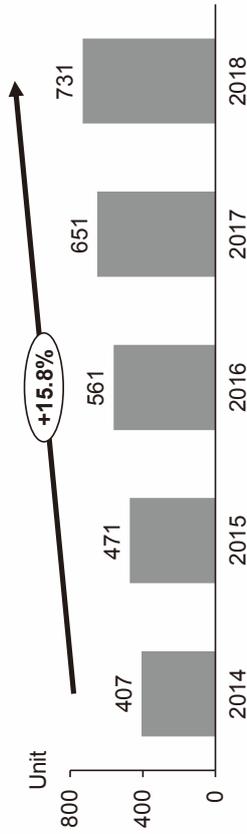
- Overview of population:** The resident population in the Greater Bay Area is expected to grow at a CAGR of 1.2% from 2018 to 2023, faster than that of Greater China, indicating a consistent net population inflow. Moreover, the Greater Bay Area showed higher urbanization level at 87.4% than the national average level of 59.2% in 2018.
- Overview of economic development:** The Greater Bay Area has witnessed strong economic growth, and its GDP is expected to continue to grow at a CAGR of 8.6% from 2018 to 2023, faster than that of Greater China. Furthermore, the per capita GDP of the Greater Bay Area reached RMB153.0 thousand in 2018 while that of Greater China was only RMB65.0 thousand.
- Overview of retail sales:** The per capita urban household disposable income of the Greater Bay Area was twice that of Greater China in 2018, which underlined the stronger purchasing power of residents in the Greater Bay Area. The retail sales value of consumer goods of the Greater Bay Area is expected to maintain a steady growth pattern in the next five years.

Note 1. China refers to Mainland China. 2. Greater China refers to Mainland China, Hong Kong and Macao. 3. Per capita disposable income of Macao refers to per capita gross national income.

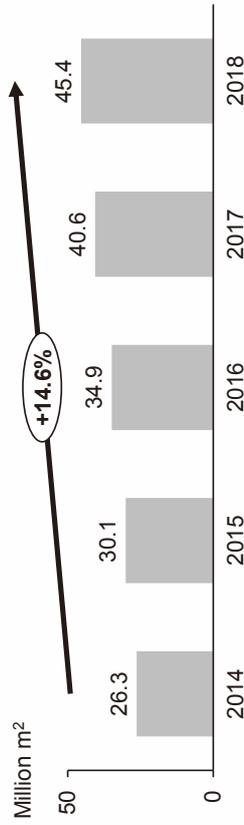
An overview of shopping malls in the Greater Bay Area

- The shopping mall market in the Greater Bay Area has experienced a two-digit growth in the past five years in terms of the total number, area and retail sales value of shopping malls

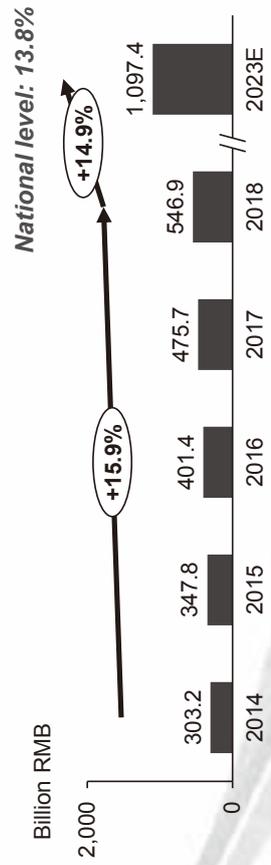
Year-end number of shopping malls in the Greater Bay Area, 2014-2018



Year-end gross retail area of shopping malls in the Greater Bay Area, 2014-2018



Transaction value of shopping malls in the Greater Bay Area, 2014-2023E

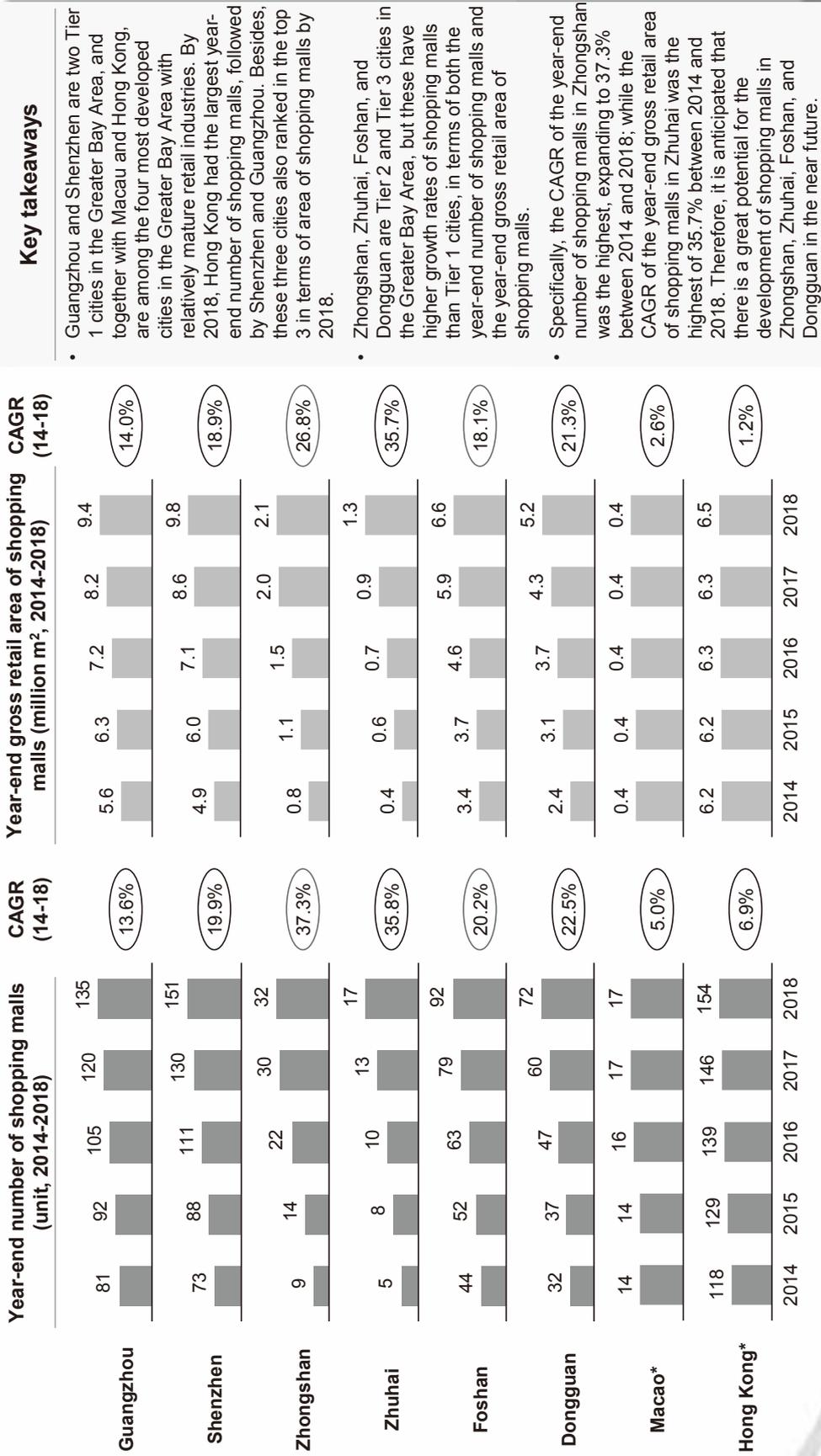


Key takeaways

- The shopping mall market in the Greater Bay Area has experienced moderate growth in the past five years in terms of the total number, area and retail sales value of shopping malls.
- The number of shopping malls in the Greater Bay Area increased from 407 in 2014 to 731 in 2018, with a CAGR of 15.8% between 2014 and 2018. Considering the number of shopping malls and commercial buildings under construction, the number of shopping malls in Greater Bay Area is expected to further increase in the near future.
- The year-end gross retail area of shopping malls in the Greater Bay Area has also increased from 26.3 million square metres in 2014 to 45.4 million square metres in 2018, representing a CAGR of 14.6% between 2014 and 2018.
- In terms of retail sales, the total value of the retail sales value of shopping malls in the Greater Bay Area reached RMB546.9 billion in 2018, representing a CAGR of 15.9% between 2014 and 2018. As new shopping malls are planned to be set up in the following years, the total transaction value of shopping malls in the Greater Bay Area is expected to continue to increase at a CAGR of 14.9% for the next five years, reaching RMB1,097.4 billion by 2023.

Comparison of shopping malls in several cities of the Greater Bay Area (1/2)

- Guangzhou, Shenzhen, Macao, and Hong Kong have well-developed retail facilities and are expected to welcome a continued growth in shopping malls to attract visitors and local residents; Zhongshan, Zhuhai, Foshan, and Dongguan experienced a rapid expansion in shopping malls and it is acknowledged that these cities have great potential in terms of the development of shopping malls

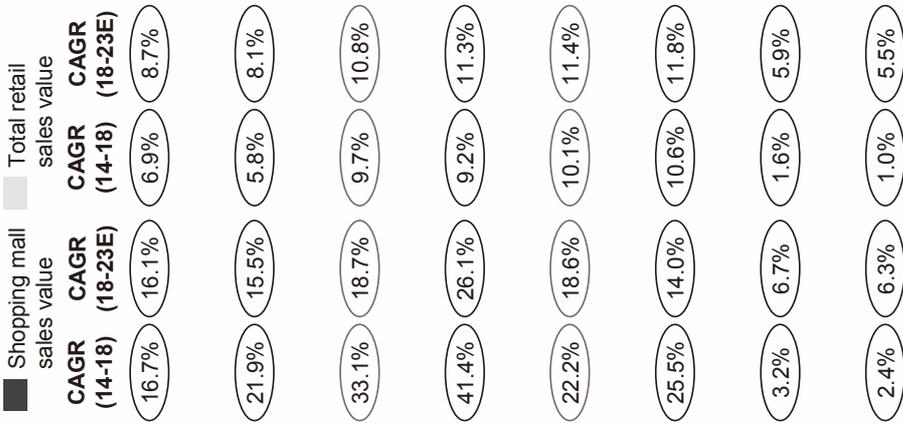
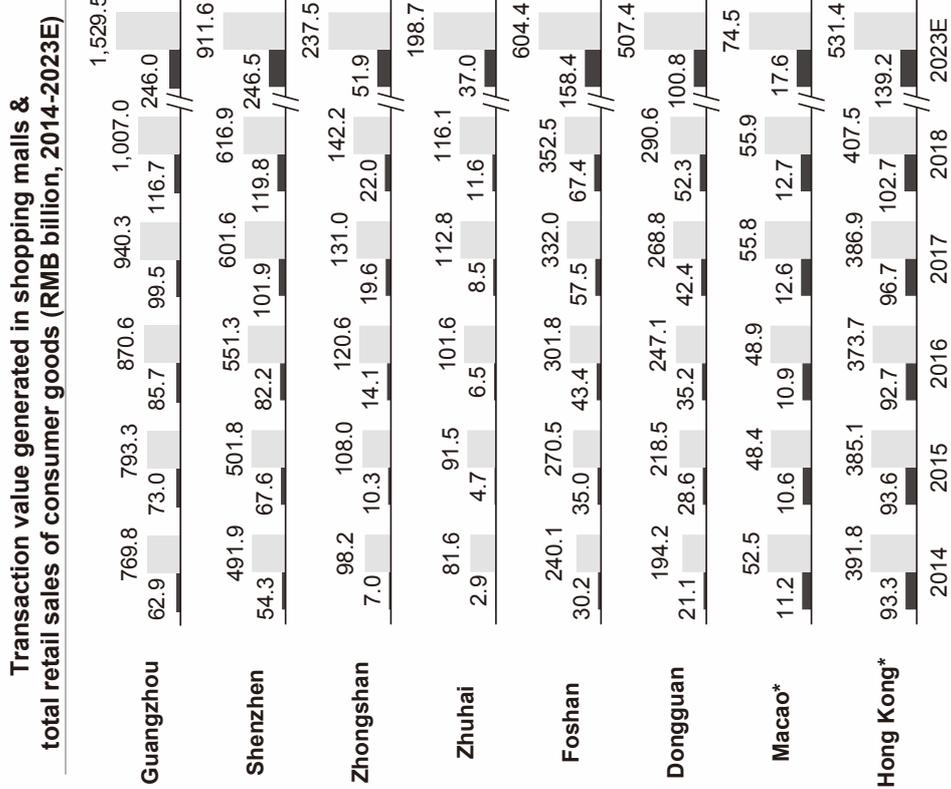


Key takeaways

- Guangzhou and Shenzhen are two Tier 1 cities in the Greater Bay Area, and together with Macao and Hong Kong, are among the four most developed cities in the Greater Bay Area with relatively mature retail industries. By 2018, Hong Kong had the largest year-end number of shopping malls, followed by Shenzhen and Guangzhou. Besides, these three cities also ranked in the top 3 in terms of area of shopping malls by 2018.
- Zhongshan, Zhuhai, Foshan, and Dongguan are Tier 2 and Tier 3 cities in the Greater Bay Area, but these have higher growth rates of shopping malls than Tier 1 cities, in terms of both the year-end number of shopping malls and the year-end gross retail area of shopping malls.
- Specifically, the CAGR of the year-end number of shopping malls in Zhongshan was the highest, expanding to 37.3% between 2014 and 2018; while the CAGR of the year-end gross retail area of shopping malls in Zhuhai was the highest of 35.7% between 2014 and 2018. Therefore, it is anticipated that there is a great potential for the development of shopping malls in Zhongshan, Zhuhai, Foshan, and Dongguan in the near future.

Comparison of shopping malls in several cities of the Greater Bay Area (2/2)

- Zhongshan, Zhuhai, Foshan, and Dongguan are expected to maintain fast growth in shopping mall retail sales value among cities in the Greater Bay Area for the next five years



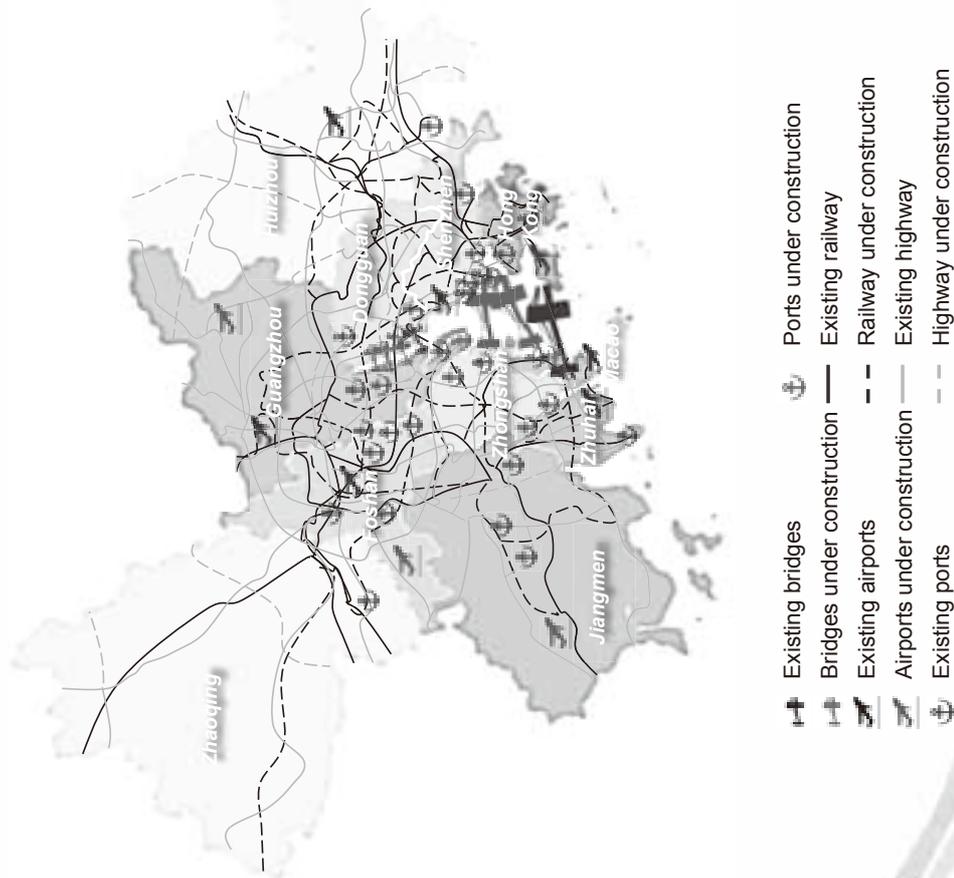
Key takeaways

- Zhongshan, Zhuhai, Foshan, and Dongguan, are the leading Tier 2 cities and Tier 3 cities in Guangdong Province, and are also the top cities with the fastest growth in shopping malls in terms of sales revenue in the Greater Bay Area. For example, Zhuhai experienced a growth in shopping mall sales value from RMB2.9 billion in 2014 to RMB11.6 billion in 2018, representing the highest CAGR of 41.4% among all cities in the Greater Bay Area. Promoted by the increasing purchasing power in terms of total retail sales value, the shopping mall retail sales value in these cities are also expected to maintain high growth.
- Besides, Macao and Hong Kong are expected to continue to attract various visitors, which contributes to the steady expansion of demand. Specifically, with a higher growth in the total retail sales value, the shopping mall retail sales value are expected to reach RMB17.6 billion and RMB139.2 billion in Macao and Hong Kong respectively in 2023.

Strategic positioning of several key cities in the Greater Bay Area

- With a strengthened integrated transport network in the Greater Bay Area in the near future, Zhongshan, Zhuhai and Foshan will play a more important role in advanced manufacturing, technological innovation and transportation, while Macao will act as tourism and leisure centre

Key infrastructure map of several cities in the Greater Bay Area



Cities	Positioning	Future infrastructure plan
Guangzhou	National Centre City & Integrated Gateway City 國家中心城市和綜合性門戶城市	<ul style="list-style-type: none"> Guangzhou Second International Airport 廣州第二機場 Nansha International Cruise Home Port 南沙國際郵輪母港綜合體
Shenzhen	Special Economic Zone, National Economic City, National Innovation City & International Modern City 經濟特區、全國性經濟中心城市、國家创新型城市、現代化國際化城市	<ul style="list-style-type: none"> Guangzhou–Dongguan–Shenzhen Intercity Railway 穗莞深城際軌道交通 Shenzhen–Maoming Railway 深茂鐵路 Shenzhen–Huizhou Intercity Railway 深惠城際軌道交通
Zhongshan	Regional Transportation Hub, Technology & Innovation Centre Of West Bank of the Pearl River 珠江西岸區域性綜合交通樞紐和區域科技創新研發中心	<ul style="list-style-type: none"> Shenzhen–Zhongshan Bridge 深中通道
Zhuhai	Bridgehead & Innovation Highland 粵港澳大灣區創新高地和橋頭堡	<ul style="list-style-type: none"> Shenzhen–Zhuhai Bridge 深珠通道
Foshan	National Manufacturing Innovation Centre 國家制造業創新中心	<ul style="list-style-type: none"> Pearl River Delta International Airport 珠三角新幹線機場 Guangzhou–Foshan–Jiangmen–Zhuhai Circular 廣佛江珠城際輕軌 Foshan–Dongguan Intercity Railways 佛莞城際軌道交通
Dongguan	International Manufacturing Centre 國際制造中心	<ul style="list-style-type: none"> Second Humen Bridge 虎門二橋 Dongguan–Huizhou Intercity Railway 莞惠城際軌道交通 Lotus Hill Cross-river Corridor 蓮花山過江通道 Nansha–Dongguan Cross River Corridor 南沙至東莞過江通道
Macao	World-class Tourism and Leisure Centre & Commerce and Trade Cooperation Service Platform between China and Lusophone Countries 世界級避休閒中心、中國與葡語國家商貿合作服務平臺	<ul style="list-style-type: none"> New Guangdong–Macao Channel (Qingmao Port) 粵澳新通道 (青茂口岸)

Source: China Insights Consultancy 12

2. Macroeconomic Analysis and Shopping Mall Analysis in Foshan



China Insights Consultancy
灼见咨询

Foshan plans to develop a global influential and competitive cluster of world-class high-end manufacturing industries, together with offshore trade cooperation services industry and recreation industry

Strategic positioning of Foshan in the Greater Bay Area

According to "Development Plan for Guangdong-Hong Kong-Macao Greater Bay Area" (粵港澳大灣區發展規劃綱要), Foshan is positioned to be:



An industrial belt for advanced equipment manufacturing on the west bank of the Pearl River 珠江西岸先進裝備製造產業帶



A global culinary capital 世界美食之都



Offshore trade cooperation with Hong Kong 與香港進行離岸貿易合作

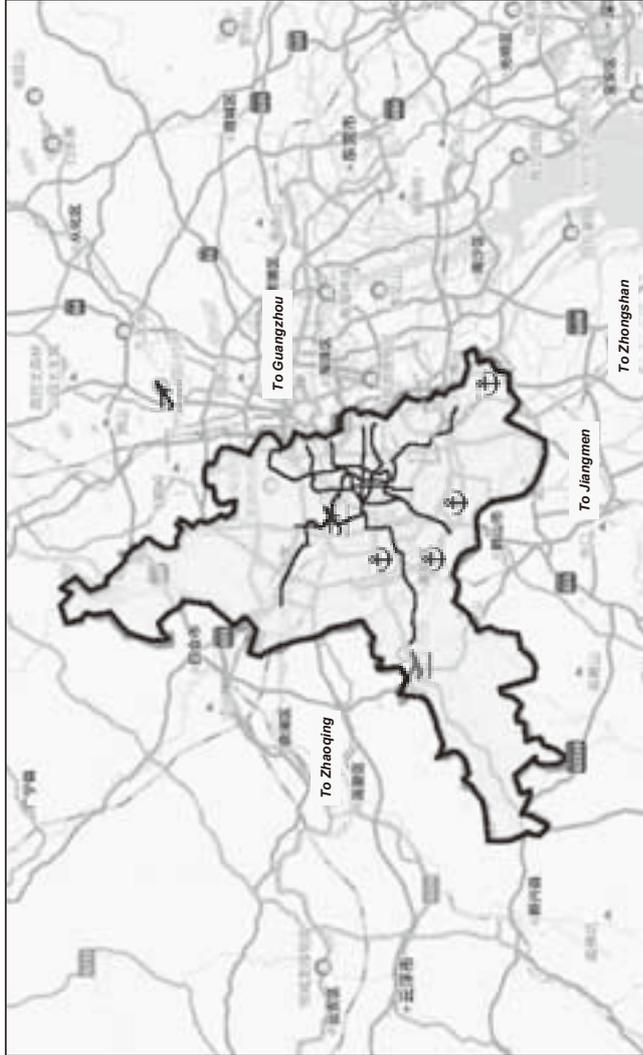
Key takeaways

The outstanding geographic location and a wide range of supporting infrastructure guarantee the economic strategic position of Foshan.

