

OFFER INFORMATION STATEMENT

This document is important. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax or other professional adviser.

The collective investment scheme offered in this document is an authorised scheme under the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”). A copy of this Offer Information Statement has been lodged with the Monetary Authority of Singapore (the “Authority”). The Authority assumes no responsibility for the contents of this Offer Information Statement. Lodgment of this Offer Information Statement with the Authority does not imply that the SFA, or any other legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of the units being offered, or in respect of which an invitation is made, for investment.

Approval in-principle has been obtained from Singapore Exchange Securities Trading Limited (the “SGX-ST”) for the listing and quotation of the new units (“New Units”) in CapitaRetail China Trust (“CRCT”) on the Main Board of the SGX-ST. The SGX-ST’s in-principle approval is not to be taken as an indication of the merits of the Proposed Acquisition (as defined herein), the Equity Fund Raising (as defined herein), the New Units, the Waivers (as defined herein) or CRCT.

This Offer Information Statement is not for distribution, directly or indirectly, in or into the United States, Japan or Canada. It is not an offer of securities for sale into the United States, Japan or Canada. The New Units may not be offered or sold in the United States or to, or for the account or benefit of, US persons (as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended) unless they are registered or exempt from registration. There will be no public offer of securities in the United States.

No units in CRCT (“Units”) shall be allotted on the basis of this Offer Information Statement later than the date falling six months from the date of lodgment of this Offer Information Statement.

OFFER AND PLACEMENT OF NEW UNITS BY WAY OF:

- (A) A PRIVATE PLACEMENT OF 136,036,000 NEW UNITS AT AN ISSUE PRICE OF S\$1.36 PER NEW UNIT (THE “ISSUE PRICE”) TO INSTITUTIONAL AND OTHER INVESTORS (THE “PRIVATE PLACEMENT”); AND
- (B) AN OFFERING OF 2,200,000 NEW UNITS TO RETAIL INVESTORS IN SINGAPORE AT THE ISSUE PRICE THROUGH THE AUTOMATED TELLER MACHINES (“ATMS”) OF DBS BANK LTD (INCLUDING POSB) ON A “FIRST-COME, FIRST-SERVED” BASIS (THE “ATM OFFERING”).



(Constituted in the Republic of Singapore pursuant to a trust deed dated 23 October 2006 (as amended) (the “Trust Deed”))

Managed by

CapitaRetail China Trust Management Limited

A member of



Joint Lead Managers, Bookrunners and Underwriters for the Equity Fund Raising



Date of lodgment: 25 January 2008

NOTICE TO UNITHOLDERS AND INVESTORS

No person has been authorised to give any information or make any representations other than those contained in this Offer Information Statement in connection with the Equity Fund Raising and, if given or made, such information or representations must not be relied upon as having been authorised by CRCT, CapitaRetail China Trust Management Limited (in its capacity as manager of CRCT) (the “**Manager**”), HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of CRCT) (the “**Trustee**”), Citigroup Global Markets Singapore Pte. Ltd. (“**Citi**”), DBS Bank Ltd (“**DBS Bank**”), J.P. Morgan (S.E.A.) Limited (“**JPMorgan**”, and together with Citi and DBS Bank, the “**Joint Lead Managers, Bookrunners and Underwriters**”). Save as expressly stated in this Offer Information Statement, nothing contained herein is, or may be relied upon as, a promise or representation as to the future performance or policies of CRCT or the Manager. Neither the delivery of this Offer Information Statement nor the issue of the New Units shall, under any circumstances, constitute a representation, or give rise to any implication, that there has been no material change in the affairs of CRCT or in any of the information contained herein since the date of this Offer Information Statement. Where such changes occur after the date of this Offer Information Statement and are material and are required to be disclosed by law and/or the SGX-ST, the Manager will announce such changes via SGXNET. All unitholders of CRCT (the “**Unitholders**”) and investors should take note of any such announcement and, upon the release of such announcement, shall be deemed to have notice of such changes.

This Offer Information Statement may not be used for the purpose of, and does not constitute, an offer, invitation or solicitation in any jurisdiction or in any circumstances in which such offer, invitation or solicitation is unlawful or unauthorised, or to any person to whom it is unlawful to make such offer, invitation or solicitation. In addition, no action has been or will be taken in any jurisdiction that would permit a public offering of the New Units or the possession, circulation or distribution of this Offer Information Statement or any other material relating to CRCT or the New Units in any jurisdiction other than Singapore where action for that purpose is required. The New Units may not be offered or sold, directly or indirectly and neither this Offer Information Statement nor any other offering material or advertisements in connection with the New Units may be distributed or published in or from any country or jurisdiction except, in each case, under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. No information in this Offer Information Statement should be considered to be business, legal or tax advice regarding an investment in the New Units and/or the Units.

Citi, DBS Bank and JPMorgan make no representation, warranty or recommendation whatsoever as to the merits of the Proposed Acquisition (as defined herein), the Equity Fund Raising, the New Units, CRCT or any other matter related thereto or in connection therewith. Nothing in this Offer Information Statement or the accompanying documents shall be construed as a recommendation to subscribe for the New Units. Prospective subscribers of the New Units should rely on their own investigation, appraisal and determination of the merits of investing in CRCT and shall be deemed to have done so.

This Offer Information Statement and the accompanying documents have been prepared solely for the purposes of the Equity Fund Raising and may not be relied upon for any other purposes.

The New Units have not been and will not be registered under the U.S. Securities Act of 1933 (as amended) (the “**Securities Act**”) and, subject to certain exceptions, may not be offered or sold within the United States or to, or for the benefit of, U.S. Persons (as defined in Regulation S under the Securities Act (“**Regulation S**”)).

The distribution of this Offer Information Statement and the placement of the New Units in certain jurisdictions may be prohibited or restricted by law. Persons who come into possession of this Offer

Information Statement and/or its accompanying documents are required by the Manager, Citi, DBS Bank and JPMorgan to inform themselves of, and observe, any such prohibitions and restrictions.

Prospective investors are advised to obtain and read the documents incorporated by reference herein before making their investment decision in relation to the New Units.

Any discrepancies in the tables included herein between the listed amounts and totals thereof are due to rounding.

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 Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units. Investors have no right to request the Manager to redeem their Units while the Units are listed.

The past performance of CRCT is not necessarily indicative of the future performance of CRCT.

This Offer Information Statement 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. A few special business factors or risks which are unlikely to be known or anticipated by the general investor and which could materially affect profits are set out under **Appendix A** of the Offer Information Statement.

You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view of future events. Save as stated otherwise, all forecasts and projections are based on the assumed Issue Price (as defined herein) of S\$1.36, which is purely for illustrative purposes only, and on the Manager's assumptions as explained in **Appendix D1** of the Offer Information Statement. Yields will vary accordingly for investors who subscribe for Units at a price that is higher than the assumed Issue Price of S\$1.36. The major assumptions are certain expected levels of property rental income and property expenses over the relevant periods, which are considered by the Manager to be appropriate and reasonable as at the date of this Offer Information Statement. The forecast financial performance of CRCT is not guaranteed and there is no certainty that it can be achieved. Investors should read the whole of this Offer Information Statement for details of the forecasts and consider the assumptions used and make their own assessment of the future performance of CRCT before deciding whether to subscribe for the New Units.

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In this Offer Information Statement, capitalised terms not otherwise defined herein have the meaning given to them in the Glossary on pages 40 to 46 of this Offer Information Statement. Any discrepancies in the figures below are due to rounding.

In the Offer Information Statement, provide the following information:

PART I – FRONT COVER

-
- (1) On the front cover of the offer information statement, provide -
- (a) the date of lodgment of the offer information statement;
 - (b) the following statements:
 - (i) “This document is important. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax or other professional adviser.”; and
 - (ii) “The collective investment scheme offered in this document is {an authorised/a recognised*} scheme under the Securities and Futures Act. A copy of this offer information statement has been lodged with the Authority. The Authority assumes no responsibility for the contents of the offer information statement. Lodgment of the offer information statement with the Authority does not imply that the Securities and Futures Act, or any other legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of the units being offered for investment.”;
 - (c) the name of the collective investment scheme (referred to in this Schedule as the Scheme) in which units are being offered, and its place and date of constitution;
 - (d) a statement to the effect that an application has been or will be made to a securities exchange to list for quotation or quote the units being offered on that securities exchange, and the name of such securities exchange; and
 - (e) a statement that no units shall be allotted or allocated on the basis of the offer information statement later than 6 months after the date of lodgment of the offer information statement.

* to state accordingly

Noted.

PART II – BASIC INFORMATION

(2) State the name and address of:

- (i) the registered office of the manager of the fund (the “Manager”); and**
 - (ii) the directors of the Manager as at the Latest Practicable Date;**
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- (i) The Manager is CapitaRetail China Trust Management Limited and its registered office is located at 39 Robinson Road, #18-01 Robinson Point, Singapore 068911.
 - (ii) The names and addresses of the directors of the Manager (the “Directors”) are set out in **Appendix F** of this Offer Information Statement.
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(3) State the names and addresses of:

- (i) the issue manager to the offer, if any;**
 - (ii) the underwriter to the offer, if any; and**
 - (iii) the legal adviser for or in relation to the offer, if any;**
-

- (i) The Joint Lead Managers, Bookrunners and Underwriters for the Equity Fund Raising are:
 - (a) Citi, which is located at 3 Temasek Avenue, #12-00 Centennial Tower, Singapore 039190;
 - (b) DBS Bank, which is located at 6 Shenton Way, DBS Building Tower One, Singapore 068809; and
 - (c) JPMorgan, which is located at 168 Robinson Road, 17th Floor Capital Tower, Singapore 068912.
- (ii) Save for the New Units to be subscribed for by CapitaLand Retail Limited (“**CRTL**”) pursuant to the CRTL Undertaking (as defined herein) and HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of CapitaMall Trust (“**CMT**” and the trustee of CMT, the “**CMT Trustee**”), pursuant to the CMT Undertaking (as defined herein), the Equity Fund Raising is underwritten by the Joint Lead Managers, Bookrunners and Underwriters at the Issue Price.
- (iii) The legal adviser for the Proposed Acquisition, Equity Fund Raising and to the Manager as to Singapore law is Allen & Gledhill LLP, which is located at One Marina Boulevard #28-00, Singapore 018989.

The legal adviser to the Manager for the Proposed Acquisition is Paul, Hastings, Janofsky & Walker, which is located at 21-22/F, Bank of China Tower, 1 Garden Road, Hong Kong.

The legal adviser for the Proposed Acquisition and to the Manager as to PRC law is Commerce & Finance Law Offices, which is located at 6F NCI Tower, A12 Jianguomenwai Avenue, Beijing 100022, China.

The legal adviser to the Joint Lead Managers, Bookrunners and Underwriters for the Equity Fund Raising as to Singapore law is WongPartnership LLP, which is located at One George Street #20-01, Singapore 049145.

The legal adviser to the Trustee is Shook Lin & Bok LLP, which is located at 1 Robinson Road #18-00, AIA Tower, Singapore 048542.

PART III – OFFER STATISTICS AND TIMETABLE

OFFER STATISTICS

(4) For each method of offer, state the number of units being offered;

The Equity Fund Raising will comprise:

- (i) the **Private Placement**: an offering of 136,036,000 New Units at the Issue Price by way of a private placement to institutional and other investors; and
- (ii) the **ATM Offering**: an offering of 2,200,000 New Units at the Issue Price by way of an offering to retail investors in Singapore through the ATMs of DBS Bank (including POSB) on a “first-come, first-served” basis.

In the event that there are New Units which are not validly subscribed for or not taken up under the ATM Offering, such New Units will first be made available to satisfy any excess demand for New Units under the Private Placement at the Issue Price to the extent that there is such an excess demand, or in the event that there are New Units which are not validly subscribed for or taken up under the Private Placement, the Joint Lead Managers, Bookrunners and Underwriters will subscribe and/or procure subscription for any remaining unsubscribed New Units under the ATM Offering and the Private Placement at the Issue Price. The Joint Lead Managers, Bookrunners and Underwriters shall have the sole discretion (in consultation with the Manager) to claw back and re-allocate the New Units between the ATM Offering and the Private Placement.

The Manager will issue such number of New Units via the ATM Offering and the Private Placement for placement by the Joint Lead Managers, Bookrunners and Underwriters to investors so as to raise gross proceeds of up to approximately S\$188.0 million (the “**Equity Fund Raising**”), in order to partly finance the Proposed Acquisition.

METHOD AND TIMETABLE

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- (5) Provide the information referred to in paragraphs 6 to 10 to the extent applicable to:**
- (a) the offer procedure; and**
 - (b) where there is more than one group of targeted potential investors and the offer procedure is different for each group, the offer procedure for each group of targeted potential investors;**
-

Noted.

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- (6) State the time at, date on, and period during which the offer will be kept open, and the name and address of the person to whom the purchase or subscription applications are to be submitted. If the exact time, date or period is not known on the date of lodgment of the offer information statement, describe the arrangements for announcing the definitive time, date or period. State the circumstances under which the offer period may be extended or shortened, and the duration by which the period may be extended or shortened. Describe the manner in which any extension or early closure shall be made public;**
-

Private Placement:

The Private Placement will commence from the time and date this Offer Information Statement is lodged with the Authority and will remain open until the close of the book of orders for the Private Placement, which is currently expected to be no later than 26 January 2008. The close of the book of orders for the Private Placement will be announced by the Manager via SGXNET no later than the Market Day after the date of such closure.

The names and addresses of the Joint Lead Managers, Bookrunners and Underwriters, to whom applications for subscription under the Private Placement are to be submitted, have been set out in paragraph (3) above. Applications for subscription may also be submitted in such other manner as agreed with the Joint Lead Managers, Bookrunners and Underwriters.

The time and date of commencement of trading of New Units on the SGX-ST is currently expected to be 2.00 p.m. on 5 February 2008.

The selling restrictions in relation to the Equity Fund Raising are set out in **Appendix J** of this Offer Information Statement.

The performance of the obligations of the Joint Lead Managers, Bookrunners and Underwriters under the placement agreement dated 25 January 2008 entered into between (i) the Manager, (ii) Citi, (iii) DBS Bank, and (iv) JPMorgan (the "**Placement Agreement**") will be conditional upon various conditions set out in the Placement Agreement having been satisfied on, or before, 5 February 2008 (the "**Completion Date**").

ATM Offering:

The ATM Offering will commence at 10.30 a.m., Saturday, on 26 January 2008, and will close at 12.30 p.m. on 26 January 2008, subject to an earlier closure at the discretion of the Joint Lead Managers, Bookrunners and Underwriters (in consultation with the Manager) in the event that the New Units offered under the ATM Offering are fully taken up. The closure of the ATM Offering will be announced by the Manager via SGXNET no later than the Market Day after the date of such closure.

The New Units under the ATM Offering will be offered at the Issue Price to retail investors in Singapore through the ATMs of DBS Bank (including POSB) on a "first-come, first-served" basis. The minimum application under the ATM Offering is 1,000 New Units. An applicant may apply for a larger number of New Units under the ATM Offering in integral multiples of 1,000 New Units, subject to a maximum of 250,000 New Units per applicant. Only one application for the New Units under the ATM Offering may be made for the benefit of one person. Multiple applications for the New Units under the ATM Offering will not be accepted.

Payment for the New Units under the ATM Offering must be made in full upon application. Please refer to **Appendix K** of this Offer Information Statement for details on the application procedures under the ATM Offering.

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- (7) **State the method and time limit for paying up for the units and, where payment is to be partial, the manner in which, and dates on which, amounts due are to be paid;**
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Private Placement:

Upon the allocation of New Units to an investor under the Private Placement, an investor will be obliged to pay the Issue Price for the allocated New Units upon settlement, which is currently expected to be on 5 February 2008 or as otherwise agreed between the Manager

and the Joint Lead Managers, Bookrunners and Underwriters.

Payment under the Private Placement shall be made by way of telegraphic transfer or such other means as agreed with the Joint Lead Managers, Bookrunners and Underwriters.

ATM Offering:

The New Units under the ATM Offering will be offered at the Issue Price to retail investors in Singapore through the ATMs of DBS Bank (including POSB) on a “first-come, first-served” basis. An investor can use cash and/or CPF funds to pay for the New Units applied for under the ATM Offering. Investors applying for only 1,000 New Units can use either cash or CPF funds only, but not both.

Please refer to **Appendix K** of this Offer Information Statement for the “**Terms and Conditions for ATM Electronic Applications**” for details on the application procedures under the ATM Offering.

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- (8) State, where applicable, the methods of and time limits for:**
- (a) the delivery of the documents evidencing title to the units being offered (including temporary documents of title, if applicable) to subscribers or purchasers; and**
 - (b) the book-entry transfers of the units being offered in favour of subscribers or purchasers;**
-

No certificate shall be issued to Unitholders by either the Manager or the Trustee, in respect of the New Units. For so long as CRCT is listed, quoted and traded on the SGX-ST and/or any other Recognised Stock Exchange (as defined herein) and the Units have not been suspended from such listing, quotation and trading for more than 60 consecutive calendar days or de-listed permanently, The Central Depository (Pte) Limited (“**CDP**”) shall be appointed by the Manager as the Unit depository for CRCT, and all Units issued will be represented by entries in the register of Unitholders kept by the Trustee or the agent appointed by the Trustee in the name of, and deposited with, CDP as the registered holder of such Units. CDP is appointed pursuant to the depository services agreement dated 28 November 2006 entered into between CDP, the Manager and the Trustee. The Manager or the agent appointed by the Manager shall issue to CDP not more than 10 Business Days (as defined herein) after the issue of Units a confirmation note confirming the date of issue and the number of Units so issued and, if applicable, also stating that the Units are issued under a lock-up and the expiry date of such lock-up and for the purposes of the Trust Deed (as defined herein), such confirmation note shall be deemed to be a certificate evidencing title to the Units issued.

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- (9) In the case of any pre-emptive rights to subscribe for the units being offered, state the procedure for the exercise of any right of pre-emption, the negotiability of such rights and the treatment of such rights which are not exercised;**
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There are no such pre-emptive rights.

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- (10) Provide a full description of the manner in which results of the allotment or allocation of the units are to be made public and, where appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid);**
-

An announcement through the SGXNET will be made by the Manager within one Market Day after the occurrence of each of the following events (i) completion of the book-building process, (ii) close of the ATM Offering, and (iii) allotment of the New Units under the Equity Fund Raising.

Where an application under the ATM Offering is rejected, the full amount of the application monies will be refunded or returned (without interest or any share of revenue or other benefit arising therefrom) by being automatically credited to the DBS Bank (including POSB) account of the applicant, at the risk of the applicant.

Please refer to **Appendix K** of this Offer Information Statement for additional terms and conditions for the ATM Offering.

PART IV – KEY INFORMATION

USE OF PROCEEDS FROM OFFER AND EXPENSES INCURRED

(11) **In the same section, provide the information set out in paragraphs 12 to 17;**

Noted.

(12) **Disclose the estimated amount of the proceeds from the offer (net of the estimated amount of expenses incurred in connection with the offer) (referred to in this paragraph as the net proceeds). Where only a part of the net proceeds will go into the property of the Scheme, indicate such amount. If none of the proceeds will go into the property of the Scheme, provide a statement of that fact;**

The amount of the net proceeds from the Equity Fund Raising, being the gross proceeds from the Equity Fund Raising less the estimated amount of underwriting and selling commissions as well as the other fees and expenses (including professional fees and expenses) incurred by CRCT in connection with the Equity Fund Raising, is estimated to be approximately S\$182.3 million.

It is intended that the entire net proceeds of the Equity Fund Raising will be utilised to partly finance the Proposed Acquisition.

Please see paragraph (13) below for details on the use of the net proceeds from the Equity Fund Raising.

(13) **Disclose how the net proceeds from the offer will be allocated to each principal intended use. If the anticipated proceeds will not be sufficient to fund all of the intended uses, disclose the order of priority of such uses, as well as the amount and sources of other funds needed. Disclose also how the proceeds will be used pending their eventual utilisation for the proposed uses. Where specific uses are not known for any portion of the proceeds, disclose the general uses for which the proceeds are proposed to be applied. Where the offer is not fully underwritten on a firm commitment basis, state the minimum amount which, in the reasonable opinion of the directors or equivalent persons of the Manager, must be raised by the offer of units;**

The total acquisition cost for the Proposed Acquisition (the “**Total Acquisition Cost**”) is estimated to be approximately S\$341.0 million, and comprises:

- (i) the Purchase Consideration (as defined herein) of S\$332.0 million for the Proposed Acquisition;
- (ii) acquisition fee (the “**Acquisition Fee**”) of S\$3.3 million¹ payable to the Manager pursuant to the trust deed dated 23 October 2006 constituting CRCT (as amended) (the “**Trust Deed**”); and
- (iii) the estimated professional and other fees and expenses expected to be incurred in connection with the Proposed Acquisition of approximately S\$5.7 million.

The Manager intends to utilise the entire net proceeds from the Equity Fund Raising to partly

¹ The Acquisition Fee of S\$3.3 million will be paid in the form of Units pursuant to the Property Funds Guidelines.

finance the Proposed Acquisition.

Additional bank borrowings of (i) approximately S\$88.0 million, taken at the CRCT level in the form of a two-year unsecured term loan facility, and (ii) approximately S\$12.0 million from an existing short-term loan facility will be incurred to partly finance the Total Acquisition Cost. The balance of the Acquisition Cost will be funded through internal cash balances.

As the Proposed Acquisition will constitute an “interested party transaction” under the Property Funds Guidelines, the Acquisition Fee payable to the Manager will be in the form of Units, which shall not be sold within one year from their date of issuance.

The Manager will make periodic announcements on the utilisation of the net proceeds of the Equity Fund Raising via SGXNET as and when such funds are utilised.

Pending the deployment of the net proceeds for the purposes mentioned above, the net proceeds of the Equity Fund Raising may be deposited with banks and/or financial institutions or used for any other purpose on a short-term basis as the Directors may, in their absolute discretion, deem fit.

As at 18 January 2008 (the “**Latest Practicable Date**”), CapitaLand Limited (“**CapitaLand**”) holds 100.0% of CRTL, which in turn holds 100.0% of Pyramex Investments Pte Ltd (“**PIPL**”), Premier Healthcare Services International Pte Ltd (“**PHSI**”) and Albert Complex Pte Ltd (“**ACPL**”) which collectively own 28.9% of CMT. CMT in turn holds 95,100,000 Units, representing approximately 19.97% of the total number of Units in issue, as at the Latest Practicable Date. Accordingly, CRTL indirectly holds 95,100,000 Units representing approximately 19.97% of the total number of Units in issue, as at the Latest Practicable Date.

CRTL also holds 100.0% of CapitaLand Retail China Pte. Ltd. (“**CRCL**”) which holds 100.0% of Retail Crown Pte. Ltd. (“**RCPL**”). RCPL in turn holds 95,130,513 Units representing approximately 19.98% of the total number of Units in issue, as at the Latest Practicable Date. Accordingly, CRTL indirectly holds an additional 95,130,513 Units representing approximately 19.98% of the total number of Units in issue, as at the Latest Practicable Date.

To show its commitment to CRCT, CRTL has given an undertaking (the “**CRTL Undertaking**”) to the Manager, the Trustee and the Joint Lead Managers, Bookrunners and Underwriters that it will directly subscribe and/or procure its subsidiaries to subscribe at the Issue Price for such number of New Units which CapitaLand and its subsidiaries will need to subscribe for so as to maintain their proportionate unitholdings in CRCT, in percentage terms, at their pre-placement levels.

To show its commitment to CRCT, CMT (through the CMT Trustee) has given an undertaking (the “**CMT Undertaking**”) to the Manager, the Trustee and the Joint Lead Managers, Bookrunners and Underwriters that it will subscribe and pay for up to such number of New Units under the Equity Fund Raising so as to maintain its proportionate unitholding, in percentage terms, at its pre-placement level.

Save for the New Units to be subscribed for by CRTL pursuant to the CRTL Undertaking and CMT (through the CMT Trustee) pursuant to the CMT Undertaking, the Equity Fund Raising is underwritten by the Joint Lead Managers, Bookrunners and Underwriters at the Issue Price.

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- (14) **For each dollar of the proceeds from the offer, state the estimated amount that will be allocated to each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the offer;**
-

The Manager intends to allocate each dollar of the proceeds from the Equity Fund Raising in the following manner:

- approximately S\$0.97 to partly finance the Proposed Acquisition;
- approximately S\$0.01, estimated to be the underwriting, management and selling commissions, incentive fees and related expenses payable to the Joint Lead Managers, Bookrunners and Underwriters; and
- approximately S\$0.02 to pay for the professional and other fees and expenses expected to be incurred by CRCT in connection with the Equity Fund Raising,

(15) If any of the proceeds from the offer will be used, directly or indirectly, to acquire or refinance the acquisition of an asset other than in the ordinary course of business, briefly describe the asset and state its purchase price. If the asset has been or will be acquired from a person specified as an interested party by the Authority in the Code on Collective Investment Schemes, identify the interested party and state how the cost to the Scheme is or will be determined;

The proceeds from the Equity Fund Raising will be utilised to partly finance the Proposed Acquisition, which is being carried out by CRCT in its ordinary course of business.

As at the Latest Practicable Date, CapitaLand holds 100.0% of CRTL. As at the Latest Practicable Date, CRTL holds 100.0% of PIPL, PHSI and ACPL, which collectively own 28.9% of CMT. CMT in turn holds 95,100,000 Units, representing approximately 19.97% of the total number of Units in issue, as at the Latest Practicable Date. Accordingly, CapitaLand indirectly holds 95,100,000 Units representing approximately 19.97% of the total number of Units in issue, as at the Latest Practicable Date.

As at the Latest Practicable Date, CRTL also holds 100.0% of CRC, which in turn holds 100.0% of RCPL. RCPL in turn holds 95,130,513 Units representing approximately 19.98% of the total number of Units in issue, as at the Latest Practicable Date. Accordingly, CapitaLand indirectly holds an additional 95,130,513 Units representing approximately 19.98% of the total number of Units in issue, as at the Latest Practicable Date.

Further, through the Manager, CapitaLand has an indirect interest in 516,796 Units, representing approximately 0.11% of the total number of Units in issue, as at the Latest Practicable Date. Therefore, as at the Latest Practicable Date, CapitaLand held an aggregate direct and deemed interest in 190,747,309 Units, which in aggregate represents approximately 40.06% of the total number of Units then in issue, and is therefore regarded as a “controlling unitholder” of CRCT under the Listing Manual of the SGX-ST (the “**Listing Manual**”) and the Appendix 2 to the Code on Collective Investment Schemes (the “**Property Funds Guidelines**”).

As at the Latest Practicable Date, CapitaLand has an indirect interest of 30.0% in CapitaLand China Incubator Fund (the “**Incubator Fund**”). For the purposes of Chapter 9 of the Listing Manual, CapitaLand being a controlling Unitholder, is an “interested person” of CRCT and the Incubator Fund is an associate of CapitaLand as controlling Unitholder. For the purposes of the guidelines relating to interested party transactions under the Property Funds Guidelines, CapitaLand (being a controlling Unitholder) is an “interested party” of CRCT and the Incubator

Fund is an associate of CapitaLand as controlling Unitholder.

Therefore, the Proposed Acquisition will constitute an “interested person transaction” under Chapter 9 of the Listing Manual as well as an “interested party transaction” under the Property Funds Guidelines.

Chapter 9 of the Listing Manual requires, among others, approval of Unitholders for an “interested person transaction” if the value thereof exceeds 5.0% of CRCT’s latest unaudited NTA. Paragraph 5 of the Property Funds Guidelines imposes a similar requirement for an “interested party transaction” whose value exceeds 5.0% of CRCT’s latest unaudited NAV.

Approval of the Unitholders is sought and obtained at an extraordinary general meeting (the “**EGM**”) of Unitholders held on 4 December 2007 because the Purchase Consideration exceeds both the aforementioned thresholds stated in Chapter 9 of the Listing Manual and paragraph 5 of the Property Funds Guidelines.

Furthermore, under the Property Funds Guidelines, two independent valuations of the property, with one of the valuers commissioned independently by the Trustee, are required when the acquisition by CRCT is an interested party transaction. The Proposed Acquisition has been approved by the audit committee of the Manager.

Two independent valuers, Colliers International (Hong Kong) Limited (“**Colliers**”) and Knight Frank Petty Limited (“**Knight Frank**”, and together with Colliers, the “**Independent Valuers**”), have been commissioned by the Manager and the Trustee respectively to value Xizhimen Mall² (the “**Mall**”). Colliers and Knight Frank have respectively stated in their valuation reports that the open market value of the Mall as at 30 September 2007 is S\$338.4 million (RMB 1,692.0 million)³ and S\$340.0 million (RMB 1,700.0 million)¹, by using the Discounted Cash Flow Analysis and Capitalisation Approach, and the Discounted Cash Flow Analysis and Direct Comparison Approach respectively.

Pursuant to a conditional share purchase agreement dated 18 October 2007 (the “**Share Purchase Agreement**”) as amended by a supplemental agreement dated 24 January 2008 (the “**Supplemental Agreement**” and together with the Share Purchase Agreement, the “**S&P Agreement**”) and entered into between (i) the Manager; (ii) the Trustee; (iii) CapitaRetail China Fund Management Pte. Ltd., as manager of the Incubator Fund (the “**Incubator Fund Manager**”) and (iv) CapitaLand Retail Trustee Pte. Ltd. as trustee of the Incubator Fund (the “**Vendor**”), CRCT has agreed to acquire the Mall from the Vendor through the acquisition of (a) the entire issued share capital (“**Sale Share**”) of CapitaRetail China Investments (B) Beta Pte Ltd (“**CRCI Beta Barbados**” or the “**Holding Company**”), the holding company of CapitaRetail Beijing Xizhimen Real Estate Co. Ltd (“**CapitaRetail Xizhimen SPV**”) which directly owns the Mall, and (b) the outstanding shareholder’s loan extended by the Vendor to the Holding Company (“**Shareholder’s Loan**”). The total cost to CRCT for the acquisition of the Mall under the S&P Agreement (the “**Purchase Consideration**”) is determined in accordance with the terms therein and takes into account, *inter alia*, (i) the consolidated net asset value (“**NAV**”) of the Holding Company and CapitaRetail Xizhimen SPV as at completion of the Proposed Acquisition calculated based on the agreed property purchase price of the Mall of S\$336.0 million (the “**Agreed Property Price**”) which is less than both valuations of the Independent Valuers, and (ii) the principal amount of the Shareholder’s Loan . The Purchase Consideration will be paid by the Purchaser in accordance with the S&P Agreement. Post-completion, the Purchase

² Unless expressly stated otherwise, references to the Mall in this Offer Information Statement and the appendices hereto are to Phase 1 of Xizhimen Mall.

³ Based on an exchange rate of S\$1.00 is to RMB5.00.

Consideration will be subject to further adjustment based on completion accounts which will be prepared by the Vendor and the Trustee as at the date of completion of the Proposed Acquisition.

As the Proposed Acquisition will constitute an “interested party transaction” under the Property Funds Guidelines, the Acquisition Fee will be in the form of Units, which shall not be sold within one year from their date of issuance.

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- (16) **If any of the proceeds from the offer will be used to finance or refinance the acquisition of a business, briefly describe the business and give information on the status of the acquisition;**
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None of the proceeds from the Equity Fund Raising will be used to finance or refinance the acquisition of a business.

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- (17) **If any material part of the proceeds from the offer will be used to discharge, reduce or retire the indebtedness of the Scheme, describe the maturity of such indebtedness and, for indebtedness incurred within the past year, the uses to which the proceeds giving rise to such indebtedness were put;**
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None of the proceeds from the Equity Fund Raising will be used to discharge, reduce or retire the indebtedness of CRCT.

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- (18) **In the section containing the information referred to in paragraphs 12 to 17 or in an adjoining section, disclose the amount of discount or commission agreed upon between the underwriters or other placement or selling agents in relation to the offer and the person making the offer. If it is not possible to state the amount of discount or commission, the method by which it is to be determined must be explained;**
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The Manager shall pay to the Joint Lead Managers, Bookrunners and Underwriters underwriting, management and selling commissions of approximately S\$2.3 million.

Administrative Fee

Applicants for the New Units under the ATM Offering will be required to pay an administrative fee of S\$2.00 for each successful application through the ATMs of DBS Bank (including POSB).

INFORMATION ON THE SCHEME

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- (19) **Provide the following information:**
(a) the nature of the operations and principal activities of the Scheme;
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Listed on the Singapore Exchange Securities Trading Limited on 8 December 2006 (the “**Listing Date**”), CRCT is the first pure-play China retail real estate investment trust in Singapore. It is established with the objective of investing on a long-term basis in a diversified portfolio of income-producing real estate used primarily for retail purposes and located primarily in China, Hong Kong and Macau. The current portfolio of CRCT comprises seven quality retail malls located in key cities of China. The properties are Wangjing Mall, Jiulong Mall and Anzhen Mall in Beijing, Qibao Mall in Shanghai, Zhengzhou Mall in Zhengzhou,

Jinyu Mall in Huhehaote, and Xinwu Mall in Wuhu (collectively, the “**Existing Portfolio**”).

The Manager is proposing to acquire Xizhimen Mall in Beijing, which is consistent with its investment and acquisition growth strategy.

Such investments may be made by way of direct acquisition and ownership of property by CRCT or may be effected indirectly through the acquisition and ownership of companies or other legal entities whose primary purpose is to hold or own real estate and real estate-related assets. It is intended that CRCT’s investments will be for the long-term.

The Manager’s key financial objective is to provide Unitholders with a competitive rate of return for their investment by ensuring regular and stable distributions to Unitholders and achieving long-term growth in distributions and net asset value (“**NAV**”) per Unit. Specifically, the Manager intends to seek to increase the cash flow, current income and, consequently, the value of its existing properties, and to seek continued growth through the following:

- **Enhancing value through proactive asset management and asset enhancement strategy** — This involves actively managing the properties to generate organic growth, increasing the value of the properties through asset enhancement initiatives, applying established and disciplined retail management skills and continuing to minimise property-related expenses.
- **Capitalising on acquisitions growth model supported by proprietary pipeline** — This involves identifying, evaluating and pursuing yield-accretive acquisition opportunities with attractive cash flow growth and yield profile, and potential for compelling rate of return on invested capital. The Manager will also seek to acquire additional income-producing properties used primarily for retail purposes subject to the regulations as set out in the Property Funds Guidelines and which are in line with CRCT’s investment objectives to enhance yields and returns for Unitholders while improving portfolio diversification.
- **Leveraging on complementary local partnerships and local industry knowledge of experienced Chinese staff** — This involves leveraging the strong relationships which CapitaLand enjoys with leading local partners, cultivating and developing complementary strategic partnerships with other leading local partners in the future based on the successful model of CapitaLand’s current partnerships and accessing CapitaLand’s integrated China retail and capital management platform to capitalise on the local real estate industry knowledge, the acquisitions and management expertise of its China staff.
- **Capital Management Strategy** — This involves optimising the capital structure and cost of capital, within the borrowing limits set out in the Property Fund Guidelines, utilising interest rate hedging strategies where appropriate to optimise risk-adjusted returns to Unitholders, adopting a proactive interest rate management policy and managing exposure to foreign exchange.

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- (19) (b) **the general development of the Scheme from the beginning of the period comprising the 3 most recent completed financial years to the latest practicable date, indicating any material change in the affairs of the Scheme since:**
- (i) **the end of the most recent completed financial year for which financial statements have been published; or**
 - (ii) **the end of any subsequent interim period if interim financial statements have been published;**
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CRCT was constituted on 23 October 2006 and thus has not been in existence for 3 completed financial years. The general development of the business of CRCT since its constitution is set out below.

<i>Date</i>	<i>Significant developments</i>
23 October 2006	The constitution of CRCT pursuant to a trust deed dated 23 October 2006.
8 December 2006	Units were listed on the Main Board of the SGX-ST and commenced trading on the SGX-ST on a “ready” basis.
8 December 2006	Retail Crown (BVI) Limited, an indirect wholly owned subsidiary of CapitaLand sold 193,300,000 Units at the offering price of S\$1.13 per Unit 193,300,000 Units under the initial public offering of CRCT.
19 April 2007	CRCT announced its unaudited first quarter 2007 financial results.
29 May 2007	CRCT announced that it has incorporated a wholly owned subsidiary, CapitalRetail China Investments (BVI) Alpha Limited in the British Virgin Islands.
27 June 2007	CRCT announced that it has incorporated wholly owned subsidiaries, CapitaRetail China Investments V1 (HK) Limited and CapitaRetail China Investments V2 (HK) Limited, in Hong Kong.
13 July 2007	CRCT announced the completion of the transfer of the strata titles to the basement, first, second and third levels of Jiulong Mall, PRC.
25 July 2007	CRCT announced its unaudited second quarter financial results.
18 October 2007	CRCT entered into the S&P Agreement for the acquisition by CRCT of the entire issued share capital of the Holding Company, which indirectly owns Xizhimen Mall.
23 October 2007	CRCT announced its unaudited third quarter financial results.
12 November 2007	CRCT announced that approval in-principle has been obtained from SGX-ST for the listing and quotation of the New Units in CRCT which are proposed to be issued under the Equity Fund Raising.
14 November 2007	CRCT announced an extraordinary general meeting (“ EGM ”) to obtain approval for, among others, the acquisition of the Mall and the Equity Fund Raising.
4 December 2007	CRCT announced the results of the EGM to obtain approval for, among others, the acquisition of the Mall and the Equity Fund Raising.

Date	Significant developments
16 January 2008	CRCT announced its 2007 full year unaudited financial results.

The Manager believes that the inclusion of the Mall to CRCT's portfolio will be beneficial to CRCT and its Unitholders. The Manager's rationale for the Proposed Acquisition is set out in **Appendix B** of this Offer Information Statement.

Subject to the satisfaction of the conditions under the S&P Agreement, the Manager currently estimates that the Proposed Acquisition will be completed on 5 February 2008.

Material Change in the Affairs of CRCT

Save as disclosed above, there have been no material changes in the affairs of CRCT since the Listing Date.

No person is authorised to give any information or to make any representation not contained in this Offer Information Statement and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of CRCT, the Manager, the Joint Lead Managers, Bookrunners and Underwriters or the Trustee. Neither the delivery of this Offer Information Statement nor any offer, subscription, sale or transfer made hereunder shall in the circumstances imply that the information herein is correct as of any date subsequent to the date hereof or constitute a representation that there has been no change or development reasonably likely to involve a material adverse change in the affairs, conditions and prospects of CRCT, the Units or the Manager since the date hereof. Where such changes occur and are material or required to be disclosed by law, the SGX-ST and/or any other regulatory or supervisory body or agency, the Manager will make an announcement of the same through SGXNET and, if required, issue and lodge a supplementary document or replacement document. Investors should take notice of such announcements and documents and upon release of such announcements and documents shall be deemed to have notice of such changes. No representation, warranty or covenant, express or implied, is made by any of CRCT, the Manager, the Joint Lead Managers, Bookrunners and Underwriters or the Trustee or any of their respective affiliates, directors, officers, employees, agents, representatives or advisers as to the accuracy or completeness of the information contained herein, and nothing contained in this Offer Information Statement is, or shall be relied upon as, a promise, representation or covenant by any of CRCT, the Manager, the Joint Lead Managers, Bookrunners and Underwriters or the Trustee or their respective affiliates, directors, officers, employees, agents, representatives or advisers.

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- (19) (c) **the participants' funds in and borrowings of the Scheme, as at the latest practicable date, showing:**
- (i) **in the case of the participants' funds, the number of units issued and the number of units outstanding; or**
 - (ii) **in the case of borrowings, the total amount of the borrowings outstanding, together with the rate of interest (whether fixed or floating) payable thereon;**
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(i) **Number of Units**

As at the Latest Practicable Date, there were 476,147,309 Units issued and outstanding.

(ii) Borrowings

As at the Latest Practicable Date, CRCT and its subsidiaries have in place an aggregate of S\$377.4⁴ million in debt facilities, comprising:

- (a) a RMB350.0 million five-year secured term loan facility (the “**Anzhen Term Loan Facility**”), bearing interest corresponding to 90.0% of the People’s Bank of China base lending rate;
- (b) a US\$105.0 million two-year term loan facility (the “**Trust Term Loan Facility I**”), bearing interest corresponding to a margin above the USD LIBOR. The Manager has entered into a two-year non-deliverable cross-currency interest rate swap that could provide for an RMB equivalent fixed rate funding over the tenure of the Trust Term Loan Facility I;
- (c) a S\$88.0 million two-year term loan facility (the “**Trust Term Loan Facility II**”), bearing interest corresponding to a margin above the SGD Swap Rate. The Manager intends to enter into a two-year non-deliverable cross-currency interest rate swap that could provide for an RMB equivalent fixed rate currency funding over the tenure of the Trust Term Loan Facility II;
- (d) a S\$44.0 million short-term loan facility (the “**Trust Money Market Facility I**”) bearing interest corresponding to a margin above the SGD Swap Offer Rate or USD LIBOR; and
- (e) a S\$17.0 million short-term loan facility (the “**Trust Money Market Facility II**”), bearing interest corresponding to a margin above the SGD Swap Offer Rate or USD LIBOR.

As at the Latest Practicable Date, the total outstanding borrowings of CRCT and its subsidiaries are S\$239.6⁴ million (excluding interest). The average interest rate on the borrowings for the period from 1 January 2007 to the Latest Practicable Date is approximately 3.0% per annum.

(19) (d) the number of units of the Scheme owned by each substantial participant as at the latest practicable date;

Please see **Appendix G** of this Offer Information Statement for information concerning the Substantial Unitholders (being persons with an interest in Units constituting not less than 5.0% of all Units in issue) and their respective interests (direct and deemed) in the Units as at the Latest Practicable Date.

(19) (e) any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the 12 months immediately preceding the date of lodgment of the offer information statement, a material effect on the Scheme’s financial position or profitability;

To the best of the Manager’s knowledge and belief, there are no legal or arbitration proceedings, including those which are pending or known to be contemplated, which, in the opinion of the Manager, may have or have had in the last 12 months before the date of lodgment of this Offer Information Statement, a material effect on the financial

⁴ Based on the exchange rate of S\$1.00 is to RMB5.05, S\$1.00 is to US\$0.66.

position or profitability of CRCT.

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- (19) (f) **where any units in the Scheme have been issued within the 12 months immediately preceding the latest practicable date:**
- (i) **if the units have been issued for cash, state the prices at which the units have been issued and the number of units issued at each price; or**
 - (ii) **if the units have been issued for services, state the nature and value of the services and give the name and address of the person who received the units; and**
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Within the 12 months immediately preceding the Latest Practicable Date:

- (i) 340,243 Units were issued to the Manager on 14 September 2007 as payment of the performance fee component of the management fee for (i) the period from 23 October 2006 to 31 December 2006, (ii) the quarter ended 31 March 2007 and (iii) the quarter ended 30 June 2007. Of these 340,243 Units, 174,786 Units (comprising the Units for the period from 23 October 2006 to 31 December 2006 and the quarter ended 31 March 2007) were issued at an issue price of S\$3.0004 per Unit and 165,457 Units (comprising the Units to be issued for the quarter ended 30 June 2007) were issued at an issue price of S\$3.0066 per Unit; and
- (ii) 176,553 Units were issued to the Manager on 31 October 2007 at an issue price of S\$2.6599 per Unit as payment of the performance component of the management fee for the period from 1 July 2007 to 30 September 2007.

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- (19) (g) **a summary of each material contract, other than a contract entered into in the ordinary course of business, to which the trustee for the Scheme (acting in its capacity as trustee of the Scheme) is a party, for the period of 2 years before the date of lodgment of the offer information statement, including the parties to the contract, the date and general nature of the contract, and the amount of any consideration passing to or from the Scheme;**
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There were no material contracts entered into by the Trustee or the Manager, other than contracts entered into in CRCT's ordinary course of business, for the period commencing on the Listing Date and ending on the day before the date of lodgment of this Offer Information Statement, save for:

- (i) the loan and security documents entered into by the Trustee and its subsidiaries in relation to the borrowings described in paragraph (19)(c)(ii);
- (ii) the material contracts entered into by the Trustee prior to the Listing Date, which are described more fully in the prospectus dated 29 November 2006 issued by CRCT in relation to its initial public offering of Units (the "**Prospectus**"), as follows:
 - (a) the share purchase agreement dated 8 November 2006 entered into between CRC and the Trustee pursuant to which CRC agreed to sell and the Trustee agreed to purchase the entire issued share capital of CapitaRetail China Investments (B) Alpha Pte. Ltd. ("**CRCI Alpha Barbados**");

- (b) the share purchase agreement dated 8 November 2006 entered into between CRC and the Trustee pursuant to which CRC agreed to sell and the Trustee agreed to purchase the entire issued share capital of CapitaRetail China Investments (B) Pte. Ltd.;
 - (c) the share purchase agreement dated 8 November 2006 entered into between CRC and the Trustee pursuant to which CRC agreed to sell and the Trustee agreed to purchase the entire issued share capital of CapitaRetail China Investments (B) Gamma Pte. Ltd.;
 - (d) the right of first refusal dated 8 November 2006 entered into between (i) the Manager, (ii) the Trustee, (iii) the Incubator Fund Manager, (iv) the Vendor, (v) CapitaRetail China Fund Management Pte. Ltd., as manager of CapitaRetail China Development Fund (the “**Development Fund**”) and (vi) CapitaLand Retail Trustee Pte. Ltd., as trustee of the Development Fund (the “**Development Fund Trustee**”), pursuant to which the Development Fund granted, first to CRCT and then to the Incubator Fund, a right of first refusal over any proposed offer of sale of Relevant Development Fund Properties (as defined in the Prospectus) by the Development Fund Trustee;
 - (e) the right of first refusal dated 8 November 2006 entered into between (i) the Manager, (ii) the Trustee, (iii) the Incubator Fund Manager and (iv) the Vendor, pursuant to which the Incubator Fund granted to CRCT a right of first refusal over any proposed offer of sale of Relevant Incubator Fund Properties (as defined in the Prospectus) by the Vendor;
 - (f) the right of first refusal agreement dated 8 November 2006 entered into between (i) the Manager, (ii) Trustee, (iii) the Incubator Fund Manager, (iv) the Vendor and (v) CRTL, pursuant to which CRTL granted, first to CRCT and then to the Incubator Fund a right of first refusal over any Relevant Completed Retail Properties (as defined in the Prospectus) which may in the future be identified and targeted for acquisition by CRTL or any of its subsidiaries;
 - (g) the put option agreement dated 8 November 2006 entered into between the Trustee and CRTL, pursuant to which the Trustee was granted the right to require CRTL to purchase all (and not some only) the Wangjing Option Shares (as defined in the Prospectus), subject to the terms and conditions contained in the put option agreement;
 - (h) the put option agreement dated 8 November 2006 entered into between CRCI Alpha Barbados and CRTL, pursuant to which CRCI Alpha Barbados was granted the right to require CRTL to purchase all (and not some only) the Jiulong Option Equity Interest (as defined in the Prospectus), subject to the terms and conditions contained in the put option agreement;
- (iii) the Share Purchase Agreement dated 18 October 2007 entered into between the Vendor and the Trustee pursuant to which the Vendor agreed to sell and the Trustee agreed to purchase the Mall through the acquisition of the Sale Share and the Shareholders’ Loan;

- (iv) the Supplemental Agreement dated 24 January 2008 entered into between the Vendor and the Trustee pursuant to which certain terms of the Share Purchase Agreement were amended;
- (v) the CRTL Undertaking dated 17 January 2008 given by CRTL to the Manager, the Trustee and the Joint Lead Managers, Bookrunners and Underwriters that it will directly subscribe and/or procure its subsidiaries to subscribe at the Issue Price for such number of New Units which CapitaLand and its subsidiaries will need to subscribe for so as to maintain their proportionate unitholdings in CRCT, in percentage terms, at their pre-placement levels;
- (vi) the CMT Undertaking dated 17 January 2008 given by CMT to the Manager, the Trustee and the Joint Lead Managers, Bookrunners and Underwriters that it will directly subscribe at the Issue Price for such number of New Units which it will need to subscribe for so as to maintain its proportionate unitholding in CRCT, in percentage terms, at its pre-placement level; and
- (vii) the placement agreement dated 25 January 2008 entered into between the Manager and the Joint Lead Managers, Bookrunners and Underwriters pursuant to which the Joint Lead Managers, Bookrunners and Underwriters agree to subscribe and pay for and/or procure the subscription and payment for the New Units in the Equity Fund Raising subject to certain conditions contained in the Placement Agreement.

PART V – OPERATING AND FINANCIAL REVIEW AND PROSPECTS

OPERATING RESULTS

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- (20) (1) Provide selected data from:
- (a) the audited income statement of the Scheme for each financial year (being one of the 3 most recent completed financial years) for which that statement has been published; and
 - (b) any interim income statement of the Scheme for any subsequent period for which that statement has been published.
- (2) The data referred to in sub-paragraph (1) shall include the line items in the income statement of the Scheme and shall in addition include the following items:
- (a) distribution per unit;
 - (b) earnings or loss per unit; and
 - (c) earnings or loss per unit after any adjustment to reflect the sale of new units.
-

As CRCT was only constituted on 23 October 2006 and listed on the SGX-ST on 8 December 2006, no audited financial statements of CRCT are presently available. Further, for the reasons set out in detail in the Prospectus, the Manager had been unable to prepare pro forma statements of total return, cash flow statements and balance sheets to show the pro forma historical financial performance of CRCT. In summary, the reasons are:

- (i) the period of operations of two properties in the Existing Portfolio (Wangjing Mall and Xinwu Mall) was too short for the Manager to practicably construct meaningful historical pro forma financial information;
- (ii) the historical financial information relating to four properties in the Existing Portfolio (Jiulong Mall, Jinyu Mall, Anzhen Mall and Qibao Mall) are unavailable from the vendors or lessor (in the case of Qibao Mall) and CapitaLand's ownership period or possession period (in the case of Qibao Mall) of these properties in the Existing Portfolio is too short for the Manager to construct meaningful historical pro forma financial information;
- (iii) the relevant information to prepare the historical pro forma financial information for three properties in the Existing Portfolio (Zhengzhou Mall, Jinyu Mall and Anzhen Mall) is unavailable to the Manager;
- (iv) three of the properties (Anzhen Mall, Zhengzhou Mall and Jinyu Mall) and the majority of the gross rentable area of a fourth property (Jiulong Mall) have been under master lease arrangements since the Sponsor (as defined in the Prospectus) acquired them from the relevant vendors. The Sponsor (as defined in the Prospectus) has also implemented major asset enhancement and repositioning initiatives in respect of Qibao Mall (since it took possession in May 2005) to reposition it as a "one-stop" retail mall. Accordingly, any attempt to construct historical pro forma financial information based on the historical financial statements of these five properties (in the unlikely event that they are made available to the Manager) may be misleading to investors and not meaningful for comparison purposes as there is an implicit assumption that the Pro Forma Group (as defined in the Prospectus) would

have achieved the same performance as those presented in the historical pro forma financial information; and

- (v) should historical pro forma financial information be prepared based on the terms of the master lease arrangements for Anzhen Mall, Zhengzhou Mall, Jinyu Mall and Jiulong Mall, such information will be in the nature of a forecast and may be of little value to investors in deciding whether to acquire the Units.

For these reasons, the SGX-ST had granted CRCT a waiver from the requirement to prepare historical pro forma statements of total return, cash flow statements and balance sheets for the purpose of its initial public offering.

The unaudited financial statements for CRCT for the period from 23 October 2006 to 31 December 2007 and for the period from 1 January 2007 to 31 December 2007 (the “**CRCT Unaudited Financial Statements**”) are set out in **Appendix I** of this Offer Information Statement. These results have not been reviewed or audited by CRCT’s auditors.

Any references to the forecast should be read together with the relevant notes to the prospectus dated 29 November 2006 issued in relation to the initial public offering of Units in CRCT, which is available on the website of CRCT at www.capitaretailchina.com and is also available during normal business hours at the registered office of the Manager at 39 Robinson Road, #18-01 Robinson Point, Singapore 068911, from the date of this Offer Information Statement up to and including the date falling six months after the date of this Offer Information Statement.

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- (21) (1) **In respect of:**
- (a) **each financial year (being one of the 3 most recent completed financial years) for which financial statements have been published; and**
 - (b) **any subsequent period for which interim financial statements have been published,**
- provide information regarding any significant factor, including any unusual or infrequent event or new development, which materially affected income available for distribution to participants after tax, and indicate the extent to which such income was so affected.**
- (2) **Describe any other significant component of revenue or expenditure necessary to understand the income available for distribution to participants after tax for each of the financial periods referred to in sub-paragraph (1).**
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As mentioned in paragraph (20) above, CRCT does not presently have any audited financial statements or any historical pro forma statements of total return, cash flow statements and balance sheets.

Period from 23 October 2006 to 31 December 2007

For the period from 23 October 2006 to 31 December 2007, CRCT achieved income available for distribution of S\$32.3 million. For the period from 1 January 2007 to 31 December 2007, CRCT achieved income available for distribution of S\$32.0 million which was 9.5% higher compared with the forecast for the same period.

This was mainly due to interest savings arising from a two-year non-deliverable cross-currency interest rate swap that CRCT entered in respect of its Trust Term Loan Facility I, interest income earned mainly from surplus funds at the trust level and some savings in

property operating expenses. However, these were partially offset by lower revenue in Qibao Mall, Xinwu Mall and Jinyu Mall.

FINANCIAL POSITION

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- (22) (1) Provide selected data from the balance sheet of the Scheme as at the end of:
- (a) the most recent completed financial year for which audited financial statements have been published; or
 - (b) if interim financial statements have been published for any subsequent period, that period.
- (2) The data referred to in sub-paragraph (1) shall include the line items in the audited or interim balance sheet of the Scheme and shall in addition include the following items:
- (a) number of units after any adjustment to reflect the sale of new units;
 - (b) net asset value per unit; and
 - (c) net asset value per unit after any adjustment to reflect the sale of new units;
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As mentioned in paragraph (20) above, CRCT does not presently have any audited financial statements or any historical pro forma statements of total return, cash flow statements and balance sheets. The CRCT Unaudited Financial Statements are set out in **Appendix I** of this Offer Information Statement.

The pro forma financial effects of the Proposed Acquisition on the consolidated NAV of (i) the Existing Portfolio and (ii) the Existing Portfolio and the Mall (the “**Enlarged Portfolio**”) as at 31 December 2007 were prepared based on the unaudited financial statements of CRCT and its associates (as defined in the Listing Manual) for the period from 23 October 2006 to 31 December 2007, taking into account the Total Acquisition Cost of the Mall as well as the estimated costs of the Equity Fund Raising, and based on the assumptions as described in **Appendix D1** of this Offer Information Statement, including, but not limited to, the assumptions that:

- (i) approximately 138,236,000 New Units are issued at an assumed price of S\$1.36 per New Unit pursuant to the Equity Fund Raising;
- (ii) bank borrowings of approximately S\$100.0 million are drawn down to partly finance the Proposed Acquisition;
- (iii) the Manager’s acquisition fee is paid in the form of Units; and
- (iv) the Manager’s performance fee, based on net property income (“**NPI**”) is paid in the form of Units.

The table below sets out the pro forma financial effects of the Proposed Acquisition on the consolidated NAV of (i) the Existing Portfolio and (ii) the Enlarged Portfolio as at 31 December 2007.