- **Geography:** Located at the hinterland of the Pearl River Delta in Guangdong Province, Foshan is on the south of Guangzhou, and north of Jiangmen and Zhongshan.
- **Transportation:** Foshan has a well-established transport system, with mature network of air, railway, highway, river and public transportation. Moreover, a new airport at Gaoming District of Foshan, as one of the key airports of Guangdong Province, is being planned. Its design annual passenger throughput is 50 million passenger trips.
- **Economic status:** Foshan is famous for manufacturing of machinery equipment, household appliances, ceramic building materials, metal processing and metal products, textiles and garments, and electronics.

Key infrastructure map of Foshan

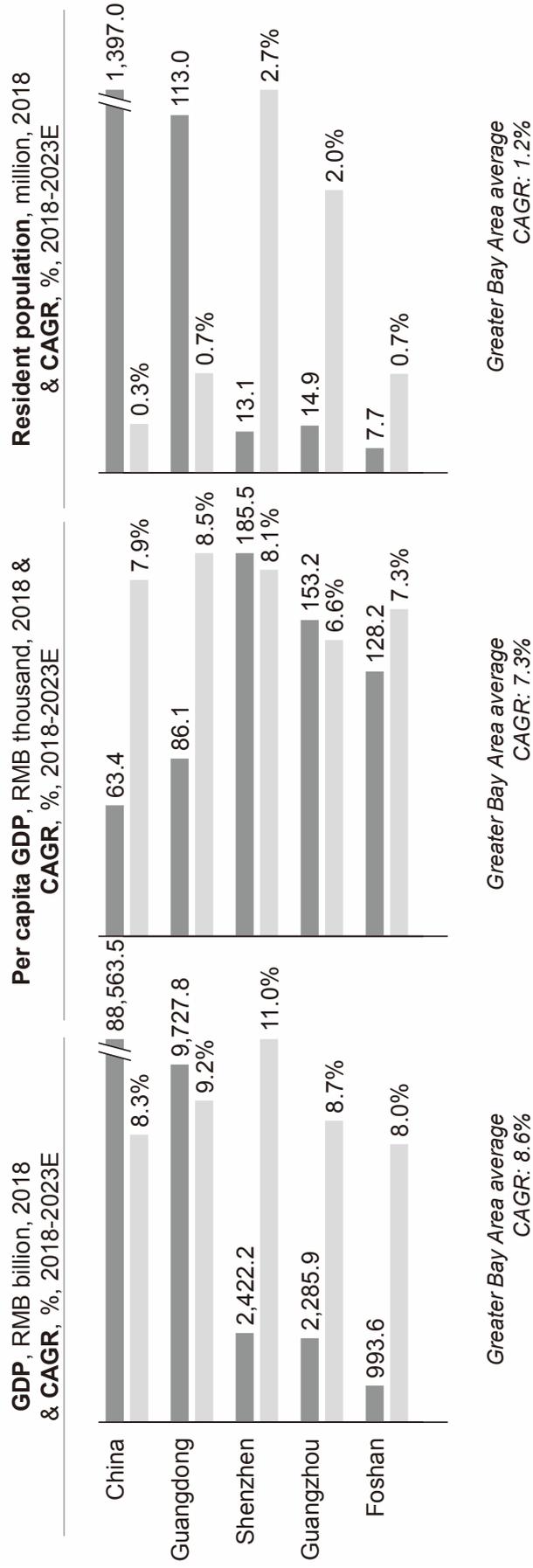
City area



- | | | | | | |
|--|---------------------------|--|-------------------------|--|------------------------------------|
| | Existing bridge | | Existing port | | Railway under construction or plan |
| | Bridge under construction | | Port under construction | | Existing expressway |
| | Existing airport | | Existing railway | | Subway under construction or plan |
| | Airport under plan | | | | |

Foshan is projected to demonstrate stable growth in the next five years in terms of GDP, per capita GDP and resident population

Comparison of socio-economic indicators, China*, Guangdong, Shenzhen, Guangzhou, Foshan, 2018-2023E



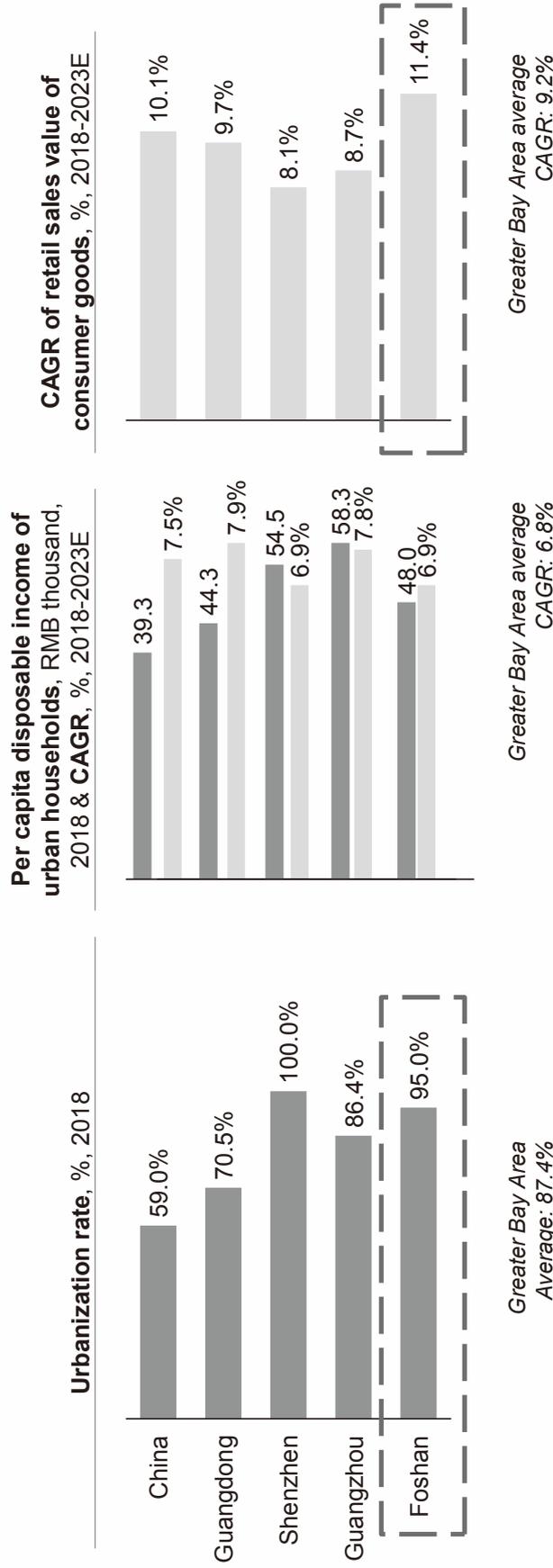
Key takeaways

- Foshan is projected to demonstrate stable growth in the next five years in terms of GDP and per capita GDP, indicating high economic growth potential in the immediate future.
- Foshan is expected to witness a continuous net resident population inflow in the next five years with a higher growth rate of the resident population than the national average. The consistent net resident population inflow in Foshan will stimulate greater consumption demand in the near future.

Note 1. China refers to Mainland China.

Foshan's growth in retail sales value is among the highest within the Greater Bay Area, providing excellent opportunities for the development of shopping malls

Comparison of socio-economic indicators, China*, Guangdong, Shenzhen, Guangzhou, Foshan, 2018-2023E



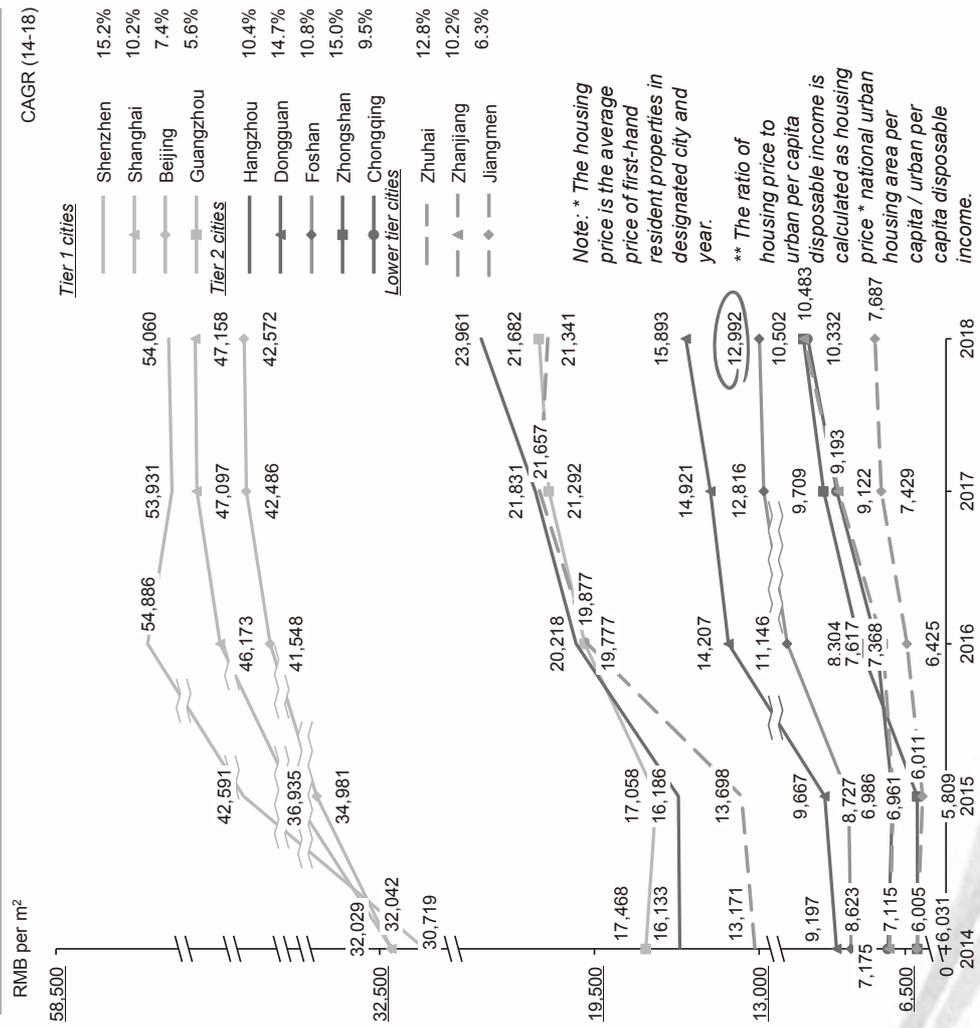
Key takeaways

- The urbanization rate of Foshan was much higher than that of Guangdong and China in 2018.
- The per capita urban household disposable income of Foshan was higher than the national and Guangdong average in 2018, which showed stronger purchasing power and better living standards of residents in Foshan.
- The retail sales value of consumer goods in Foshan is expected to experience faster growth than the national and Guangdong average from 2018 to 2023, indicating a more promising future for the retail and shopping mall industry in Foshan.

Note 1. China refers to Mainland China.

The relatively lower ratio of housing price to income in Foshan compared with benchmark cities nationwide are expected to drive the higher purchasing power of consumers

Inter-city comparison of housing prices*, 2014-2018

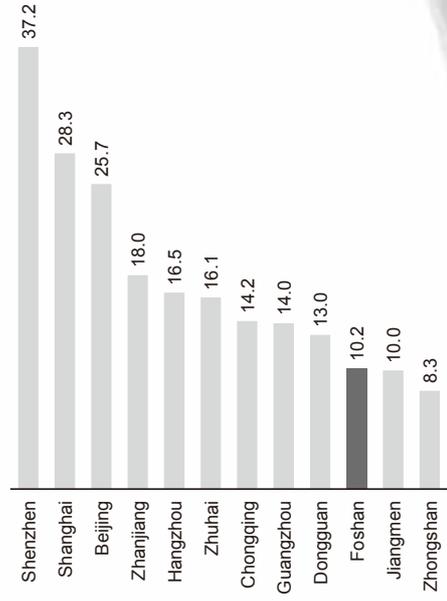


Note: * The housing price is the average price of first-hand resident properties in designated city and year.
 ** The ratio of housing price to urban per capita disposable income is calculated as housing price * national urban housing area per capita / urban per capita disposable income.

Key takeaways

- The ratio of housing price to annual disposable income per person for Foshan was 10.2 in 2018, much lower than Tier 1 cities in China, and are among the lowest in the Greater Bay Area.
- The lower housing price and lower ratio of housing price to urban per capita disposable income introduce higher consumption power in other consumer goods other than housing, and are expected to promote the retail industry and shopping mall industry.

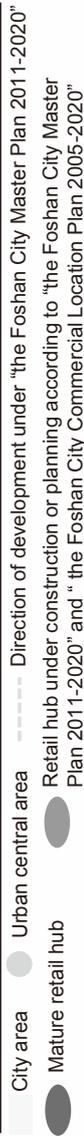
Inter-city comparison of the ratio** of housing price to urban per capita disposable income, 2018



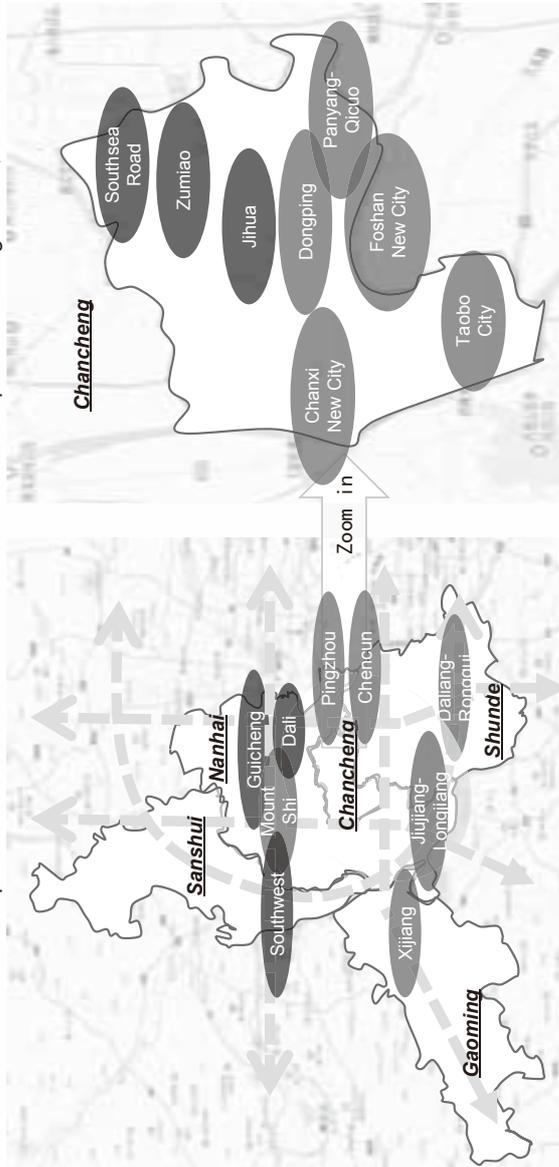
An overview of the retail industry and shopping malls in Foshan

- The year-end number and gross floor area of shopping malls in Foshan are expected to exceed 138 and 10.6 million square metres respectively in 2020, with the retail hubs expanding from the northwest Chancheng District to each district of the city

Core retail hubs in Foshan



Map of Foshan

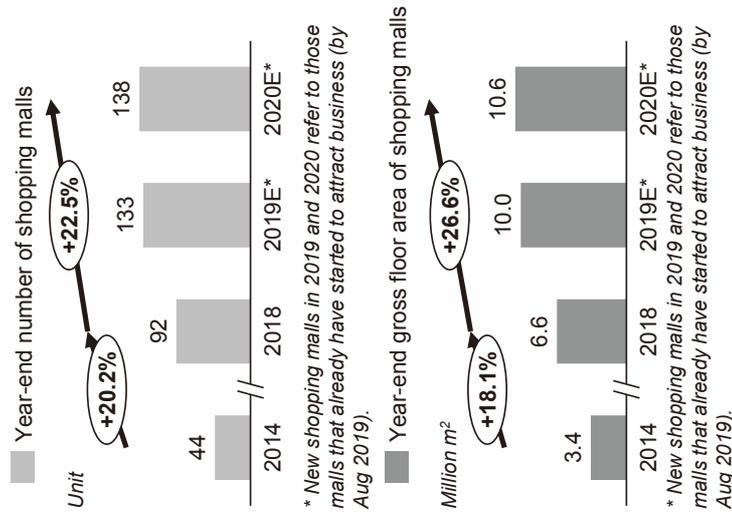


Map of Chancheng District, Foshan

Key takeaways

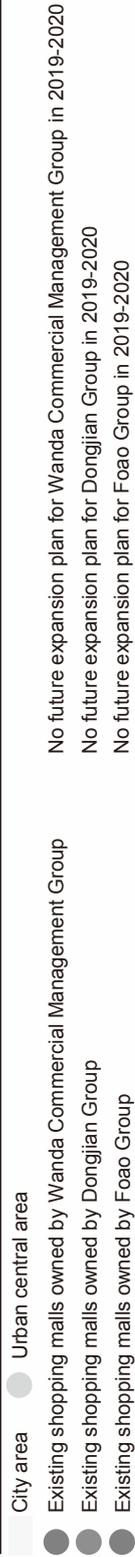
- According to "the Foshan City Master Plan 2011-2020" (《佛山市城市总体规划(2011-2020年)》), the government divides Chancheng District, Guicheng Street and Mount Shi in Nanhai District and Lecong in Shunde district into urban central area (中心城区). Therefore, the core retail hubs are clustered in the urban central area, such as Zumiao (祖庙商圈), Guicheng (桂城商圈), Jihua nan(季华商业带) and Dali (大沥商圈).
- According to "the Foshan City Master Plan 2011-2020", and "the Foshan City Commercial Location Plan 2005-2020" (《佛山市城市商业网点规划(2005-2020)》), Chancheng New City (禅西新城商圈) and Foshan New City (佛山新城商圈) in Chancheng District; Mount Shi (佛山/佛山西站商圈) in Nanhai District; Daliang-Ronggui (大良-容桂商圈) Chencun (陈村/三山新城商圈) in Shunde District; and Xijiang (西江商圈) in Gaoming District, etc., are under construction.
- The year-end number of shopping malls in Foshan has increased from 44 in 2014 to 92 in 2018, and is expected to grow to 138 in 2020. It is expected that the year-end number of shopping malls will continue to grow at a CAGR of 22.5% from 2018 to 2020, and increase to 138 in 2020. Consequently, the year-end gross floor area of shopping malls has experienced rapid growth from 3.4 million m² in 2014 to 6.6 million m² in 2018, and is expected to grow to 10.6 million m² in 2020, representing a CAGR of 26.6%.