	As at 31 December 2007	
	Existing Portfolio	Enlarged Portfolio
NAV (S\$'000)	483,155	665,455
Issued Units ('000)	476,147	616,623
NAV per Unit (S\$)	1.01	1.08

LIQUIDITY AND CAPITAL RESOURCES

- (23) Provide an evaluation of the material sources and amounts of cash flows from operating, investing and financing activities in respect of:
- the most recent completed financial year for which financial statements have been published; and
 - if interim financial statements have been published for any subsequent period, that period.

As mentioned in paragraph (20) above, CRCT does not presently have any audited financial statements or any historical pro forma statements of total return, cash flow statements and balance sheets.

Period from the date of constitution of CRCT to 31 December 2007

Between the date of constitution of CRCT, being 23 October 2006, and 31 December 2007, the cash balance of CRCT increased by S\$67.2 million.

The increase was mainly due to S\$23.2 million cash generated from operating activities and S\$601.7 million cash inflow from financing activities, offset by a S\$557.7 million cash outflow from investing activities.

The most significant cash inflow from financing activities was S\$466.6 million proceeds from the issue of new units and S\$179.5 million proceeds from bank loans.

The S\$557.7 million cash outflow from investing activities relates mainly to the acquisition of assets and purchase of investment properties.

- (24) Provide a statement by the Manager as to whether, in its reasonable opinion, the working capital available to the Scheme as at the date of lodgment of the offer information statement is sufficient for present requirements and, if insufficient, how the additional working capital considered by the Manager to be necessary is proposed to be provided.

The Manager is of the view that, in its reasonable opinion, the working capital available to CRCT, after taking into account the loan facilities available to CRCT and the estimated net proceeds from the Equity Fund Raising, as at the date of lodgment of this Offer Information Statement, is sufficient for the present requirements of CRCT.

-
- (25) **If the Scheme is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the Scheme's financial position and results or business operations, or the investments by participants in the Scheme, provide:**
- (a) **a statement of that fact;**
 - (b) **details of the credit arrangement or bank loan; and**
 - (c) **any action taken or to be taken by the Manager to rectify the situation (including the status of any restructuring negotiations or agreement, if applicable);**
-

To the best of the Manager's knowledge and belief, CRCT is not in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect CRCT's financial position and results or business operations, or the investments by Unitholders.

TREND INFORMATION AND FORECAST OR PROJECTION

-
- (26) **Discuss, for at least the current financial year, the business and financial prospects of the Scheme, as well as any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on revenue, net property income, profitability, liquidity or capital resources, or that would cause the financial information disclosed in the offer information statement to be not necessarily indicative of the future operating results or financial condition. If there are no such trends, uncertainties, demands, commitments or events, provide an appropriate statement to that effect.**
-

Among the important factors that could cause CRCT's actual results or performance to be materially different from the financial information disclosed in this Offer Information Statement are the conditions of, and changes in, the domestic, regional or global economy that may result in reduced occupancy or rental rates in CRCT's properties, shifts in expected levels of gross revenue, changes in property operating expenses, changes in government laws and regulations affecting CRCT, competition in the China property market, interest rates, currency exchange rates, relations with service providers, relations with lenders, the quality of tenants and other matters not known to the Manager or not currently considered material by the Manager.

Additional special business factors or risks which are unlikely to be known or anticipated by the general investor and which could cause actual results or performance to differ materially include, but are not limited to, those set out in **Appendix A** of this Offer Information Statement.

-
- (27) (1) **Except as provided in sub-paragraphs (2) and (3), the offer information statement shall not:**
- (a) **include any prediction, projection or forecast as to the future or likely performance of the Scheme; or**
 - (b) **use words such as "targeted" or "expected" or any similar words or description in relation to a rate of return.**
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- (2) The offer information statement may include a prediction, projection or forecast on the economy or the economic trends of the markets which are targeted by the Scheme, but such prediction, projection or forecast shall be accompanied by a prominent statement to the effect that the prediction, projection or forecast is not necessarily indicative of the future or likely performance of the Scheme.
- (3) The offer information statement may include a forecast or projection in relation to the Scheme (including, where applicable, any yield to be generated by any new asset or property proposed to be acquired by the Scheme) in the offer information statement, provided that:
- (a) if the forecasted or projected yields of the units in the Scheme are stated in percentage terms:
 - (i) such yields are presented on an annualised basis; and
 - (ii) it is prominently stated in the offer information statement that such forecasted or projected yields are calculated based on a stated reference price or standard reference prices and that such yields will vary accordingly for investors who purchase units in the secondary market at a market price higher or lower than the stated reference price or prices;
 - (b) the assumptions underlying such forecast or projection are reasonable, and are stated clearly and explicitly in the offer information statement; and
 - (c) the forecast or projection is accompanied by the items referred to in sub-paragraph (4).
- (4) The items referred to in paragraph (3) (c) are:
- (a) a statement by an auditor of the Scheme as to whether such forecast or projection is:
 - (i) properly prepared on the basis of the assumptions;
 - (ii) consistent with accounting policies adopted by the Manager in respect of the Scheme; and
 - (iii) presented in accordance with acceptable accounting standards adopted by the Manager in the preparation of the financial statements of the Scheme;
 - (b) where:
 - (i) the forecast or projection is in respect of a period ending on a date not later than the end of the current financial year of the Scheme:
 - (A) a statement by the issue manager to the offer or any other person whose profession or reputation gives authority to the statement made by him, that the forecast or projection has been stated by the Manager after due and careful enquiry and consideration; or
 - (B) a statement by an auditor of the Scheme, prepared on the basis of his examination of the evidence supporting the assumptions and in accordance with the Singapore Standards on Auditing or such other auditing standards
-

as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the forecast or projection; or

- (ii) the forecast or projection is in respect of a period ending on a date after the end of the current financial year of the Scheme:
 - (A) a statement by the issue manager to the offer or any other person whose profession or reputation gives authority to the statement made by him, prepared on the basis of his examination of the evidence supporting the assumptions, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the forecast or projection; or
 - (B) a statement by an auditor of the Scheme, prepared on the basis of his examination of the evidence supporting the assumptions and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the forecast or projection;
 - (c) a sensitivity analysis; and
 - (d) a confirmation from the Manager that the forecast or projection has been properly prepared on the basis of appropriate and reasonable assumptions.
-

Noted. Please refer to **Appendices D** and **E** of this Offer Information Statement.

SIGNIFICANT CHANGES

- (28) Disclose any event that has occurred from the end of:
- (a) the most recent completed financial year for which financial statements have been published; or
 - (b) if interim financial statements have been published for any subsequent period, that period
- to the latest practicable date which may have a material effect on the financial position and results of the Scheme or, if there is no such event, provide an appropriate negative statement.
-

To the best of the Manager's knowledge and belief, no event has occurred from 31 December 2007, being the last day of the period covered by the CRCT Unaudited Financial Statements, to the Latest Practicable Date, which may have a material effect on the financial position and results of CRCT.

MEANING OF “PUBLISHED”

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- (29) In this Part, “published” includes publication in a prospectus, in an annual report or on the SGXNET.**
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Noted.

PART VI – THE OFFER AND LISTING

OFFER AND LISTING DETAILS

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- (30) **Indicate the price at which the units are being offered and the amount of any expense specifically charged to the subscriber or purchaser. If it is not possible to state the offer price at the date of lodgment of the offer information statement, the method by which the offer price is to be determined must be explained.**
-

The Issue Price of the New Units offered under the ATM Offering and the Private Placement will be S\$1.36 per New Unit.

Administrative Fee

Applicants for the New Units under the ATM Offering will be required to pay an administrative fee of S\$2.00 for each successful application through the ATMs of DBS Bank (including POSB).

-
- (31) **If:**
- (a) **any of the Scheme's participants have pre-emptive rights to subscribe for the units being offered; and**
 - (b) **the exercise of the rights by the participant is restricted, withdrawn or waived, indicate the reasons for such restriction, withdrawal or waiver, the beneficiary of such restriction, withdrawal or waiver, if any, and the basis for the offer price.**
-

This item is not applicable as none of the Unitholders has pre-emptive rights to subscribe for the New Units.

-
- (32) **If units in the Scheme and of the same class as those being offered are listed for quotation on any securities exchange:**
- (a) **in a case where the first-mentioned units have been listed for quotation on the securities exchange for at least 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned units:**
 - (i) **for each of the 12 calendar months immediately preceding the calendar month in which the latest practicable date falls; and**
 - (ii) **for the period from the beginning of the calendar month which the latest practicable date falls to the latest practicable date;**
-

The closing price range for the Units and the average daily volume of Units traded on the SGX-ST for each of the twelve calendar months preceding January 2008 and for the period commencing on 1 January 2008 to the Latest Practicable Date are set out in **Appendix H** of this Offer Information Statement.

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- (32) (b) **in a case where the first-mentioned units have been listed for quotation on the securities exchange for less than 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned units:**
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-
- (i) for each calendar month immediately preceding the calendar month in which the latest practicable date falls; and
 - (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date;
-

This item is not applicable as CRCT was listed on the SGX-ST on 8 December 2006.

-
- (32) (c) disclose any significant trading suspension that has occurred on the securities exchange during the 3 years immediately preceding the latest practicable date or, if the units have been listed for quotation for less than 3 years, during the period from the date on which the units were first listed on the securities exchange, to the latest practicable date; and
-

The Manager is not aware of any significant trading suspension on the SGX-ST for the period commencing from the Listing Date to the Latest Practicable Date.

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- (32) (d) disclose information on any lack of liquidity, if the units are not regularly traded on the securities exchange.
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The Manager believes that the Units are regularly traded on the SGX-ST.

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- (33) Where the units being offered are not identical to the units already issued in the same collective investment scheme, provide:
- (a) a statement of the rights, preferences and restrictions attached to the units being offered; and
 - (b) an indication of the resolutions, authorisations and approvals by virtue of which the Manager may create or issue further units to rank in priority to or pari passu with the units being offered.
-

CRCT's policy is to distribute its distributable income on a semi-annual basis to Unitholders. The next distribution was originally scheduled to take place in respect of CRCT's semi-annual distributable income for the period from 1 July 2007 to 31 December 2007 (the "**Scheduled Distribution**"). However, in conjunction with the Equity Fund Raising, in order to ensure fairness to holders of the Units in issue on the day immediately prior to the date on which the New Units are issued under the Equity Fund Raising (the "**Existing Units**"), the Manager intends to declare, in lieu of the Scheduled Distribution, a distribution of CRCT's distributable income for the period from 1 July 2007 to the day immediately prior to the date on which the New Units are issued under the Equity Fund Raising (the "**Cumulative Distribution**"), expected to be 4 February 2008.

The current expectation of the Manager is that the quantum pursuant the distribution per Existing Unit under the Cumulative Distribution, will be between 4.00 cents and 4.06 cents.

The actual quantum of the distribution per Existing Unit under the Cumulative Distribution will be announced after the management accounts for the relevant period have been finalised. The Manager currently expects to make payment of the Cumulative Distribution on or about 25 March 2008.

Following the Cumulative Distribution, the New Units will, upon issue, rank *pari passu* in all respects with the Existing Units, including the right to any distributions which may be paid for the period from the date the New Units are issued to 30 June 2008, as well as all distributions thereafter.

The next distribution following the Cumulative Distribution will comprise CRCT's distributable income for the period from the day the New Units are issued to 30 June 2008. Semi-annual distributions will resume thereafter. By implementing the Cumulative Distribution, distributable income accrued by CRCT up to the day immediately preceding the date of issue of the New Units will only be distributed in respect of the Existing Units.

For the avoidance of doubt, the New Units will not be entitled to participate in the Cumulative Distribution.

PLAN OF DISTRIBUTION

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- (34) **Indicate the amount, and outline briefly the plan of distribution, of the units that are to be offered otherwise than through underwriters. If the units are to be offered through the selling efforts of any broker or dealer, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify each broker or dealer that will participate in the offer and state the amount to be offered through each broker or dealer.**
-

Save for the New Units to be subscribed for by CRTL pursuant to the CRTL Undertaking, and CMT (through the CMT Trustee) pursuant to the CMT Undertaking, the Equity Fund Raising is underwritten by the Joint Lead Managers, Bookrunners and Underwriters at the Issue Price.

Waivers

The Manager has obtained the following waivers from the SGX-ST for the purpose of allotting New Units to certain persons and entities under the Equity Fund Raising, details of which are set out below.

Placement of New Units to Substantial Unitholders

The Manager has obtained a waiver from the SGX-ST from the requirement under Rule 812(1) of the Listing Manual for the placement of New Units under the Equity Fund Raising to each of *Stichting Pensioenfonds Zorg en Welzijn*, formerly known as *Stichting Pensioenfonds voor de Gezondheid, Geestelijke en Maatschappelijke Belangen* ("**SPZW**") and The Capital Group of Companies, Inc ("**Capital Group**"), being Substantial Unitholders, subject to the following conditions: (i) the number of New Units proposed to be placed to each such Substantial Unitholder is no more than what would be required to maintain its proportionate unitholding, in percentage terms, at its pre-placement level, (ii) the Manager certifies it is independent of each such placee, (iii) the Manager discloses the rationale for such placement, and (iv) the Manager announces any such placement. The Manager hereby certifies that it is independent of SPZW and the Capital Group and will announce any such placement of New Units to SPZW and the Capital Group through SGXNET accordingly.

Both SPZW and the Capital Group are institutional investors in CRCT, each holding approximately 10.0% and 11.0% respectively of CRCT's issued Units as at the Latest Practicable Date. The rationale for allowing the placement of New Units to SPZW and the Capital Group is that although SPZW and the Capital Group are Substantial Unitholders, both SPZW and the Capital Group are not related to the Manager and do not exert any influence

on the Manager on the day-to-day operation of matters relating to CRCT.

Placement of New Units to Non-CapitaLand TLCs

The Manager has obtained a waiver from the SGX-ST from the requirement under Rule 812(1) of the Listing Manual for the placement of New Units to companies within the Temasek group of companies (being Temasek Holdings (Private) Limited (“**Temasek**”) and its subsidiaries), including companies in which Temasek has an aggregate interest of at least 10.0%, but excluding Temasek and the CapitaLand Group (the “**Non-CapitaLand TLCs**”), under the Private Placement, subject to the following conditions: (i) the number of New Units proposed to be placed to each such Substantial Unitholder is no more than what would be required to maintain its proportionate unitholding, in percentage terms, at its pre-placement level, (ii) the Manager certifies it is independent of each such placee, (iii) the Manager discloses the rationale for such placement, and (iv) the Manager announces any such placement.

The rationale for allowing the placement of New Units to the Non-CapitaLand TLCs is that while the charter of Temasek states that it will provide strategic directions to the companies in which it has an interest, both Temasek and the Non-CapitaLand TLCs are not involved in the day-to-day operational and commercial decisions of CRCT.

The Manager hereby certifies that it is independent of the Non-CapitaLand TLCs, and will announce any such placement through SGXNET accordingly.

Placement of New Units to the CapitaLand Group

The Manager has obtained a waiver from the SGX-ST from the requirements under Rule 812(1) of the Listing Manual for the placement of New Units to the CapitaLand Group, subject to the following conditions: (i) approval of Unitholders is obtained for such placement, (ii) the number of New Units proposed to be placed to the CapitaLand Group is no more than what would be required to maintain its proportionate unitholding, in percentage terms, at its pre-placement level, (iii) the Manager discloses the rationale for such placement, and (iv) the Manager announces such placement of New Units through SGXNET accordingly.

The Manager believes that the size of the unitholding of the CapitaLand Group provides a degree of stability to CRCT as an investment vehicle. Allowing New Units to be placed to the CapitaLand Group would help to maintain such stability, which will ultimately benefit all Unitholders. Further, the proposed placement of New Units to the CapitaLand Group would align the interest of the CapitaLand Group with that of other Unitholders, enhance investors' confidence in CRCT and provide a higher degree of certainty for the successful completion of the Equity Fund Raising.

To show its commitment to CRCT, CRTL has given the CRTL Undertaking to the Manager, the Trustee and the Joint Lead Managers, Bookrunners and Underwriters.

At the EGM, Unitholders approved the resolution for the placement of up to such number of New Units under the Private Placement to the CapitaLand Group as would be required to maintain its proportionate unitholding in CRCT, in percentage terms, at its pre-placement level. However, the CapitaLand Group may decide to subscribe for lesser number of New Units under the Private Placement.

Placement of New Units to CapitaMall Trust

The Manager has obtained a waiver from the SGX-ST from the requirement under Rule 812(1) of the Listing Manual for the placement of New Units to CMT, subject to the following

conditions: (i) approval of Unitholders is obtained for such placement, (ii) the number of New Units proposed to be placed to CMT is no more than what would be required to maintain its proportionate unitholding, in percentage terms, at its pre-placement level, (iii) the Manager discloses the rationale for such placement, and (iv) the Manager announces such placement of New Units through SGXNET accordingly.

The Manager believes that the size of the unitholding of CMT provides a degree of stability to CRCT as an investment vehicle. Allowing New Units to be placed to CMT would help to maintain such stability, which will ultimately benefit all Unitholders. Further, the proposed placement of New Units to CMT will align the interest of CMT with the other Unitholders, enhance investors' confidence in CRCT and provide a higher degree of certainty for the successful completion of the Equity Fund Raising.

At the EGM, Unitholders approved the resolution for the placement of up to such number of New Units under the Private Placement to CMT as would be required to maintain its proportionate unitholding in CRCT, in percentage terms, at its pre-placement level. However, CMT may decide to subscribe for lesser number of New Units under the Private Placement.

Placement of New Units to the Directors

The SGX-ST has granted a waiver from the requirements under Rule 812(1) of the Listing Manual so that each of the Directors and his/her immediate family members can apply for New Units under the Private Placement, subject to the following conditions: (i) approval of unitholders is obtained for such placement, (ii) the number of New Units proposed to be placed to each Director and his/her immediate family members is no more than what would be required to maintain each of their respective proportionate unitholding, in percentage terms, at each of their respective pre-placement level, (iii) the Manager discloses the rationale for such placement, and (iv) the Manager announces such placement of New Units through SGXNET accordingly.

At the EGM, Unitholders approved the resolution for the placement of up to such number of New Units under the Private Placement to each of the Directors and his/her immediate family members as would be required to maintain his/her proportionate unitholding in CRCT, in percentage terms, at its pre-placement level. However, the Directors may decide to subscribe for lesser number of New Units under the Private Placement.

(35) Provide a summary of the features of the underwriting relationship together with the amount of units being underwritten by each underwriter.

Save for the number of New Units to be subscribed by CRTL, pursuant to the CRTL Undertaking, and CMT (through the CMT Trustee), pursuant to the CMT Undertaking, the Equity Fund Raising is underwritten by the Joint Lead Managers, Bookrunners and Underwriters at the Issue Price.

The Joint Lead Managers, Bookrunners and Underwriters shall have sole discretion (in consultation with the Manager) to allocate the New Units, save for the number of New Units to be subscribed by CRTL, pursuant to the CRTL Undertaking, and CMT (through the CMT Trustee), pursuant to the CMT Undertaking, to any applicant in such amount as it may, after consultation with the Manager, decide, on the terms and conditions of this Offer Information Statement, the Placement Agreement and the relevant placing letters and in compliance with the requirements of the SGX-ST.

The Manager has agreed in the Placement Agreement to indemnify the Joint Lead Managers,

Bookrunners and Underwriters against certain liabilities.

The Placement Agreement also provides that the obligations of the Joint Lead Managers, Bookrunners and Underwriters to subscribe and pay for and/or procure the subscription and payment for the New Units in the Equity Fund Raising are subject to certain conditions contained in the Placement Agreement.

The Placement Agreement may be terminated by the Joint Lead Managers, Bookrunners and Underwriters at any time prior to payment being made for the New Units, upon the occurrence of certain events including, among others:

- (a) if there shall have come to the notice of any of the Joint Lead Managers, Bookrunners and Underwriters any material misrepresentation by the Manager or any material breach of any representation, warranty or undertaking contained in Clauses 5 and 6 of the Placement Agreement (or in the case of any representation or warranty which is already qualified by materiality, any misrepresentation or breach in any respect); or
- (b) if any of the conditions specified in Clause 8 of the Placement Agreement has not been satisfied or waived by the Joint Lead Managers, Bookrunners and Underwriters; or
- (c) if there shall have been, since the date of the Placement Agreement:
 - (i) any material adverse change, or any development involving a prospective material adverse change, in the condition, financial or otherwise, of the Manager, CRCT, the Existing Portfolio or the Mall; or
 - (ii) any introduction of or any change, in any statute, regulation, order, policy or directive of any jurisdiction (whether or not having the force of law and including, without limitation, any directive or request issued by the SGX-ST or the Monetary Authority of Singapore (“MAS”)) or in the interpretation or application thereof by any court or other competent authority; or
 - (iii) any material adverse change, or any development involving a prospective material adverse change, in local, national or international financial, political, industrial, economic or market conditions; or
 - (iv) any occurrence of any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict; or
 - (v) there shall have occurred a suspension, moratorium or restriction of trading in Units or securities generally on the SGX-ST, or any moratorium on banking activities or foreign exchange rating or securities settlement or clearing services in or affecting Singapore,

which event or events shall in the sole opinion of the Joint Lead Managers, Bookrunners and Underwriters, following consultation with the Manager, be likely to prejudice materially the success of the Equity Fund Raising or dealings in the New Units in the secondary market or be likely to have a Material Adverse Effect (as defined in the Placement Agreement) on the Manager or CRCT; or

- (d) if the SGX-ST shall make any ruling (or revoke any ruling previously made) the effect of which is to prevent the listing and quotation of the New Units or otherwise require the delisting of the Existing Units from the SGX-ST; or
- (e) if the issue, placement and subscription of the New Units in accordance with the

provisions of the Placement Agreement or the execution or performance of the S&P Agreement or the funding by the Borrowings (as defined in the Placement Agreement) shall be prohibited by any statute, order, rule, regulation or directive issued by, or objected to by any legislative, executive or regulatory body or authority (including, without limitation, the MAS and the SGX-ST).

The Joint Lead Managers, Bookrunners and Underwriters and their affiliates may engage in transactions with, and perform services for, the Manager, the CapitaLand Group and the Temasek group of companies in the ordinary course of business and have engaged, and may in the future engage, in commercial banking and/or investment banking transactions with the Manager, the CapitaLand Group and the Temasek group of companies for which they have received, or may in the future receive, customary compensation.

PART VII – ADDITIONAL INFORMATION

STATEMENTS BY EXPERTS

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- (36) **Where a statement or report attributed to a person as an expert is included in the offer information statement, provide the name, address and qualifications of that person.**
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Independent Accountants' Report on Profit Forecast

The Independent Accountants' Report on Profit Forecast in **Appendix E** of this Offer Information Statement has been prepared by the Independent Accountants, KPMG, Certified Public Accountants, which is located at 16 Raffles Quay, #22-00 Hong Leong Building, Singapore 048581.

Valuations of the Mall

The valuations of the Mall referred to in paragraph (15) above have been prepared by the following licensed valuers, as the Independent Valuers:

- (i) Colliers, which is located at 5701 Central Plaza, 18 Harbour Road, Wanchai, Hong Kong; and
- (ii) Knight Frank, which is located at 4/F Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong.

Two valuations of the Mall were prepared as the acquisition of the Mall was an interested party transaction under the Property Funds Guidelines, of which one of the valuations (in this case the valuation prepared by Knight Frank) was commissioned by the Trustee.

Urbis Research Reports

The statements in the paragraphs on "Competitive Strengths of the Mall — Strong Shopper Catchment" and "Exposure to Rapidly Growing Retail Market in the PRC" in **Appendix B** of this Offer Information Statement and "The Proposed Acquisition of the Mall" in **Appendix C** of this Offer Information Statement have been prepared by the Independent Property Consultant, Urbis Pty Ltd, which is located at Level 12, 120 Collins Street, Melbourne Victoria 3000, Australia.

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- (37) **Where the offer information statement contains any statement (including what purports to be a copy of, or extract from, a report, memorandum or valuation) made by an expert:**

- (a) **state the date on which the statement was made;**
 - (b) **state whether or not it was prepared by the expert for the purpose of incorporation in the offer information statement; and**
 - (c) **include a statement that the expert has given and has not withdrawn his written consent to the issue of the offer information statement with the inclusion of the statement in the form and context in which it is included in the offer information statement.**
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The Independent Accountants' Report on Profit Forecast dated 25 January 2008 in **Appendix E** of this Offer Information Statement was prepared by KPMG for the purpose of incorporation in the Offer Information Statement. KPMG has given, and has not, before the lodgment of this Offer Information Statement, withdrawn its written consent to the issue of this Offer

Information Statement with the inclusion of the Independent Accountants' Report on Profit Forecast in the form and context in which it is included in this Offer Information Statement.

The valuations of the Mall dated 30 September 2007 were prepared by the Independent Valuers for the purpose of, among others, incorporation in the Offer Information Statement. The Independent Valuers have given and have not, before the lodgment of this Offer Information Statement, withdrawn their written consent to the issue of this Offer Information Statement with the inclusion of their names and all references to their names in the form and context in which they are included in this Offer Information Statement.

The statements contained in the paragraphs titled "Competitive Strengths of the Mall — Strong Shopper Catchment" and "Exposure to Rapidly Growing Retail Market in the PRC" in **Appendix B** of this Offer Information Statement and "The Proposed Acquisition of the Mall" in **Appendix C** of this Offer Information Statement were extracted from the PRC Retail Market Review by the Independent Property Consultant dated 31 October 2007, and were prepared for the purpose of, among others, incorporation in the Offer Information Statement. Urbis Pty Ltd has given and have not, before the lodgment of this Offer Information Statement, withdrawn their written consent to the issue of this Offer Information Statement with the inclusion of their names and all references to their names in the form and context in which they are included in this Offer Information Statement.

CONSENTS FROM ISSUE MANAGERS AND UNDERWRITERS

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- (38) Where a person is named in the offer information statement as the issue manager or underwriter (but not a sub-underwriter) to the offer, include a statement that the person has given, and has not withdrawn, his written consent to being named in the offer information statement as the issue manager or underwriter, as the case may be, to the offer.**
-

The Joint Lead Managers, Bookrunners and Underwriters have given, and have not, before the lodgment of this Offer Information Statement, withdrawn their written consent to being named in this Offer Information Statement as the Joint Lead Managers, Bookrunners and Underwriters to the Equity Fund Raising. The Units offered in the Equity Fund Raising are underwritten on the terms of the Placement Agreement referred to in paragraph (35) above.

Without prejudice to the foregoing, the Joint Lead Managers, Bookrunners and Underwriters do not make, or purport to make, any statement in this Offer Information Statement and none of them is aware of any statement in this Offer Information Statement which purports to be based on a statement made by it and each of them makes no representation, express or implied, regarding, and, subject to applicable law and regulations, takes no responsibility for, any statement in or omission from this Offer Information Statement.

OTHER MATTERS

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- (39) Include particulars of any other matters not disclosed under any other paragraph of this Schedule which could materially affect, directly or indirectly:**
- (a) the operations or financial position or results of the Scheme; or**
 - (b) investments by participants of the Scheme.**
-

CRCT is subject to the Code on Collective Investment Schemes (the "Code") issued by the

Authority. The Code can be currently viewed on the website of the Authority at <http://www.mas.gov.sg>.

CRCT is subject to the Singapore Code on Take-overs and Mergers (the **“Take-over Code”**). The Authority has announced on 8 June 2007 the decision of the Securities Industry Council to extend the ambit of the Take-over Code to real estate investment trusts. While the Authority will amend the SFA and the Take-over Code, where necessary, to give effect to the extension of the Take-over Code to real estate investment trusts in due course, the Securities Industry Council has recommended that parties engaged in take-over or merger transactions involving real estate investment trusts comply with the Take-over Code prior to such amendments.