Shopping malls in Foshan, 2014-2020E

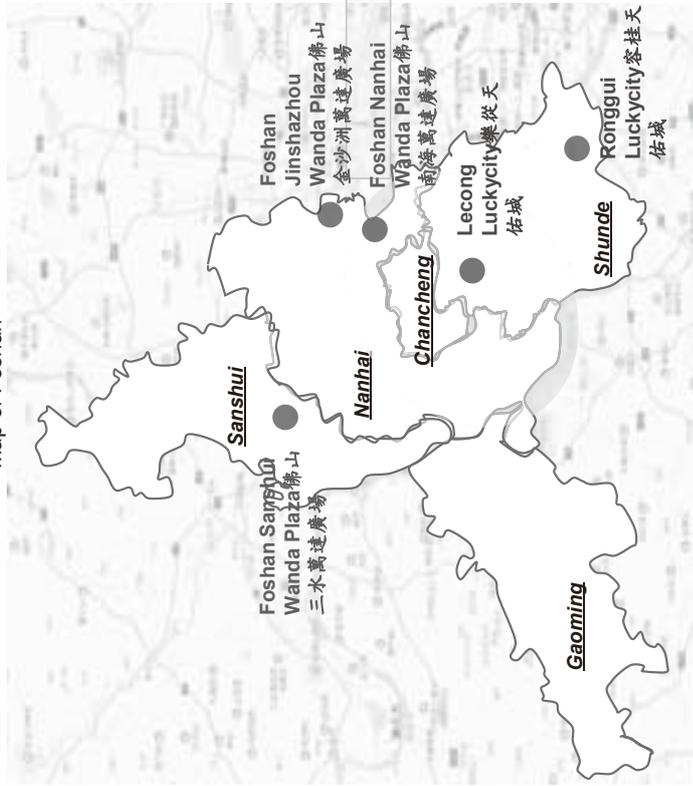


Geographical location of the shopping malls owned by the top 3 property developers in Foshan

Map of shopping malls owned by the top 3 property developers in Foshan, end of 2018



Map of Foshan



Map of Chancheng District, Foshan



Competitive landscape of shopping malls in Foshan

- Foshan's top 3 property developers accounted for around 14.5% of the total retail GFA of shopping malls by 2018

Top 3 property developers in terms of retail gross floor area in Foshan's shopping mall industry, the end of 2018

Ranking	Shopping mall	Opening year	Location	Occupancy rate, %	Monthly rent for ground floor, RMB per m ²	Daily footfall, Thousand people	Retail GFA (market share), Thousand m ²	Market position*
1	 Wanda Commercial Management Group	Foshan Nanhai Wanda Plaza佛山南海万达广场	Aug, 2014 • Nanhai District • 500 meters to Financial HI-Tech Zone Station (金融高新区站)	~100%	~300	~50	~177 (2.7%)	 Y: geographic advantages X: operational performance ○ Retail GFA X: operational performance
		Foshan Sanshui Wanda Plaza佛山三水万达广场	Nov, 2016 • Sanshui District • Subway under planning • Adjacent to the entrance of Guangsan highway	~100%	~330	~30	~130 (2.0%)	
		Foshan Jinshazhou Wanda Plaza佛山金沙洲万达广场	Jun, 2017 • Nanhai District • Intersection of Guangzhou and Foshan	~100%	~360	~55	~110 (1.7%)	
2	 Dongjian Group	Tour Mall 东方广场	Dec, 2003 • Chancheng District, the centre of Foshan • Intersection of Nanhai and Chancheng • Subway under planning	~90%	100-200	Weekday: ~230 ~60 Weekend: >100	~230 (3.5%)	 Y: geographic advantages X: operational performance ○ Retail GFA X: operational performance
		A11 Shopping Mall	May, 2014 • Chancheng District • Connected to the entrance of Zumiao (祖庙) subway station • Within 15 minutes' walking distance to Tour Mall	~90%	~250	~20	~40 (0.6%)	
		The Malls at Oriental Plaza 东方新天地	Apr, 2017 • Chancheng District • Included in Tour Mall	~95%	~200	20-30	~26 (0.4%)	
3	 Foao Group	Dongjian Century Square 东建世纪广场	Dec, 2000 • Jihua retail hub in Chancheng District, the financial centre	~90%	200-300	~10	~20 (0.3%)	 Y: geographic advantages X: operational performance ○ Retail GFA X: operational performance
		Lecong Luckycity 乐从天佑城	Oct, 2013 • Foshan New City in Shunde District • Subway under planning	~95%	~300	~60	~120 (1.8%)	
		Ronggui Luckycity 容桂天佑城	Dec, 2005 • Ronggui Street in Shunde District, the key industrial site	~91%	~150	~50	~100 (1.5%)	

Key takeaways

- Foshan's shopping mall industry is not highly concentrated, with the top 3 market participants accounting for 14.5% in terms of retail gross floor area as of 2018. The Foshan market still remains turbulent and competitive, and thus property developers have plenty of opportunities to win out.
- With 3 shopping malls in operation, Wanda Commercial Management Group ranked 1st in Foshan's shopping mall industry in terms of retail GFA as of 2018.
- With 4 shopping malls in operation, Dongjian Group ranked 2nd in Foshan's shopping mall industry in terms of retail GFA as of 2018. Tour Mall is the largest shopping mall in Foshan with the highest average daily footfall.
- With 2 shopping malls in operation, Foao Group ranked 3rd in Foshan's shopping mall market in terms of retail GFA by 2018.

Note: The market position of a specific shopping mall is defined by its geographic advantages on the vertical axis and operational performance on the horizontal axis. The geographic advantages are defined by location and coverage. The operational performance is defined by the weighted value of occupancy rate (30%), monthly rent for ground floor (30%), and average daily footfall (40%). Please kindly refer to Appendix II for details.

Source: China Insights Consultancy 20

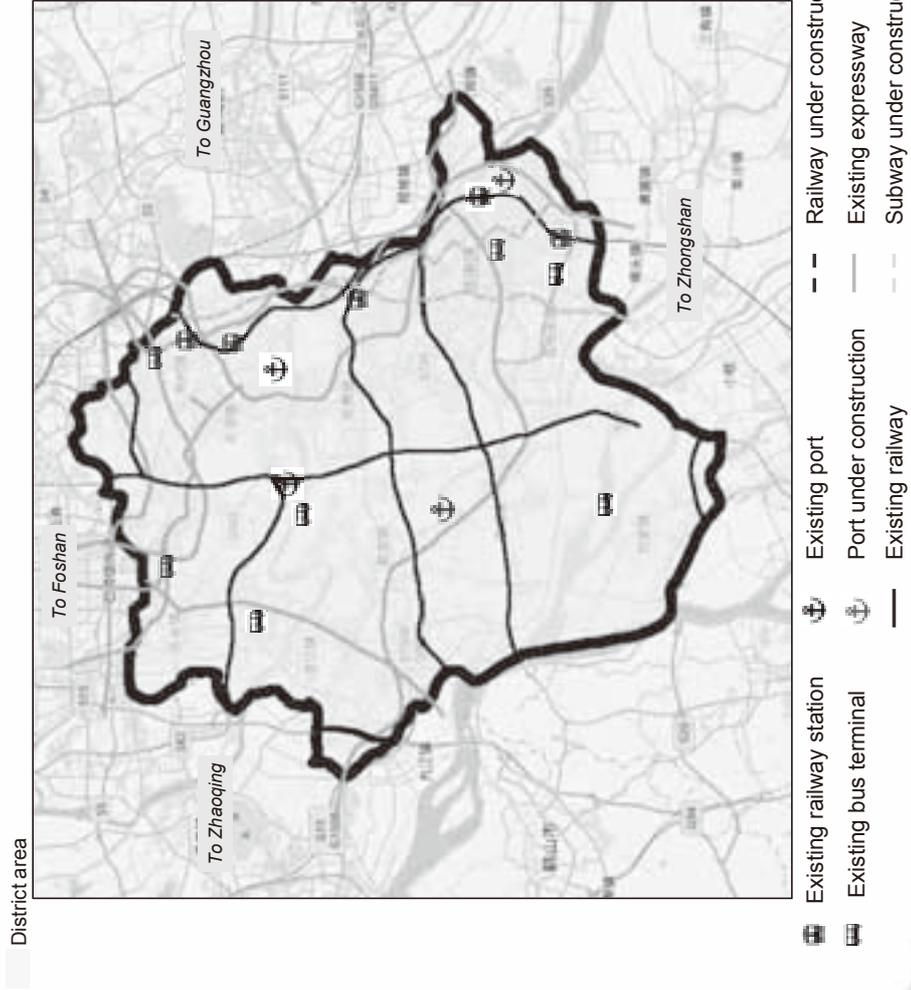
3. Macroeconomic Analysis and Shopping Mall Analysis in Shunde District



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Shunde is one of the core areas connecting Foshan and Guangzhou; Shunde’s convenient transportation networks and outstanding economic condition continuously attract investment and travelers

Key infrastructure map of Shunde



Strategic positioning of Shunde in the Greater Bay Area

According to “Development Plan for Guangdong-Hong Kong-Macao Greater Bay Area” (粵港澳大灣區發展規劃綱要), Shunde is positioned to be:

 A global culinary capital 世界美食之都

According to “Report of the Shunde Congress of Party Representatives” (順德黨代會報告), Shunde is planned to develop as:

-  Comprehensive sub-centre of Guangzhou-Foshan metropolitan area 廣佛都市圈綜合副中心
-  An intelligent manufacturing and innovation services centre 灣區級智造創新服務中心

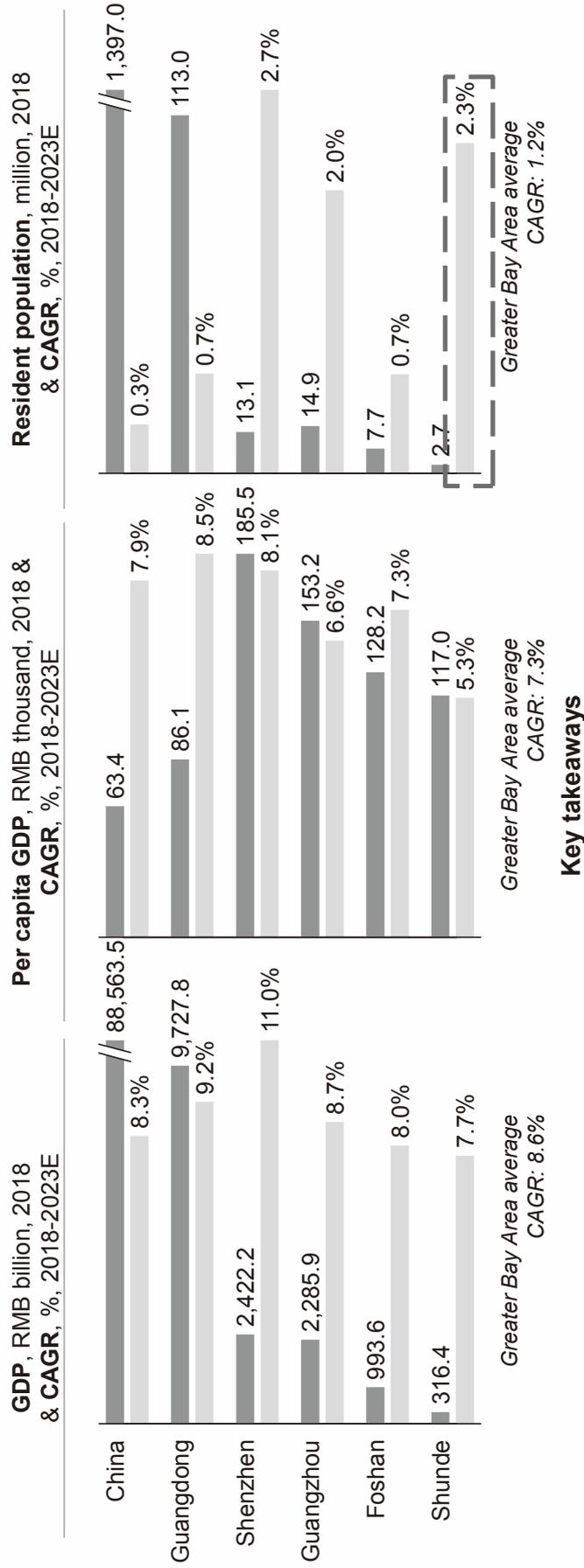
Key takeaways

The outstanding geographic location and a wide range of supporting infrastructure guarantee the economic strategic position of Shunde.

- **Geography:** Located in the south of Guangdong Province, and in the middle of the the Pearl River Delta, Shunde is one of the core areas connecting Foshan and Guangzhou. Shunde is on the west of Panyu District of Guangzhou, south of Chancheng District and Nanhai District of Foshan, east of Jiangmen, and north of Zhongshan.
- **Transportation:** In Shunde, there are three subway stations of Foshan Subway No.1, and 3 other subway lines are under construction in order to connect Guangzhou-Shunde-Foshan. In addition, Shunde is easily accessible via port, railway and expressway.
- **Economic status:** Shunde ranked 1st of Top 100 Districts and Counties of small and medium cities in terms of comprehensive strength in China during the past 5 years according to People’s Daily.

Shunde's healthy and stable economic conditions continuously attract net resident population inflow, which is expected to stimulate greater consumption demand

Comparison of socio-economic indicators, China*, Guangdong, Shenzhen, Guangzhou, Foshan, Shunde, 2018-2023E



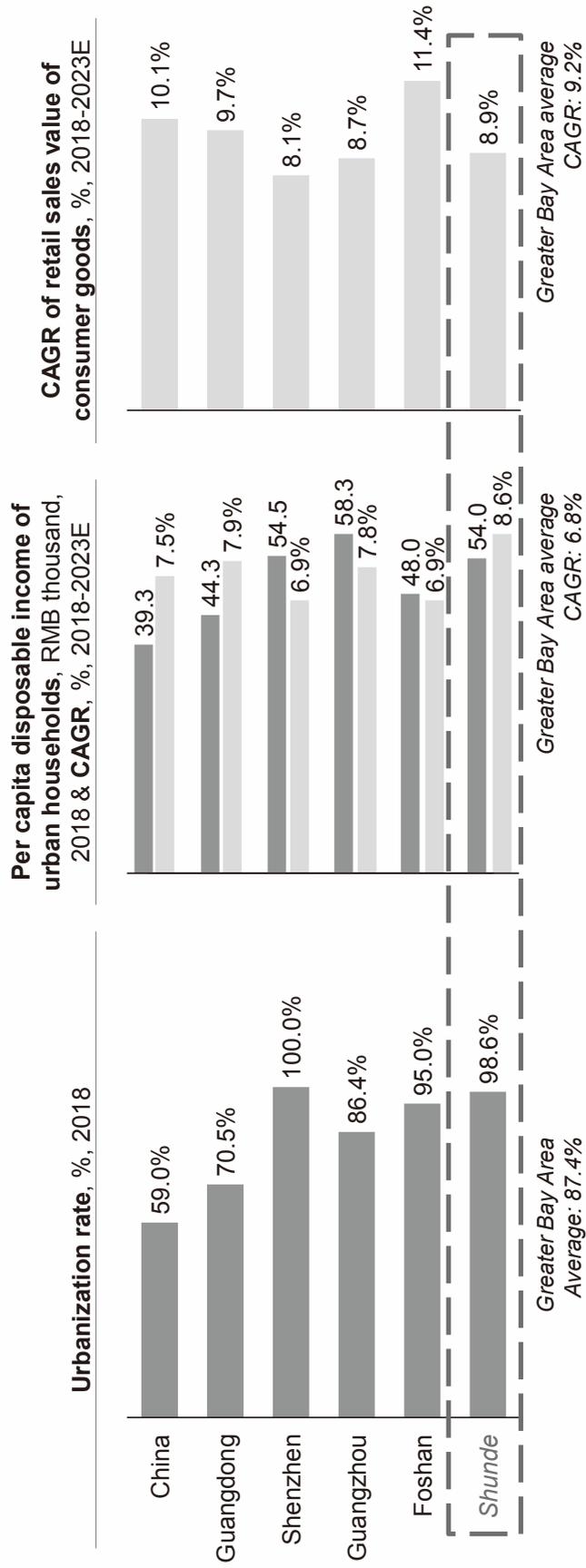
- Shunde's per capita has reached RMB117.0 thousand in 2018, which is higher than the national average and Guangdong average. It is anticipated that the economic conditions in Shunde will continue drive the healthy and stable growth in the next five years.
- Shunde has witnessed a continuous net resident population inflow in the past 5 years, which is estimated to experience a higher growth rate of the resident population than the national average and Guangdong average. The consistent net resident population inflow in Shunde will stimulate greater consumption demand in the near future.

Note 1. China refers to Mainland China.

Source: NBS, China Insights Consultancy 23

Shunde's growth in per capita disposable incomes is among the highest within the Greater Bay Area, providing excellent opportunities for the development of shopping malls

Comparison of socio-economic indicators, China*, Guangdong, Shenzhen, Guangzhou, Foshan, Shunde, 2018-2023E



Key takeaways

- The urbanization rate of Shunde was much higher than that of Foshan, Guangdong and China, reaching 98.6% in 2018.
- The per capita urban household disposable income of Shunde was higher than the national, Guangdong and Foshan average in 2018, which showed stronger purchasing power and better living standards of residents in Shunde. Moreover, the per capita urban household disposable income of Shunde is expected to grow faster than Foshan, Guangzhou and Guangdong average.
- The retail sales value of consumer goods in Shunde is expected to experience a growth rate of 8.9% from 2018 to 2023, higher than Guangzhou and Shenzhen, indicating a promising future for the retail and shopping mall industry in Shunde.

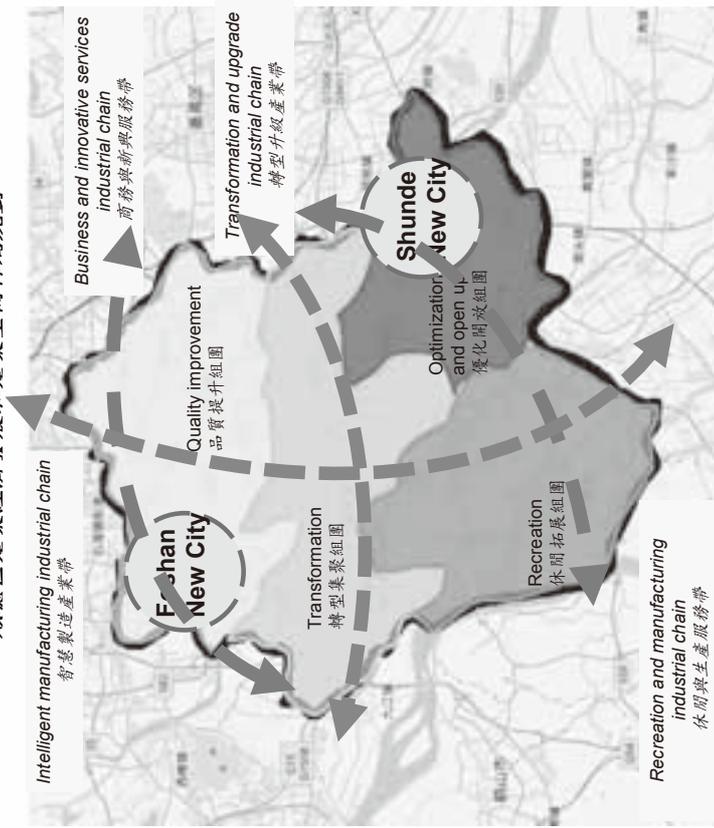
Note 1. China refers to Mainland China.

Source: NBS, China Insights Consultancy 24

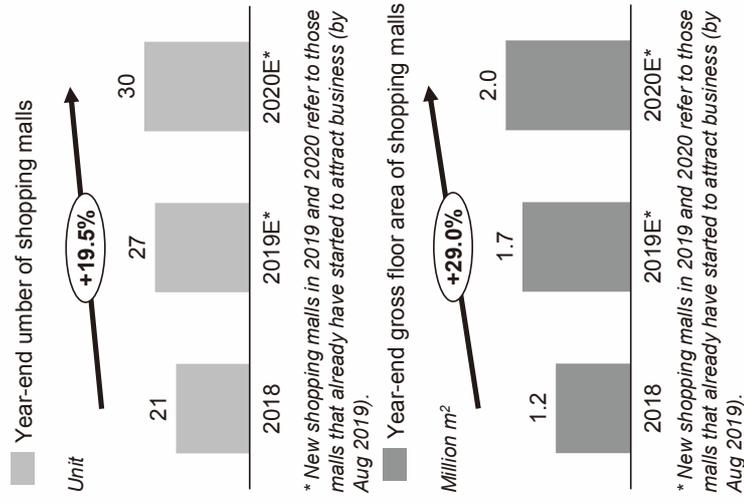
An overview of the retail industry and shopping malls in Shunde

- The year-end number and gross floor area of shopping malls in Shunde are expected to exceed 30 and 2.0 million square metres in 2020 respectively, with the retail hubs expanding from Shunde New City to all regions

Industrial Economic Development and Industrial Spatial Layout Planning of Shunde District 順德區產業經濟發展和產業空間佈局規劃



Shopping malls in Shunde, 2018-2020E

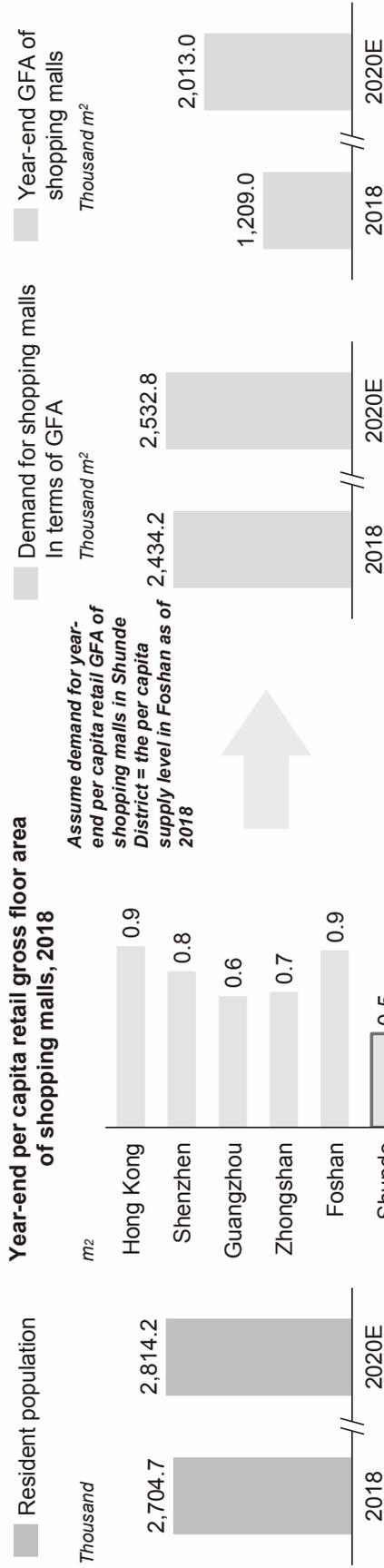


Key takeaways

- According to the "Industrial Economic Development and Industrial Spatial Layout Planning of Shunde District" (《順德區產業經濟發展和產業空間佈局規劃》), the government plans to divide Shunde District into four main areas: quality improvement area (品質提升組團), transformation area (轉型集聚組團), recreation area (休閒拓展組團) and optimization and open-up area (優化開放組團). In addition, Shunde Government will construct and improve two core areas, Foshan New City and Shunde New City, in order to improve Shunde's quality and citizens' living standards.
- The year-end number of shopping malls in Shunde District was 21 in 2018, and is expected to increase to 30 by 2020. It is expected that the year-end number of shopping malls will continue to grow at a CAGR of 19.5% from 2018 to 2020. Consequently, the year-end gross floor area of shopping malls reached 1.2 million m² in 2018, and is expected to grow to 2.0 million m² in 2020, representing a CAGR of 29.0%.

There was a large gap between supply and demand for shopping malls in Shunde District compared with other cities in the Bay Area as of 2018

Supply of shopping malls in Shunde District



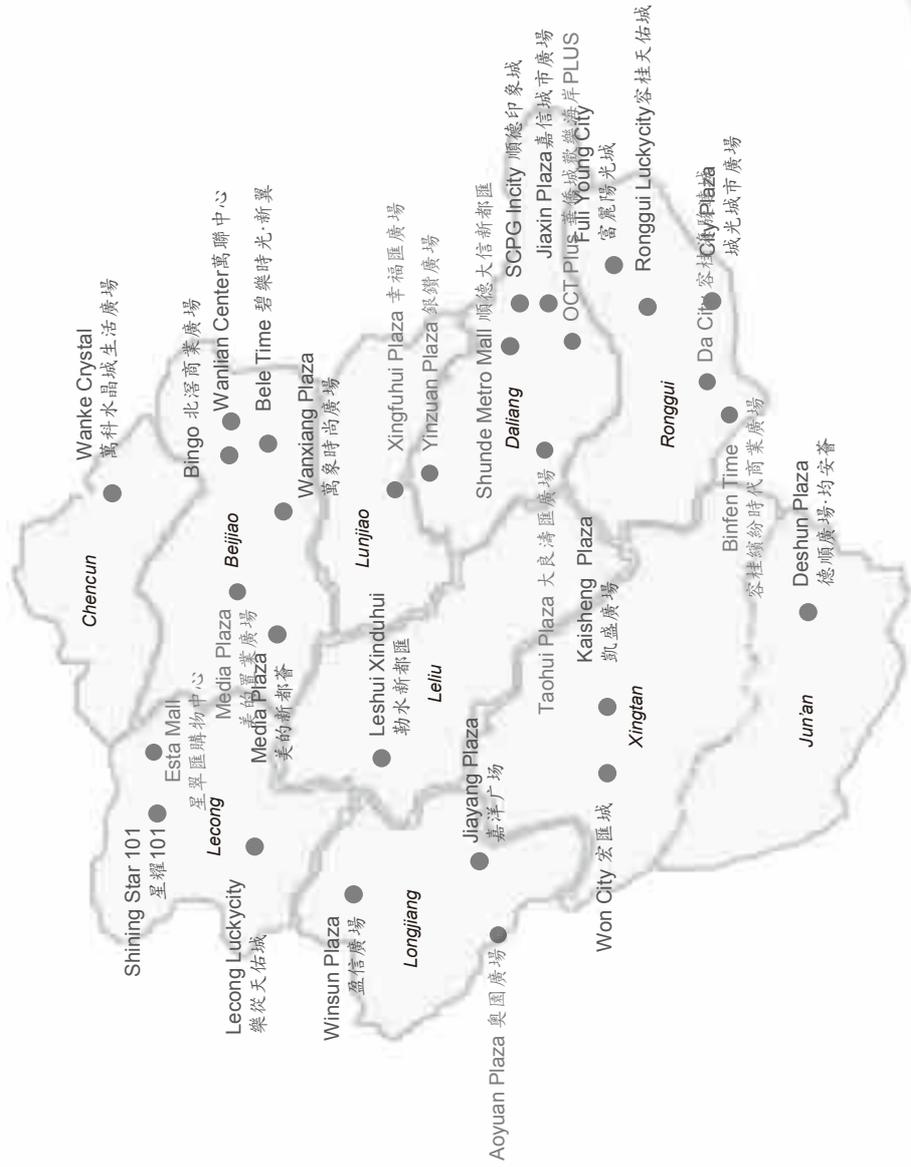
Analysis:

- **Demand and supply of shopping malls:** As of 2018, the year-end per capita gross retail area of shopping malls in Foshan reached 0.9 m², while the number of Shunde is 0.5. Therefore, there was a large gap between supply and demand for shopping malls in Shunde District compared with Foshan and other cities in the Bay Area as of 2018.
- **The vacancy rate:** The vacancy rate in the industry in 2018 and 2019 is approximately 6-8%, and the rate is expected to be within the range between 5-7% in the next five years.
- **The rent:** The monthly rent for ground floor in the industry of Shunde District is around RMB100-200 in 2018 and 2019, and the CAGRs in the past five years and next five years CAGRs are approximately 8%.
- **Recent tenant trends:** The structure of trade sector in terms of leased NLA of shopping malls is changing, with the percentage of retail sector decreasing, and that of catering and other sectors (e.g., entertainment, education) increasing. Moreover, more mid to high-end brand tenants are expected to enter the region, with the consumption upgrade in Shunde District.

Geographical location of shopping malls in Shunde District

Map of shopping malls in Shunde District, end of 2018

● Existing shopping malls owned by Dasin Group ● Shopping malls under construction or plan ● Existing shopping malls owned by other property developers



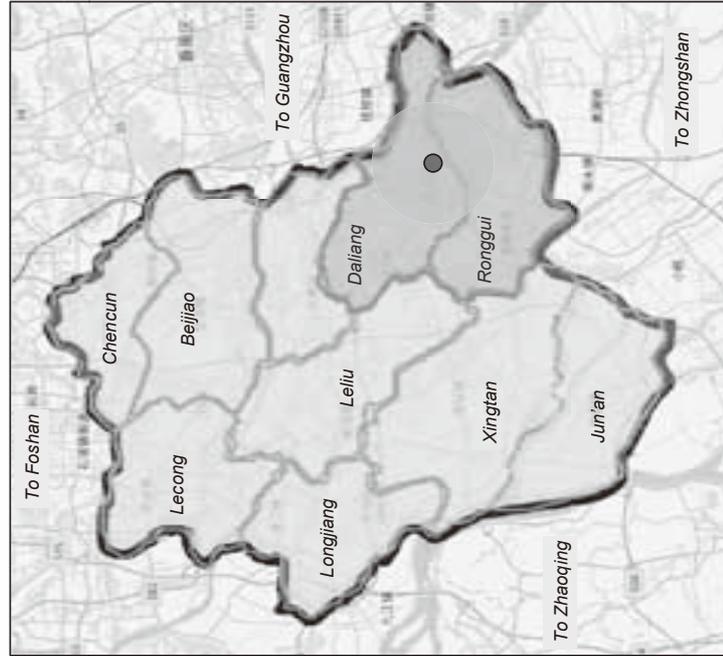
4. Profile and Competitive Strength of Shunde Metro Mall



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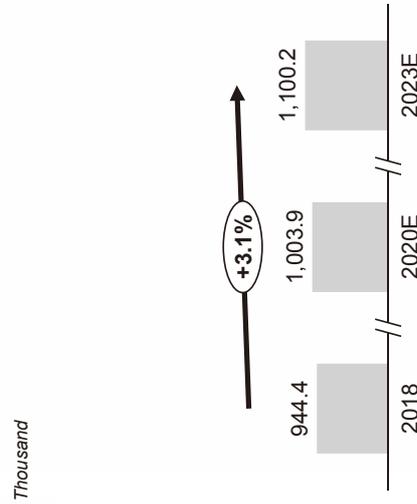
Shunde Metro Mall is expected to cover a target consumer group of 1,100.2 thousand residents and a potential consumer group of 3,025.1 residents by 2023

Location of Shunde Metro Mall

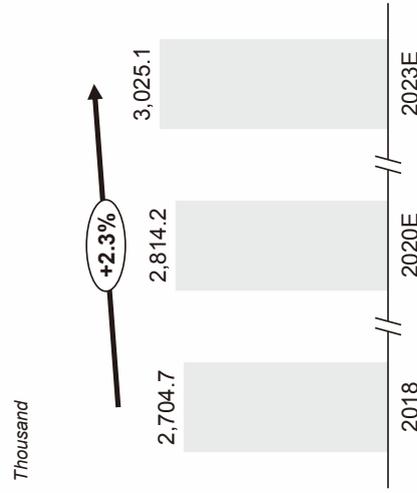


- Shunde Metro Mall
- Region within 5 kilometres of Shunde Metro Mall
- Target consumer group of Shunde Metro Mall
- Potential consumer group of Shunde Metro Mall

Target consumers: resident population of Daliang and Ronggui, 2018-2023E



Potential consumers: resident population of Shunde, 2018-2023E



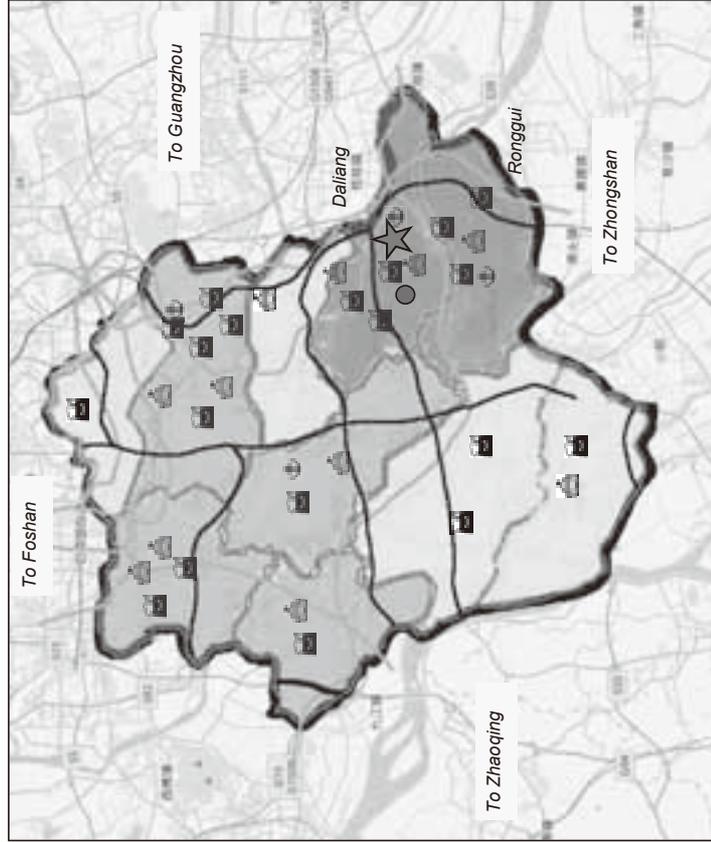
Catchment area analysis

- Located in Daliang of Shunde District, Shunde Metro Mall could reach a target consumer group of 944.4 thousand residents and a potential consumer group of 2,704.7 residents as of 2018. With the growth of resident population (including population inflow) in Daliang and Ronggui, and Shunde District, the target consumer group and potential consumer group are expected to reach 1,100.2 thousand and 3,025.1 thousand residents, respectively.
- In addition, Shunde is a famous tourist region in China. According to the “Development Plan for Guangdong-Hong Kong-Macao Greater Bay Area” (粵港澳大灣區發展規劃綱要), Shunde is positioned to be a global culinary capital. The number of over-night tourists is anticipated to increase from 4,549.3 thousand in 2018 to 6,074.6 thousand in 2023, representing a CAGR of 6.0%. The visits are expected to help stimulate the traffic of Shunde Metro Mall.

Competitive strengths of Shunde Metro Mall: excellent location and mature infrastructure (1/4)

- Located in Daliang of Shunde, Shunde Metro Mall benefits from the convenient transportation network and comprehensive supporting municipal facilities surrounding, and therefore it is able to reach more target consumers

Map of Shunde Metro Mall



Key takeaways

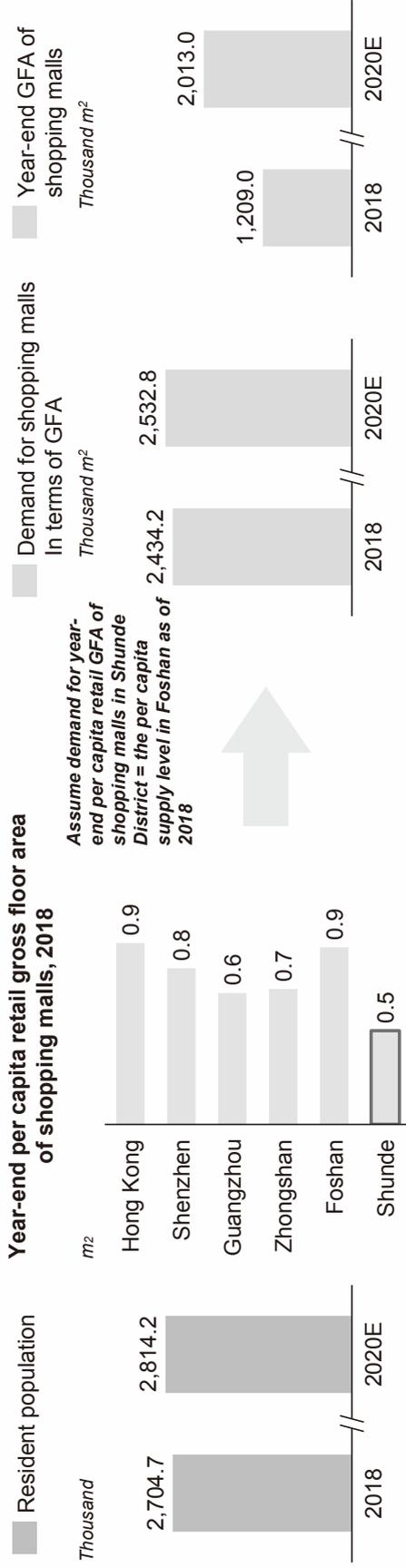
- Transportation:** Shunde is on the west of Panyu District of Guangzhou, south of Chancheng District and Nanhai District of Foshan, east of Jiangmen, and north of Zhongshan. From Shunde Port, Hong Kong is easily accessible by ferry. Shunde Metro Mall is located in Daliang, as the district centre and the largest town in Shunde District in terms of residential population. The straight-line distance between Shunde Metro Mall and Shunde Bus Terminal is about 5 kilometres. The straight-line distance between Shunde Metro Mall and Shunde College Railway Station is about 3.8 kilometers. Moreover, Sheraton Hotel and InterContinental Hotel are within walking distance of Shunde Metro Mall. In addition, a subway station is under construction, and it is expected that there will be a direct walkway (link) between the subway station and Shunde Metro Mall. The straight-line distance between Shunde Metro Mall and Shunde Government is about 1 kilometer. The excellent geographic location contributes to the foothold of Shunde Metro Mall.
- Facilities:** Daliang and Ronggui are two important sub-districts with each resident population over 400,000 in Shunde. There are several large scale residential communities, universities and colleges and relatively mature commercial zones in Daliang and Ronggui. The complete municipal facilities surrounding provide comprehensive services to meet the needs of shoppers in administrative services, education, catering and recreation.

Competitive strengths of Shunde Metro Mall: demand-supply gap (2/4)

- There was a gap between supply and demand for shopping malls in Shunde District compared with Foshan as of 2018

Supply of shopping malls in Shunde District

Demand for shopping malls in Shunde District



Analysis:

- As of 2018, the year-end per capita gross retail area of shopping malls in Foshan reached 0.9 m², while the number of Shunde is 0.5. Therefore, there was a large gap between supply and demand for shopping malls in Shunde District compared with Foshan and other cities in the Bay Area as of 2018.

Competitive strengths of Shunde Metro Mall: first-class operational performance (3/4)

- Shunde Metro Mall opened in 2018 and has already shown strong potential to become a core landmark of Shunde with some operational indicators surpassing the top shopping malls in Shunde and Foshan

Operational benchmark of shopping malls in Foshan, the end of August 2019

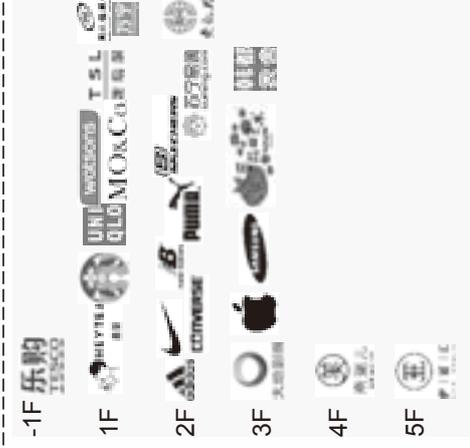
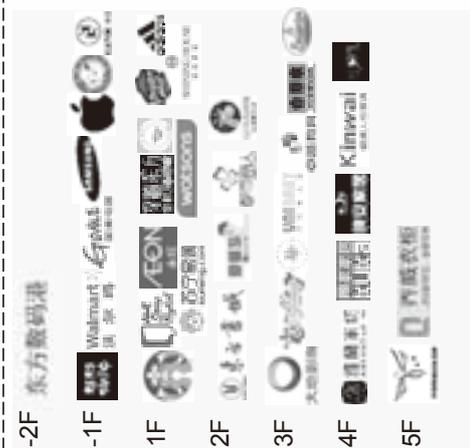
	Shopping mall operated by Dasin	Comparable shopping mall in Shunde District	Top shopping mall in Foshan (Chancheng District)
Property developer	Shunde Metro Mall 大信新都匯 順德店	Ronggui Luckycity 容桂 天佑城	Tour Mall 東方 廣場
Opening year	Nov, 2018	Dec, 2005	Dec, 2003
Location	<ul style="list-style-type: none"> • Intersection of Caihong Road and Jingui Road in Shunde District • Desheng Business District in Daliang New City, the center of Shunde • 1 kilometre from Shunde Government • 15 bus lines • Subway Line 7, 11 and 13 under construction or plan 	<ul style="list-style-type: none"> • Intersection of Guizhou Avenue and Wenhua Road in Shunde District • Ronggui Street, southeast of Shunde, the key industrial site of Foshan • 7 kilometres from Shunde Metro Mall • 7 bus lines 	<ul style="list-style-type: none"> • Intersection of Jinhua Road, Yong'an Road, Qingning Road and Shidongshang Road in Chancheng District, the centre of Foshan • Border of Nanhai and Chancheng • 1 kilometre from Subway Line 1
Coverage	Shunde District	Shunde District	Foshan City
Retail GFA, Thousand m²	177.3	~100	~230
NLA, Thousand m²	65.6	~60	~167
Occupancy rate*, %	99.27%	~91%	~90%
Leased NLA, Thousand m²	65.1	~55	~150
Leased NLA by trade sector, %	<ul style="list-style-type: none"> • Retail: 44% • Catering: 29% • Others: 31% 	<ul style="list-style-type: none"> • Retail: 50% • Catering: 20% • Others: 30% 	<ul style="list-style-type: none"> • Retail: 45% • Catering: 30% • Others: 25%
Daily footfall, Thousand people	~41	~50	<ul style="list-style-type: none"> • Weekday: ~60 • Weekend: >100
Monthly rent for ground floor in 2019, RMB per m²	163	~150	• 100-200

Note: * The occupancy rate = leased NLA / NLA.

Competitive strengths of Shunde Metro Mall: renowned tenants and innovative business formats (4/4)

- With renowned tenants and innovative business formats, Shunde Metro Mall is becoming a life experience centre containing retail, catering, entertainment, education and other innovative trade sectors

Operational benchmark of shopping malls in Foshan, the end of August 2019

	Shopping mall operated by Dasin	Comparable shopping mall in Shunde District	Top shopping mall in Foshan (Chancheng District)
			
Target consumers	Mid- and high-end households and white-collar workers within the district	Mid- and high-end households within the district	Mid-end residents within the city and tourists
Tenants, Unit	235	~537	~1,800
Anchor tenants			
Innovative formats	 Skating rink  Fencing club  Lifestyle retailer	N/A	 Bicycle riding club

SWOT analysis of Shunde Metro Mall

Strengths

- Located in Daliang of Shunde, Shunde Metro Mall benefits from the convenient transportation network and comprehensive supporting municipal facilities.
- Shunde Metro Mall opened in 2018 and has already shown strong potential to become a core landmark of Shunde with some operational indicators surpassing the top shopping malls in Shunde and Foshan.
- With renowned tenants and innovative business formats, Shunde Metro Mall is becoming a life experience centre containing retail, catering, entertainment, education and other innovative trade sectors.

Weaknesses

- In the short term, Shunde Metro Mall has limited attractiveness for residents outside Shunde District.

Shunde Metro Mall

Opportunities

- With the increasing resident population in Shunde District and the growing tourism industry, the demand for shopping malls is likely to continue the growth trend in the future.
- There will still be a gap between supply and demand for shopping malls in Shunde District compared with Foshan, by 2020.
- The “Industrial Economic Development and Industrial Spatial Layout Planning of Shunde District” (《順德區產業經濟發展和產業空間佈局規劃》) is expected to facilitate the development of retail hubs and growth of consumption within the district, indicating potential growth opportunities for shopping malls.

Treats

- A number of new shopping malls are going to open in Daliang, Ronggui and other regions in Shunde by 2020. Consumers may be attracted to those new shopping malls instead of Shunde Metro Mall.
- As times goes by, the facilities will be aging, which could mean losing customers to newer shopping malls.
- There is possibility of the group changing its focus from the shopping mall business to other retail formats.