Save as disclosed in this Offer Information Statement, including the Appendices to this Offer Information Statement, the Manager is not aware of any other matters which could materially affect, directly or indirectly the operations or financial position or results of CRCT or Unitholders.

Statements contained in this Offer Information Statement, which are not historical facts, may be forward-looking statements. Such statements are based on the assumptions set forth in this section and are subject to certain risks and uncertainties which could cause actual results to differ materially from those forecast. Under no circumstances should the inclusion of such information herein be regarded as a representation, warranty or prediction with respect to the accuracy of the underlying assumptions by the Manager or any other person or that these results will be achieved or are likely to be achieved.

**PART VIII – ADDITIONAL INFORMATION REQUIRED FOR OFFER OF UNITS BY WAY
OF RIGHTS ISSUE**

- (40) **Provide:**
- (a) the particulars of the rights issue;**
 - (b) the last day and time for splitting of the provisional allotment of the units to be issued pursuant to the rights issue;**
 - (c) the last day and time for acceptance of and payment for the units to be issued pursuant to the rights issue;**
 - (d) the last day and time for renunciation of and payment by the renounee for the units to be issued pursuant to the rights issue;**
 - (e) the terms and conditions of the offer of units to be issued pursuant to the rights issue;**
 - (f) the particulars of any undertaking from the substantial participants of the Scheme to subscribe for their entitlements; and**
 - (g) if the rights issue is or will not be underwritten, the reason for not underwriting the issue.**
-

Not applicable as CRCT is not making a rights issue.

**Directors of CapitaRetail China Trust Management Ltd., the manager of
CapitaRetail China Trust**

Dated 25 January 2008

Mr Hsuan Owyang
(Chairman and Independent Director)

Mr Liew Mun Leong
(Deputy Chairman and Non-Executive
Director)

Mr Victor Liew Cheng San
(Independent Director)

Ms Chew Gek Khim
(Independent Director)

Mr Dilhan Pillay Sandrasegara
(Independent Director)

Mr Kee Teck Koon
(Non-Executive Director)

Mr Olivier Lim Tse Ghow
(Non-Executive Director)

Mr Pua Seck Guan
(Non-Executive Director)

Mr Lim Beng Chee
(Executive Director & Chief Executive
Officer)

GLOSSARY

In this Offer Information Statement, the following definitions apply throughout unless otherwise stated:

%	: Per centum or percentage
ACPL	: Albert Complex Pte Ltd
Acquisition Fee	: The acquisition fee which the Manager will be entitled under the Trust Deed to receive from CRCT upon completion of the acquisition of properties
Aggregate Leverage Limit	: The ratio of CRCT's borrowings and deferred payments (including deferred payments for assets whether to be settled in cash or Units) to the value of its Deposited Property, adjusted for the distribution of any accrued distributable income
Agreed Property Price	: The property price of the Mall, being S\$336.0 million
Anzhen Term Loan Facility	: a RMB350.0 million five-year secured term loan facility
ATM	: Automated teller machine
ATM Offering	: The proposed offering of New Units to retail investors in Singapore through the ATMs of DBS Bank (including POSB) on a "first-come, first-served" basis
Authority	: Monetary Authority of Singapore
Barbados Companies	: CRCI Alpha Barbados, CapitaRetail China Investments (B) Gamma Pte. Ltd. and the Holding Company (and each a " Barbados Company ")
Base Fee	: The base fee which the Manager will be entitled under the Trust Deed to receive from CRCT
Business Day	: Any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore and the SGX-ST is open for trading
CAGR	: Compounded annual growth rate
Capital Group	: The Capital Group of Companies, Inc
CapitaLand	: CapitaLand Limited
CapitaLand Group	: CapitaLand Limited and its subsidiaries
CapitaRetail Jiulong	: CapitaRetail Beijing Jiulong Real Estate Co., Ltd.
CapitaRetail Xizhimen SPV	: CapitaRetail Beijing Retail Xizhimen Real Estate Co. Ltd
CBD	: Central business district
CDP	: The Central Depository (Pte) Limited
Citi	: Citigroup Global Markets Singapore Pte. Ltd.
CITLIR	: The Corporate Income Tax Law Implementation Regulations of the PRC

CMT	:	CapitaMall Trust
CMT Trustee	:	HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of CMT
CMT Undertaking	:	The undertaking given by the CMT Trustee to the Manager, the Trustee and the Joint Lead Managers, Bookrunners and Underwriters in connection with the Equity Fund Raising, as described in paragraph (13) of this Offer Information Statement
Colliers	:	Colliers International (Hong Kong) Limited
Committed Occupancy	:	Occupancy rate based on all current leases as at 31 August 2007 including letters of offer which are to be followed up with tenancy agreements to be signed by the parties
Completion Date	:	5 February 2008, being the date of completion of the Proposed Acquisition
CPF	:	Central Provident Fund
CRC	:	CapitaLand Retail China Pte. Ltd.
CRCI Alpha Barbados	:	CapitaRetail China Investments (B) Alpha Pte. Ltd.
CRCI Barbados	:	CapitaRetail China Investments (B) Pte. Ltd.
CRCI Beta Barbados or Holding Company	:	CapitaRetail China Investments (B) Beta Pte. Ltd.
CRCT	:	CapitaRetail China Trust, a unit trust constituted on 23 October 2006 under the laws of the Republic of Singapore
CRCT Unaudited Financial Statements	:	The unaudited financial statements of CRCT from the 23 October 2006 (date the trust was constituted) to 31 December 2007
CRTL	:	CapitaLand Retail Limited
CRTL Undertaking	:	The undertaking given by CRTL to the Manager, the Trustee and the Joint Lead Managers, Bookrunners and Underwriters in connection with the Equity Fund Raising, as described in paragraph (13) of this Offer Information Statement
Cumulative Distribution	:	The distribution of CRCT's distributable income for the period from 1 July 2007 to the day immediately prior to the date on which the New Units are issued under the Equity Fund Raising
DBS Bank	:	DBS Bank Ltd
Deposited Property	:	All the assets of CRCT and its subsidiaries
Development Fund	:	CapitaRetail China Development Fund
Development Fund Trustee	:	CapitaLand Retail Trustee Pte. Ltd., as trustee of the Development Fund
Directors	:	Directors of the Manager
DPU	:	Distribution per Unit

DPU accretion	:	Represents the percentage increase between the FY2008 DPU on the Enlarged Portfolio when compared with the Existing Portfolio
EGM	:	The extraordinary general meeting of Unitholders held on 4 December 2007
Enlarged Portfolio	:	The Existing Portfolio and the Mall
Equity Fund Raising	:	The issue of New Units for placement or sale by the Joint Lead Managers, Bookrunners and Underwriters to investors so as to raise gross proceeds of up to approximately S\$188.0 million
Existing Portfolio	:	The current portfolio of CRCT, comprising Wangjing Mall, Jiulong Mall and Anzhen Mall in Beijing, Qibao Mall in Shanghai, Zhengzhou Mall in Zhengzhou, Jinyu Mall in Huhehaote, and Xinwu Mall in Wuhu
Existing Units	:	The outstanding Units in issue on the day immediately prior to the date on which the New Units are to be issued
FIEs	:	Foreign Investment Enterprises
FY	:	Forecast year
FY2008	:	Forecast year ending 31 December 2008
FY2009	:	Forecast year ending 31 December 2009
GDP	:	Gross Domestic Product
GRA	:	Gross rentable area, comprising the area in a building that is to be leased, including common areas such as common corridors, lift shafts, fire escape staircases and toilets and excluding carpark
Gross Rental Income	:	The total amount payable by all tenants/licensees pursuant to a tenancy or licence, comprising base rents, service charges, turnover rents and where applicable, advertising and promotion levy
Gross Revenue	:	Consists of (i) Gross Rental Income and (ii) other income
Income Tax Act	:	Income Tax Act, Chapter 134 of Singapore
Incubator Fund	:	CapitaRetail China Incubator Fund
Incubator Fund Manager	:	CapitaRetail China Fund Management Pte. Ltd., as manager of the Incubator Fund
Independent Accountants	:	KPMG
Independent Property Consultant	:	Urbis Pty Ltd
Independent Valuers	:	Colliers and Knight Frank
IRAS	:	Inland Revenue Authority of Singapore
Issue Price	:	The issue price per New Unit under the Equity Fund Raising
Jiulong Option Equity Interest	:	the entire equity interest from time to time of CapitaRetail Jiulong

Joint Lead Managers, Bookrunners and Underwriters	: Citi, DBS Bank and JPMorgan
JPMorgan	: J.P. Morgan (S.E.A.) Limited
Knight Frank	: Knight Frank Petty Limited
Latest Practicable Date	: 18 January 2008, being the latest practicable date prior to the lodgment of this Offer Information Statement
Listing Date	: 8 December 2006, being the date of listing of CRCT on the SGX-ST
Listing Manual	: The Listing Manual of the SGX-ST
LRT	: Light rail transit
Manager	: CapitaRetail China Trust Management Ltd., as manager of CRCT
Market Day	: A day on which the SGX-ST is open for trading in securities
Market Rent	: The rent which the Manager believes could be achieved if each lease was renegotiated as at 31 August 2007 and is estimated with reference to the rental payable pursuant to comparable leases for tenancies that have recently been negotiated, the effect of competing shopping centres, assumed tenant retention rates on lease expiry, likely market conditions, inflation levels and tenant demand levels
MAS	: Monetary Authority of Singapore
MRT	: Mass rapid transit
NAV	: Net asset value
New Income Tax Law	: The new Corporate Income Tax Law which became effective on 1 January 2008
New Units	: The new Units to be issued by CRCT under the Equity Fund Raising
Non-CapitaLand TLCs	: Companies within the Temasek group of companies (being Temasek and its subsidiaries), including companies in which Temasek has an aggregate interest of at least 10.0%, but excluding Temasek and the CapitaLand Group
NPI	: Net property income, comprising Gross Revenue less property operating expenses
Performance Fee	: The performance fee which the Manager will be entitled under the Trust Deed to receive from CRCT
Phase 1	: The seven storeys of multi-tenanted retail outlets, with a basement level and six storeys above ground, which in aggregate represent a GRA of 73,857 sq m
Phase 2	: A planned extension of the current basement 1 of the Mall
PHSI	: Premier Healthcare Services International Pte Ltd
PIPL	: Pyramex Investments Pte Ltd

Placement Agreement	: The placement agreement dated 25 January 2008 entered into between the Manager and the Joint Lead Managers, Bookrunners and Underwriters in relation to the Equity Fund Raising
PRC or China	: People's Republic of China, excluding Hong Kong Special Administrative Region and Macau Special Administrative Region for the purposes of this Offer Information Statement
Private Placement	: The private placement of New Units by the Joint Lead Managers, Bookrunners and Underwriters to institutional and other investors as part of the Equity Fund Raising
Profit Forecast	: The forecast consolidated statements of CRCT's total return and distribution for FY2008 and the accompanying assumptions and sensitivity analysis set out in Appendix D1 of this Offer Information Statement
Property Funds Guidelines	: Appendix 2 to the Code on Collective Investment Schemes issued by the Authority
Property Managers	: CapitaRetail (Shanghai) Management & Consulting Co. Ltd., Capitaland SZITIC Management & Consulting (Shenzhen) Co., Ltd. and Capitaland Hualian Management & Consulting (Shenzhen) Co., Ltd.
Property Value	: The value of the properties or relevant property held by CRCT, with the initial value of each property being its initial acquisition cost (including any applicable stamp duty, tax and other related acquisition cost) and subsequently its valuation by an independent approved valuer obtained on an annual basis
Proposed Acquisition	: The proposed acquisition of the Mall by CRCT
Prospectus	: The prospectus dated 29 November 2006 issued by CRCT in connection with its initial public offering of Units
Purchase Consideration	: The aggregate consideration, amounting to S\$332.0 million, which will be incurred by the Purchaser for the acquisition of the Mall as described in paragraph 15 of this Offer Information Statement
RCPL	: Retail Crown Pte. Ltd.
Recognised Stock Exchange	: Any stock exchange of repute in any part of the world
Reduced Rates	: The reduced rate of Barbados income tax on the worldwide income of CRCI Beta Barbados from 2.5% to 1.0% depending on the level of its taxable income
Regulation S	: Regulation S under the Securities Act
Relevant Completed Retail Properties	: Has the meaning ascribed to it in the Prospectus
Relevant Development Fund Properties	: Has the meaning ascribed to it in the Prospectus

Relevant Incubator Fund Properties	:	Has the meaning ascribed to it in the Prospectus
Renminbi or RMB	:	Renminbi, being the lawful currency of the PRC
S&P Agreement	:	The share purchase agreement dated 18 October 2007 (as amended by the Supplemental Agreement) entered into between the Manager and the Vendor for the acquisition of the Mall
Sale Share	:	The entire issued share capital of the Holding Company, to be acquired as part of the Proposed Acquisition
Scheduled Distribution	:	The distribution that was originally scheduled to take place in respect of CRCT's semi-annual distributable income for the period from 1 July 2007 to 31 December 2007 for the Existing Units
Securities Act	:	U.S. Securities Act of 1933, as amended
SFA	:	Securities and Futures Act, Chapter 289 of Singapore
SGX-ST	:	Singapore Exchange Securities Trading Limited
Shareholder's Loan	:	The outstanding shareholder's loan extended by the Vendor to the Holding Company, to be acquired as part of the Proposed Acquisition
Singapore Dollar or S\$ and cents	:	Singapore dollar and cents respectively, being the lawful currency of Singapore
SPZW	:	<i>Stichting Pensioenfonds Zorg en Welzijn</i> (formerly known as <i>Stichting Pensioenfonds voor de Gezondheid, Geestelijke en Maatschappelijke Belangen</i>)
sq m	:	Square metre(s)
Substantial Unitholder	:	A person with an interest in Units constituting not less than 5.0% of all Units in issue
Supplemental Agreement	:	the Supplemental Agreement dated 24 January 2008 entered into between the Vendor and the Trustee pursuant to which certain terms of the share purchase agreement dated 18 October 2007 were amended
Temasek	:	Temasek Holdings (Private) Limited
the Mall	:	Xizhimen Mall, Beijing
Total Acquisition Cost	:	The total acquisition cost for the Proposed Acquisition, comprising the Purchase Consideration, the Acquisition Fee and the estimated professional and other fees and expenses incurred in connection with the Proposed Acquisition
Trust Deed	:	The trust deed dated 23 October 2006 entered into between the Trustee (as trustee of CRCT) and the Manager constituting CRCT, as supplemented by a first supplemental deed dated 8 November 2006, and as amended, varied or supplemented from time to time

Trust Money Market Facility I	:	a S\$44.0 million short-term loan facility
Trust Money Market Facility II	:	a S\$17.0 million short-term loan facility
Trust Term Loan Facility I	:	a US\$105.0 million two-year term loan facility
Trust Term Loan Facility II	:	a S\$88.0 million two-year term loan facility
Trustee	:	HSBC Institutional Trust Services (Singapore) Limited, as trustee of CRCT
Unit	:	A unit representing an undivided interest in CRCT
Unitholder	:	A holder of Units
US Dollar or US\$:	United State dollar, being the lawful currency of the United States
Vendor	:	CapitalLand Retail Trustee Pte. Ltd., as trustee of the Incubator Fund
Waivers	:	The waivers granted by the SGX-ST as described in paragraph (34) of this Offer Information Statement
Wangjing Option Shares	:	All the shares from time to time comprised in the total issued share capital of CRCI Barbados
WFOE	:	A wholly foreign-owned enterprise in the PRC

The terms “Depositor” and “Depository Register” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act, Chapter 50 of Singapore.

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

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

Any reference to a time of day or dates in this Offer Information Statement shall be a reference to Singapore time or dates unless otherwise stated.

The exchange rates used in this Offer Information Statement are for reference only. No representation is made that any amounts could have been or could be converted into Singapore dollar amounts at any of the exchange rates used in this Offer Information Statement, at any other rate or at all.

Any discrepancies in the tables, graphs and charts between the listed amounts and totals thereof are due to rounding. Where applicable, figures and percentages are rounded to one decimal place.

APPENDIX A

SPECIAL BUSINESS FACTORS OR RISKS

Details of a few special business factors or risks which are unlikely to be known or anticipated by investors and which could materially affect profits are set out below. Details of other risk factors are set out in the Prospectus.

There may be potential conflicts of interests between CRCT, the Manager, the Property Managers and the CapitaLand Group.

The CapitaLand Group is engaged in the investment in, and the development and management of, among other things, a large portfolio of retail properties in China. As a result, there may be circumstances where CRCT's investments compete directly with the other retail properties in China that the CapitaLand Group operates (by itself or with another joint venture partner). CapitaLand may also exercise influence over the activities of CRCT through the Manager, which is a wholly-owned subsidiary of CapitaLand.

As a result, the strategy and activities of CRCT may be influenced by the overall interests of the CapitaLand Group. Moreover, CapitaLand may in the future sponsor, manage or invest in other property funds which may also compete directly with CRCT. There can be no assurance that conflicts of interests will not arise between CRCT and CapitaLand in the future, or that CRCT's interests will not be subordinated to those of CapitaLand, whether in relation to future acquisitions of retail malls or in relation to competition for tenants.

Further, each of the Property Managers, CapitaRetail (Shanghai) Management & Consulting Co. Ltd., CapitaLand SZITIC Management & Consulting (Shenzhen) Co., Ltd. and CapitaLand Hualian Management & Consulting (Shenzhen) Co., Ltd. are, respectively, a wholly-owned subsidiary, a subsidiary and an associate of CapitaLand. There can be no assurance that the CapitaLand Group and CapitaLand will not exercise influence over the activities of the Property Managers when they are providing services to the special purpose vehicles holding the properties owned by CRCT.

CRCT faces certain risks in connection with the acquisition of properties from CapitaLand or parties related to CapitaLand.

CRCT may acquire other assets from CapitaLand, CRTL, other parties related to CapitaLand, the Development Fund or the Incubator Fund in the future. The manager and the trustee of the Development and Incubator Funds are indirect wholly-owned subsidiaries of CapitaLand and CRTL is a wholly-owned subsidiary of CapitaLand. There can be no assurance that the negotiations with respect to such properties, the terms of acquisition of such properties, the acquisition values of such properties, as well as other terms and conditions relating to the purchase of such properties (in particular, the representations, warranties and/or indemnities), will not be adverse to CRCT or will reflect an arm's length acquisition of such properties by CRCT.

The Gross Revenue earned from, and the value of, the properties in the Existing Portfolio and the Mall may be adversely affected by a number of factors.

The Gross Revenue earned from, and the value of, the properties in the Existing Portfolio and the Mall may be adversely affected by a number of factors, including:

- vacancies following expiry or termination of leases leading to reduced occupancy rates which, in turn, reduce Gross Revenue;
- the Manager's ability to collect rent from tenants on a timely basis or at all;

- the amount and extent to which CRCT is required to grant rebates on rental rates to tenants due to market pressure;
- tenants seeking the protection of bankruptcy laws which could result in delays in receipt of rent payments, inability to collect rentals at all or delays in the termination of the tenant's lease, or which could hinder or delay the sale of the relevant property or the re-letting of the space in question;
- the amount of rent payable by tenants and the terms on which lease renewals and new leases are agreed being less favourable than current leases;
- the national and international economic climate and property market conditions (such as oversupply of, or reduced demand for, retail space, the release of land for retail development, changes in market rental rates and changes in operating expenses for the properties in the Existing Portfolio and the Mall);
- the Manager's ability to procure adequate management and maintenance or to purchase adequate insurance;
- competition for tenants from other similar properties which may affect rental levels or occupancy levels at the properties in the Existing Portfolio and the Mall; and
- changes in laws and governmental regulations in relation to property, including those governing usage, zoning, taxes and government charges. Such revisions may lead to an increase in management expenses or unforeseen capital expenditure to ensure compliance. Rights related to the properties in the Existing Portfolio and the Mall may also be restricted by legislative actions, such as revisions to the building standards laws or the town planning laws, or the enactment of new laws related to condemnation and redevelopment.
- natural disasters, acts of God, wars, terrorist attacks, riots, civil commotions, widespread communicable diseases and other events beyond the control of the Manager.

CRCT depends on certain key personnel, and the loss of any key personnel may adversely affect its business and financial conditions and results of operations.

CRCT's success depends, in part, upon the continued service and performance of the members of the Manager's senior management team and certain key senior personnel. These persons may leave the Manager in the future or compete with it and CRCT. The loss of any of these individuals could have a material adverse effect on CRCT's business and financial conditions and results of operations.

The loss of key tenants of any of the properties in the Existing Portfolio or the Mall, or a downturn in the businesses of CRCT's key tenants could have an adverse effect on its financial conditions and results of operations.

CRCT's financial condition and results of operations and ability to make distributions may be adversely affected by the bankruptcy, insolvency or downturn in the businesses of one or more key tenants, as well as the decision by one or more of these tenants not to renew its lease or to terminate its lease before it expires. The Manager expects that CRCT will continue to be dependent upon these tenants for a significant portion of its Gross Revenue. If an anchor tenant terminates its lease or does not renew its lease at expiry, it may not be feasible to operate such large-scale retail malls in China without any anchor tenant as it may be difficult to secure replacement tenants at short notice or on similar tenancy terms. In addition, the amount of rent and the terms on which lease renewals and new leases are agreed may be less favourable than current leases. The loss of key tenants in any one of the properties in the Existing Portfolio or the Mall could result in periods of vacancy, which could

therefore adversely affect the revenue of the relevant property, consequently impacting CRCT's ability to make distributions to Unitholders.

CRCT may be adversely affected by the illiquidity of property investments.

CRCT invests primarily in real property, which entails a higher level of risk than a portfolio which has a diverse range of investments. Property investments, particularly investments in high value properties such as those in which CRCT intends to invest, are relatively illiquid. Such illiquidity may affect CRCT's ability to vary its investment portfolio or liquidate part of its assets in response to changes in economic, property market or other conditions. This could have an adverse effect on CRCT's business and financial conditions and results of operations, with a consequential adverse effect on CRCT's ability to make expected distributions to Unitholders.

Exchange rate fluctuations may adversely affect the value of the Units and any distributions payable to the Unitholders.

The Units will be quoted in Singapore dollars on the SGX-ST and distributions in respect of the Units will be paid in Singapore dollars. The value of the distributions received by a Unitholder may be adversely affected by fluctuations in the exchange rates between the Renminbi and the US dollar and the US dollar and the Singapore dollar. Fluctuations in the exchange rates between the Renminbi and the US dollar and the US dollar and the Singapore dollar will also, among others, affect the foreign currency value of the proceeds which a Unitholder would receive upon sale of the Units in Singapore.

CRCT is exposed to risks associated with changes to Singapore and China laws and policies, which may affect CRCT and its investments.

CRCT is subject to Singapore and China real estate laws, securities laws, tax laws, any applicable laws relating to foreign exchange and related policies and any unexpected changes to the same. There might be a negative impact on CRCT's investments located in China as a result of measures and policies adopted by the relevant Chinese governments and authorities at the local and national levels, including the imposition of foreign exchange restrictions. There is the risk that CRCT may not be able to repatriate the income and gains derived from investment in real estate and other assets in China.

The forward-looking information in this Offer Information Statement may prove inaccurate.

This Offer Information Statement contains forward-looking statements regarding, among other things, forecast and projected distribution per unit for FY2008. These forward-looking statements are based on a number of assumptions which are subject to significant uncertainties and contingencies, many of which are outside of CRCT's control. Some or all events and circumstances assumed may not occur as expected, or events and circumstances may arise which are not currently anticipated. Actual results may be materially different from the forecast. No assurance can be given that the assumptions will be realised and the actual distributions will be as forecast.

Delay by China tax authorities in assessing taxes could affect the amount of distributions.

In the event the special purpose vehicles holding the properties in CRCT's portfolio are unable to obtain a tax audit clearance by the China tax authorities in a timely manner, CRCT's ability to make distributions to Unitholders will be adversely affected and CRCT may be required to take loan facilities to satisfy the payment of the distributions to Unitholders. If CRCT is unable to obtain financing on terms that are acceptable or CRCT has reached its aggregate leverage limit imposed by the Property Funds Guidelines, the amount of distributions could be adversely affected.

Interpretation of China laws and regulations involves uncertainty.

The real estate laws and in particular, the laws relevant to the rights of foreign investors and the entities through which they may invest are often unclear in China, where the assets of CRCT are ultimately located, and the operations of most of the special purpose vehicles owning the properties in CRCT are governed principally by laws and regulations in China. The China legal system is based on written statutes, and prior court decisions can only be cited as reference. Since 1979, the Chinese government has promulgated laws and regulations in relation to economic matters such as foreign investment, corporate organisation and governance, commerce, taxation and trade, with a view to developing a comprehensive system of commercial law. However, as these laws and regulations are continually evolving in response to changing economic and other conditions, and because of the limited volume of published cases and their non-binding nature, any particular interpretation of China laws and regulations may not be definitive. China may not accord equivalent rights (or protection for such rights) to those rights investors might expect in countries with more sophisticated real estate laws and regulations. Furthermore, China is geographically large and divided into various provinces and municipalities and as such, different laws, rules, regulations and policies apply in different provinces and they may have different and varying applications and interpretations in different parts of China. This may affect the enforcement of legal or arbitral awards by CRCT.

The properties in the Existing Portfolio and the Mall may be subject to risks associated with the acquisition of properties.

While the Manager believes that reasonable due diligence investigations have been conducted with respect to the properties in the Existing Portfolio and the Mall prior to their acquisition, there can be no assurance that the properties or the Mall will not have defects or deficiencies requiring repair or maintenance thereby incurring significant capital expenditures, or payment or other obligations to third parties, other than those disclosed in the Prospectus. The experts' reports that the Manager rely upon as part of its due diligence investigations of the properties in the Existing Portfolio and the Mall may be subject to inaccuracies and deficiencies, such as certain building defects or deficiencies inherent in the scope of the inspections, the technologies or techniques used and other factors. Moreover, some of the properties in the Existing Portfolio and the Mall may be in breach of laws and regulations, which the Manager's due diligence investigations did not uncover. As a result, CRCT may incur additional financial or other obligations in relation to such breaches or non-compliance defects or deficiencies.

In particular, the representations, warranties and indemnities made in favour of CRCT and its special purpose vehicles by CapitalLand are subject to limitations as to their scope and as to the amount and timing of claims which can be made thereunder. There can be no assurance that CRCT will be entitled to be reimbursed under such representations, warranties and indemnities for all losses or liabilities suffered or incurred by it as a result of its indirect acquisition of the properties in the Existing Portfolio.

A substantial number of the leases of the properties in the Existing Portfolio (not under master leases) and the Mall are for terms of up to three years, which exposes the properties and the Mall to significant rates of lease expiries each year.

A substantial number of the leases for the properties in the Existing Portfolio are for terms of two to three years, which reflects the general practice in the China retail property market. As a result, the properties in the Existing Portfolio and the Mall experience lease cycles in which a substantial number of such leases expire each year. This exposes CRCT to certain risks, including the risk that vacancies following the non-renewal of leases may lead to reduced occupancy rates, which will in turn reduce CRCT's Gross Revenue.

Registration of the agreements in relation to the Shareholder's Loan with the State Administration of Foreign Exchange has not been completed.

While the agreements in relation to the Shareholder's Loan are in compliance with PRC laws and regulations, and all required documents relating to the registration of such loans with the State Administration of Foreign Exchange have been submitted, the registration of these agreements is currently pending. These agreements are legally binding on both contracting parties only upon registration with the State Administration of Foreign Exchange. Until the completion of the registration of these agreements, no repayment under the shareholder's loans is permitted to be made to the foreign shareholder, CRCI Beta Barbados, and this may have an adverse effect on CRCT's ability to repatriate monies out of the PRC and extract cash which may be trapped in CapitaRetail Xizhimen SPV in the form of depreciation expense. This may adversely affect CRCT's cash flow and its ability to make distribution to Unitholders.