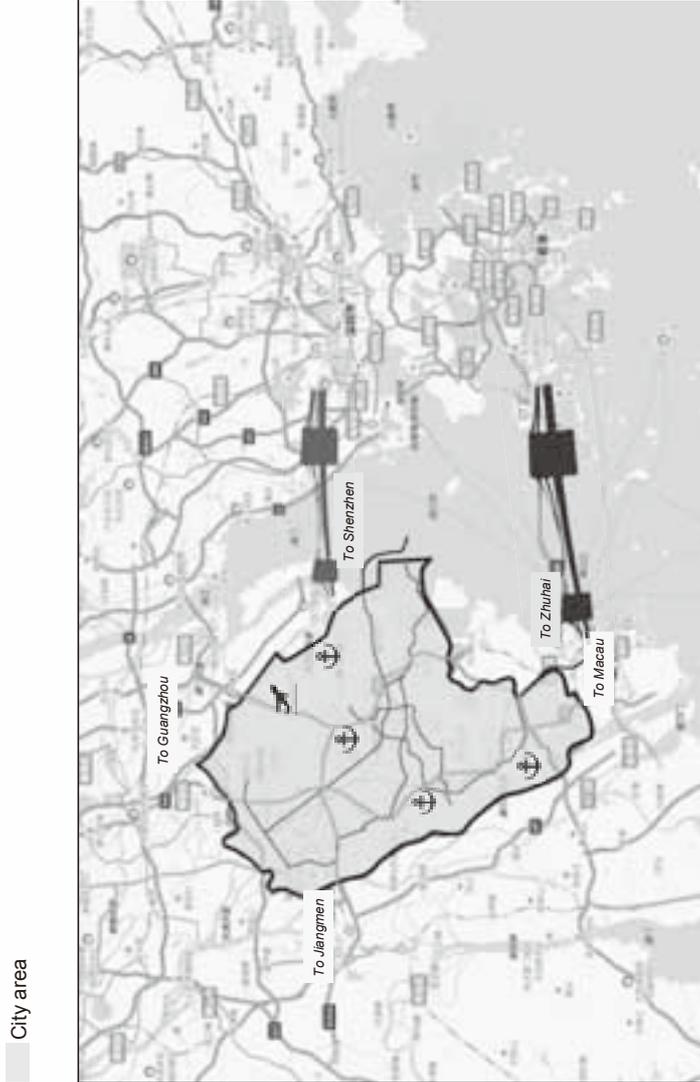
5. Macroeconomic Analysis and Shopping Mall Analysis in Zhongshan



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With a strengthened integrated transportation network in the near future, Zhongshan will play a more important role in advanced manufacturing and retail industry

Key infrastructure map of Zhongshan



Strategic positioning of Zhongshan in the Greater Bay Area

According to “Development Plan for Guangdong-Hong Kong-Macao Greater Bay Area” (粵港澳大灣區發展規劃綱要), Zhongshan is positioned to be:

- The important integrated transportation hub in the western Greater Bay Area 大灣區西部重要綜合交通樞紐
- The energetic metropolitan city in the Greater Bay Area 灣區精品活力都會
- The world's famous professional manufacturing city 世界專業製造名城

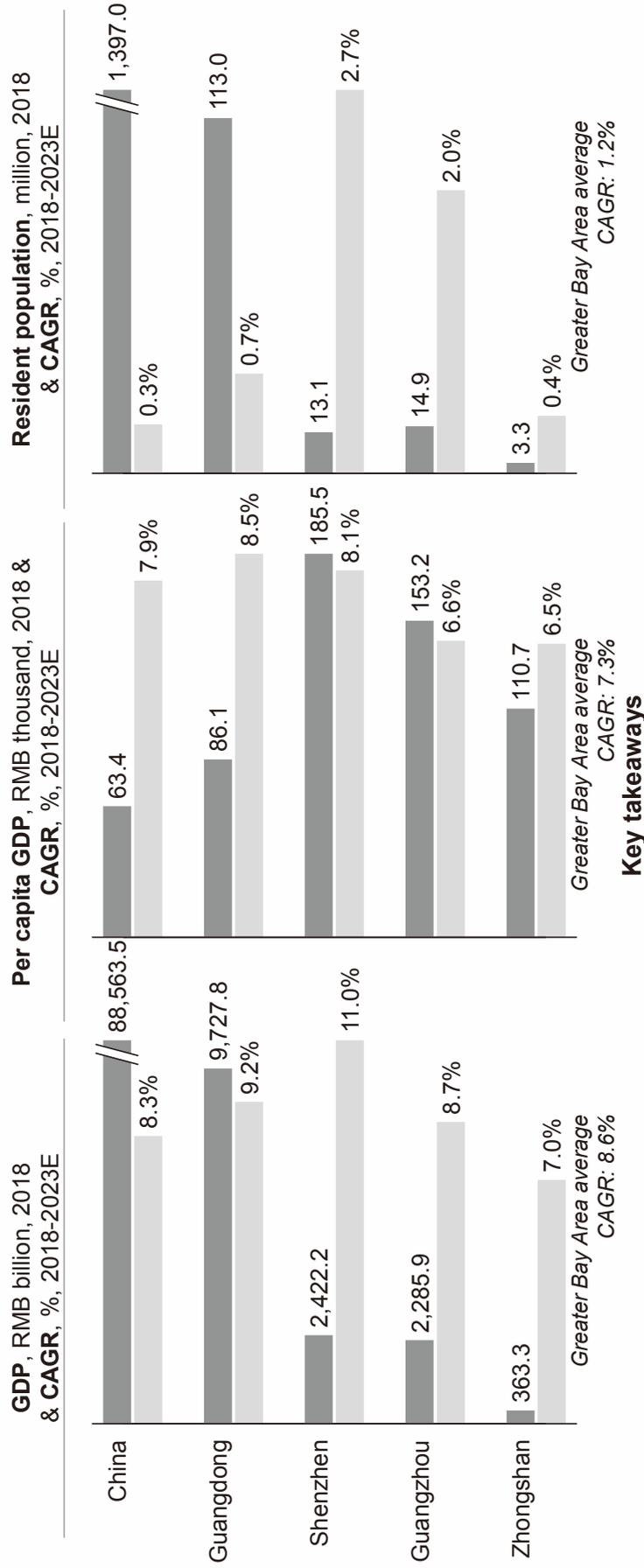
Key takeaways

- The outstanding geographic location and a wide range of supporting infrastructure guarantee the strategic position of Zhongshan.
- Geography:** Located in the south of the Pearl River Delta in Guangdong Province, Zhongshan is close to Shenzhen and Hong Kong across the sea. Zhongshan is on the south of Guangzhou and Foshan, north of Zhuhai and east of Jiangmen.
- Transportation:** Zhongshan is an important hub in the Pearl River Delta with annual port cargo throughput of 119.7 million tons in 2018. Moreover, the Zhuhai exit of Hong Kong-Zhuhai-Macau Bridge is around 49 kilometers from Zhongshan. According to the *Urban Planning of Zhongshan (2017-2035)* (《中山市城市总体规划 (2017-2035)》), the Shenzhen-Zhongshan bridge is under construction and is expected to finish in 2024. A subway is under construction in order to connect Shenzhen, Foshan, Guangzhou and Zhongshan. With the planned construction of bridges, railways, and expressways, Zhongshan will become more important in connecting inland cities, Hong Kong and Macau.
- Economic status:** Zhongshan ranked 6th among all cities Guangdong Province in terms of GDP in the past 5 years.

Source: China Insights Consultancy 38

Zhongshan is projected to demonstrate stable growth in the next five years in terms of GDP, per capita GDP and resident population

Comparison of socio-economic indicators, China*, Guangdong, Shenzhen, Guangzhou, Zhongshan, 2018-2023E

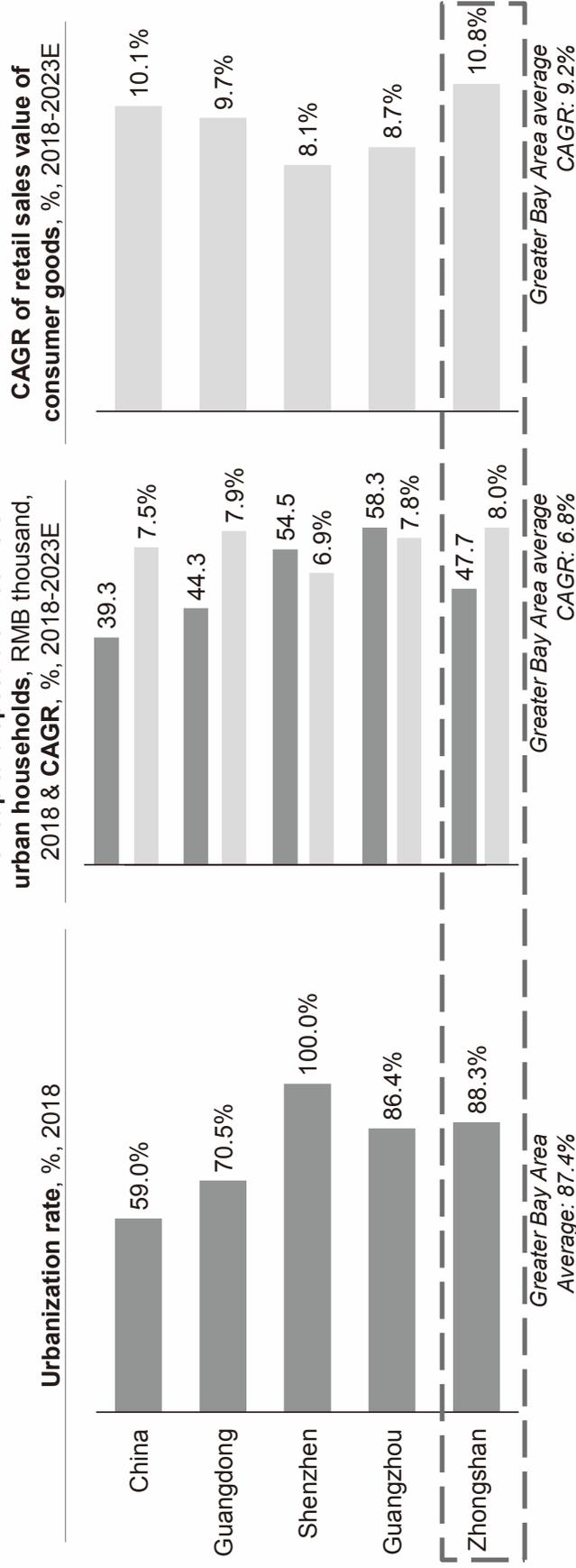


- Zhongshan is projected to demonstrate stable growth in the next five years in terms of GDP and per capita GDP, indicating high economic growth potential in the immediate future.
- Zhongshan is expected to witness a continuous net resident population inflow in the next five years with a higher growth rate of the resident population than the national average. The consistent net resident population inflow in Zhongshan will stimulate greater consumption demand in the near future.

Note: * China refers to Mainland China.

Zhongshan’s growth in per capita disposable incomes and retail sales value are higher than Tier 1 cities within the Greater Bay Area, providing excellent opportunities for the development of shopping malls

Comparison of socio-economic indicators, China*, Guangdong, Shenzhen, Guangzhou, Zhongshan, 2018-2023E



Key takeaways

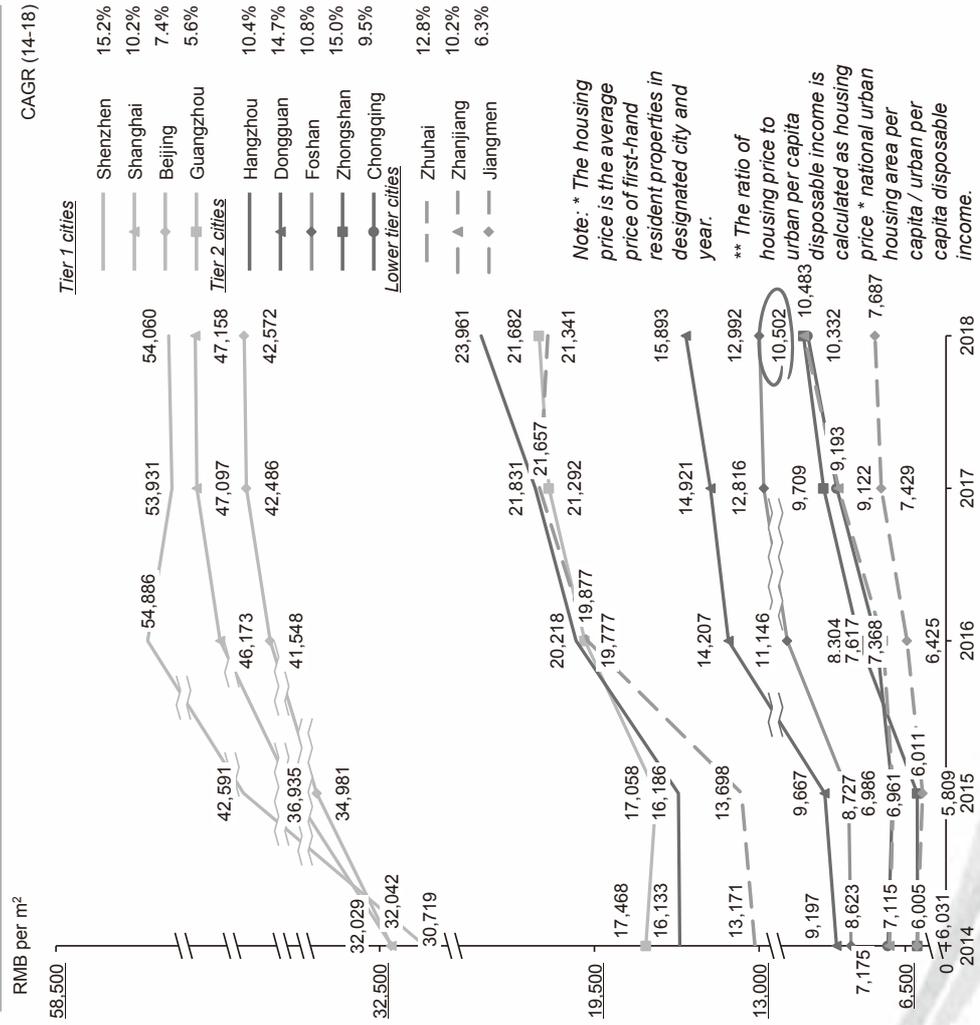
- The urbanization rate of Zhongshan was much higher than that of Guangdong and China in 2018.
- The per capita urban household disposable income of Zhongshan was higher than the national and Guangdong average in 2018, which showed stronger purchasing power and better living standards of residents in Zhongshan. Moreover, the per capita urban household disposable income of Zhongshan is expected to grow fastest among the major cities in the Greater Bay Area.
- The retail sales value of consumer goods in Zhongshan is expected to experience faster growth than the national and Guangdong average from 2018 to 2023, indicating a more promising future for the retail and shopping mall industry in Zhongshan.

Note: * China refers to Mainland China.

Source: NBS, China Insights Consultancy 40

The relatively lower ratio of housing price to income in Zhongshan compared with benchmark cities nationwide are expected to drive the higher purchasing power of consumers

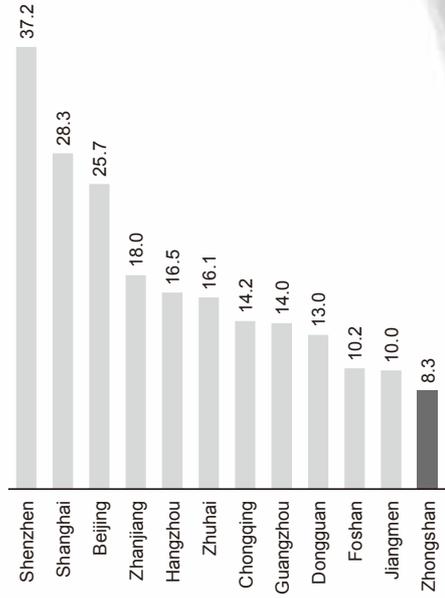
Inter-city comparison of housing prices*, 2014-2018



Key takeaways

- The ratio of housing price to annual disposable income per person for Zhongshan was 8.3 in 2018, much lower than Tier 1 cities in China, and are among the lowest in the Greater Bay Area.
- The lower housing price and lower ratio of housing price to urban per capita disposable income introduce higher consumption power in other consumer goods other than housing, and are expected to promote the retail industry and shopping mall industry.

Inter-city comparison of the ratio** of housing price to urban per capita disposable income, 2018

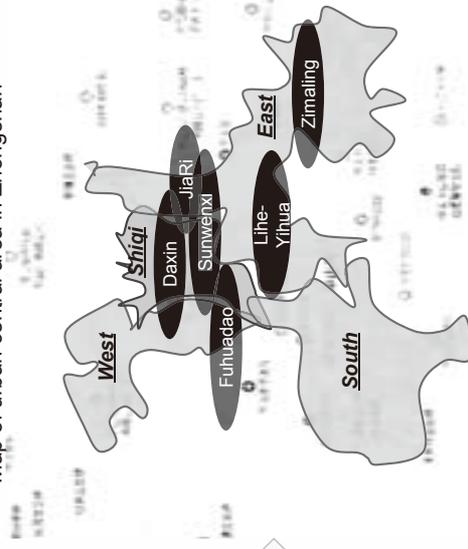
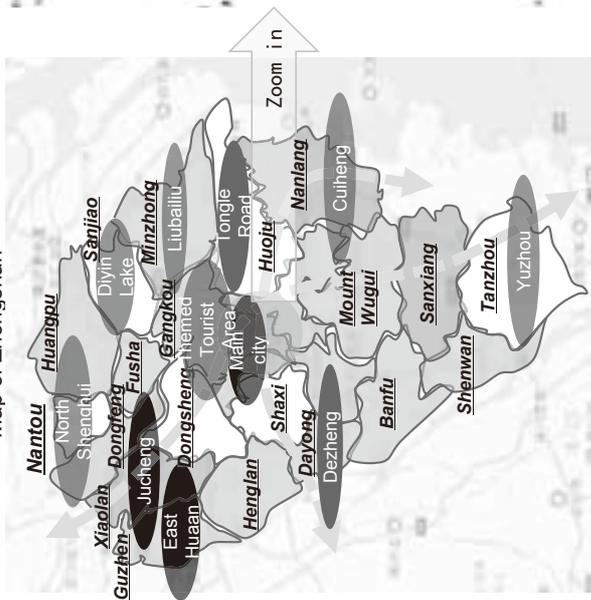


Source: NBS, China Insights Consultancy 41

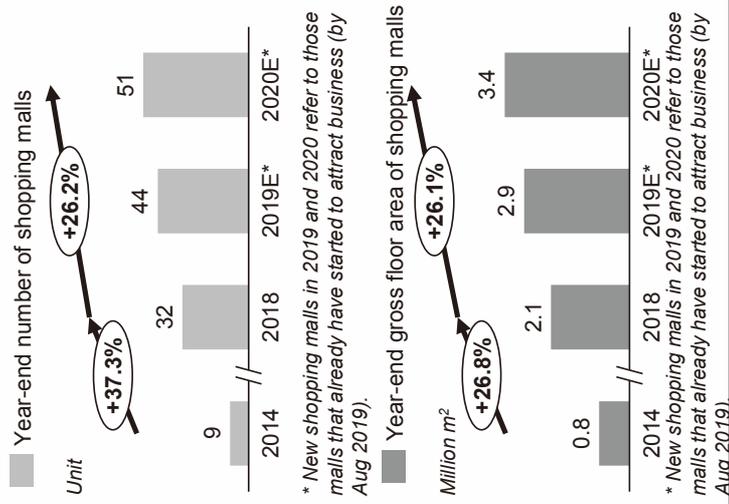
An overview of the retail industry and shopping malls in Zhongshan

- The year-end number and gross floor area of shopping malls in Zhongshan are expected to exceed 51 and 3.4 million square metres in 2020 respectively, with the retail hubs expanding from the urban central area to the regions along the east-west and north-south commercial axes

Core retail hubs in Zhongshan



Shopping malls in Zhongshan, 2014-2020E



Key takeaways

- According to "the Specialty Plan of Commercial Complex in Zhongshan City" (《中山市商業(綜合體)專項規劃》), the government divides the construction of commercial complex in Zhongshan City into main construction area (重點建設區), moderate construction area (適度建設區) and constrained construction area (控制限制建設區). The existing urban central area (主城區) and Cuiheng New District (翠亨新區) under planning are the two core urban commercial service centres. A great majority of retail hubs are located in the urban central area, such as Sunwenxi (孫文西商園), Daxin (大信商園), Fuhudao (富華道商園), Shizimen CBD (利和益華商園), Jiari (假日商園) and Zimaling (紫馬嶺商園).
- According to "the Draft of Zhongshan City Commercial Development Plan 2019-2035" (《中山市商業發展規劃(2019-2035年)》草案), Zhongshan Headquarters Economic Zone (中山總部經濟區商業中心) comprised of retail hubs in the urban central area is designed by the government to play a leading role and further facilitate the commercial development. Moreover, new retail hubs will be built along the east-west and north-south commercial axes (貫穿東西及連接南北的商業節點組織軸線). Themed Tourist Area (主題旅遊區商業中心) in Shiqi, Cuiheng (翠亨新區商業中心) in Nanliang, Jucheng (菊城商業中心) in Xiaolan Town; Diyin Lake (三角迎蘭湖商業中心) in Sanjiao Town; Yuzhou (坦洲裕洲商業中心) in Tanzhou Town are under construction.
- The year-end number of shopping malls in Zhongshan has increased from 9 in 2014 to 32 in 2018. It is expected that the year-end number of shopping malls will continue to grow at a CAGR of 26.2% from 2018 to 2020, and increase to 51 in 2020. Consequently, the year-end gross floor area of shopping malls has experienced rapid growth from 0.8 million m² in 2014 to 2.1 million m² in 2018, and is expected to grow to 3.4 million m² in 2020, representing a CAGR of 26.1%. 19 new malls opened or are expected to open between 2019 and 2020 in Zhongshan. For example, PEMALL (完美金鷹匯) opened in November 2019 in Shiqi, Zhongshan.