Lack of land use right certificate over the land on which the Mall is situated

CapitaRetail Xizhimen SPV has obtained the Building Ownership Certificate to the first floor to sixth floor as well as basement 1 of the Mall but it does not have any land use right certificate even though it has completed all the necessary documentation, due to current PRC government policy reasons as the relevant PRC authorities are currently reviewing the land use right system, including the need/procedure for a separate land use right certificate. Under current PRC laws and regulations, CapitaRetail Xizhimen SPV is entitled to claim title to the portion of land on which the Mall is located based on its building ownership certificate, and have the right to transfer, sublet, mortgage or otherwise dispose of such property and no person other than CapitaRetail Xizhimen SPV would be entitled to claim title over the portion of land on which the Mall is located. However, while the Manager believes that it is unlikely the current PRC laws and regulations will be changed such that the lack of a land use right certificate for the Mall will adversely affect CapitaRetail Xizhimen SPV's title to the portion of land on which the Mall is located and its right to the property including the right to transfer, sublet, mortgage or otherwise dispose of such property, in the event that such change does occur, the lack of land use right certificate will materially adversely affect the financial position and operational results of CRCT and the distributions of Unitholders.

APPENDIX B

RATIONALE FOR THE PROPOSED ACQUISITION

The Manager believes that the Proposed Acquisition will bring the following key benefits to Unitholders:

1. Attractive DPU accretion

The Manager believes that Unitholders will enjoy a higher DPU in FY2008 due to the acquisition of the Mall at an attractive price relative to the cash flows that it is expected to generate *via* a competitive capital structure.

The acquisition of the Mall will be DPU accretive to the Existing Portfolio by approximately 4.1% in FY2008 assuming the Proposed Acquisition is funded through S\$100.0 million in borrowings, the issuance of New Units under the Equity Fund Raising and internal cash balances. The acquisition also provides strong growth going forward with an estimated 11.4% growth in the Mall's NPI between FY2008 and FY2009, resulting in the implied NPI yield on Agreed Property Price increasing from approximately 5.7%¹ to approximately 6.4%¹. The Mall's Committed Occupancy is 87.1% as at 11 October 2007.

The table below illustrates the percentage increase between the FY2008 DPU on the Enlarged Portfolio when compared with the Existing Portfolio (the "DPU accretion") arising from the Proposed Acquisition²:

DPU and DPU Accretion table for FY2008

Issue Price of New Units	Number of New Units	FY2008 DPU		DPU accretion (%)
		Existing Portfolio (cents)	Enlarged Portfolio (cents)	
S\$1.36	138,235,294	6.41	6.67	4.1

2. The Proposed Acquisition is consistent with the Manager's Investment and Acquisition Growth Strategy

The Proposed Acquisition is in line with the Manager's principal investment strategy to invest in quality income-producing assets and pursue DPU accretive acquisitions so as to deliver stable and growing distributions with attractive total returns to Unitholders.

The Proposed Acquisition is also in line with the Manager's vision to grow CRCT's Deposited Property value to S\$3.0 billion by 2009 via DPU accretive acquisitions. With the inclusion of the Mall, CRCT's Deposited Property value will increase from S\$779.4 million as at 31 December 2007 to approximately S\$1,099.4 million³.

3. Competitive Strengths of the Mall

The Manager believes that the competitive strengths of the Mall include:

(i) Iconic retail development in a landmark location, with ease of connectivity

The Mall is part of Xihuan Plaza, a contemporary, iconic development located just outside the boundary of Beijing's west second ring road, bound by two major roads,

¹ Based on average occupancy rates of 88.7% in FY2008 and 100.0% in FY2009.

² Assuming the Proposed Acquisition is funded through S\$100.0 million in borrowings, the issuance of New Units under the Equity Fund Raising and internal cash balances.

³ As at the Completion Date.

Xizhimenwai Dajie and Gaoliangqiao Lu. Xizhimen is one of only two inter-modal, multi-level public transportation hubs in Beijing (the other transportation hub being Dongzhimen). The Xizhimen transportation hub is served by the existing MRT Line 2, LRT Line 13, the Beijing North National Railway Station and the upcoming MRT Line 4. A new bus interchange will also be built across from the Mall.

(ii) Strong shopper catchment

The Mall is strategically located in the western half of Beijing in the Xicheng district, a large, well-established and growing population catchment area. The location is a well-known middle class residential area and is also in close proximity to Beijing Finance Street, (the city's financial district), as well as universities and high-technology zones of Zhongguancun District. The Independent Property Consultant estimates that the daily commuter traffic using the Xizhimen transportation hub around the Mall is approximately 300,000 persons on weekdays and approximately 600,000 persons on weekends. The Independent Property Consultant has also estimated that the current retail spending of catchment population is approximately 15.0% to 20.0% above the Beijing average.

(iii) Diverse, stable and quality tenant base

The Mall will benefit from well-established brand names of its anchor tenants and their market leadership in their respective trade sectors. A significant portion of the Mall's tenant base comprises prominent international and domestic tenants such as KFC, Pizza Hut, Esprit, McDonald's, Watsons, Beijing Hualian Supermarket, Sport 100, Colour Jeans, etc. The large diverse tenant base of 165 leases as at 31 August 2007 and wide product offering, position the Mall favourably relative to other comparable malls in the vicinity.

(iv) Favourable lease structure with strong upside potential

The Mall's lease structure provides Unitholders with stable and growing rental income. The typical lease term for specialty tenants is one to three years, five to seven years for mini-anchors and up to 20 years for anchor tenants. Most leases provide for annual step-up in base rent and for the rent to be payable on the basis of the higher of either the base rent or a percentage of tenants' gross sales turnover⁴, providing stability and potential upside in revenues.

⁴ For Beijing Hualian Supermarket, the gross sales turnover percentage will take effect if the turnover exceeds an agreed threshold. For Weider-Tera, a gym operator, only the base rent will be payable.

(v) **Value creation opportunity from Phase 2**

Phase 2 is a planned extension of the current basement 1 of the Mall. The extension will provide direct pedestrian connectivity to the adjacent MRT station for Line 2, the future Line 4 and the Beijing North National Railway Station. The planned completion of this extension by end 2008 is expected to increase overall shopper traffic and enable better shopper flow within the Mall, offering an opportunity to increase the Mall's overall rentals. The completion of Phase 2 will also further enhance the Mall's position as the landmark one-stop shopping, dining and entertainment destination in the locality, serving the needs of the large population catchment and commuter traffic. The Holding Company and Beijing Finance Street Construction Development Co., Ltd. (a third party vendor), have also entered into an agreement for the acquisition of Phase 2, subject to certain conditions being fulfilled.

The floor plan of basement 1 of Phase 1 and Phase 2 of the Mall is set out below.



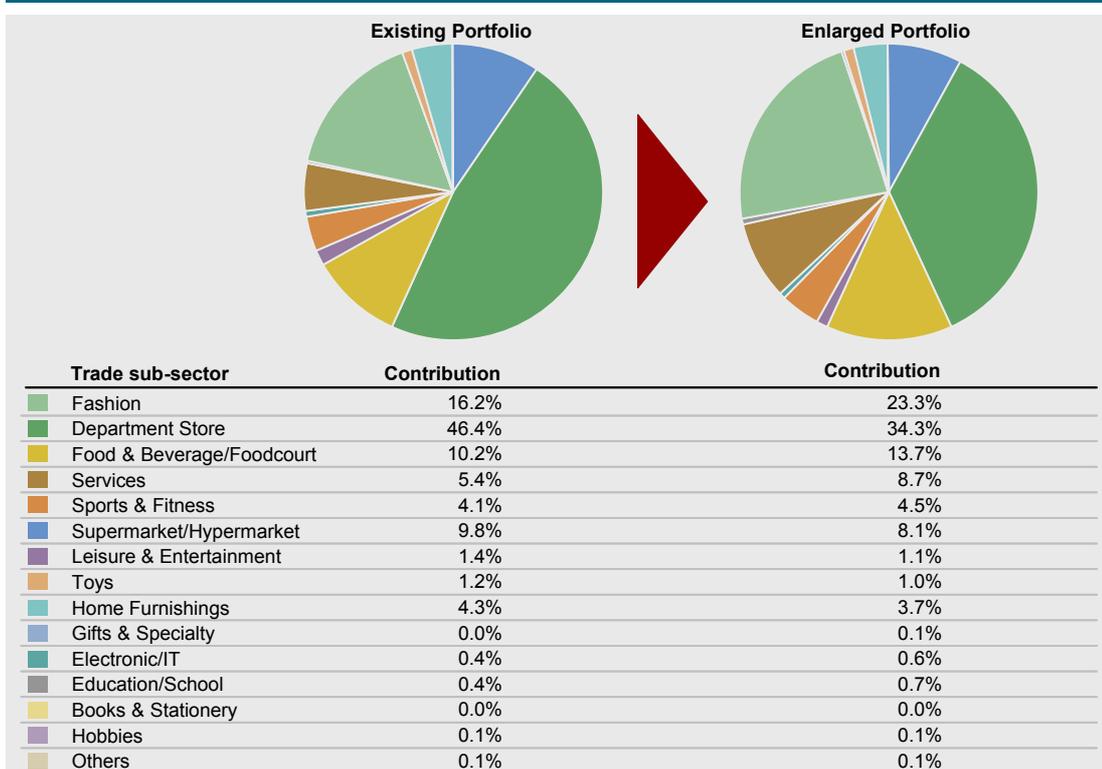
4. Greater Income and Tenant Mix Diversification

The Mall's diverse tenant base is largely weighted towards specialty type tenants with its anchor tenant, Beijing Hualian Supermarket, occupying only 10.9% of its total gross rentable area ("GRA"). This is expected to improve income diversification, reduce tenant and asset concentration risks in CRCT's Enlarged Portfolio.

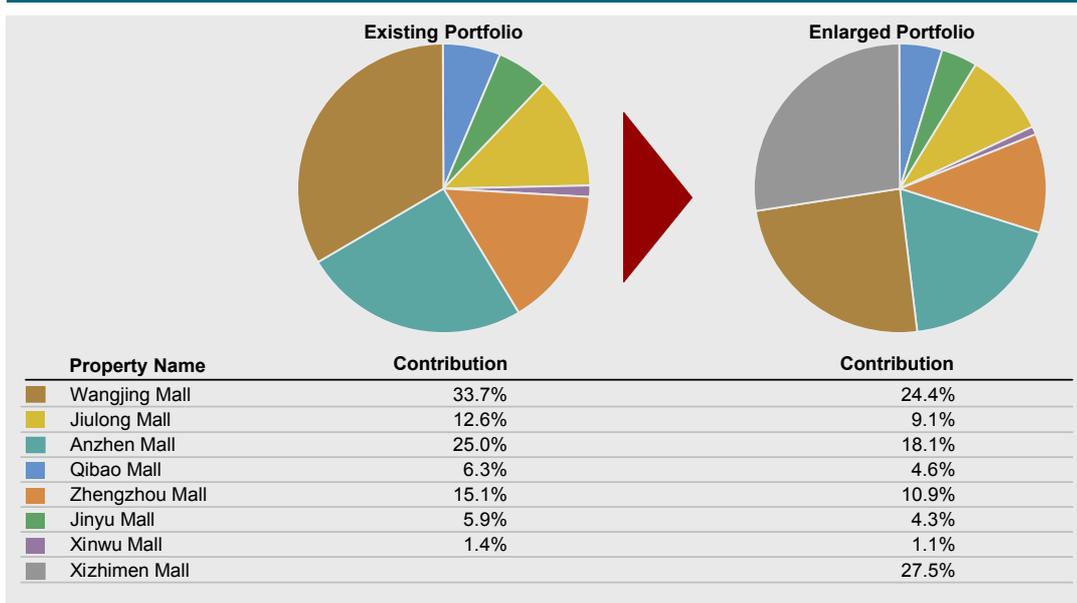
The Manager estimates that the Proposed Acquisition would reduce the maximum contribution to CRCT's FY2008 NPI from any single property from approximately 33.7% to approximately 27.5%. The Proposed Acquisition would also reduce the maximum contribution to CRCT's FY2008 Gross Rental Income by a single tenant from approximately 39.7% to approximately 29.3%.

The charts below illustrate a comparison of the trade sector breakdown of Existing Portfolio versus the Enlarged Portfolio as measured by Gross Rental Income and a comparison of the trade NPI analysis of the Existing Portfolio versus the Enlarged Portfolio:

Portfolio Trade sector analysis (By Gross Rental Income) (As at 31 August 2007)



Portfolio Forecast Year 2008 NPI analysis



5. Strengthened Foothold in Beijing's Retail Sector

CRCT currently owns three quality retail assets in Beijing: Wangjing Mall, Jiulong Mall and Anzhen Mall. These properties are strategically located in high-growth areas with large population catchments and in close proximity to transportation nodes. The addition of the Mall to CRCT's portfolio would extend CRCT's market presence to the western part of Beijing which forms part of Beijing's core city area. Such addition will allow CRCT to benefit from a large pool of shoppers and tenancy demand in that area. The Manager believes the Enlarged Portfolio will propel CRCT's ability to capture the strong growth opportunity in Beijing's retail

sector which has grown on average by approximately 12.0% per annum in the last decade. Outlined below is an overview of the three existing assets that CRCT owns in Beijing.

Wangjing Mall is a five-level retail podium with a seven-level tower above the podium. It is prominently located in the densely populated Wangjing residential suburb, a high-rise middle-class residential suburb in the north-eastern part of Beijing, approximately 13 km north-east of the central business district (“**CBD**”). The mall can be conveniently accessed by key highways such as the Airport Expressway, the Jingcheng Expressway and the major 4th and 5th Ring Roads. It is also well-served by numerous bus routes and is in close proximity to the Wangjingxi train station. Wangjing Mall is the first comprehensive multi-tenanted and professionally-managed mall in the locality, attracting shoppers from all age groups and income levels.

Anzhen Mall is a six-level retail mall, located approximately 11 km northwest of the Beijing CBD in the Chaoyang District, the second most populous precinct in Beijing. It is adjacent to the north Third Ring Road and highly accessible due to its proximity to a major bus terminal. The mall is amongst the most recognised in the region, providing a comprehensive shopping experience with a wide variety of product offerings. Its established positioning attracts recurring shopper traffic from the surrounding catchments. Anzhen Mall is let out under a master lease to Beijing Hualian Group which operates a department store and supermarket that serve the middle-class residents in the northern part of Beijing.

Jiulong Mall is a four-level retail mall in the Chaoyang District of Beijing which is in close proximity to the Beijing CBD. The mall is well served by bus routes and is in close proximity to two subway stations, Guomao and Dawanglu. The mall is the only one-stop shopping destination in the locality, with a strong hypermarket anchor, Carrefour, drawing shopping traffic from the CBD workers and neighbouring middleclass residential area to the south-east of Beijing’s city centre.

6. Greater Trading Liquidity

The New Units, when issued, are expected to increase CRCT’s free float of Units on the SGX-ST which in turn may result in improved trading liquidity thus potentially benefiting Unitholders. Assuming that approximately 138,236,000 New Units are issued under the Equity Fund Raising based on an assumed Issue Price of S\$1.36, such New Units represent approximately 29.0% of the total number of Units in issue as at the Latest Practicable Date.

7. Exposure to Rapidly Growing Retail Market in the PRC

The Independent Property Consultant has been commissioned to prepare the PRC Retail Market Review. The current state of the PRC is characterised by a stable population, increasing urbanisation and robust economic growth fuelling rising real incomes, providing strong fundamentals for growth of the retail sector. Against the backdrop of flourishing macro-economic landscape (for example, GDP is forecast to grow by 10.0% in 2007 and at an average rate of 8.7% for the next 10 years), the retail sector in the PRC is witnessing rapid sales growth (forecast to grow by 10.9% CAGR over the next five years), which is concurrently being driven by the changing trends in retail spending. In addition, the emergence of shopping malls as the dominant form of retailing with widespread acceptance by PRC residents due to its convenience and quality, variety of goods and services bodes well for the sector. According to the Independent Property Consultant, the overall outlook for the retail property sector in the PRC is sound with continued strong growth in retail sales accompanied by a desire by international retailers to establish and strengthen their presence

in the PRC. Considering the robust conditions of the PRC economy and retail market, the Manager believes that there is potential for future upside in rentals for CRCT's portfolio.

APPENDIX C

INFORMATION ON THE EXISTING PORTFOLIO AND THE ENLARGED PORTFOLIO

The following sections set out selected information in respect of the Mall and the Existing Portfolio. Any discrepancies in the tables, charts or diagrams between the listed figures and totals thereof are due to rounding.

A. THE PROPOSED ACQUISITION OF THE MALL

The Mall is a one-stop shopping, dining and entertainment destination comprising seven-storeys of multi-tenanted retail outlets, with a basement level and six storeys above ground. Located at Xizhimen, in Xicheng district, the Mall is part of Xihuan Plaza, an iconic integrated mixed-use development which includes three office towers and a commercial block. The Mall is situated at one of Beijing's two key inter-modal multi-level public transportation hubs (the other being Dongzhimen), with a confluence of MRT and LRT lines, national railway(s) and major bus routes. Xizhimen transportation hub is served by the existing MRT Line 2, LRT Line 13, the Beijing North National Railway Station and the upcoming MRT Line 4. A new bus interchange will also be built across from the Mall.

The Mall is thus well-supported by a large shopper catchment encompassing the high flow of daily commuters passing through the Xizhimen transportation hub, residents, students and working population from the nearby Beijing Finance Street (the city's financial district) as well as universities and high-technology zones of Zhongguancun District. The Independent Property Consultant estimates that the daily commuter traffic flowing through Xizhimen transportation hub is approximately 300,000 persons on weekdays and 600,000 persons on weekends. The accessibility of public transport provides an opportunity to capitalise on large traffic volumes, offering the Mall sustainable competitive advantage of strong footfall in the long term.

The table below sets out a summary of selected information on the Mall:

Year of completion	2005, with refurbishments in 2006 and 2007
Land use right terms⁽¹⁾	Land use right terms expiring 23 August 2054 for overall integrated use and underground car park use and 23 August 2044 for underground commercial/retail use
Committed Occupancy as at 31 August 2007⁽²⁾	82.1%
GRA as at 31 August 2007 (sq m)	73,857
Number of leases as at 31 August 2007	165
Car parks⁽³⁾	365
Prominent tenants	Beijing Hualian Supermarket, Esprit, Sport 100, Vero Moda, KFC, Pizza Hut, Only, Watsons, BreadTalk
Valuation by Colliers as at 30 September 2007	S\$338,400,000 (RMB1,692,000,000) ⁽⁴⁾
Valuation by Knight Frank as at 30 September 2007	S\$340,000,000 (RMB1,700,000,000) ⁽⁴⁾
FY2008 Gross Rental Income	RMB146,371,000
FY2008 Estimated NPI	RMB96,451,000

Notes:

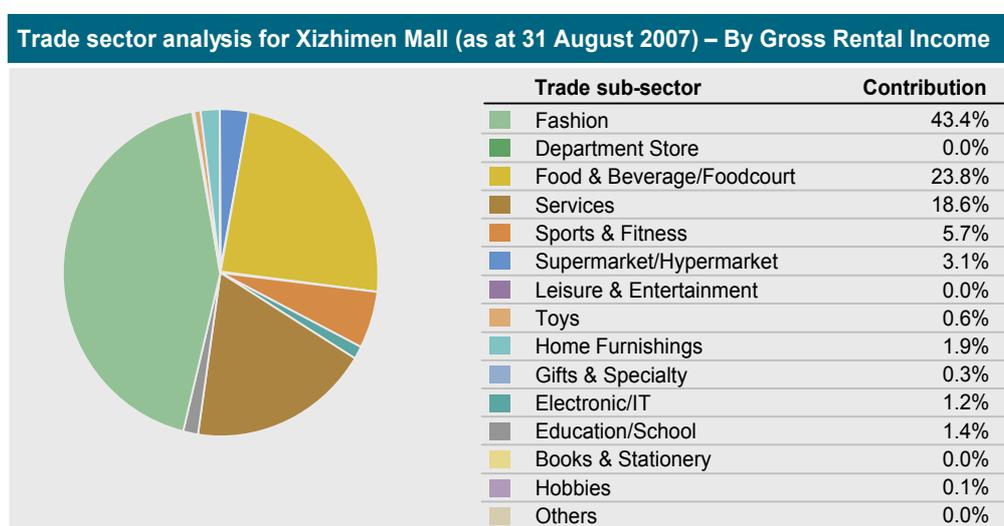
- (1) CapitaRetail Xizhimen SPV has obtained the Building Ownership Certificate to the first floor to sixth floor as well as basement 1 of the Mall. In view of this, CapitaRetail Xizhimen SPV shall be entitled to claim title to the portion of land on which the Mall is located, and shall have the right to transfer, sublet, mortgage or otherwise dispose of such property. CapitaRetail Xizhimen SPV currently possesses all relevant documents for the issue of the land use right certificate for the Mall required under relevant PRC laws and regulations. However, due to PRC government policy reasons, the relevant PRC authorities are currently reviewing the procedure for issuance of separate land use right certificate. In any case, no person other than CapitaRetail Xizhimen SPV would be entitled to claim title over the portion of land on which the Mall is located.
- (2) Committed occupancy as at 11 October 2007 is 87.1%.
- (3) Represents the number of car parks available for use. These are part of Xihuan Plaza and not owned by the Vendor.
- (4) The Independent Valuers have adopted an exchange rate of S\$1.00 is to RMB5.00.

Tenant Profile and Trade Sector Analysis for the Mall

As at 31 August 2007, the Mall has 165 committed leases comprising a wide variety of consumer trade sub-sectors. The Mall is anchored by Beijing Hualian Group, the eighth largest retailer in the PRC¹, occupying approximately 10.9% of the total GRA. The other prominent brand names at the Mall include Sport 100 (one of the PRC's premier sporting goods and apparel retailer), Esprit, Vero Moda (a local fashion retailer), Watsons, BreadTalk, Pizza Hut and KFC amongst many others.

The lease term of the Mall's retailers range from one to three years for speciality tenants, five to seven years for mini-anchors and up to 20 years for anchor tenants. Most leases provide for annual step-up in base rent and for rent to be payable on the basis of the higher of either base rent or a percentage of tenants' gross sales turnover², providing stability and potential upside in rental revenue.

The chart below provides a breakdown by monthly Gross Rental Income (excluding turnover rent) of the different trade sectors represented in the Mall as at 31 August 2007.



The table below sets out selected information about the top ten retailers of the Mall by monthly Gross Rental Income (excluding turnover rent) as at 31 August 2007.

Retailers	Brand Names	Trade Category	Expiry Date	% of Monthly Gross Rental Income (excluding turnover rent)
上海颐盛商贸有限公司	Sport 100	Sports & Fitness	14 September 2012	7.8%
	Colour Jeans	Fashion	31 October 2012	
绫致时装(天津)有限公司	Only Jack & Jones Vero Moda	Fashion	14 September 2012	6.7%

¹ China Chain Store and Franchise Association Analysis Report (2006).

² For Beijing Hualian Supermarket, the gross sales turnover percentage will take effect if the turnover exceeds an agreed threshold. For Weider-Tera, a gym operator, only the base rent will be payable.

北京肯德基有限公司， 北京必胜客比萨饼有限公司 ⁽¹⁾	KFC Pizza Hut	Food & Beverage/ Foodcourt	14 September 2017	3.8%
北京华联集团投资控股有限公司	Beijing Hualian Supermarket	Supermarket	30 September 2028	3.1%
北京大食代餐饮有限公司， 北京星物语餐饮管理有限公司 ⁽¹⁾	Da Shi Dai (大食代) BreadTalk	Food & Beverage/ Foodcourt	14 September 2011 31 December 2012	2.8%
丝芙兰（北京）化妆品 销售有限公司	Sephora	Fashion	14 September 2010	2.4%
北京兴字班尼路服装服 饰有限公司	In-Base	Fashion	12 October 2012	2.1%
上海韦德健身管理有限 公司	Weider-Tera	Sports & Fitness	6 November 2013	2.0%
北京华润思捷贸易有限 公司	Esprit Red Earth	Fashion	12 October 2010 29 August 2011	1.9%
北京麦当劳食品有限公 司	McDonald's	Food & Beverage/ Foodcourt	14 September 2017	1.4%
Top ten retailers by total monthly Gross Rental Income (excluding turnover rent)				34.0%
Other retailers				66.0%
Total				100.0%

Note:

(1) Under the same group of companies.

Lease Expiry Profile for the Mall (as at 31 August 2007)

The table below illustrates the committed lease expiry profile of the Mall.

Period	Total number of leases expiring	Expiring leases as a % of total monthly Gross Rental Income (excluding turnover rent)	Expiring leases as a % of GRA
FY2008	35	6.3%	2.2%
FY2009	28	9.0%	3.7%
FY2010	77	41.9%	21.8%
FY2011	9	8.2%	5.5%
Beyond FY2011	16	34.6%	48.9%
Vacant	–	–	17.9%
Total	165	100.0%	100.0%

B. EXISTING PORTFOLIO

The Existing Portfolio comprises Wangjing Mall, Jiulong Mall, Anzhen Mall, Qibao Mall, Zhengzhou Mall, Jinyu Mall and Xinwu Mall. The table below sets out selected information about the Existing Portfolio as at 31 August 2007 (unless otherwise dated).

Property	Gross Floor Area (sq m)	Gross Rentable Area (sq m)	Number of Leases	Land Use Right Expiry	Valuation (as at 30 Sep 2007) (RMB'000)	Percentage of aggregate value of Existing Portfolio (%)	Committed Occupancy (%)	FY2008 NPI (RMB'000)
Wangjing Mall	82,634	67,500	155	15 May 2043 15 May 2053	1,193,000	32.7	99.1	85,631
Jiulong Mall	49,526	49,526	6	10 July 2042	432,000	11.8	100.0	32,003
Anzhen Mall	43,442	43,442	1	5 March 2042 3 June 2042 7 October 2034	791,000	21.7	100.0	63,504
Qibao Mall	83,986	72,729	126	10 March 2043	320,000	8.8	79.4	16,160
Zhengzhou Mall	92,356	92,356	1	31 May 2042	466,000	12.8	100.0	38,307
Jinyu Mall	41,938	41,938	1	11 March 2041 20 March 2041	316,000	8.6	100.0	15,056
Xinwu Mall ⁽¹⁾	59,624	45,375	96	29 May 2044	130,000	3.6	95.5	3,624

Note:

(1) Based on 100.0% of Xinwu Mall.

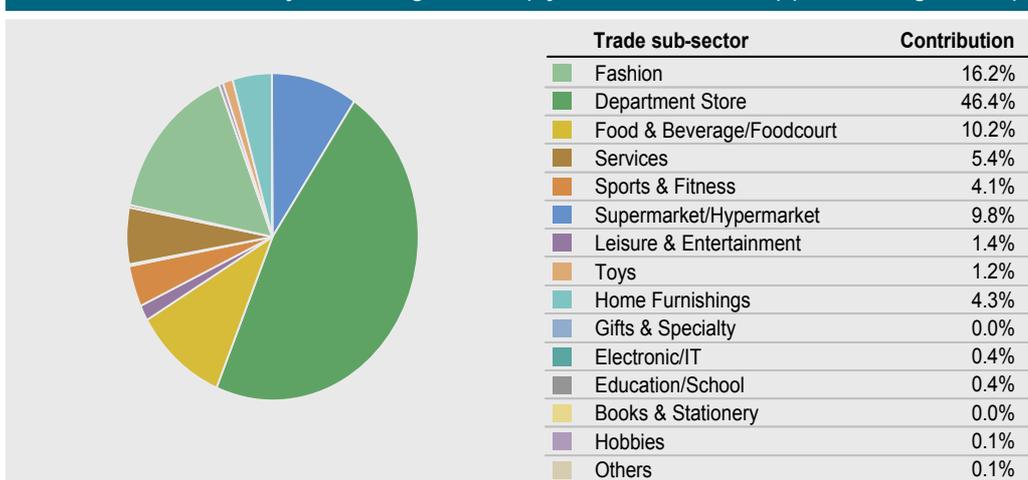
Trade Sector Analysis for Existing Portfolio (as at 31 August 2007)

As at 31 August 2007, the Existing Portfolio has 386 committed leases. The tenant profile comprises a wide variety of consumer trade sectors. The malls are anchored by a number of prominent international and local retailers such as Wal-Mart, Carrefour, Beijing Hualian Supermarket, B&Q, Sport 100, Sizzler, Pizza Hut, KFC and Watsons.