Source: China Insights Consultancy 42

Competitive landscape of shopping malls in Zhongshan (2/2)

- Zhongshan has been a consolidated market, with the top 3 property developers accounting for around 70.9% of the total retail GFA of shopping malls by 2018; with 15 shopping malls in operation, Dasin ranked 1st in Zhongshan in terms of retail GFA as of 2018 and took a 53.0% market share in terms of retail GFA

Top 3 property developers in terms of retail gross floor area in Zhongshan's shopping mall industry, the end of 2018

Ranking	Shopping mall	Opening year	Location	Occupancy rate, %	Monthly rent for ground floor, RMB per m ²	Daily footfall, Thousand people	Retail GFA (market share), Thousand m ²	Market position*	Market advantages	
									Y: geographic	X: operational performance
1 Dasin (continued)	Existing shopping mall	<input type="checkbox"/>	Shopping mall under construction	<input type="checkbox"/>						
	Taipingyang Metro Mall 太平信新都匯 洋店	Nov, 2016	• Xiaolan Town • Adjacent to Xiaolan Metro Mall	84.6%	110-150	8.0	31.0 (1.5%)			
	Fusha Metro Mall 阜沙信新都匯	Nov, 2016	• Fusha Town, north of Zhongshan • Adjacent to the government of Fusha	90.0%	65-85	9.8	28.0 (1.3%)			
	Dasin Youke Street E-colour 溢彩馨	May, 2015	• Shiqi District • Adjacent to University of Electronic Science and Technology of China	98.3%	100-150	11.2	25.9 (1.2%)			
	Xinjiaoyuan Metro Mall 大信新都匯 新家園店	Dec, 2016	• Commercial centre of Cathong area in West Street	98.6%	40-60	7.4	17.2 (0.8%)			
	Tanbei Metro Mall 坦背信新都匯 坦背店	March, 2018	• Dongsheng Town, northwest of Zhongshan	93.9%	40-60	4-5	13.9 (0.7%)			
	Henglan Metro Mall 橫欄信新都匯	2019	• Henglan Town, west of Zhongshan							
	Sanjiao Metro Mall 三角信新都匯	2020	• Sanjiao Town • The first sports theme shopping mall by Dasin							
	Dongqu Lihe Plaza 東區總店	Apr, 2012	• Dongqu Street, east of Zhongshan • Intersection of 4 main urban roads	~98%	280-450	~30	~130 (6.1%)			
	Guzhen Lihe Plaza 古鎮店	Nov, 2017	• Guzhen Town, industrial town • Landmark of Guzhen	~65%	~200	5-6	~100 (4.7%)			
	Parkway Plaza 時代廣場	Dec, 2015	• Xiaolan Town • Adjacent to entrance of Guangzhou-Zhongshan-Shenzhen Highway	~90%	300-400	~20	~150 (7.1%)			

Key takeaways

- With 2 shopping malls in operation, Lihe Group ranked 2nd in Zhongshan's shopping mall industry in terms of retail GFA as of 2018. The retail GFA of shopping malls owned by Lihe Group is around 230 thousand square metres, which is nearly one-fifth of the retail GFA of shopping malls owned by Dasin. Dongqu Lihe Plaza had better operational performance than Guzhen Lihe Plaza and Parkway Plaza in terms of occupancy rate, monthly rent for ground floor and footfall.
- Hongchang Real Estate Limited ranked 3rd in Zhongshan's shopping mall industry in terms of retail GFA as of 2018. Compared with other shopping malls in Xiaolan Town, Parkway Plaza is relatively high-end oriented.

Note: The market position of a specific shopping mall is defined by its geographic advantages on the vertical axis and operational performance on the horizontal axis. The geographic advantages are defined by location and coverage. The operational performance is defined by the weighted value of occupancy rate (30%), monthly rent for ground floor (30%), and average daily footfall (40%). Please kindly refer to Appendix II for details.

Source: China Insights Consultancy 45

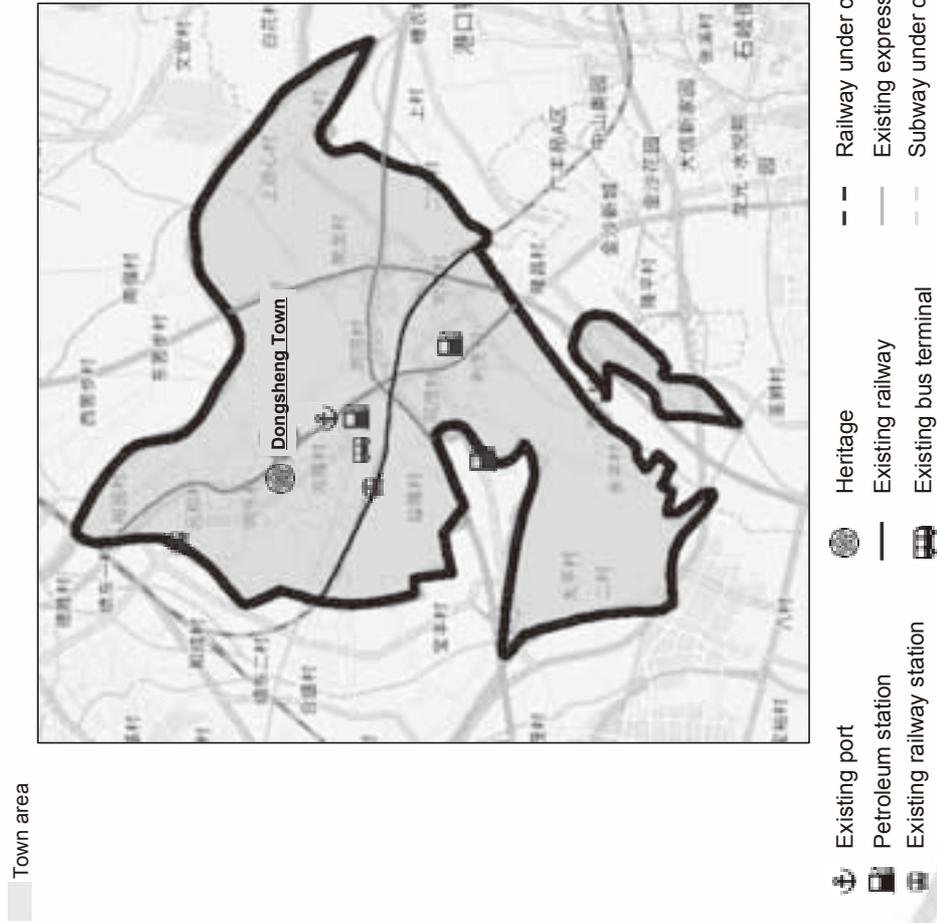
6. Macroeconomic Analysis and Shopping Mall Analysis in Dongsheng Town



China Insights Consultancy
灼见咨询

As an important part of the Northwest Cluster of Zhongshan, Dongsheng Town has become a manufacturing centre of electrical appliances and furniture, and a leisure centre (baseball town) as well

Key infrastructure map of Dongsheng Town



Strategic positioning of Dongsheng in the Greater Bay Area

- As an important part of the Northwest Cluster of Zhongshan (Dongsheng Town, Fusha Town, Nantou Town, Dongfeng Town, Xiaolan Town, Guzhen Town and Henglan Town), Dongsheng Town has preliminarily formed an industrial system dominated by the manufacturing of electrical appliances, furniture, building material and paper products
- According to the *2018 Government Work Report and 2019 Work Plan*, Dongsheng Town plans to focus on the construction of baseball town infrastructure project, and successfully holding the 2019 Women's Baseball Asian Cup and other professional baseball competitions. **Key takeaways**

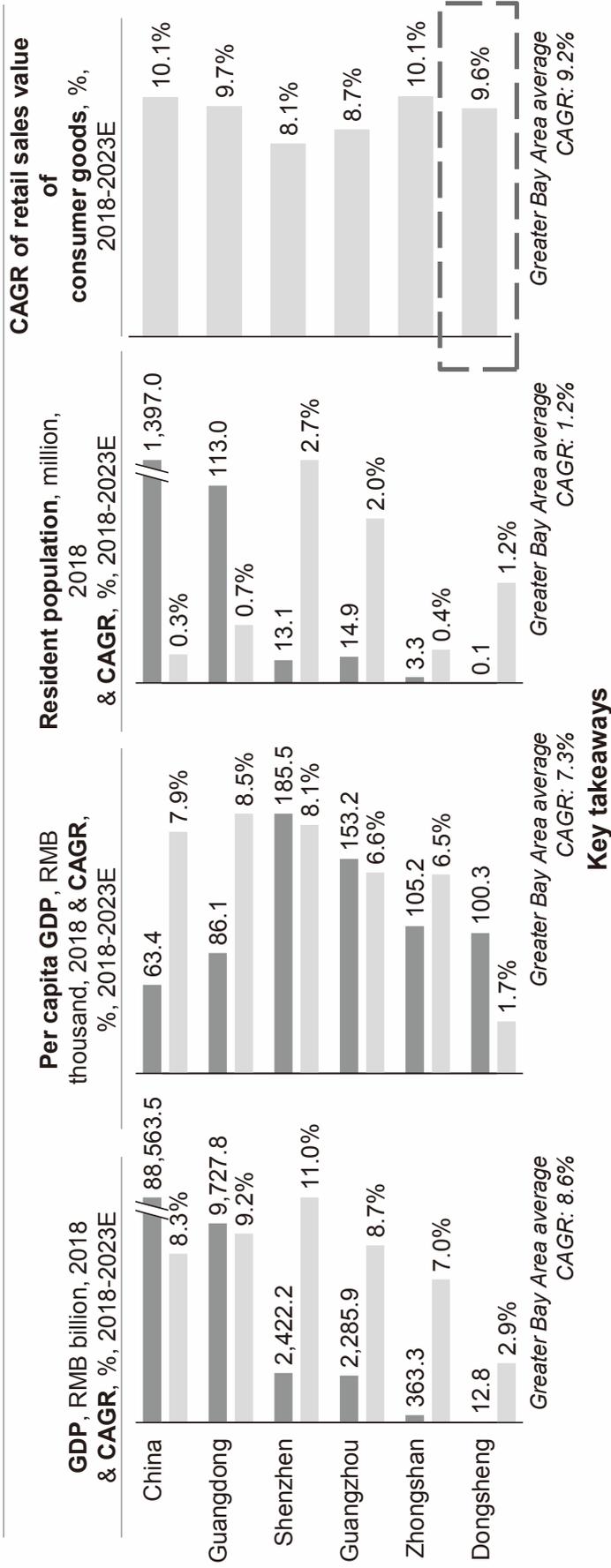
The outstanding geographic location and a wide range of supporting infrastructure guarantee the economic strategic position of Dongsheng.

- Geography:** Located in the south of the Pearl River Delta, and in the northwest of Zhongshan, Dongsheng is adjacent to the tributary of the Pearl River in the east, connecting with Fusha Town on the northeast and Gangkou Town on the east. To the south, it is adjacent to West District of Zhongshan and Shaxi Town, and 50 kilometers away from Zhuhai city. To the west, it is adjacent to Henglang Town, and 20 kilometers away from Jiangmen city. To the north, it borders Xiaolan Town.
- Transportation:** Dongsheng Town is well equipped with one railway station, one bus terminal and several highways.
- Economic status:** Dongsheng Town is one of key towns in the Northwest Cluster of Zhongshan. In 2018, Dongsheng's GDP from the secondary and tertiary industry contributed approximately 52.6% and 31.2% respectively to the total GDP.

Source: China Insights Consultancy 47

Dongsheng Town's retail industry is expected to grow faster than Tier 1 cities in the Bay Area, in terms of retail sales value

Comparison of socio-economic indicators, China*, Guangdong, Shenzhen, Guangzhou, Zhongshan, Dongsheng, 2018-2023E



- Dongsheng Town's per capita GDP is higher than the national average and Guangdong average in 2018.
- The resident population in Dong Sheng Town was over 0.1 million in 2018, with its CAGR from 2018 to 2023 expected to reach 1.2%, which is much higher than the national average and Guangdong average. The consistent net resident population inflow in Dongsheng will stimulate greater consumption demand in the near future.
- The retail sales value of consumer goods in Dongsheng is expected to experience faster growth than the Bay Area average level, and the level of Shenzhen and Guangzhou (Tier 1 cities in Guangdong) from 2018 to 2023, indicating a more promising future for the retail and shopping mall industry in Dongsheng.

Note: * China refers to Mainland China.

The upgrade of Dongsheng Town based on the Plan is expected to improve its commercial environment and retail facilities, which will further boost the demands for shopping in Dongsheng Town

Different zones in Dongsheng Town

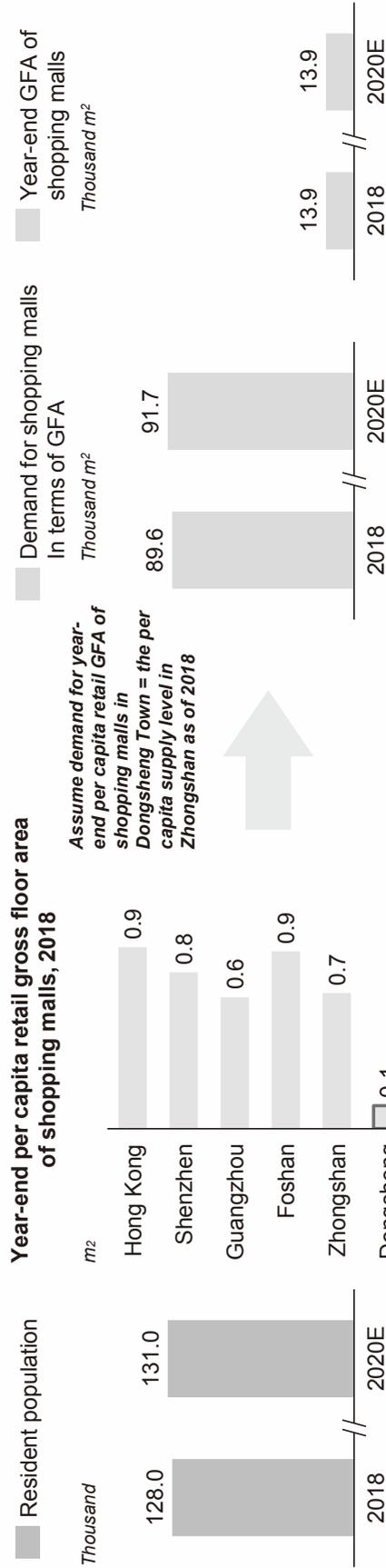


Key takeaways

- According to the “Sanjiu” Project Plan (2017-2020) 《中山市东升镇“三旧”改造（旧城更新）专项规划（2017-2020）》，Dongsheng Town will continue developing its traditional competitive industries as its main industries, and developing the modern services industry as its supportive industry. In addition, Dongsheng Town will make efforts on the development of the modern metropolitan area, the construction of an important modern manufacturing base of the Pearl River Delta, the creation of a large-scale, integrated and intensive industrial cluster, the extension of the industrial chain, the promotion of the overall industrial value, as well as the formation of a cluster space for the integration of upstream and downstream industries. The future development of Dongsheng Town is expected to improve its commercial environment and retail facilities, which will further boost the demands for shopping in Dongsheng Town.
- The year-end number of shopping malls in Dongsheng was 1 in 2018. The year-end gross floor area of shopping malls was 13.9 thousand m² in 2018. Tanbei Metro Mall is the first and only shopping mall in Dongsheng Town as of 2018. It is expected there will be new supply of shopping malls in Dongsheng Town by 2020.

There was a large gap between supply and demand for shopping malls in Dongsheng Town compared with other cities in the Bay Area as of 2018

Supply of shopping malls in Dongsheng Town



Analysis:

- **Demand and supply of shopping malls:** As of 2018, the year-end per capita gross retail area of shopping malls in Zhongshan reached 0.7 m², while the number of Dongsheng Town is 0.1. Therefore, there was a large gap between supply and demand for shopping malls in Dongsheng Town compared with Zhongshan and other cities in the Bay Area as of 2018.
- **The vacancy rate:** The first shopping mall in Dongsheng Town was established in 2018. The vacancy rate in the industry in 2018 and 2019 is approximately 6-8%, and the rate is expected to be within the range between 5-7% in the next five years.
- **The rent:** The monthly rent for ground floor in the industry of Dongsheng Town is around RMB40-60 per square metre in 2018 and approximately 80 in 2019, and the rent is expected to grow at CAGR of 6-8% in the next five years.
- **Recent tenant trends:** The structure of trade sector in terms of leased NLA of shopping malls is changing, with the percentage of retail sector decreasing, and that of catering and other sectors (e.g., entertainment, education) increasing. Moreover, more mid to high-end brand tenants are expected to enter the region, with the consumption upgrade in Dongsheng Town.

Geographical location of shopping malls in Dongsheng Town

Map of shopping malls in Dongsheng Town, end of 2018

- Existing shopping mall owned by Dasin



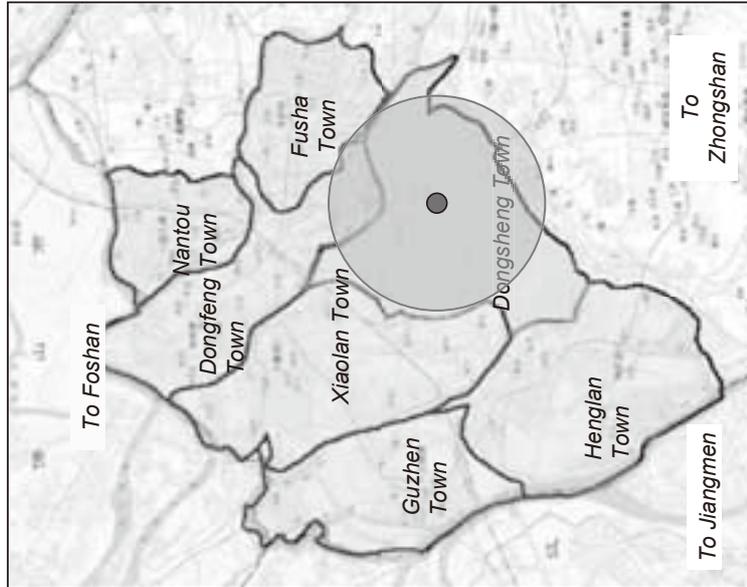
7. Profile and Competitive Strengths of Tanbei Metro Mall



China Insights Consultancy
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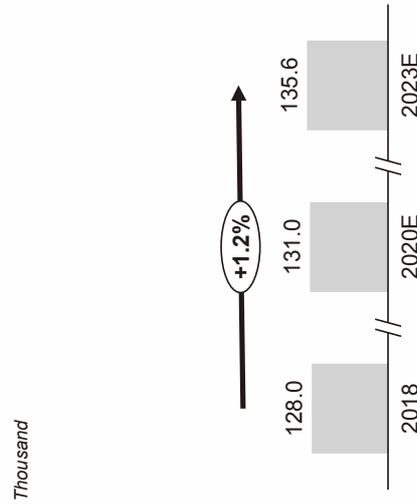
Tanbei Metro Mall is expected to cover a target consumer group of 135.6 thousand residents and a potential consumer group of 1,090.6 thousand by 2023

Location of Tanbei Metro Mall

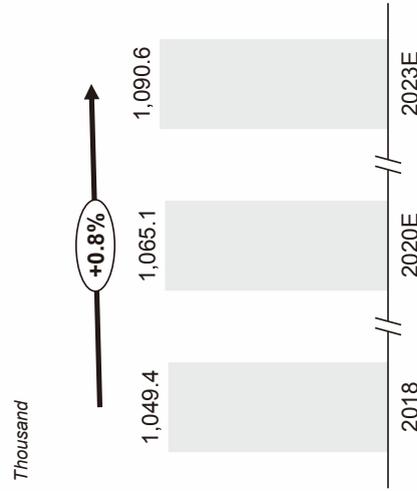


- Tanbei Metro Mall
- Region within 5 kilometres of Tanbei Metro Mall
- Target consumer group of Tanbei Metro Mall
- Potential consumer group of Tanbei Metro Mall

Target consumers: resident population of Dongsheng Town, 2018-2023E



Potential consumers: resident population of the Northwest Cluster, Zhongshan, 2018-2023E



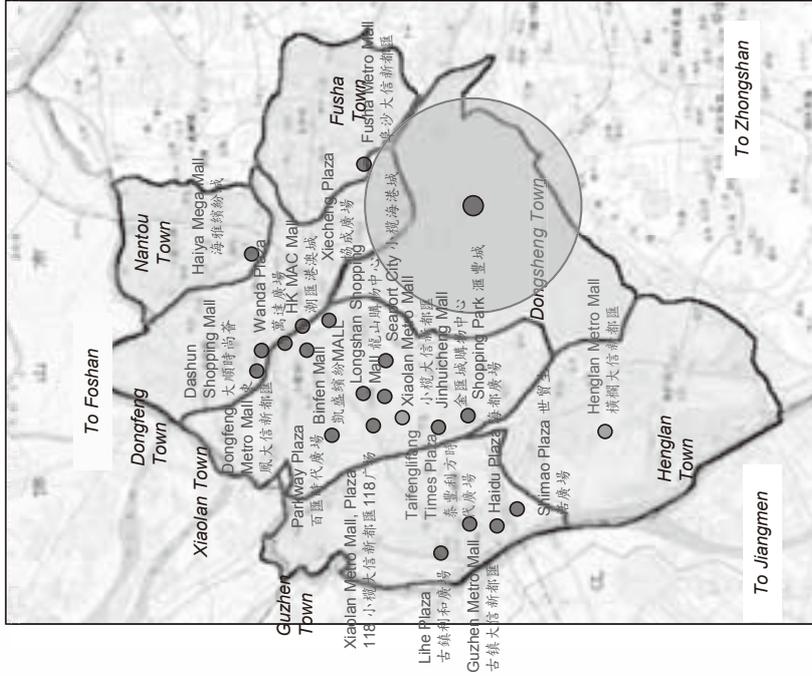
Catchment area analysis

- Located in Dongsheng Town, a key part of the Northwest Cluster, Zhongshan, Tanbei Metro Mall could reach a target consumer group of 128.0 thousand residents and a potential consumer group of 1,049.4 residents as of 2018. With the growth of resident population (including population inflow) in Dongsheng Town and the Northwest Cluster, the target consumer group and potential consumer group are expected to reach 135.6 thousand and 1,090.6 thousand residents, respectively.
- Moreover, Dongsheng Town has been developing the sports industry for over ten years. In 2017, Dongsheng Town was rewarded as the national sports and recreation town. The Baseball Town is famous across the country, which is expected to attract tourists and baseball fans to visit Dongsheng Town every year. The visits are expected to help stimulate the traffic of Tanbei Metro Mall as well.

Competitors of Tanbei Metro Mall: no competitor in the region within 5 km; no competitor in the target region; 21 malls in the potential region (19 existing+2 planned)

Competitors of Tanbei Metro Mall

Location of Tanbei Metro Mall



- Tanbei Metro Mall
- Other existing shopping malls
- Shopping malls under construction or plan

Region within 5 kilometres of Tanbei Metro Mall

- It is expected that there will be no competitor in the region (within 5 kilometres) by 2020.

Target consumer group of Tanbei Metro Mall

- It is expected that there will be no competitor in the region (Dongsheng Town) by 2020.