Anzhen Mall, Zhengzhou Mall and the majority of the GRA of Jiulong Mall are let out under master leases. The master leases over Anzhen Mall, Zhengzhou Mall and Jiulong Mall are long-term with a tenure of 20 years. For the remaining properties under the Existing Portfolio which are not under master leases, the typical lease term is 15 to 20 years for anchor tenants, five to seven years for mini-anchor tenants and one to three years for specialty tenants. Most leases provide for annual step-up in the base rent and for rent to be payable on the basis of the higher of either base rent or a percentage of tenants' gross sales turnover, providing stability and potential upside in rental revenue.

The chart below provides a breakdown by monthly Gross Rental Income (excluding turnover rent)⁽¹⁾ of the different trade sectors represented in the Existing Portfolio.

Portfolio Trade sector analysis: Existing Portfolio (By Gross Rental Income) (As at 31 August 2007)



Note:

- (1) For leases structured on base rent only or base rent plus a percentage of gross sales turnover whichever is higher. Where the structure is a percentage of gross sales turnover or base rent plus a percentage of gross sales turnover, monthly Gross Rental Income is calculated based on actual rent payable in the month of August 2007.

The table below sets out selected information about the top ten retailers of the Existing Portfolio by monthly Gross Rental Income (excluding turnover rent)⁽¹⁾.

Retailers	Brand Names	Trade Category	Expiry Date	% of Monthly Gross Rental Income (excluding turnover rent)
北京华联集团投资控股有限公司	Beijing Hualian Supermarket Beijing Hualian Department Store	Supermarket Department Store	31 October 2009 24 July 2025 31 October 2026 30 November 2026	47.9%
上海联家超市有限公司，北京家乐福商业有限公司 ⁽²⁾	Carrefour	Supermarket	7 January 2024 1 March 2024	7.5%
北京百安居装饰建材有限公司	B&Q	Home Furnishings	9 April 2024	3.6%
上海颐盛商贸有限公司	Sport 100	Sports & Fitness	24 June 2011 31 August 2011	2.4%
北京兴宇班尼路服装服饰有限公司	Ebase Ebase Garcons Calvin Klein Jeans Baleno Urban Astroboy Kentex	Fashion	23 July 2009	1.5%
绫致时装（天津）有限公司	Only Jack & Jones Vero Moda	Fashion	19 April 2008 14 July 2009	1.3%
北京乐杰士餐饮有限公司	Sizzler Lejazz Pin Qi Pizza (品奇比萨)	Food & Beverage/ Foodcourt	14 July 2009 15 July 2009	1.2%
上海美力健身有限公司	Powerhouse Gym	Sports & Fitness	1 May 2009 15 January 2013	0.9%
金永（北京）科技发展有限公司	Party Land	Leisure & Entertainment	8 July 2012	0.9%
北京大食代餐饮有限公司，北京星物语餐饮管理有限公司 ⁽²⁾	Da Shi Dai (大食代) BreadTalk	Food & Beverage/ Foodcourt	31 August 2008 14 July 2009 19 September 2011	0.8%
Top ten retailers by total monthly Gross Rental Income (excluding turnover rent)				68.0%
Other retailers				32.0%
Total				100.0%

Notes:

- (1) For leases structured on base rent only or base rent plus a percentage of gross sales turnover whichever is higher. Where the structure is a percentage of gross sales turnover or base rent plus a percentage of gross sales turnover, monthly Gross Rental Income is calculated based on actual rent payable in the month of August 2007.
- (2) Under the same group of companies.

Lease Expiry Profile for the Existing Portfolio (as at 31 August 2007)

The table below illustrates the committed lease expiry profile of the Existing Portfolio.

Period	Total number of leases expiring	Expiring leases as a % of total monthly Gross Rental Income (excluding turnover rent) ⁽¹⁾	Expiring leases as a % of GRA
FY2007	24	0.4%	0.2%
FY2008	139	7.1%	2.2%
FY2009	133	24.4%	15.0%
FY2010	43	5.4%	2.3%
FY2011	15	4.1%	3.7%
Beyond FY2011	32	58.6%	72.4%
Vacant	–	–	4.2%
Total	386	100.0%	100.0%

Note:

- (1) For leases structured on base rent only or base rent plus a percentage of gross sales turnover whichever is higher. Where the structure is a percentage of gross sales turnover or base rent plus a percentage of gross sales turnover, monthly Gross Rental Income is calculated based on actual rent payable in the month of August 2007.

C. ENLARGED PORTFOLIO (COMPRISING THE MALL AND THE EXISTING PORTFOLIO)

The table below sets out selected information about the Enlarged Portfolio.

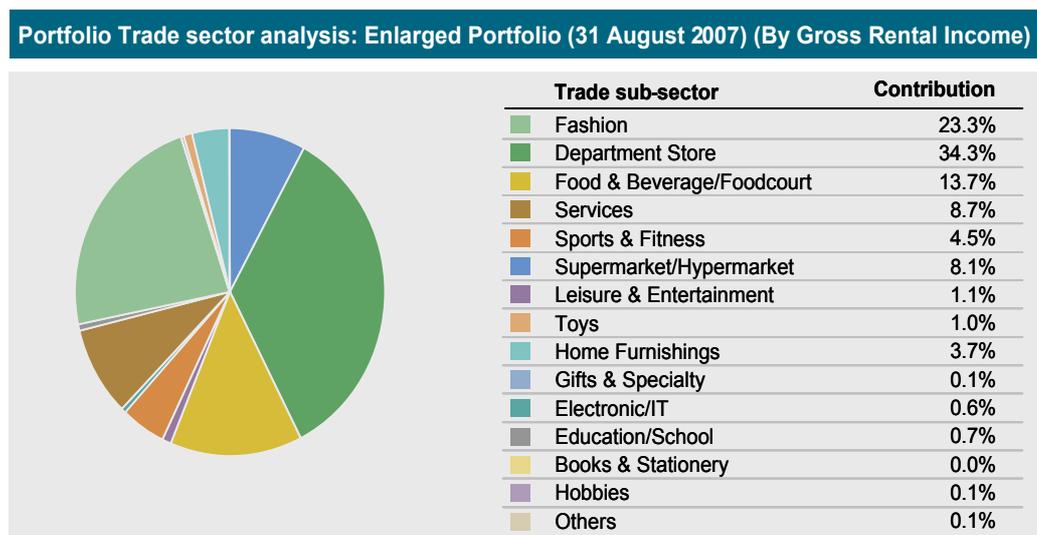
	Proposed Acquisition	Existing Portfolio	Enlarged Portfolio
Gross Floor Area⁽¹⁾ (sq m)	73,857	453,506	527,363
GRA⁽¹⁾ (sq m)	73,857	412,866	486,723
Number of Leases⁽¹⁾	165	386	551
Valuation as at 30 September 2007 (RMB'000)	1,692,00 ⁽²⁾	3,648,000 ⁽³⁾	5,340,000
Committed Occupancy⁽¹⁾	82.1%	95.8% ⁽⁴⁾	93.6% ⁽⁴⁾
FY2008 NPI (RMB'000)	96,451	254,285	350,736

Notes:

- (1) As at 31 August 2007.
(2) Based on Colliers' valuation.
(3) Based on the valuation done by CB Richard Ellis (Pte) Ltd.
(4) Based on CRCT's 51.0% ownership interest in Xinwu Mall.

Trade Sector Analysis for Enlarged Portfolio (as at 31 August 2007)

The chart below provides a breakdown by monthly Gross Rental Income (excluding turnover rent)⁽¹⁾ of the different trade sectors represented in the Enlarged Portfolio.



Note:

- (1) For leases structured on base rent only or base rent plus a percentage of gross sales turnover whichever is higher. Where the structure is a percentage of gross sales turnover or base rent plus a percentage of gross sales turnover, monthly Gross Rental Income is calculated based on actual rent payable in the month of August 2007.

Top Ten Retailers of the Enlarged Portfolio (as at 31 August 2007)

The table below sets out selected information about the top ten retailers of the Enlarged Portfolio by monthly Gross Rental Income (excluding turnover rent)⁽¹⁾.

Retailers	Brand Names	Trade Category	Expiry Date	% of Monthly Gross Rental Income (excluding turnover rent)
北京华联集团投资控股有限公司	Beijing Hualian Supermarket Beijing Hualian Department Store	Supermarket Department Store	31 October 2009 24 July 2025 31 October 2026 30 November 2026 30 September 2028	36.3%
上海联家超市有限公司, 北京家乐福商业有限公司 ⁽²⁾	Carrefour	Supermarket	7 January 2024 1 March 2024	5.6%
上海颐盛商贸有限公司	Sport 100 Colour Jeans	Sports & Fitness Fashion	24 June 2011 31 August 2011 14 September 2012 31 October 2012	3.8%
绫致时装(天津)有限公司	Only Jack & Jones Vero Moda	Fashion	19 April 2008 14 July 2009 14 September 2012	2.7%
北京百安居装饰建材有限公司	B&Q	Home Furnishings	9 April 2024	2.6%

北京兴宇班尼路服装服饰有限公司	Ebase Ebase Garcons Calvin Klein Jeans Baleno Urban Astroboy Kentex In-Base	Fashion	23 July 2009 12 October 2012	1.6%
北京肯德基有限公司，北京必胜客比萨饼有限公司，上海肯德基有限公司，南京肯德基有限公司 ⁽²⁾	KFC Pizza Hut	Food & Beverage/ Foodcourt	14 July 2016 30 April 2017 29 May 2017 14 September 2017	1.3%
北京大食代餐饮有限公司，北京星物语餐饮管理有限公司 ⁽²⁾	Da Shi Dai (大食代) BreadTalk	Food & Beverage/ Foodcourt	31 August 2008 14 July 2009 14 September 2011 19 September 2011 31 December 2012	1.3%
北京乐杰士餐饮有限公司	Sizzler Lejazz Pin Qi Pizza (品奇比萨)	Food & Beverage/ Foodcourt	14 July 2009 15 July 2009	0.9%
北京华润思捷贸易有限公司	Esprit Red Earth	Fashion	9 September 2009 12 October 2010 29 August 2011	0.8%
Top ten retailers by total monthly Gross Rental Income (excluding turnover rent)				56.9%
Other retailers				43.1%
Total				100.0%

Notes:

- (1) For leases structured on base rent only or base rent plus a percentage of gross sales turnover whichever is higher. Where the structure is a percentage of gross sales turnover or base rent plus a percentage of gross sales turnover, monthly Gross Rental Income is calculated based on actual rent payable in the month of August 2007.
- (2) Under the same group of companies.

Lease Expiry Profile for the Enlarged Portfolio (as at 31 August 2007)

The table below illustrates the committed lease expiry profile of the Enlarged Portfolio.

Period	Total number of leases expiring	Expiring leases as a % of total monthly Gross Rental Income (excluding turnover rent) ⁽¹⁾	Expiring leases as a % of GRA
FY2007	24	0.3%	0.1%
FY2008	174	6.9%	2.2%
FY2009	161	20.4%	13.2%
FY2010	120	14.9%	5.4%
FY2011	24	5.2%	4.0%
Beyond FY2011	48	52.3%	68.7%
Vacant	–	–	6.4%
Total	551	100.0%	100.0%

Note:

- (1) For leases structured on base rent only or base rent plus a percentage of gross sales turnover whichever is higher. Where the structure is a percentage of gross sales turnover or base rent plus a percentage of gross sales turnover, monthly Gross Rental Income is calculated based on actual rent payable in the month of August 2007.

D. VALUATIONS

Colliers and Knight Frank have respectively stated in their valuation reports that, based on an exchange rate of S\$1.00 is to RMB5.00, the open market value of the Mall as at 30 September 2007 is S\$338.4 million (RMB 1,692.0 million) and S\$340.0 million (RMB 1,700.0 million), by using the Discounted Cash Flow Analysis and Capitalisation Approach, and the Discounted Cash Flow Analysis and Direct Comparison Approach respectively.

E. STRUCTURE OF AND DETAILS IN RELATION TO THE PROPOSED ACQUISITION

Pursuant to the S&P Agreement, CRCT has agreed to acquire the Mall from the Vendor through the acquisition of (a) the Sale Share of the Holding Company, the holding company of CapitaRetail Xizhimen SPV, which directly owns the Mall, and (b) the Shareholder's Loan. The Purchase Consideration for the acquisition of the Mall is determined in accordance with the S&P Agreement and takes into account, *inter alia*, (i) the consolidated NAV of the Holding Company and CapitaRetail Xizhimen SPV as at completion of the Proposed Acquisition calculated based on the Agreed Property Price which is less than both valuations of the Independent Valuers, and (ii) the principal amount of the Shareholder's Loan. The Purchase Consideration will be paid in accordance with the S&P Agreement. Post-completion, the Purchase Consideration will be subject to further adjustment based on completion accounts which will be prepared by the Vendor and the Trustee as at the date of completion of the Proposed Acquisition.

F. TAX CONSIDERATIONS

The following summary of certain Singapore, Barbados and PRC income tax considerations to Unitholders in respect of the Proposed Acquisition is based upon laws, regulations, rulings and decisions now in effect, all of which are subject to change (possibly with retroactive effect). This summary is not a tax advice and does not purport to be a comprehensive description of all the considerations that may be relevant to Unitholders. Unitholders should consult their own tax advisers on the tax implications that may apply to their own individual circumstances.

Singapore Income Tax

Income from the Proposed Acquisition

CRCT has obtained approval of the Inland Revenue Authority of Singapore (“IRAS”) for the following income to be exempt from Singapore income tax under section 13(12) of the Income Tax Act, Chapter 134 of Singapore (the “Income Tax Act”):

- (a) dividends payable by CRCI Beta Barbados; and
- (b) interest on shareholder's loan payable by CRCI Beta Barbados,

where such income originates from rental and property-related income derived from the Mall.

This tax exemption is granted subject to certain conditions, including the condition that the Trustee is a tax resident of Singapore.

Distributions to Unitholders

Unitholders may receive tax-exempt income distributions or capital distributions or both out of income generated from the Proposed Acquisition.

Tax-exempt income distributions

Unitholders will be exempt from Singapore income tax on tax-exempt income distributions made by CRCT. These distributions may be made by CRCT out of its tax-exempt income, for example, dividends and interest income received in Singapore from CRCI Beta Barbados which are exempt from tax under section 13(12) of the Income Tax Act. No tax will be deducted at source or withheld on such distributions.

The profits derived from the Mall for a distribution period may only be received in Singapore by CRCT in the form of dividends from CRCI Beta Barbados subsequent to that distribution period. In this respect, CRCT has obtained a tax ruling from the IRAS to treat distributions based on tax-exempt dividends that it expects to receive from CRCI Beta Barbados within nine months after the end of the relevant financial year to which the tax-exempt dividends relate as distributions made out of tax-exempt income.

This tax ruling is subject to a rollover adjustment mechanism. Under this mechanism, the amount of tax-exempt income that CRCT expects to receive is compared to the actual amount of tax-exempt income it subsequently receives from CRCI Beta Barbados. In the event that the actual amount is lesser, the amount of tax-exempt income available for distribution for the distribution period ending immediately after the receipt of the tax-exempt income will be reduced by the amount of tax-exempt income over-distributed.

Capital distributions

Unitholders will not be subject to Singapore income tax on capital distributions made by CRCT. These distributions may be made by CRCT out of cash received from repayment of principal on the shareholder's loan by CRCI Beta Barbados. For Singapore income tax purposes, such distributions will be treated as returns of capital to the extent that the aggregate amount of capital distributions made by CRCT does not exceed the capital of CRCT.

For Unitholders who hold the Units as trading or business assets and are liable to Singapore income tax on gains arising from disposal of the Units, the amount of capital distribution will be applied to reduce the cost of the Units for the purpose of calculating the amount of taxable trading gains when the Units are disposed of. If the amount of capital distribution exceeds the cost or the reduced costs of the Units, as the case may be, the excess will be subject to tax as trading income of such Unitholders.

Barbados Income Tax

CRCI Beta Barbados, a Barbados tax resident, will be liable to Barbados corporate income tax on its worldwide income at rates of tax reducing from 2.5% to 1.0% depending on the level of its taxable income (the "**Reduced Rates**").

Dividends and interest income from CapitaRetail Xizhimen SPV

Dividends and interest income paid by CapitaRetail Xizhimen SPV to CRCI Beta Barbados will be subject to corporate income tax in Barbados at the Reduced Rates of tax in the year of income in which the dividends and interest income are received.

CRCI Beta Barbados will be allowed to claim a foreign tax credit for the PRC withholding tax imposed on the interest and dividends, if any. In addition to the PRC withholding tax, CRCI Beta Barbados will be allowed to claim a foreign tax credit for the PRC income tax payable by CapitaRetail Xizhimen SPV on the profits out of which the dividends are paid. This is because CRCI Beta Barbados owns at least 10% of the capital of CapitaRetail Xizhimen SPV.

Foreign tax credits are allowable to the extent that they do not reduce the tax payable in

Barbados by CRCI Beta Barbados to less than 1.0% of its taxable income.

Any excess foreign tax credits will be deductible in calculating the assessable income of CRCI Beta Barbados.

Withholding tax

Dividends and interest income paid by CRCI Beta Barbados to CRCT will not be subject to withholding tax in Barbados.

PRC Income Tax

With effect from 1 January 2008, the Income Tax Law of the PRC has been replaced by a new Corporate Income Tax Law (the “**New Income Tax Law**”). The actual application of the New Income Tax Law is subject to the Corporate Income Tax Law Implementation Regulations (“**CITLIR**”) and further series of circulars which the PRC State Council may issue as supplements to the CITLIR.

Corporate Income Tax

Under the New Income Tax Law, CapitaRetail Xizhimen SPV is subject to corporate income tax at the rate of 25.0% on its taxable income derived on or after 1 January 2008.

Withholding Tax

Under the New Income Tax Law, a statutory PRC withholding tax rate of 20.0% is levied on payments of PRC-sourced dividends and other payments such as interest, rents, royalties and capital gains to non-resident enterprises. This statutory withholding tax rate is reduced to 10.0% under the CITLIR. The interest payable by CapitaRetail Xizhimen SPV to CRCI Beta Barbados will therefore be subject to PRC withholding tax at the reduced rate of 10.0%. This is provided that CRCI Beta Barbados does not have an establishment in the PRC. This concessionary withholding tax rate of 10.0% is the same as the reduced tax rate provided under the PRC-Barbados tax treaty for payment of interest to a tax resident of Barbados.

Dividends payable by CapitaRetail Xizhimen SPV to CRCI Beta Barbados on or after 1 January 2008 will be subject to PRC withholding tax at the reduced rate of 5.0% as provided under the PRC-Barbados tax treaty. This is provided that CRCI Beta Barbados does not have an establishment in the PRC and can show to the PRC tax authorities that it is a tax resident of Barbados.

Deductions

The New Income Tax Law applies uniform expense deduction rules to PRC tax resident enterprises. Expense deduction caps are expected to be imposed on certain types of expenses, such as advertising expenses and donation expenses. In addition, the New Income Tax Law introduces thin-capitalisation rules that will limit the amount of interest expense that a PRC tax resident enterprise can deduct. For Foreign Investment Enterprises (“**FIEs**”), similar limitations (albeit with different limits) are already in place to control the amount of minimum registered capital such enterprises must maintain compared to its total investment.

APPENDIX D1

PROFIT FORECAST

Statements contained in this section, which are not historical facts may be forward-looking statements. Such statements are based on the assumptions set forth in this section and are subject to certain risks and uncertainties which could cause actual results to differ materially from those forecast. Under no circumstances should the inclusion of such information herein be regarded as a representation, warranty or prediction with respect to the accuracy of the underlying assumptions by the Manager, the Joint Lead Managers, Bookrunners and Underwriters or the Trustee or any other person nor that these results will be achieved or are likely to be achieved.

None of the Manager, the Joint Lead Managers, Bookrunners and Underwriters or the Trustee guarantees the performance of CRCT, the repayment of capital or the payment of any distributions, or any particular return on the Units. The forecast DPU stated in the following table is calculated based on (i) the assumed Issue Price of S\$1.36 and (ii) the assumption that the issue date of the New Units is 31 December 2007. Such forecast DPU may vary accordingly if the issue date of the New Units is after 31 December 2007 and in relation to investors who purchase Units in the secondary market at a market price that differs from the Issue Price.

The following table set out CRCT's forecast consolidated statement of total return for FY2008. The forecast has been examined by the Independent Accountants and should be read together with their report contained in **Appendix E** of this Offer Information Statement as well as the assumptions and sensitivity analysis set out below.

Forecast Consolidated Statement of Total Return for the Existing Portfolio and Enlarged Portfolio

	FY2008 (S\$'000)		
	Existing Portfolio	The Mall	Enlarged Portfolio
Gross Rental Income	79,978	28,983	108,961
Other income	1,294	594	1,888
Gross Revenue	81,272	29,577	110,849
Property Operating Expenses			
Land rental	(4,292)	-	(4,292)
Property related tax	(5,594)	(2,088)	(7,682)
Business tax	(4,114)	(1,479)	(5,593)
Property management fees	(2,958)	(1,096)	(4,054)
Other property operating expenses	(13,964)	(5,817)	(19,781)
Total property operating expense	(30,922)	(10,480)	(41,402)
NPI	50,350	19,097	69,447
Administrative expenses			
Manager's management fees	(3,999)		(5,794) ⁽¹⁾
Trustees' fee	(235)		(355)
Other trust operating expenses	(1,479)		(2,259)
Total administrative expenses	(5,713)		(8,408)
Finance costs	(9,051)		(14,313)
Net income before taxation	35,586		46,726
Taxation	(5,893)		(7,148)
Total return for the year after income tax	29,693		39,578
Minority interest	(352)		(352)
Total return for the year attributable to Unitholders before distribution	29,341		39,226

Reconciliation from total return attributable to Unitholders to total Unitholders' distribution:

	FY2008 (S\$'000)		
	Existing Portfolio	The Mall	Enlarged Portfolio
Total return for the year attributable to Unitholders from consolidated statement of total return before distribution	29,341		39,226
Distribution adjustments ⁽²⁾	1,275		2,060
Income available to Unitholders⁽³⁾	30,616		41,286
Unitholders' distribution:			
- from operations ⁽⁵⁾	12,193		11,962 ⁽⁴⁾
- from Unitholders' contributions ⁽⁵⁾	18,423		29,324
Income available for distribution to Unitholders	30,616		41,286
Units in issue ('000)⁽⁶⁾	477,704		618,689
Distribution per Unit (cents)	6.41		6.67
DPU accretion			4.1%

Notes:

- (1) This includes the expected incremental Manager's Base and Performance Fees payable of S\$1.0 million and S\$0.8 million respectively.
- (2) These include the portion of the Manager's Performance Fees of S\$2.0 million and S\$2.8 million which are payable in the form of Units for FY2008 for the Existing Portfolio and Enlarged Portfolio respectively, and deducting the annual transfer to the general reserve fund of S\$0.7 million and S\$0.7 million in FY2008 for the Existing Portfolio and Enlarged Portfolio respectively.
- (3) Assuming distribution of 100% of Income available to Unitholders.
- (4) The decrease in the Unitholders' distribution from operations is attributable to an increase in interest expense as a result of additional bank borrowings (see "Assumptions – Trust Level Assumptions – (VIII) Capital Structure"), an increase in Manager's Base and Performance Fees and Trustee's fee following the addition of the Mall to the portfolio and net profit after tax of CapitaRetail Xizhimen SPV for the year ending 31 December 2008 not declared and paid as dividend in FY2008 (See "Assumptions – Trust Level Assumptions – (XVII) Unitholders' Distribution"). This is however partly offset by an increase in interest income from shareholder's loans.
- (5) See "Assumptions - Trust Level Assumptions - (XVII) Unitholders' Distribution"
- (6) The increase in the number of Units in issue is a result of the New Units issued in respect of the Equity Fund Raising exercise at an assumed issue price per Unit of S\$1.36 and assumed payment of the Manager's Performance Fees for the relevant period and Acquisition Fee in the form of Units at an assumed price per Unit of S\$1.50 (see "Assumptions – Trust Level Assumptions – (VI) Manager's Management Fees") as well as the issuance of New Units under the Equity Fund Raising.

Section I: Assumptions - Existing and Enlarged Portfolio

The major assumptions made in preparing the forecast consolidated statements of total return for the Existing Portfolio and the Enlarged Portfolio are set out below. The Manager considers these assumptions to be appropriate and reasonable as at the date of this Offer Information Statement.

Project Company Level Assumptions

(I) Gross Revenue

Gross Revenue is the aggregate of Gross Rental Income and other income earned. A summary of the assumptions used in calculating the Gross Revenue is set out as follows:

(a) Gross Rental Income

Gross Rental Income refers to the total amount payable by all tenants/licensees pursuant to a tenancy or licence, comprising base rents, service charges, turnover rents and where applicable, advertising and promotion levy. The percentage of forecast Gross Rental Income attributable to Committed Leases (as defined herein) for the Existing Portfolio and the Enlarged Portfolio as at 31 August 2007 are estimated as follows:

	FY2008 (1 January 2008 to 31 December 2008)	
	Existing Portfolio	Enlarged Portfolio
Gross Rental Income attributable to Committed Leases (as percentage of total Gross Rental Income)	87.3%	86.9%

With the exception of Jinyu Mall, the Manager has used rents payable under the Committed Leases in relation to the Existing Portfolio and the Enlarged Portfolio to forecast the Gross Rental Income, which will be S\$79,978,000 (RMB403,923,000) and S\$108,961,000 (RMB550,294,000) for the Existing Portfolio and the Enlarged Portfolio respectively for FY2008.

Anzhen Mall is fully leased to the Beijing Hualian Group under a 20-year master lease which expires on 24 July 2025. The master lease agreement provides for an annual step-up increase in the base rent of 1.0%, plus a percentage of gross sales turnover if the turnover exceeds an agreed threshold.

Zhengzhou Mall is fully leased to the Beijing Hualian Group under a 20-year master lease which expires on 31 October 2026. Starting from the fourth year, there will be an increase of 2.0% in the base rent, followed by a progressive annual increase of 1.0% from the fifth year onwards. There is an additional potential upside through a percentage of tenants' gross sales turnover if the turnover exceeds an agreed threshold.

For Jinyu Mall, under a revised arrangement with the master lessee, the Manager managed to bring forward the recovery of space from the master lessee within a shorter period, instead of over a three-year period earlier envisaged. Some of the asset enhancement works are already in progress, while the rest are scheduled to commence in a manner that would allow the supermarket operator to continue trading with minimal disruption. For FY2008, the Manager has taken into account the potential revenue loss during the period when the asset enhancement works are

underway, as well as the additional revenue contribution from higher yielding specialty tenants resulting from the completion of the asset enhancement in phases.