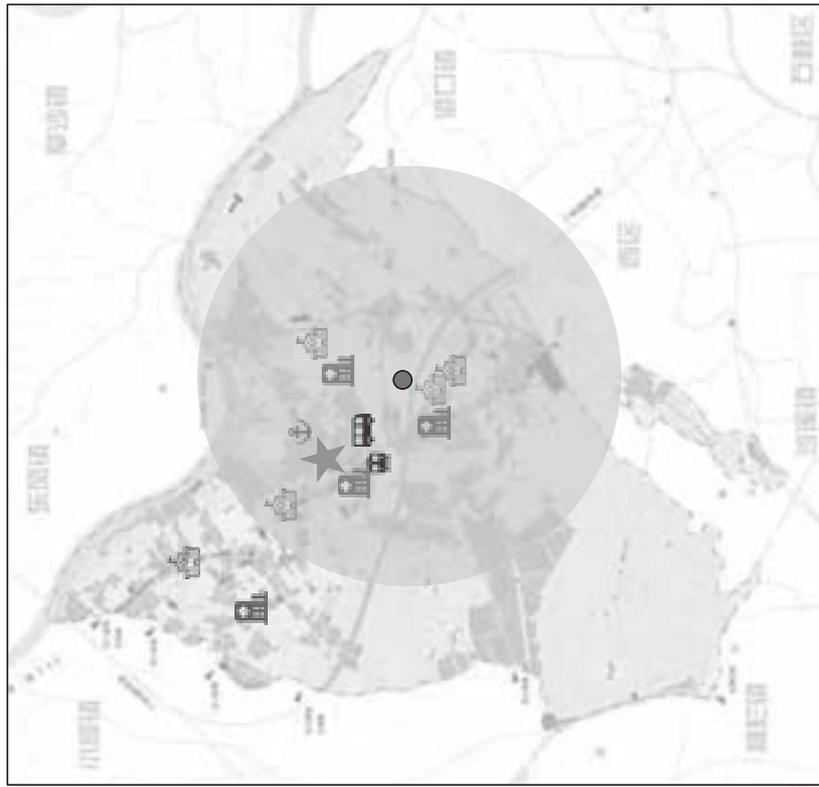
Potential consumer group of Tanbei Metro Mall

- In the Northeast Cluster of Zhongshan, other shopping malls include Guzhen Metro Mall (古鎮大信新都匯), Shimao Plaza (世貿生活廣場), Haidu Plaza (海都廣場) and Line Plaza (利和廣場) in Guzhen Town, Xiaolan Metro Mall Plaza 118 (小欖大信新都匯118廣場), Xiaolan Metro Mall (小欖大信新都匯), Parkway Plaza (百匯時代廣場), Longshan Shopping Mall (龍山購物中心), Seaport City (小欖海港城), Jinhui Cheng Mall (金匯城購物中心) and Shopping Park (匯豐城) in Xiaolan Town, Dongfeng Metro Mall (東風大信新都匯), Xiecheng Plaza (協成廣場), HK MAC Mall (潮匯港澳城), Wanda Plaza (萬達廣場), Dashun Shopping Mall (大順時尚薈) and Binfen Mall (凱盛繽紛MALL) in Dongfeng Town, and Fusha Metro Mall (阜沙大信新都匯) in Fushan Town, and Haiya Mega Mall (海雅繽紛城) in Nantou Town.
- Moreover, there are several new shopping malls under construction or plan, such as Henglan Metro Mall (橫欄大信新都匯) in Henglan Town and Taifeng Times Plaza (泰豐利和時代廣場) in Xiaolan Town.

Competitive strengths of Tanbei Metro Mall: excellent location and mature infrastructure (1/4)

- Located in the northwest of Zhongshan, Dongsheng Town has convenient transportation network and comprehensive supporting municipal facilities, and therefore Tanbei Metro Mall is able to receive benefits from the location and reach more target consumers

Map of Tanbei Metro Mall

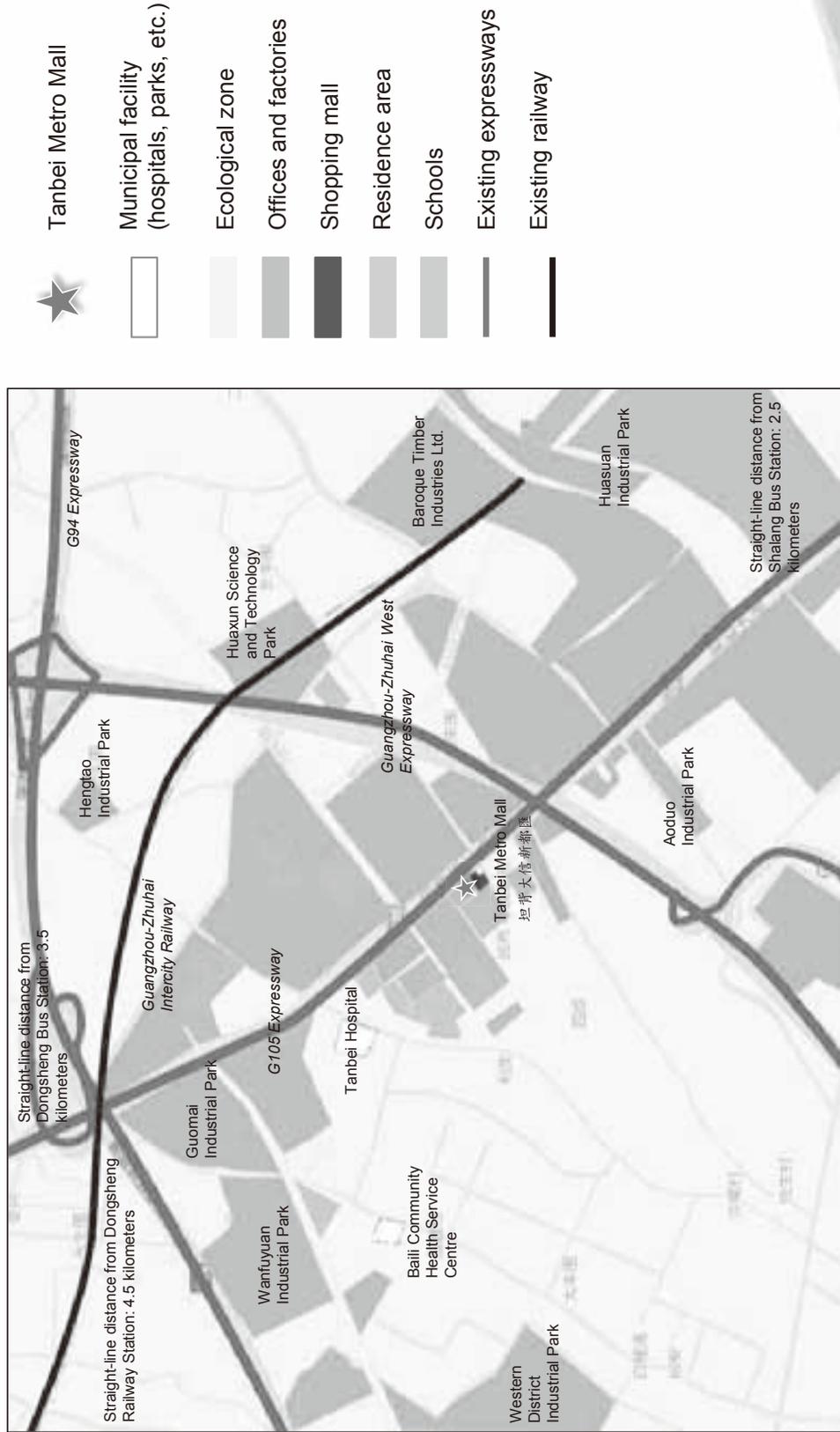


Key takeaways

- Transportation:** Dongsheng Town is located in the south-central part of the Pearl River Delta and the northwest of Zhongshan. To the south, it is adjacent to the urban area of Zhongshan. To the north, it is adjacent to Shunde, Foshan. Tanbei Metro Mall is located in the centre of Dongsheng Town. Tanbei Metro Mall is well served by the road network. The straight-line distance between Tanbei Metro Mall and Dongsheng Bus Terminal is about 3.5 kilometres. The straight-line distance between Tanbei Metro Mall and Dongsheng Railway Station is about 4.5 kilometres. The straight-line distance between Tanbei Metro Mall and Dongsheng Town Government is about 5.5 kilometres. Tanbei Metro Mall is located near the entrance of G105 Expressway.
- Facilities:** There are several residential communities with hospitals and schools. Two new schools and one new hospital are planned to build in the near future in order to improve the citizen's living standards. In addition, Dongsheng Town plans to develop one commercial zone in the south-east of the town. The relatively complete municipal facilities in the town provide comprehensive services to meet the needs of shoppers in administrative services, education, healthcare, catering and recreation.

Competitive strengths of Tanbei Metro Mall: excellent location and mature infrastructure (1/4, continued)

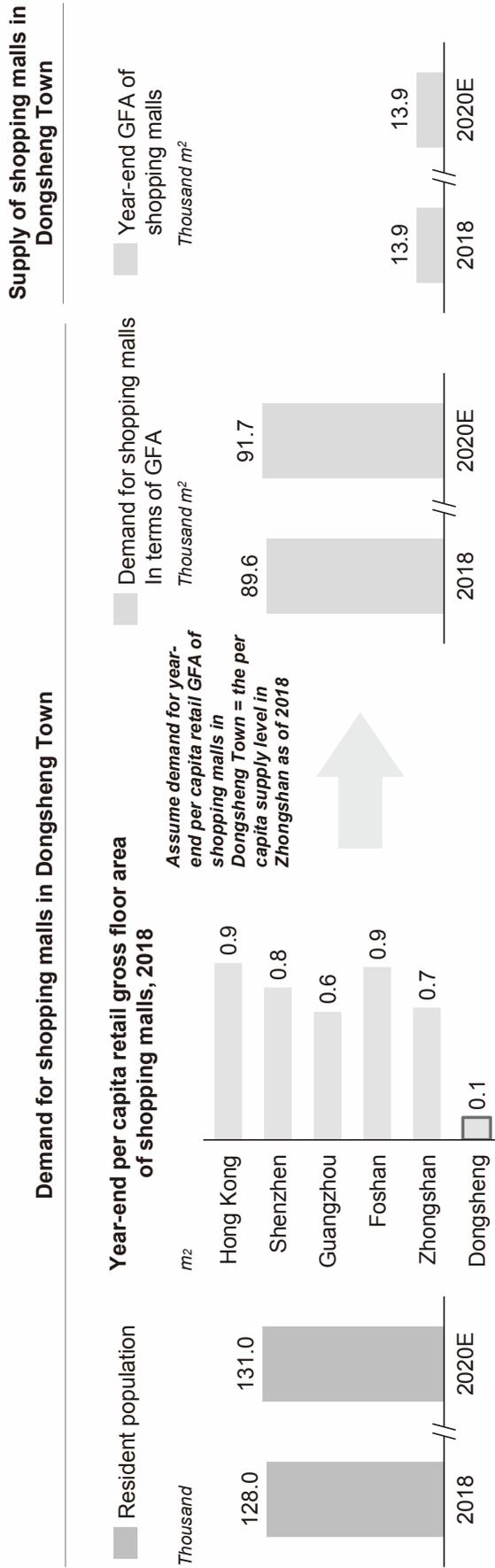
- Located in the northwest of Zhongshan, Dongsheng Town has convenient transportation network and comprehensive supporting municipal facilities, and therefore Tanbei Metro Mall is able to receive benefits from the location and reach more target consumers



•Note: straight-line distance is estimated between Tanbei Metro Mall and designated place.

Competitive strengths of Tanbei Metro Mall: demand-supply gap and few competitors (2/4)

- There was a large gap between supply and demand for shopping malls in Dongsheng Town compared with other cities in the Bay Area as of 2018; Tanbei Metro Mall is and will remain the only shopping mall in Dongsheng Town in the near future, with few competitors



Analysis:

- As of 2018, the year-end per capita gross retail area of shopping malls in Zhongshan reached 0.7 m², while the number of Dongsheng Town is 0.1. Therefore, there was a large gap between supply and demand for shopping malls in Dongsheng Town compared with Zhongshan and other cities in the Bay Area as of 2018.
- In addition, Tanbei Metro Mall is and will remain the only shopping mall in Dongsheng Town in the near future, with few competitors.

Competitive strengths of Tanbei Metro Mall: first-class operational performance (3/4)

- Tanbei Metro Mall opened in 2018 as the first shopping mall in Dongsheng Town, and has already demonstrated a better operational performance compared with shopping malls in the same region (northwest of Zhongshan)

Operational benchmark of shopping malls in Zhongshan, the end of August 2019

Shopping mall operated by Dasin, the first and only shopping mall in Dongsheng Town



Tanbei Metro Mall 大信
新都匯坦背店



Seaport City 海港城

Property developer	Dasin	Bifuya Property
Opening year	Mar, 2018	Sep, 2017
Location	<ul style="list-style-type: none"> • Tanbei West 2nd Road, Dongsheng Town • Adjacent to G105 Expressway, Zhongjiang Highway and Shenluo Highway • 3.5 kilometres from Dongsheng Bus Terminal, 4.5 kilometres from Dongsheng Railway Station, and 5.5 kilometres from Dongsheng Town Government 	<ul style="list-style-type: none"> • East Shengping Road, Xiaolan Town • Adjacent to G105 Expressway • Adjacent to Xiaolan Bus Terminal and Xiaolan Town Government
Coverage	Dongsheng Town, Zhongshan	Xiaolan Town, Zhongshan
Retail GFA, Thousand m²	13.9	~140
NLA, Thousand m²	9.0	~74
Occupancy rate*, %	92.25%	~70%
Leased NLA, Thousand m²	8.3	~52
Leased NLA by trade sector, %	<ul style="list-style-type: none"> • Retail: 31% • Catering: 39% • Others: 40% 	<ul style="list-style-type: none"> • Retail: 50% • Catering: 40% • Others: 10%
Daily footfall, Thousand people	• 4-5	• 4-5
Monthly rent for ground floor in 2018, RMB per m²	• 79.2	• ~100

Note: * The occupancy rate = leased NLA / NLA.

Competitive strengths of Tanbei Metro Mall: differentiated tenants (4/4)

- With tenants in differentiated business categories (e.g., parent-child products and services), Tanbei Metro Mall is becoming a life experience centre containing retail, catering, entertainment and education, and is able to draw high footfall continuously and consistently

Operational benchmark of shopping malls in Zhongshan, the end of August 2019

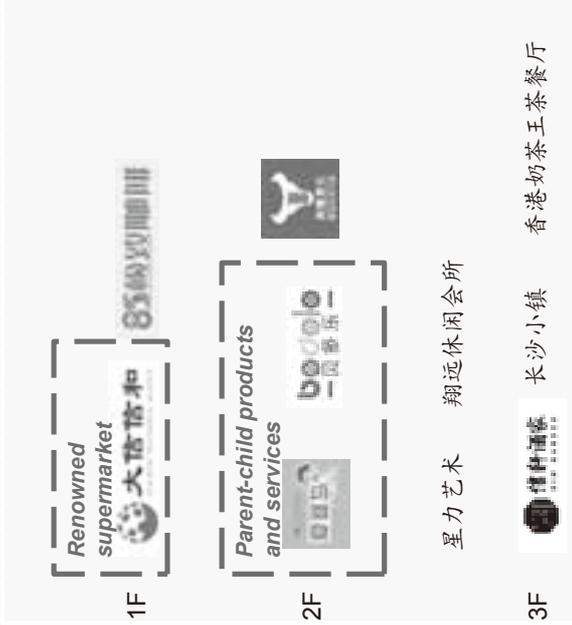
Shopping mall operated by Dasin



Tanbei Metro Mall 大信
新都匯坦背店

Target consumers Mid-end households in the northwest of Zhongshan

Tenants, Unit 16



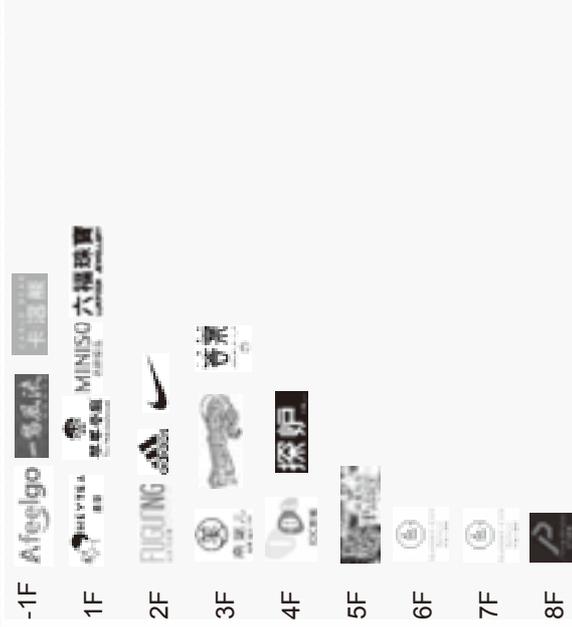
A leading shopping mall in Xiaolan Town, Zhongshan



Seaport City 海港城

Target consumers Mid-end consumers in Xiaolan Town, Zhongshan: mainly white-collars in the office building of the Seaport City

Tenants, Unit ~90



SWOT analysis of Tanbei Metro Mall

Strengths

- Located in the northwest of Zhongshan, Dongsheng Town has convenient transportation network and comprehensive supporting municipal facilities.
- Tanbei Metro Mall is and will remain the only shopping mall in Dongsheng Town in the near future, with few competitors.
- Tanbei Metro Mall is becoming a life experience centre containing retail, catering, entertainment and education, and it has already demonstrated a better operational performance compared with shopping malls in the same region (northwest of Zhongshan)

Tanbei Metro Mall

Weaknesses

- Tanbei Metro Mall has fewer anchor tenants compared with top shopping malls in Zhongshan.
- In the short term, Tanbei Metro Mall has limited attractiveness for residents outside the northwest region of Zhongshan.

Opportunities

- With the increasing resident population in Dongsheng Town and the Northwest Cluster of Zhongshan, the demand for shopping malls is likely to continue the growth trend in the future. The expanding sports industry is expected to attract tourists and sports fans to visit Dongsheng Town, and to help stimulate the traffic of Tanbei Metro Mall as well.
- There will still be a large gap between supply and demand for shopping malls in Dongsheng Town compared with other cities in the Bay Area by 2020.
- The upgrade of Dongsheng Town based on the “Sanjiu” Project Plan (2017-2020) (《中山市東升鎮“三舊”改造(舊城更新)專項規劃(2017-2020)》) is expected to improve its commercial environment and retail facilities, which will further boost the demands for shopping in Dongsheng Town.

Treats

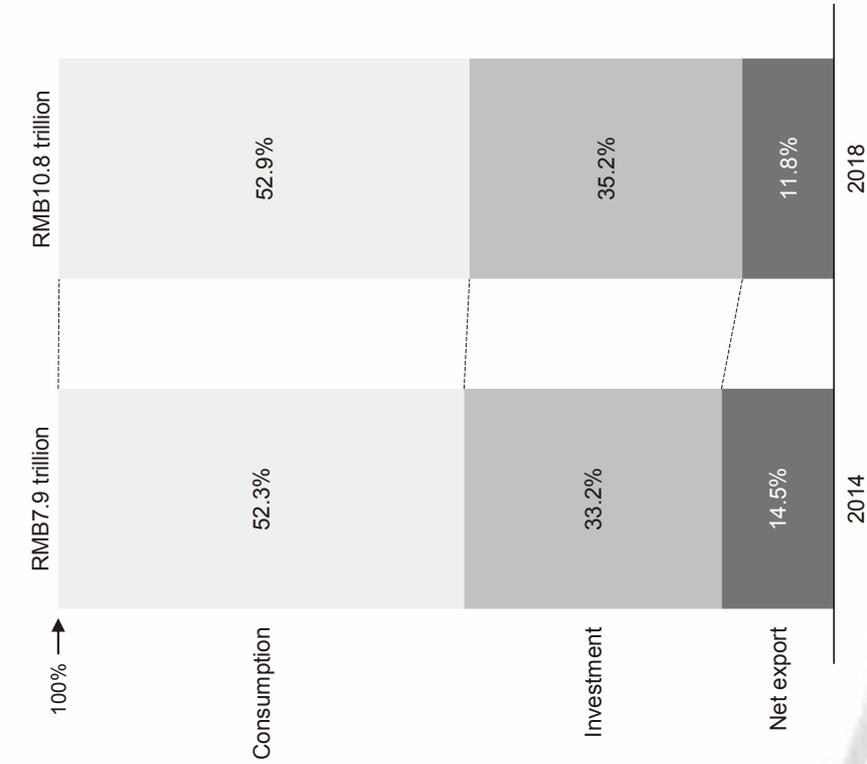
- A number of new shopping malls are going to open in surrounding towns in Zhongshan by 2020. Consumers may be attracted to those new shopping malls instead of Tanbei Metro Mall.
- As times goes by, the facilities will be aging, which could mean losing customers to newer shopping malls.
- There is possibility of the group changing its focus from the shopping mall business to other retail formats.

Appendix I
Economic growth driver, inflation rate



GDP breakdown by consumption, investment and net export

Breakdown of GDP by consumption, investment and net export, Greater Bay Area, 2014-2018

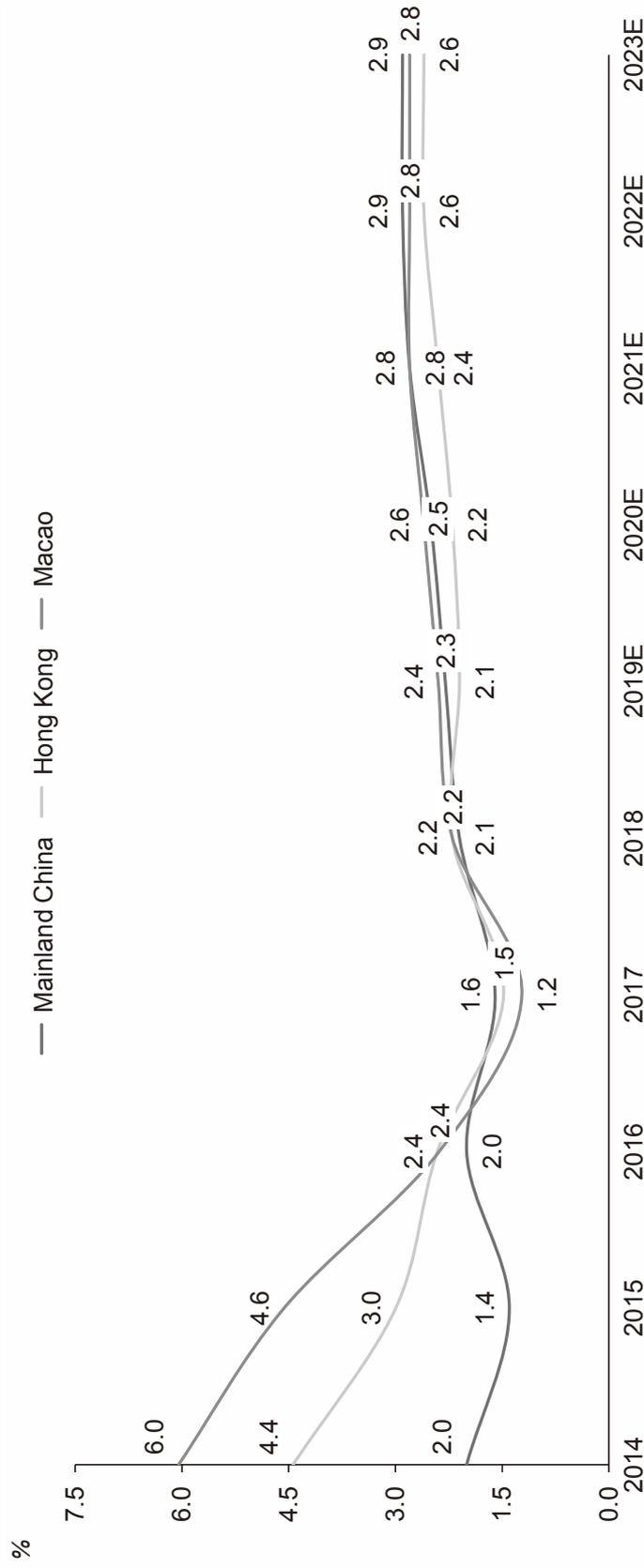


Analysis

- GDP is a measure of the total value of production of all resident producing units of an economy in a specified period. By using the expenditure approach to calculate GDP, GDP is a sum of the final expenditures on goods and services less imports of goods and services. The final expenditures include consumption expenditures, investment and exports of goods and services.
- GDP in the Greater Bay Area increased from RMB7.9 trillion in 2014 to RMB10.8 trillion in 2018, representing a CAGR of 8.1%. In the past five years, contribution from consumption increased from 52.3% to 52.9% of the overall GDP, and contribution from investment grew from 33.2% to 35.2% of the overall GDP. The historical CAGRs of consumption, investment and net export are 8.6%, 9.9% and 2.8%, respectively between 2014 and 2018.
- The consumption in the Bay Area is expected to further increase, with the stable growth of disposable incomes. Also, the Bay Area is expected to fully participate in international economic cooperation, strengthen connections with major economies in the world, attract investment in advanced manufacturing industries, modern service industries and strategic emerging industries from developed countries, and attract multinational companies and international organizations to establish their headquarters in the Greater Bay Area. Therefore, GDP in the Greater Bay Area is anticipated to continue the growth trend in the next five years.

Inflation rate in Mainland China, Hong Kong and Macao

Inflation rate, Mainland China, Hong Kong and Macao, 2014-2023E



Analysis:

- According to the *Report on the Work of the Government* released by the State Council in March 2019, the present macro-control target for CPI increase is 3%. We expect the inflation rate in China no higher than 3% between 2019 and 2023, assuming that once the inflation rate in China is close to 3%, the Chinese government would implement monetary policies and fiscal policies effectively in order to keep the inflation rate no higher than 3%.

Appendix II

Methodology of market position analysis for each city



Methodology for market position analysis of a specific property developer

The market position of a specific property developer is defined by the **geographic advantage on the vertical axis** and **operational performance on the horizontal axis** of its shopping malls in operation. The indicators representing geographic advantage and operational performance of a specific property developer are **weighted average by retail GFA** of its all shopping malls' corresponding indicators. The area of a circle in the chart of market position analysis represents the sum of retail gross floor area of shopping malls owned by a specific property developer.

Geographic advantage of a specific shopping mall

Category	Description	Sample malls	
A	City centre (城市中心)	<ul style="list-style-type: none"> Located in the centre of city and covering target consumers within the whole city 	<ul style="list-style-type: none"> DG Mall (民盈·國貿城) in Dongguan Shenzhen MixC (深圳萬象城) in Shenzhen
B	City sub-centre (城市副中心)	<ul style="list-style-type: none"> Located in the sub-centre of city and covering target consumers in a certain area consisting of several districts 	<ul style="list-style-type: none"> Huafa Mall (華發商都) in Zhuhai A11 Shopping Mall (A11鉞頓城) in Foshan
C	District centre (區域中心)	<ul style="list-style-type: none"> Located in the centre of a certain district and covering target consumers within the district 	<ul style="list-style-type: none"> Guangzhou Luogang Wanda Plaza (廣州蘿崗萬達廣場) in Guangzhou
D	Other areas (其他區域)	<ul style="list-style-type: none"> Located in other areas of city and covering target consumers in a certain area within a certain district 	<ul style="list-style-type: none"> Guzhen Line Plaza (利和購物中心古鎮店) in Zhongshan

Operational performance of a specific shopping mall

Category	Description
1 30% ✖	<p>Occupancy rate</p> <ul style="list-style-type: none"> Assume the full score of occupancy rate is 10. Assume a specific shopping mall with the highest occupancy rate scores 10 among the shopping malls owned by the top 3 property developers in terms of retail GFA in a certain city by the end of 2018. The rest of the shopping malls are scored proportionally.
2 30% ✖	<p>Monthly rent for ground floor</p> <ul style="list-style-type: none"> Assume the full score of monthly rent for ground floor is 10. Assume a specific shopping mall with the highest monthly rent for ground floor scores 10 among the shopping malls owned by the top 3 property developers in terms of retail GFA in a certain city by the end of 2018. The rest of the shopping malls are scored proportionally.
3 40% ✖	<p>Average daily footfall</p> <ul style="list-style-type: none"> Assume the full score of average daily footfall is 10. Assume a specific shopping mall with the highest average daily footfall scores 10 among the shopping malls owned by the top 3 property developers in terms of retail GFA in a certain city by the end of 2018. The rest of the shopping malls are scored proportionally.

Appendix III

Inter-city comparison of housing prices



Inter-city comparison of housing prices

Inter-city comparison of housing prices*, 2014-2018

RMB per m²

	2014	2015	2016	2017	2018
Shenzhen	30,719	42,591	54,886	53,931	54,060
Shanghai	32,029	36,935	46,173	47,097	47,158
Beijing	32,042	34,981	41,548	42,486	42,572
Guangzhou	17,468	17,058	19,877	21,292	21,682
Hangzhou	16,133	16,186	20,218	21,831	23,961
Dongguan	9,197	9,667	14,207	14,921	15,893
Foshan	8,623	8,727	11,146	12,816	12,992
Zhongshan	6,005	6,011	8,304	9,709	10,502
Chongqing	7,175	6,986	7,617	9,193	10,332
Zhuhai	13,171	13,698	19,777	21,657	21,341
Zhanjiang	7,115	6,961	7,368	9,122	10,483
Jiangmen	6,031	5,809	6,425	7,429	7,687

Note: * The housing price is the average price of first-hand resident properties in designated city and year.

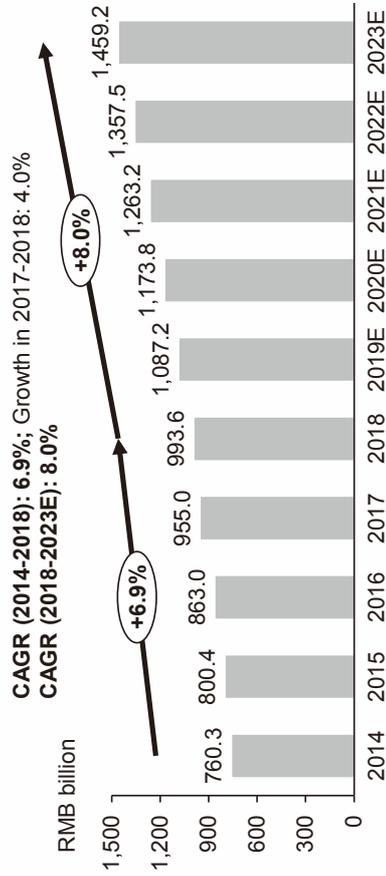
Appendix IV

GDP and retail sales value of Foshan and Zhongshan

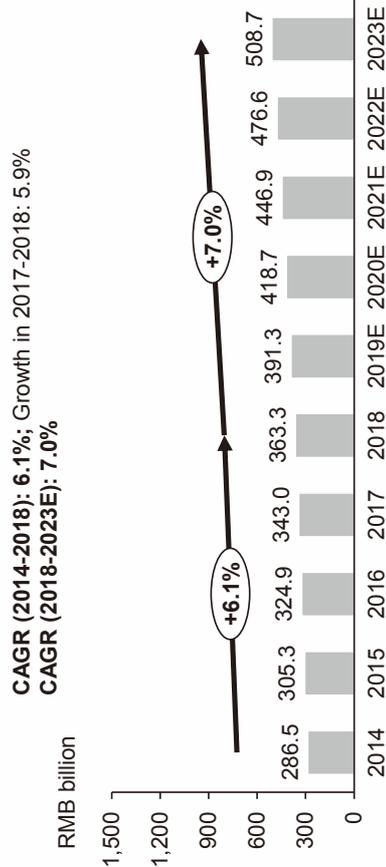


GDP and retail sales value of Foshan and Zhongshan

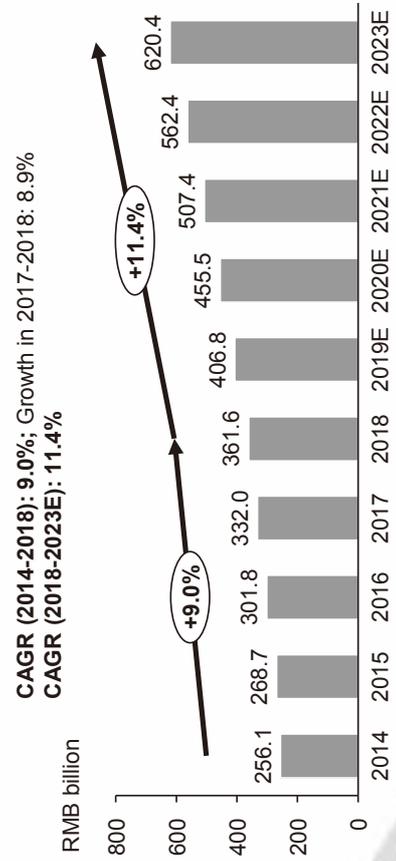
GDP, Foshan, 2014-2023E



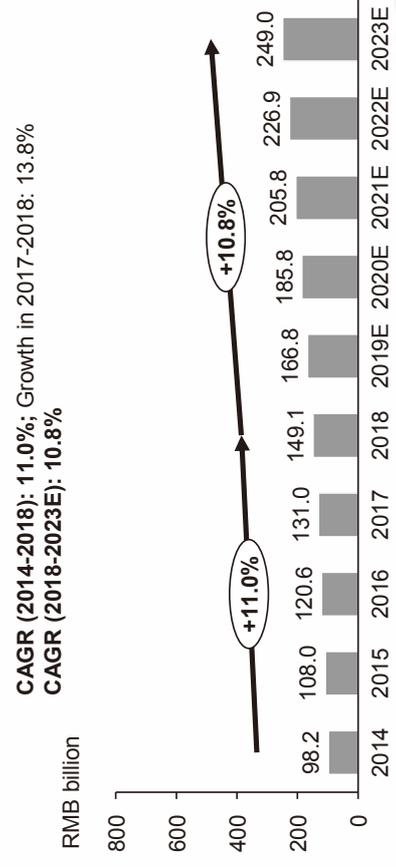
GDP, Zhongshan, 2014-2023E



Retail sales value of consumer goods, Foshan, 2014-2023E



Retail sales value of consumer goods, Zhongshan, 2014-2023E



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Dasin Retail Trust will be held on 20 December 2019 at 10.30 a.m. at Pacific Ballroom 1, Level 1, Pan Pacific Singapore, 7 Raffles Boulevard, Marina Square, Singapore 039595 for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions:

1. THE PROPOSED ACQUISITION OF SHUNDE METRO MALL AND TANBEI METRO MALL (ORDINARY RESOLUTION)

That subject to and conditional upon Resolution 2 being passed:

- (i) Approval be and is hereby given for the acquisition of Shunde Metro Mall, Tanbei Metro Mall and the Shunde Rental Management Company from the Vendor for an aggregated purchase consideration of approximately S\$65.1 million, on the terms and conditions set out in the Sale and Purchase Agreement as described in the Circular, and the entry into the Sale and Purchase Agreement be and is hereby approved and ratified;
- (ii) Approval be and is hereby given for the proposed issuance of the Acquisition Fee Units for payment of the acquisition fee to the Trustee-Manager, for the Acquisition;
- (iii) Approval be and is hereby given for the payment of all fees and expenses relating to the Acquisition;
- (iv) Approval be and is hereby given for the entry by Dasin Retail Trust (whether directly or indirectly through its subsidiaries) into all agreements and transactions in connection with the Acquisition and all ancillary agreements contemplated thereby or incidental thereto, or which are necessary to give effect to the Acquisition; and
- (v) The Trustee-Manager, and any director or the chief executive officer or chief financial officer 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, chief executive officer or chief financial officer of the Trustee-Manager, may consider expedient or necessary or in the interests of Dasin Retail Trust to give effect to the Acquisition and all transactions in connection therewith.

2. THE PROPOSED ISSUE AND PLACEMENT OF UP TO 120.0 MILLION NEW UNITS UNDER AN EQUITY FUND RAISING IN THE FORM OF A PROPOSED ISSUE AND PRIVATE PLACEMENT (ORDINARY RESOLUTION)

That subject to and conditional upon Resolution 1 being passed:

- (i) Approval be and is hereby given for Trustee-Manager to issue up to 120.0 million new units in Dasin Retail Trust ("**New Units**") under an equity fund raising in the form of a proposed issued and private placement (the "**Private Placement**") in the manner described in the Circular; and
- (ii) The Trustee-Manager, and any director or the chief executive officer or chief financial officer 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, chief executive officer or chief financial officer of the Trustee-Manager, may consider expedient or necessary or in the interests of Dasin Retail Trust to give effect to the Private Placement and all transactions in connection therewith.

3. THE PROPOSED ISSUE AND PLACEMENT OF NEW UNITS TO AQUA WEALTH HOLDINGS LIMITED UNDER THE PRIVATE PLACEMENT (ORDINARY RESOLUTION)

That subject to and conditional upon Resolution 1 and Resolution 2 being passed:

- (i) Approval be and is hereby given for the issue and placement of up to such number of New Units to Aqua Wealth Holdings Limited as part of the Private Placement, in the manner described in the Circular; and
- (ii) The Trustee-Manager, and any director or the chief executive officer or chief financial officer 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, chief executive officer or chief financial officer of the Trustee-Manager, may consider expedient or necessary or in the interests of Dasin Retail Trust to give effect to the Aqua Wealth Placement and all transactions in connection therewith.

By Order of the Board
Dasin Retail Trust Management Pte. Ltd.
(as trustee-manager of Dasin Retail Trust)
(Registration No. 201531845N)

Zhang Zhongming
Deputy Chairman and Non-Executive Director

5 December 2019

Notes:

1. A Unitholder is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. A proxy need not be a Unitholder.
2. Where a Unitholder appoints more than one (1) proxy, 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 (2) proxies and does not specify the number of Units to be represented by each proxy, then the Units held by the Unitholder are deemed to be equally divided between the proxies.
3. A corporation which is a Unitholder may, by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
4. The instrument appointing a proxy or proxies must be deposited at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623 no later than forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General 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 or service providers) for the purpose of the processing and administration by the Trustee-Manager (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Trustee-Manager (or its agents or service providers) 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 and service providers), 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 and service providers) 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.

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DASIN RETAIL TRUST

(a business trust constituted on 15 January 2016 under the laws of the Republic of Singapore)

Managed by Dasin Retail Trust Management Pte. Ltd.

(Company Registration Number: 201531845N)

(as Trustee-Manager of Dasin Retail Trust)

PROXY FORM EXTRAORDINARY GENERAL MEETING

*I/We _____ (Name) _____ (NRIC/Passport No.)

of _____ (Address)

being *a Unitholder/Unitholders of Dasin Retail Trust, hereby appoint

Name:	NRIC/Passport:	Proportion of Unitholdings	
		No. of Units	%
Address:			

*and/or

Name:	NRIC/Passport:	Proportion of Unitholdings	
		No. of Units	%
Address:			

Or failing *him/her/them, the Chairman of the Extraordinary General Meeting (the "EGM") as *my/our *proxy/proxies to attend and vote for *me/us on my/our behalf at the EGM of Dasin Retail Trust to be held on 20 December 2019 at 10.30 a.m. at Pacific Ballroom 1, Level 1, Pan Pacific Singapore, 7 Raffles Boulevard, Marina Square, Singapore 039595 and any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against the Ordinary Resolutions to be proposed at the EGM as indicated hereunder. If no specific directions as to voting is given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion as *he/she/they may on any other matter arising at the EGM.

No.	Ordinary Resolutions	For [#]	Against [#]
1.	To approve the proposed acquisition of Shunde Metro Mall and Tanbei Metro Mall (Conditional upon Resolution 2 being passed)		
2.	To approve the issuance of up to 120.0 million new units under an equity fund raising in the form of a proposed issued and private placement (the "Private Placement") (Conditional upon Resolution 1 being passed)		
3.	To approve the proposed issue and placement of new units to Aqua Wealth Holdings Limited under the Private Placement (Conditional upon Resolution 1 and Resolution 2 being passed)		

* Delete appropriately

if you wish to use all your votes "For" or "Against", please indicate with an "X" within the box provided. Otherwise, please indicate number of votes "For" or "Against" each resolution within the box provided.

Dated this _____ day of _____ 2019

Total number of Units held

Signature(s) of Unitholder(s)/

Common Seal of Corporate Unitholder

Important: Please read the notes to the proxy form.



Notes:

1. A Unitholder of Dasin Retail Trust ("Unitholder", and the units in Dasin Retail Trust, "Units") entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. A proxy need not be a Unitholder.
2. Where a Unitholder appoints more than one (1) proxy, 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 (2) proxies and does not specify the number of Units to be represented by each proxy, then the Units held by the Unitholder are deemed to be equally divided between the proxies.
3. A Unitholder should insert the total number of Units held in the Proxy Form. If the Unitholder has Units entered against his/her name in the Depository Register (as defined under Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) maintained by The Central Depository (Pte) Limited ("CDP"), he/she should insert that number of Units. If the Unitholder has Units registered in his/her name in the Register of Unitholders of Dasin Retail Trust, he/she should insert that number of Units. If the Unitholder has Units entered against his/her name in the said Depository Register and registered in his/her name in the Register of Unitholders, he/she should insert the aggregate number of Units. If no number is inserted, the Proxy Form will be deemed to relate to all the Units held by the Unitholder.
4. The Proxy Form must be deposited at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than forty-eight (48) hours before the time appointed for holding the EGM.
5. Completion and return of the Proxy Form shall not preclude a Unitholder from attending and voting at the EGM. Any appointments of a proxy or proxies shall be deemed to be revoked if a Unitholder attends the EGM in person, and in such event, the Trustee-Manager reserves the right to refuse to admit any person or persons appointed under the Proxy Form, to the EGM.
6. The Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under the common seal or under the hand of an officer or attorney so authorised. The Trustee-Manager shall be entitled and be bound, in determining the rights to vote and other matters in respect of a completed Proxy Form submitted to it, to have regard to any instructions and/or notes set out in the Proxy Form.

1st fold

Affix
Stamp

Dasin Retail Trust Management Pte. Ltd.
(As Trustee-Manager of Dasin Retail Trust)

c/o

**Boardroom Corporate &
Advisory Services Pte. Ltd.**

50 Raffles Place

#32-01 Singapore Land Tower

Singapore 048623

2nd fold

7. Where the Proxy Form is signed on behalf of the appointor by an attorney or a duly authorised officer, the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy of such power of authority must (failing previous registration with the Trustee-Manager) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
8. A corporation which is a Unitholder may, by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
9. The Trustee-Manager shall have the right to reject a Proxy Form which has not been properly completed. In addition, in the case of Units entered in the Depository Register, the Trustee-Manager shall be entitled and bound:
 - (a) to reject a Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the EGM, as certified by CDP to Dasin Retail Trust; and
 - (b) to accept as the maximum number of votes which in aggregate that Unitholder and his proxy or proxies (if any) are able to cast on a poll a number which is the number of Units entered against the name of that Unitholder in the Depository Register as at forty-eight (48) hours before the time of the relevant meeting as certified by CDP to Dasin Retail Trust, whether that number is greater or smaller than that specified by the Unitholder or in the Proxy Form.
10. No instrument appointing a proxy or proxies shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution. A person appointed to act as a proxy need not be a Unitholder.
11. All Unitholders will be bound by the outcome of the EGM regardless of whether they have attended or voted at the EGM.

Personal Data Privacy

By submitting an instrument appointing a proxy or proxies, the Unitholder accepts and agrees to the Personal Data Privacy terms set out in the Notice of EGM dated 5 December 2019.

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Visit us at our website at:
www.dasintrust.com



**DASIN RETAIL TRUST
MANAGEMENT PTE. LTD.**
(As Trustee-Manager of Dasin Retail Trust)

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