For the remaining properties in the Enlarged Portfolio which are not under master leases, the typical lease term is 15 to 20 years for anchor tenants, five to seven years for mini-anchor tenants and one to three years for specialty tenants. Most of the leases provide for an annual step-up in the base rent and for rent to be payable on the basis of the higher of either base rent or a percentage of tenants' gross sales turnover, providing stability and potential upside in revenues. There are also leases with rent payable based on a percentage of gross sales turnover only, or based on base rent plus a percentage of gross sales turnover.

For FY2008, the Manager has only factored turnover rents for leases with rent payable based on a percentage of gross sales turnover only, or based on base rent plus a percentage of gross sales turnover. The Manager has reviewed the average historical turnover rent for the relevant tenant that pays turnover rent as described above. Where historical turnover rent figures are not available, the Manager has made an estimate of the tenant's expected turnover, based on information provided by the tenant and other factors such as the outlook for retail sales, as well as comparison with the Manager's wide tenant base and network.

As at 31 August 2007¹, approximately 80.1% and 64.2% of all Committed Leases (by number and by GRA¹ respectively) of the Existing Portfolio have leases structured with turnover rents, and only 0.8% of the total Gross Rental Income of the Existing Portfolio in FY2008 is attributable to such turnover rents.

As at 31 August 2007¹, approximately 85.7% and 68.2% of all committed leases (by number and by GRA¹ respectively) of the Enlarged Portfolio have leases structured with turnover rents, and only 0.6% of the total Gross Rental Income of the Enlarged Portfolio in FY2008 is attributable to such turnover rents.

The Manager believes that the portfolio is exposed to potential upside from turnover rents, where the current level of consumer spending is expected to grow in tandem with the future growth in retail spending.

Following the expiry of a Committed Lease during FY2008, the Manager has used the following process to project the Gross Rental Income for the periods following such expiry:

- the Manager has assessed the market rent for each portion of GRA of each of the properties in the Enlarged Portfolio as at 31 August 2007. The Market Rent (as defined herein) is the rent which the Manager believes could be achieved if each lease was renegotiated as at 31 August 2007 and is estimated with reference to the rental payable pursuant to comparable leases for tenancies that have recently been negotiated, the effect of competing shopping centres, assumed tenant retention rates on lease expiry, likely market conditions, inflation levels and tenant demand levels.
- if a Committed Lease expires in FY2008, the Manager has assumed that the rental rate for a new lease (or a lease renewal) which commences in FY2008 is the Market Rent, increased by the forecast growth rate in accordance with

¹ Based on CRCT's 51.0% ownership interest in Xinwu Mall.

the methodology set out in paragraph (c) below or the actual rent (if the lease agreement or letter of offer has been entered into).

Occupancy

The Committed Occupancy of the Enlarged Portfolio as at 31 August 2007 and the average occupancy for FY2008 are set out in the table below.

Enlarged Portfolio	Committed Occupancy as at 31 August 2007⁽¹⁾	Average Occupancy FY2008 (1 January 2008 to 31 December 2008)
	(%)	(%)
Wangjing Mall	99.1	99.7
Jiulong Mall	100.0	100.0
Anzhen Mall	100.0	100.0
Qibao Mall	79.4	91.4
Zhengzhou Mall	100.0	100.0
Jinyu Mall	100.0	74.0
Xinwu Mall	95.5	99.8
The Mall	82.1	88.7
Weighted Average⁽²⁾	93.6	94.4

Notes:

(1) Based on Committed Leases for the properties in the Enlarged Portfolio.

(2) Based on CRCT's 51.0% ownership in Xinwu Mall.

(b) Other Income

Other income comprises carpark income earned from the operations of the carparks located at the properties in the Enlarged Portfolio, signage licence fee, casual leasing and other miscellaneous income from the properties in the Enlarged Portfolio. It is assumed that only Wangjing Mall derives any carpark income. For Xinwu Mall and Qibao Mall, the anchor tenants are supermarkets and it is typical for such malls with supermarkets not to charge carpark fees. The Manager will monitor the market conditions and charge parking fees when the demand for carpark increases. For the remaining properties in the Enlarged Portfolio which are under master leases, carpark income, if any, is received directly by the master lessees.

(c) Market Rent Growth Rate

A Market Rent growth rate (excluding turnover rents) of 6.0% per annum compounded on a monthly basis, has been assumed for the properties in the Enlarged Portfolio which are not under master lease, namely Wangjing Mall, Qibao Mall, Xinwu Mall, Jiulong Mall, Jinyu Mall and the Mall. The growth assumption reflect the Manager's assessment of the Market Rent growth rate having factored in consumer price inflation, the outlook for the Chinese economy including gross domestic product growth rates and the strong outlook for retail sales in the respective cities in the PRC in which the properties in the Enlarged Portfolio are located, as well as the demand level for tenancies in the Existing and Enlarged Portfolio.

The Market Rent growth rate has been used to project the Gross Rental Income payable under the assumed new leases (or lease renewals) signed in FY2008.

(d) Lease renewals and vacancy allowances

For leases expiring in FY2008, where the actual vacancy periods are already known pursuant to commitments to lease which are in place as at 31 August 2007, the actual vacancy periods have been used in FY2008.

For the other leases expiring in FY2008, it has been assumed that leases representing 50.0% of the Gross Rental Income derived from such leases expiring in FY2008 will be renewed and will not experience any vacancy period. It has been assumed that leases representing the remaining 50.0% of the Gross Rental Income derived from the other leases expiring in FY2008 will experience a one-month vacancy period before rent becomes payable under a new lease.

(II) Property Operating Expenses

(a) Land rental

This is applicable only to Qibao Mall. The property is currently under a master lease with the landlord, Shanghai Jin Qiu (Group) Co., Ltd., for a period of 20 years with the option to renew for a further 19 years up to 2043.

(b) Property and related tax

Property tax is computed as 1.2% per annum based on 70.0% to 90.0% of the cost of the Property, or 12.0% of base revenue in the case of Zhengzhou Mall. There is no property tax payable for Qibao Mall as it is under a master lease with the landlord (as explained under "Land rental" above).

Land Use Tax

Foreign Enterprises and FIEs became subject to land use tax with effect from 1 January 2007. The land use tax rates per square metre per year are as follows:

Big cities	RMB1.5 to RMB30.0
Medium cities	RMB1.2 to RMB24.0
Small cities	RMB0.9 to RMB18.0
County towns, towns or bases operated under an organisational system and industrial and mining districts	RMB0.6 to RMB12.0

The applicable land use tax rate is subject to the detailed implementation rules to be issued by the relevant local governments where the properties are located.

(c) Business Tax

Business tax is computed as between 5.0% to 5.5% of Gross Revenue.

(d) Property Management Fee

The Property Management Fee is based on 2.0% per annum of Gross Revenue of the properties in the Enlarged Portfolio plus 2.0% per annum of NPI of the properties in the Enlarged Portfolio and 0.5% per annum of NPI of the properties in the Enlarged Portfolio *in lieu* of leasing commissions otherwise payable to the Property Manager and/or third party agents.

(e) Other Property Operating Expenses (staff costs, utilities, repair and maintenance, advertising and promotion, general and administration and insurance)

Anzhen Mall, Zhengzhou Mall, and the majority of the GRA of Jiulong Mall are under master leases where the master lessee is responsible for the other property operating expenses such as staff costs, utilities, repair and maintenance, advertising and promotion, general and administration and insurance. Therefore, such expenses are not forecast for these properties.

The other property operating expenses are estimated based on the following assumptions:

Staff costs – based on a typical organisation structure of about 50 personnel per property, comprising centre manager, leasing team, marketing and communications team, operations team, finance, IT and human resource personnel.

Utilities – based on typical consumption levels of comparable operating malls and average electricity, water and gas rates for each category of mechanical and electrical equipment as well as lighting equipment.

Repair and maintenance – based on typical level of routine repair and maintenance expenses of comparable operating malls.

Advertising and promotion – based on approximately 1.5% to 4.0% of Gross Revenue, benchmarked against comparable operating malls. Where the Manager intends to increase marketing effort at certain of the properties in the Enlarged Portfolio, consideration has been made for additional expenses in this forecast.

General and administration – based on typical level of miscellaneous administrative expenses of comparable operating malls, and comprises expenses such as statutory fees, printing and stationery, computer equipment, entertainment, provision of doubtful debts and write off of bad debts.

Insurance – based on quotations received from prospective insurers for the properties in the Enlarged Portfolio.

(III) Depreciation

Depreciation expenses at the Project Companies consists of the depreciation of property, plant, equipment, including capitalised acquisition-related expenses. properties in the Enlarged Portfolio are depreciated on a straight-line basis over the remaining term of the lease, based on 90.0% of the depreciable costs.

(IV) General Reserves

Under the regulations of the PRC, there is a requirement for WFOEs to apportion 10.0% of its net profit after tax to the general reserves account until such reserve reaches 50.0% of the company's registered capital. The Manager has assumed a 10.0% provision for general reserves for all the Project Companies.

Barbados Company Level Assumptions

(V) Operating Expenses at Barbados Company Level

The annual operating expenses at the Barbados Company level comprise fees for corporate secretariat services, annual tax returns filing services, accounting and auditing services. The

Manager has assumed such expenses to be similar to the annual operating expense incurred in the previous year.

Trust Level Assumptions

(VI) Manager's Management Fees

The Manager's Base Fee is 0.25% per annum of the value of the Deposited Property. In addition, there is a Manager's Performance Fee of 4.0% per annum of the NPI of CRCT. Both components are payable quarterly in accordance with the Trust Deed.

It is assumed that the Base Fee will be paid in cash and the Performance Fee will be paid in the form of Units although the Manager may elect to receive the Performance Fee in cash or Units or a combination of cash and Units (as it may in its sole discretion determine). The issue price of the Units will be determined based on the 10-Day Volume Weighted Average Price. The Manager has assumed the issue price to be S\$1.36 for FY2008 for the purpose of computing the number of Units for the Performance Fee.

(VII) Trustee's Fee

The Trustee's fees is up to 0.03% per annum of the value of the Deposited Property, subject to a minimum amount of S\$15,000 per month, and is accrued daily and paid monthly. It is calculated based on the forecast Deposited Property at the end of each month in accordance with the Trust Deed.

(VIII) Capital Structure

The capital structure of CRCT comprises a combination of Unitholders' equity and external borrowings (financing at both the Project Company and trust levels).

CRCT has in place the following debt facilities:

- the RMB350.0 million five-year secured Anzhen Term Loan Facility;
- the US\$105.0 million two-year Trust Term Loan Facility I;
- the S\$88.0 million two-year Trust Term Loan Facility II;
- the S\$44.0 million short-term Trust Money Market Facility I; and
- the S\$17.0 million short-term Trust Money Market Facility II.

The Anzhen Term Loan Facility and the Trust Term Loan Facility I are fully drawn and together with S\$19.1 million drawn down from the Trust Money Market Facility I, the Aggregate Leverage Limit is 29.7% as at 31 December 2007.

The Trust Term Loan Facility II is expected to be fully drawn on Completion Date.

It is assumed that the Trust Money Market Facility I and Trust Money Market Facility II are partially drawn to an amount of S\$34.0 million and S\$7.0 million, respectively, during FY2008.

The Trust Term Loan Facilities and the Trust Money Market Facilities are taken at the trust level by the Trustee and are repayable in full at maturity. However, CRCT has the option to make prepayments.

The Manager intends to put in place a CMBS structure either in the PRC or offshore before the maturity of the debt facilities in order to optimise the capital structure and cost of capital, with a possible prepayment of the debt facilities.

The Anzhen Term Loan Facility was entered into by CapitaRetail Anzhen and is secured by a mortgage over Anzhen Mall. The Anzhen Term Loan Facility is repayable in full at maturity on 30 June 2011. However, CapitaRetail Anzhen has the option to make prepayments without incurring prepayment fees and it is assumed that RMB55.0 million will be repaid in FY2008.

The Anzhen Term Loan Facility bears an interest corresponding to 90.0% of the People's Bank of China base lending rate and reprices on a semi-annual basis.

(IX) Interest on External Loans

The Manager has assumed the following interest rates for FY2008:

- Anzhen Term Loan Facility – 7.5% per annum;
- Trust Term Loan Facility I – 2.0% from January 2008 to November 2008 and 5.0% in December 2008²;
- Trust Term Loan Facility II – 5.0% per annum; and
- Trust Money Market Facility I and II – 5.0% per annum

The assumed weighted average effective interest rate for FY2008 is 4.2% per annum which is inclusive of all margins, amortisation of debt arrangement fee, charges and upfront fees to be incurred in relation to the Facilities. (See "Sensitivity Analysis" for the impact of changes in interest rates on the forecast distribution per Unit.)

(X) Repayment of Shareholder's Loan

Based on accounting standards in the PRC, depreciation of real estate is a mandatory expense at the Project Company level when determining the net profits from operations of a Project Company that would be available for payment as dividends. Although this acts to reduce corporate income tax in the PRC, it effectively traps cash in the Project Companies as depreciation is not a cash expense.

However, the properties in the Enlarged Portfolio are treated as real properties carried at valuation under Singapore Financial Reporting Standards and hence are not depreciated. Accordingly, such depreciation of real properties is not treated as an expense item when computing the distributable income of CRCT. To distribute this portion, there is a need to extract the cash that is trapped in the Project Company in the form of depreciation expense. Hence, it is assumed that a principal repayment of shareholder's loan is made and this repayment sum is equal to the lower of:

- depreciation expense for the period; and
- profit before taxes and depreciation.

(XI) Interest on Shareholder's Loan

It is assumed that the interest rates on the shareholder's loans extended by the Trustee to the Barbados Companies and by the Barbados Companies to the Project Companies will be approximately 6.3% and 7.5% per annum respectively. The lower interest rate at the

² Interest rate in December 2008 is assumed to be 5.0% as the Trust Term Loan is expected to be refinanced in December 2008.

Barbados Company level reflects the withholding and business taxes payable at the Project Company level in respect of the interest on the shareholder's loan.

(XII) Other Expenses

Other expenses of CRCT include recurring operating expenses such as annual listing fees, valuation fees, legal fees, registry and depository charges, accounting, audit and tax adviser's fees, postage, printing and stationery costs, costs associated with the preparation of annual reports, investor communications costs and other miscellaneous expenses.

(XIII) Currency and Interest Rate Exposure

The Manager has entered into a two-year non-deliverable RMB cross-currency interest rate swap to hedge the currency and interest rate exposure for the notional amount of the Trust Term Loan Facility I (which is in US dollars).

As CRCT intends to be a long term investor in China, the Manager has taken a view not to hedge the currency exposure. The Manager's strategy is to achieve a natural hedge through local RMB financing and any non-RMB denominated loan will be hedged to protect the ongoing concern of CRCT in the event of huge currency fluctuation. However, the Manager will hedge the RMB cash flow from operations if it is determined that they are to be remitted back to Singapore for distribution purposes.

(XIV) Capital Expenditure

An allowance for expected capital expenditure on the properties in the Enlarged Portfolio of RMB75.0 million has been included for FY2008. It has been assumed that capital expenditure will be partially funded by bank borrowings. Capital expenditure incurred is capitalised as part of the Deposited Property and has no impact on distribution other than incurring additional interest expense on the bank borrowings, and increasing the Manager's Base Fee and Trustee's fee.

(XV) Investment Properties

For the financial year ending 31 December 2008, the Manager has assumed no increase in property value over the 30 September 2007 valuation except for forecast capital expenditure described in paragraph (XIV) above for FY2008. The assumption is applied when estimating the Property Value (as defined herein) and the value of the Deposited Property for the purposes of forecasting the Base Fee component of the Manager's management fees and the Trustee's fee.

(XVI) Taxes

The following taxes have been factored into this forecast:

- PRC deed tax
- PRC corporate income tax
- PRC business tax
- PRC property tax
- PRC land use tax
- PRC stamp duty
- PRC withholding tax on dividend

- PRC withholding tax on offshore interest payment
- Barbados corporate income tax

New Income Tax Law

Under the New Income Tax Law, among others, the statutory Corporate Income Tax rate is reduced to 25.0% for PRC tax resident enterprises and a statutory PRC withholding tax rate of 20.0% is levied on payments of PRC-sourced dividends and other payments such as interest, rents, royalties and capital gains to non-resident enterprises. This withholding tax rate is reduced to 10.0% under the CITLIR. This reduced withholding tax rate of 10.0% may be further reduced under applicable tax treaty.

It has been assumed that the dividends and interest payable by the Project Companies to the applicable Barbados Companies will benefit from the reduced withholding tax rates of 5.0% and 10.0% respectively, as provided for under the PRC-Barbados tax treaty.

(XVII) Unitholders' Distribution

Unitholders' distribution for a distribution period or a financial year may be accounted for as distribution from operations or distribution from Unitholders' contributions or a combination of both:

(a) Distribution from operations

This refers to distribution made by CRCT that is represented by income received or receivable during the distribution period or the financial year, as the case may be, net of expenses. Such income comprises mainly the following:

- dividend income from Barbados Companies paid out of dividends declared by the Project Companies;
- dividend income from Barbados Companies paid out of net interest income earned by Barbados Companies on shareholders' loans extended to Project Companies; and
- interest income earned by CRCT on shareholders' loans extended to Barbados Companies.

The above income may originate from profits or income derived by the Project Companies in respect of prior period(s) or year(s).

(b) Distribution from Unitholders' contributions

This refers to the amount of distribution made by CRCT for a distribution period or a financial year where the underlying cash is not, or may not be, received or receivable as income by CRCT during that period or year. Such distribution comprises mainly the following:

- profits from operations arising from the properties in the Enlarged Portfolio which are declared as dividend income after the distribution period or financial year, as the case may be, and accordingly also received as dividends by CRCT after that period or year;
- profits from operations arising from the properties in the Enlarged Portfolio which cannot be declared as dividends;

- adjustment for depreciation expenses of the properties in the Enlarged Portfolio; and
- adjustments for trust expenses that are paid in Unit, foreign currency differences attributable to net investment hedges undertaken by CRCT and certain unrealised expenses.

The Manager has assumed that 100.0% of the distributable income will be distributed to Unitholders for FY2008. The Manager has also assumed that all profits from operations arising from the properties in the Enlarged Portfolio that can be declared as dividends have been declared as such in FY2008.

(XVIII) Accounting Standards and Policies

The Manager has assumed that there will be no change in applicable accounting standards or other financial reporting requirements that may have a material effect on this forecast.

Significant accounting policies adopted by the Manager in the preparation of this forecast is set out in **Appendix D2** of this Offer Information Statement.

(XIX) Foreign Exchange Rates

The profit forecast for FY2008 is prepared based on the assumed exchange rates of the United States Dollar and the RMB to the S\$ of US\$1 to S\$1.511 and S\$1 to RMB5.050.

The Manager wishes to highlight that the exchange rates applied are current estimates and actual exchange rates in FY2008 are likely to be different from these estimates.

(XX) Other Assumptions

The following additional assumptions have been made in preparing this forecast:

- There will be no material changes in taxation legislation or other applicable legislation.
- The tax exemption and tax ruling remain valid.
- All leases are enforceable and will be performed in accordance with their terms.
- The legal title to Wangjing Mall has been issued in the name of CapitaRetail Wangjing.
- The property portfolio remains unchanged throughout FY2008.
- 100.0% of the distributable income will be distributed.
- There will be no change in the fair value of all financial instruments throughout FY2008.

Section II : Sensitivity Analysis – Existing Portfolio

Retention of Wangjing Mall

The distribution per Unit in FY2008 assuming (i) the retention of Wangjing Mall and (ii) the non-retention of Wangjing Mall are set out below.

	Distribution per Unit FY2008 (cents)
Base Case-Retention of Wangjing Mall	6.41
Non-retention of Wangjing Mall	3.49

Manager's Management Fee

Assuming that the Manager receives its Performance Fees in respect of the properties in the existing Portfolio for FY2008 in cash, the impact on the annualised distribution per Unit in FY2008 is as follows:

Manager's Performance Fee	Distribution per Unit FY2008 (cents)
Base Case—Performance Fees paid in Units	6.41
Performance Fees paid in cash	6.01
Percentage reduction in DPU (%)	6.2

Section III : Sensitivity Analysis — Enlarged Portfolio

The forecast distributions are based on a number of key assumptions that have been outlined earlier in this appendix.

Unitholders should be aware that future events cannot be predicted with any certainty and deviations from the figures forecast in this Offer Information Statement are to be expected. To assist Unitholders in assessing the impact of these assumptions on this forecast, a series of tables demonstrating the sensitivity of the distribution per Unit to changes in the key assumptions are set out below.

The sensitivity analysis is intended to provide a guide only and variations in actual performance could exceed the ranges shown. Movements in other variables may offset or compound the effect of a change in any variable beyond the extent shown.

Market Rent Growth Rates

Changes in market rental's growth rates for the assumed new leases (or lease renewable) signed in FY2008 will impact the Gross Rental Income of CRCT. The Market Rent base case rental growth rate adopted is set out earlier in this appendix. The impact of variations in the growth rate on distribution per Unit on the basis of an issue price of S\$1.36 per Unit is set out below.

Market Rent growth rates	Distribution per Unit FY 2008 (cents)
4.0%	6.67
Base Case (6.0%)	6.67
8.0%	6.68

Vacancy Allowance for Retail Leases

Changes in vacancy allowances assessed by the Manager will impact the Gross Rental Income of CRCT. The base case vacancy allowance assumptions are set out earlier in this appendix. The impact of variations in the vacancy allowance on distribution per Unit on the basis of an issue price of S\$1.36 per Unit is set out below.

Vacancy Allowance	Distribution per Unit FY 2008 (cents)
75.0% of expiring leases incur one month vacancy period	6.65
Base Case⁽¹⁾	6.67
25.0% of expiring leases incur one month vacancy period	6.69

Note:

(1) Assumes 50.0% of expiring leases incur one-month vacancy period.

The above sensitivity analysis on the Market Rent growth rate and vacancy allowance for retail leases do not result in any meaningful variance in the distribution per Unit over FY2008. The lack of DPU sensitivity is attributed to the fact that for a significant portion of the properties in the Enlarged Portfolio, Gross Rental Income is supported by long-term master leases and other long-term leases which provide for rental income stability and which are expected to expire beyond FY2008.

Property Operating Expenses

Changes in property operating expenses will impact the NPI of CRCT. The base case property operating expenses assumed in this forecast are set out earlier in this appendix. The impact of variations in property operating expenses on distribution per Unit on the basis of an issue price of S\$1.36 per Unit is set out below.

Property Operating Expenses	Distribution per Unit FY 2008(cents)
2.5% above estimate ⁽¹⁾	6.53
Base Case⁽²⁾	6.67
2.5% below estimate ⁽³⁾	6.82

Notes:

(1) Implies an increase of 2.5% in Property Operating Expenses.

(2) Assumes Property Operating Expenses as described in paragraph (II) Property Operating Expenses of Section I of this appendix.

(3) Implies a decrease of 2.5% in Property Operating Expenses.

Interest Rate on External Loans

Changes in interest rate of the external loans will impact the interest expenses, and therefore the distributable income of CRCT. The base case interest rates assumed in this forecast are set out earlier in this appendix. The impact of variations in interest rates on distribution per Unit on the basis of an issue price of S\$1.36 per Unit is set out below.

Interest Rate on External Loan	Distribution per Unit FY 2008 (cents)
50 basis points above the Base Case	6.47
Base Case⁽¹⁾	6.67
50 basis points below the Base Case	6.94

Note:

(1) Assumed interest rates as described in Section 1 paragraph (IX) Interest on External Loans

Retention of Wangjing Mall

The distribution per Unit in FY2008 assuming (i) the retention of Wangjing Mall and (ii) the non-retention of Wangjing Mall on the basis of an issue price of S\$1.36 per Unit is set out below.

	Distribution per Unit FY 2008 (cents)
Base Case — Retention of Wangjing Mall	6.67
Non-retention of Wangjing Mall	4.41

Manager's Management Fee

Assuming that the Manager receives its Performance Fees in respect of the properties in the Enlarged Portfolio for FY2008 in cash, the impact on the annualised distribution per Unit in FY2008 on the basis of an issue price of S\$1.36 per Unit is as follows:

	Distribution per Unit FY 2008 (cents)
Manager's Performance Fee	
Base Case — Performance Fees paid in Units	6.67
Performance Fees paid in cash	6.25
Percentage reduction in DPU (%)	6.3

APPENDIX D2

SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Preparation

The financial statements have been prepared in accordance with the Statement of Recommended Accounting Practice (“RAP”) 7 “*Reporting Framework for Unit Trusts*” issued by the Institute of Certified Public Accountants of Singapore, and the applicable requirements of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore (“MAS”) and the provisions of the Trust Deed.

The financial statements have been prepared on the historical cost basis, except as set out in the accounting policies below.

The financial statements are presented in Singapore dollars which is CRCT’s functional currency. All financial information presented in Singapore dollars has been rounded to the nearest thousand, unless otherwise stated.

The preparation of financial statements in conformity with RAP 7 requires the Manager to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and any future periods affected.

Significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are valuation of investment properties and valuation of financial instruments.

The accounting policies set out below have been applied consistently by CRCT (the “Trust”) and its subsidiaries (the “Group”) to all periods presented in these financial statements.

(b) Functional Currency

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity (the “functional currency”). The consolidated financial statements of the Group are presented in Singapore dollars, which is the functional currency of the Trust.

(c) Consolidation

Subsidiaries

Subsidiaries are companies controlled by the Trust. Control exists when the Trust has the power, directly or indirectly, to govern the financial and operating policies of a company so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from that date that control commences until the date that control ceases.

The Group's acquisition of subsidiaries are primarily accounted for as acquisitions of assets as the subsidiaries are special purpose vehicles established for the sole purpose of holding assets.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Accounting for subsidiaries by the Trust

Investments in subsidiaries are stated in the Trust's balance sheet at cost less accumulated impairment losses.

(d) Foreign Currency Transactions

Foreign currency transactions

Transactions in foreign currencies are translated at foreign exchange rates ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated at the foreign exchange rates ruling at that date. Non-monetary assets and liabilities measured at cost in a foreign currency are translated using foreign exchange rates at the date of the transaction. Non-monetary assets and liabilities measured at fair value in foreign currencies are translated at foreign exchange rates ruling at the dates the fair value was determined.

Foreign currency differences arising on retranslation are recognised in the statement of total return, except for differences arising on the retranslation of monetary items that in substance form part of the Group's net investment in a foreign operation (see below) and financial liabilities designated as hedges of the net investment in a foreign operation (see Note (g)).

Foreign operations

The assets and liabilities of foreign operations are translated to Singapore dollars at exchange rates prevailing at the reporting date. The income and expenses of foreign operations are translated to Singapore dollars at exchange rates prevailing at the dates of the transactions. Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operation and translated at the closing rate.

Foreign currency differences are recognised in net assets attributable to Unitholders. When a foreign operation is disposed of, in part or in full, the relevant amount is transferred to the statement of total return.

Net investment in a foreign operation

Exchange differences arising from monetary items that in substance form part of the Group's net investment in a foreign operation are recognised in net assets attributable to Unitholders in the consolidated financial statements. When the hedged net investment is disposed of, the cumulative amount in net assets attributable to Unitholders is transferred to the statement of total return as an adjustment to the gain and loss arising on disposal.

(e) Investment Properties

Investment properties are accounted for as non-current assets and are stated at initial cost on acquisition, and at valuation thereafter. The cost of a purchased property comprises its purchase price and any directly attributable expenditure. Valuations are determined in accordance with the Trust Deed, which requires the investment properties to be valued by independent registered valuers at least once a year, in accordance with the Code on Collective Investment Schemes issued by the MAS.

Any increase or decrease on revaluation is credited or charged to the statement of total return as a net appreciation or depreciation in the value of the investment properties.

When an investment property is disposed of, the resulting gain or loss recognised in the statement of total return is the difference between the net disposal proceeds and the carrying amount of the property.

Investment properties are not depreciated. The properties are subject to continued maintenance and regularly revalued on the basis set out above.

(f) Plant and Equipment

Plant and equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset.

When parts of an item of plant and equipment have different useful lives, they are accounted for as separate items (major components) of plant and equipment.

The cost replacing part of an item of plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of plant and equipment are recognised in the statement of total return as incurred.

Depreciation is provided on a straight-line basis so as to write off items of plant and equipment, and major components that are accounted for separately, over their estimated useful lives as follows:

Furniture, fittings and plant and equipment	-	5 years
Computers	-	5 years
Motor vehicles	-	5 years

Gains or losses arising from the retirement or disposal of plant and equipment are determined as the difference between the estimated net disposal proceeds and the carrying amount of the asset and are recognised in the statement of total return on the date of retirement or disposal.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date.

(g) Financial Instruments

Non-derivative financial instruments

Non-derivative financial instruments comprise trade and other receivables, cash and cash equivalents, security deposits, interest bearing borrowings, and trade and other payables. Cash and cash equivalents comprise cash balances and bank deposits.

Non-derivative financial instruments are recognised initially at fair value plus, for instruments not at fair value through statement of total return, any directly attributable transaction costs. Subsequent to initial recognition, non-derivative financial instruments are measured at amortised cost using the effective interest method, less any impairment losses.

A financial instrument is recognised if the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognised if the Group's contractual rights to the cash flows from the financial assets expire or if the Group transfers the financial asset to another party without retaining control or transfers substantially all the risks and rewards of the asset. Regular way purchases and sales of financial assets are accounted for at trade date, ie, the date that the Group commits itself to purchase or sell the asset. Financial liabilities are derecognised if the Group's obligations specified in the contract expire or are discharged or cancelled.

Derivative financial instruments and hedging activities

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the combined instrument is not measured at fair value through the statement of total return.

Derivatives are recognised initially at fair value; attributable transaction costs are recognised in the statement of total return when incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are accounted for as described below.

Cash flow hedges

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognised directly in the net assets attributable to Unitholders to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognised in the statement of total return.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognised in the net assets attributable to Unitholders remains there until the forecast transaction occurs. When the hedged item is a non-financial asset, the amount recognised in the net assets attributable to Unitholders is transferred to the carrying amount of the asset when it is recognised. In other cases, the amount recognised in the net assets attributable to Unitholders is transferred to the statement of total return in the same period that the hedged item affects profit or loss.

Hedge of net investment in a foreign operation

Foreign currency differences arising on the retranslation of a financial liability designated as a hedge of a net investment in a foreign operation are recognised in the Trust's statement of total return. On consolidation, such differences are recognised directly in net assets attributable to Unitholders, as part of foreign currency translation reserve, to the extent that the hedge is effective. To the extent that the hedge is ineffective, such differences are recognised in the statement of total return. When the hedged net investment is disposed of, the cumulative amount in net assets attributable to Unitholders arising from foreign currency translation attributable to that investment is transferred to the statement of total return as an adjustment to the gain or loss on disposal.

Impairment of financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

All impairment losses are recognised in the statement of total return.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost, the reversal is recognised in the statement of total return.

(h) Net assets attributable to Unitholders

Net assets attributable to Unitholders represents the Unitholders' residual interest in the Group's net assets upon termination.

Expenses incurred on the issuance of units in the Trust are deducted directly against net assets attributable to Unitholders.

(i) Impairment — Non-Financial Assets

The carrying amounts of the Group's non-financial assets, other than investment properties and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups. Impairment losses are recognised in the statement of total return unless it reverses a previous revaluation, credited to net assets attributable to unitholders, in which case it is charged to net assets attributable to unitholders. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not

exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(j) Employee benefits

Defined contribution plans

Obligations for contributions to defined contribution pension plans are recognised as an expense in the statement of total return as incurred.

Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A provision is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(k) Revenue Recognition

Rental income from operating leases

Rental income receivable under operating leases is recognised on a straight-line basis over the term of the lease, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets. Lease incentives granted are recognised as an integral part of the total rental to be received. Contingent rentals are recognised as income in the accounting period in which they are earned. No contingent rental is recognised if there are uncertainties due to the possible return of the amounts received.

Interest income

Interest income is accrued using the effective interest rate method.

(l) Expenses

Property expenses

Property expenses are recognised on an accrual basis.

Manager's management fees, property management fees and trustee's fees

These are recognised on an accrual basis using the applicable formula stipulated in the Trust Deed.

(m) Finance Costs

Finance costs comprise interest expense on borrowings and similar charges, and are recognised in the statement of total return on an effective interest rate method over the period of the borrowings.

(n) Income Tax Expense

Taxation on the returns for the period comprises current and deferred tax. Income tax is recognised in the statement of total return except to the extent that it relates to items directly related to net assets attributable to unitholders, in which case it is recognised in net assets attributable to unitholders.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date.

Deferred tax is provided using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The temporary differences on initial recognition of assets or liabilities that affect neither accounting nor taxable profit are not provided for. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the unused tax losses and credits can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(o) Distribution Policy

Distributions are made on a semi-annual basis, with the amount calculated as at 30 June and 31 December each year for the six-month period ending on each of the said dates. In accordance with the provisions of the Trust Deed, the Manager is required to pay distributions within 90 days of the end of each distribution period. Distributions, when paid, will be in Singapore dollars.

APPENDIX E

INDEPENDENT ACCOUNTANTS' REPORT ON PROFIT FORECAST

The Board of Directors
CapitaRetail China Trust Management Limited
(as manager of CapitaRetail China Trust)
39 Robinson Road
#18-01 Robinson Point
Singapore 068911

HSBC Institutional Trust Services (Singapore) Limited
(as trustee of CapitaRetail China Trust)
21 Collyer Quay
#14-01 HSBC Building
Singapore 049320

25 January 2008

Dear Sirs

Letter from the Independent Accountants on the Profit Forecast for the Year Ending 31 December 2008

This letter has been prepared for inclusion in the Offer Information Statement ("**OIS**") to be issued in connection with the proposed issue of New Units in CapitaRetail China Trust ("**CRCT**") and the associated acquisition of Xizhimen Mall (the "**Mall**").

The directors of CapitaRetail China Trust Management Limited (the "**Directors**") are responsible for the preparation and presentation of the forecast consolidated statement of total return of CRCT and its subsidiaries (collectively, the "**Group**") for the year ending 31 December 2008 (the "**Profit Forecast**") as set out on pages D1-2 and D1-3 of the OIS, which have been prepared on the basis of the assumptions as set out on pages D1-4 to D1-13 of the OIS.

We have examined the Profit Forecast as set out on pages D1-2 and D1-3 of the OIS in accordance with Singapore Standards on Assurance Engagements ("**SSAE**") 3400: *The Examination of Prospective Financial Information*. The Directors are solely responsible for the Profit Forecast including the assumptions set out on pages D1-4 to D1-13 of the OIS on which they are based.

Based on our examination of the evidence supporting the relevant assumptions, nothing has come to our attention which causes us to believe that these assumptions do not provide a reasonable basis for the Profit Forecast. Further, in our opinion the Profit Forecast, so far as the accounting policies and calculations are concerned, is properly prepared on the basis of the assumptions, is consistent with the accounting policies normally adopted by the Group, and is presented in accordance with the relevant presentation principles of Recommended Accounting Practice 7 "*Reporting Framework for Unit Trusts*" (but not all the required disclosures for the purposes of this letter), issued by the Institute of Certified Public Accountants of Singapore, which is the framework to be adopted by the Group in the preparation of its financial statements.

Events and circumstances frequently do not occur as expected. Even if the events anticipated under the hypothetical assumptions occur, actual results are still likely to be different from the Profit

Forecast since other anticipated events frequently do not occur as expected and the variation may be material. The actual results may therefore differ materially from those forecast. For the reasons set out above, we do not express any opinion as to the possibility of achievement of the Profit Forecast.

Attention is drawn, in particular, to the sensitivity analysis of the Directors' Profit Forecast set out on pages D1-14 to D1-16 of the OIS.

Yours faithfully

KPMG
Certified Public Accountants
(Partner-in-charge : Eng Chin Chin)
Singapore

APPENDIX F

NAMES AND ADDRESSES OF THE DIRECTORS

Name	Position	Address
Mr Hsuan Owyang	Chairman & Independent Director	7 Ardmore Park #15-02, Pin Tjoe Court Singapore 259954
Mr Liew Mun Leong	Deputy Chairman & Non-Executive Director	49 Chancery Lane Singapore 309578
Mr Victor Liew Cheng San	Independent Director	3 Jalan Rumbia #05-03 Singapore 239617
Ms Chew Gek Khim	Independent Director	42 Cairnhill Road #19-01, Tan Chin Tuan Mansion Singapore 229661
Mr Dilhan Pillay Sandrasegara	Independent Director	18 Ford Avenue Singapore 268697
Mr Kee Teck Koon	Non-Executive Director	4A Wimborne Singapore 436628
Mr Olivier Lim Tse Ghow	Non-Executive Director	335 Bukit Timah Road #15-01 Singapore 259718
Mr Pua Seck Guan	Non-Executive Director	8A Binchang Rise Lauw & Sons Garden Singapore 579972
Mr Lim Beng Chee	Executive Director & Chief Executive Officer	214 Upper East Coast Road #03-01 Singapore 466402

APPENDIX G

NUMBER OF UNITS OWNED BY EACH SUBSTANTIAL UNITHOLDER

Based on the Register of Substantial Unitholders maintained by the Manager, the Substantial Unitholders and their respective interests (direct and deemed) in the Units as at the Latest Practicable Date are as follows:

Substantial Unitholder	Direct Interest	% of issued and outstanding Units	Deemed Interest	% of issued and outstanding Units
CMT	95,100,000	19.97%	—	—
SPZW	—	—	47,600,000	9.99%
The Capital Group, Inc	—	—	53,268,800	11.19%
Retail Crown Pte. Ltd.	95,130,513	19.98%	—	—
CRC ⁽¹⁾	—	—	95,130,513	19.98%
CRTL ⁽²⁾	—	—	190,230,513	39.95%
CapitaLand ⁽³⁾	—	—	190,747,309	40.06%

Notes:

- (1) CRC is deemed to be interested in the 95,130,513 Units held by Retail Crown Pte. Ltd.
- (2) CRTL is deemed to be interested in the 95,130,513 Units held by Retail Crown Pte. Ltd and the 95,100,000 Units held by CMT.
- (3) CapitaLand is deemed to be interested in the 95,100,000 Units held by CMT, the 95,130,513 Units held by Retail Crown Pte. Ltd. and the 516,796 Units held by CapitaRetail China Trust Management Limited.

APPENDIX H

PRICE RANGE OF THE UNITS AND TRADING VOLUME ON THE SGX-ST

The highest and lowest closing prices of the Units and the average daily volume of Units traded on the SGX-ST for the twelve calendar months immediately preceding January 2008 and for the period commencing on 1 January 2008 to the Latest Practicable Date are as follows:

Month	Price Range (S\$ per Unit)		Average Daily Volume Traded ('000 Units)
	Highest	Lowest	
January 2007	2.89	1.99	5,015
February 2007	3.20	2.80	3,185
March 2007	3.08	2.75	1,857
April 2007	3.08	2.65	1,834
May 2007	3.10	2.81	1,777
June 2007	3.12	2.80	3,293
July 2007	3.00	2.58	1,944
August 2007	2.72	2.31	990
September 2007	2.80	2.59	1,234
October 2007	3.22	2.65	1,481
November 2007	2.81	2.06	894
December 2007	2.18	1.99	998
1 January 2008 to the Latest Practicable Date	2.13	1.55	988

Source: Bloomberg

APPENDIX I

CERTAIN FINANCIAL INFORMATION

UNAUDITED CONSOLIDATED STATEMENT OF TOTAL RETURN

	Group	
	FY 2007 ⁽¹⁾	YTD 2007 ⁽²⁾
	S\$'000	S\$'000
Gross rental income	70,004	76,196
Other income	1,851	1,998
Gross revenue	71,855	78,194
Land rental	(4,274)	(4,875)
Property related tax	(3,894)	(4,273)
Business tax	(3,602)	(3,884)
Property management fees	(2,696)	(2,894)
Other property operating expenses	(10,875)	(13,335)
Total property operating expenses	(25,341)	(29,261)
Net property income	46,514	48,933
Manager's management fees	(3,826)	(4,309)
Trustee's fees	(164)	(209)
Other trust operating expenses	(1,296)	(1,783)
Interest income	2,110	2,732
Foreign exchange loss – realised	(525)	(1,091)
Finance costs	(7,074)	(8,002)
Net income before change in fair value of financial derivatives, investment properties and unrealised foreign exchange loss	35,739	36,271
Change in fair value of financial derivatives	(1,304)	(1,667)
Change in fair value of investment properties	28,416	49,251
Foreign exchange loss – unrealised	(735)	(429)
Net income before taxation	62,116	83,426
Taxation	(26,379)	(26,785)
Total return for the period after taxation	35,737	56,641
Minority interest	(59)	155
Total return for the period attributable to Unitholders before distribution	35,678	56,796

Notes:

(1) FY 2007 is defined as the financial period from 1 January 2007 to 31 December 2007.

(2) YTD 2007 includes Private Trust Period and Public Trust Period from Listing Date to 31 December 2007.

UNAUDITED CONSOLIDATION DISTRIBUTION STATEMENT

	Group	
	FY 2007 S\$'000	YTD 2007 S\$'000
Total return for the period attributable to Unitholders before distribution	35,678	56,796
Distribution adjustments (Note A)	(3,690)	(24,508)
Income for distribution to Unitholders	31,988	32,288
Comprises :		
- from operations	18,239	19,088
- from Unitholders' contribution	13,749	13,200
	31,988	32,288
Note A		
Distribution adjustments		
- Asset management fees (performance component payable in units)	1,857	1,957
- Change in fair value of financial derivatives	1,304	1,667
- Change in fair value of investment properties	(28,416)	(49,251)
- Deferred taxation	20,889	20,712
- Transfer to general reserve	(205)	(232)
- Unrealised foreign exchange loss	735	429
- Other adjustments	146	210
Net effect of distribution adjustments	(3,690)	(24,508)

UNAUDITED CONSOLIDATED GROUP BALANCE SHEET

	Group
	31 Dec 2007
	S\$'000
Assets	
Investment properties	722,883
Plant and equipment	1,673
Trade and other receivables	18,109
Cash and cash equivalents	67,170
Total assets	809,835
Less	
Liabilities	
Trade and other payables	42,168
Security deposits	8,284
Interest-bearing borrowings	231,811
Deferred tax liabilities	19,300
Financial derivatives	11,331
Provision for taxation	243
Total liabilities	313,137
Less	
Minority interest	13,543
Net assets attributable to Unitholders	483,155

UNAUDITED CONSOLIDATED CASH FLOW STATEMENTS

	Group	
	FY 2007 S\$'000	YTD 2007 ⁽¹⁾ S\$'000
Operating activities		
Net income after taxation	35,737	56,641
Adjustments for:		
Interest income	(2,110)	(2,732)
Finance costs	7,074	8,002
Depreciation and amortisation	361	409
Taxation	26,379	26,785
Asset management fee payable in units	1,857	1,957
Change in fair value of financial derivatives	1,304	1,667
Change in fair value of investment properties	(28,416)	(49,251)
Operating income before working capital changes	42,186	43,478
Changes in working capital:		
Trade and other receivables	(14,152)	(16,951)
Trade and other payables	4,860	(231)
Cash generated from operating activities	32,894	26,296
Income tax paid	(3,094)	(3,094)
Cash flows from operating activities	29,800	23,202
Investing activities		
Interest received	2,100	2,734
Net cash outflow on purchase of investment properties	(37,027)	(127,974)
Capital expenditure on investment properties	(15,669)	(15,669)
Net cash outflow on acquisition of assets	-	(415,887)
Purchase of plant and equipment	(812)	(902)
Cash flows from investing activities	(51,408)	(557,698)
Financing activities		
Proceeds from issuance of new units	-	466,594
Distribution to Unitholders ⁽²⁾	(15,553)	(15,553)
Payment of issue and financing expenses	(4,124)	(12,627)
Proceeds from interest-bearing liabilities	19,100	179,456
Repayment of interest-bearing liabilities	(7,833)	(7,833)
Interest paid	(8,371)	(8,371)
Cash flows from financing activities	(16,781)	601,666
(Decrease)/Increase in cash and cash equivalent	(38,389)	67,170
Cash and cash equivalent at beginning of period	107,086	-
Effect on exchange rate changes on cash balances	(1,527)	-
Cash and cash equivalent at end of period	67,170	67,170

Notes:

(1) Includes Private Trust Period and Public Trust Period from the Listing Date to 31 December 2007.

(2) Distribution for the period from 23 October 2006 to 30 June 2007 was paid in September 2007.

APPENDIX J

SELLING RESTRICTIONS

Australia

This Offer Information Statement is not an offer to retail investors in Australia. As no formal disclosure document (such as a product disclosure statement) will be lodged with ASIC, any offer of Units in Australia is made on the condition that the recipient is a “wholesale client” within the meaning of section 761G of the Corporations Act 2001 (the “**Act**”). If any recipient does not satisfy the criteria for these exemptions, no applications for Units will be accepted from that recipient. Any offer to a recipient in Australia, and any agreement arising from acceptance of the offer, is personal and may only be accepted by the recipient.

If a recipient (called an “**Investor**”) on-sells their Units within 12 months of their issue, that person will be required to lodge a disclosure document with Australian Securities and Investments Commission (“**ASIC**”) unless either:

- (a) the sale is pursuant to an offer received outside Australia; or
- (b) the sale is made to a “wholesale client” within the meaning of 761G of the Act.

Each Investor acknowledges the above and, by applying for Units, gives an undertaking not to sell in any circumstances other than those described in paragraphs (a) and (b) above for 12 months after the date of issue.

This Offer Information Statement does not purport to contain all information that an Investor or its professional advisers would expect to find in a product disclosure statement for the purposes of Part 7.9 of the Act in relation to the Units or CRCT.

An Investor must have received this Offer Information Statement only from the holder of an Australian financial services licence who is authorised to deal in financial products and provide financial product advice in connection with the offer of Shares. Nothing in this Offer Information Statement takes into account the investment objectives, financial situation and particular needs of any individual Investor and any general financial advice in this Offer Information Statement is taken to be provided to you only by the Australian financial services licensee from whom you received this Offer Information Statement.

CRCT is not licensed in Australia to provide financial product advice in relation to the Units and recommends that you read the Offer Information Statement before making a decision to acquire the Units. There is no cooling-off period that applies in respect of the acquisition of the Units.

Denmark

This Offer Information Statement has not been filed with or approved by the Danish Financial Supervisory Authority or any other regulatory authority in the Kingdom of Denmark.

The Units have not been offered or sold and may not be offered, sold or delivered directly or indirectly in Denmark, unless in compliance with Chapter 6 or Chapter 12 of the Danish Act on Trading in Securities and executive orders issued pursuant thereto as amended from time to time.

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a “Relevant Member State”), an offer to the public of our Shares may not be made in that Relevant Member State, except that an offer of any Shares may be made at any time

under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

- (a) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;
- (b) to any legal entity which has two or more of (i) an average of at least 250 employees during the last financial year; (ii) a total balance sheet of more than A43,000,000; and (iii) an annual net turnover of more than A50,000,000, as shown in its last annual or consolidated accounts;
- (c) by the Joint Lead Managers to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the Joint Lead Managers for any such offer; or
- (d) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of our Shares shall result in a requirement for the publication by our Company or any of the Joint Lead Managers of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of the above, the expression an “offer to the public” in relation to any Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase or subscribe any Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression “Prospectus Directive” means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

France

This Offer Information Statement has not been submitted to the *Autorite Des Marches Financiers* in France. Accordingly, neither this Offer Information Statement nor any other offering material relating to the Units may be available to the public or used in connection with any other offer for subscription or sale of the Units in France, and the Units may not be issued, offered or otherwise sold in France.

Germany

This Offer Information Statement has not been submitted to, nor has it been approved by, the *Bundesanstalt für Finanzdienstleistungsaufsicht*, the German financial services supervisory authority. The Units not be distributed within Germany by way of a public offer, public advertisement or in any similar manner and this Offer Information Statement and any other document relating to the Units, as well as information contained therein, may not be supplied to the public in Germany or used in connection with any offer for subscription of Units to the public in Germany. This Offer Information Statement and other offering materials relating to the offer of Units are strictly confidential and may not be distributed to any person or entity other than the recipients hereof.

Hong Kong

The Units may not be offered or sold in Hong Kong, by means of any document, other than (i) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “**Securities and Futures Ordinance**”) and any rules made under that Ordinance; or (ii) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance. No advertisement, invitation or document relating to the Units may be issued whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws

of Hong Kong) other than with respect to the Units which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

Ireland

This Offer Information Statement and the information contained herein are private and confidential and are for the use solely of the person to whom this Offer Information Statement is addressed. If a prospective investor is not interested in making an investment, this Offer Information Statement should be promptly returned. CRCT is established in Singapore, is not supervised and has not been approved to market its Units by the Irish Financial Regulator either pursuant to Section 9 of the Unit Trusts Act 1990 or otherwise.

Consequently, Units may not be offered or sold by any person in a manner that constitutes an offer for sale to the public under Irish law.

If the reader is in any doubt about the contents of the document then they should consult an independent financial advisor authorised or exempted under the Investment Intermediaries Act 1995-2000 (as amended).

Luxembourg

The Units may not be offered or sold in the Grand-Duchy of Luxembourg, except for Units which are offered in circumstances that do not require the approval of a prospectus by the Luxembourg financial regulatory authority in accordance with the Law of July 12, 2005 on prospectuses for securities. The Units are offered to a limited number of investors or to sophisticated investors, in all cases under circumstances designed to preclude a distribution that would be other than a private placement. This Offer Information Statement may not be reproduced or used for any purpose, or provided to any person other than those to whom copies have been sent.

Netherlands

The Units may only be offered, sold, transferred or delivered, directly or indirectly, in the Netherlands to qualified investors (*gekwalificeerde beleggers*) within the meaning of section 1:1 of the Dutch Act on the Financial Supervision (*Wet op het financieel toezicht*). As a consequence, CRCT is not obliged to have an approved prospectus made generally available to obtain a license as an investment scheme within the meaning of the Dutch Act on the Financial Supervision from the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*).

For your information, a qualified investor is defined in the Dutch Act on the Financial Supervision as:

- (a) a legal entity or company which has obtained a license or is regulated to be active on the financial markets in another way;
- (b) a legal entity or company which neither has a license nor is regulated in another way to be active on the financial markets and which corporate purpose is solely to invest in securities;
- (c) a national or regional public body, central bank, international or supranational financial organization or other similar international institution;
- (d) a legal entity or company with its registered seat in the Netherlands which,
 - (i) will be considered as a small company, which is defined as a legal entity or company which, according to its most recent annual accounts or consolidated annual accounts meets at least two of the following three criteria:
 - (1) an average number of employees of less than 250 during the financial year;

- (2) a balance sheet total with a maximum of C 43,000,000;
- (3) an annual net turnover with a maximum of C 50,000,000; and
- (ii) has been registered as a qualified investor at its own request,
- (e) a legal entity or company, not being a legal entity or company as meant in (d) under (i);
- (f) a natural person having its residence in the Netherlands who meets certain rules issued by governmental decree and who has been registered by the Netherlands Authority Financial Markets (*Autoriteit Financiële Markten*) as a qualified investor at his own request; or
- (g) a natural person or company that is considered a qualified investor in another member state, as meant in section 2(1)(e) under (iv) or (v) of the Prospectus Directive (2003/71/EC).

Norway

No prospectus (including any amendment, supplement or replacement thereto) has been prepared in connection with the Offering of the Units that has been approved or disapproved by or registered with any authority in accordance with the Norwegian Securities Trading Act 1997 Chapter 5 or in accordance with the Prospectus Directive. No Units have been offered or sold nor will be offered or sold, directly or indirectly, to the public in Norway. This Offer Information Statement or any other offering material relating to the Units have not been distributed or caused to be distributed and will not be distributed or caused to be distributed to the public in Norway. This Offering of the Units is only and exclusively made on a Private Placement basis in Norway and only to potential Norwegian investors qualifying as professional investors under the Securities Trading Act 1997 Section 5–4 first sub-paragraph No 8 and applicable regulations thereunder. No other offering of the Units are made directly or indirectly in Norway.

Switzerland

The Units will not be distributed and offered, directly or indirectly, to the public in Switzerland and this Offer Information Statement may not be publicly distributed or otherwise made publicly available in Switzerland. This Offer Information Statement does not constitute a public offering prospectus as that term is understood pursuant to art. 652a or art. 1156 of the Swiss Code of Obligations. The Units being offered pursuant to this Offer Information Statement have not been approved by the Swiss Federal Banking Commission under the Swiss Federal Act on Collective Investment Schemes (“**CISA**”). Therefore, investors do not benefit from protection under the CISA or supervision by the Swiss Federal Banking Commission.

The Units will be distributed and offered in Switzerland, and this Offer Information Statement will be made available in Switzerland, only to certain qualified investors within the meaning of art. 10 para 3 and 4 CISA and art. 6 of the Ordinance on Collective Investment Schemes and only by means of marketing usual for such specific markets and solely on a private placement basis, without any public distribution, offering or marketing in or from Switzerland.

United Arab Emirates

This Offer Information Statement is not intended to constitute an offer, sale or delivery of Units or other securities under the laws of the United Arab Emirates (“**UAE**”). The Units have not been and will not be registered under Federal Law No. 4 of 2000 Concerning the Emirates Securities and Commodities Authority and the Emirates Security and Commodity Exchange, or with the UAE Central Bank, the Dubai Financial Services Authority (“**DFSA**”), the Dubai Financial Market, the Abu Dhabi Securities market, the Dubai International Financial Exchange or with any other UAE exchange.

The Offering, the Units and interests therein have not been approved or licensed by the UAE Central Bank, the DFSA or any other relevant licensing authorities in the UAE, and do not constitute a public offer of securities in the UAE in accordance with the Commercial Companies Law, Federal Law No. 8 of 1984 (as amended), the Offered Securities Rules of the DFSA Rulebook, the Dubai International Financial Centre Markets Law 2004 or otherwise. Neither CRCT nor any of the Joint Lead Managers has received any authorisation or licensing from the UAE Central Bank or any other relevant authority in the UAE to market, offer or sell the Units within the UAE.

No marketing of the Units has been or will be made from within the UAE and no subscription to any Units may or will be consummated within the UAE. Neither CRCT nor any of the Joint Lead Managers is a licensed broker or dealer or investment adviser under the laws applicable in the UAE, and do not advise residents in the UAE as to the appropriateness of investing in or purchasing or selling securities or transacting in other financial products. Nothing contained in this Offer Information Statement is intended to constitute UAE investment, legal, tax, accounting or other professional advice. This Offer Information Statement is for information only and nothing in this Offer Information Statement is intended to endorse or recommend a particular course of action. Prospective investors should consult with an appropriate professional for specific advice rendered on the basis of their situation.

This Offer Information Statement is strictly private and confidential and is being distributed to a limited number of investors and must not be provided to any person other than the original recipient, and may not be reproduced or used for any other purpose. The interests in the Units may not be offered or sold directly or indirectly to the public in the UAE.

United Kingdom

CRCT is an unregulated collective investment scheme for the purposes of the Financial Services and Markets Act 2000 (“**FSMA**”), the promotion of which in the UK is restricted by the FSMA. If made by a person who is not an authorised person under FSMA, the issue or distribution of this document in the United Kingdom may only be made to and directed at persons who (i) are investment professionals falling within article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005; or (ii) are persons to whom the promotion may otherwise be lawfully made. If made by a person who is an authorised person under FSMA, the issue or distribution of this document in the United Kingdom may only be made to and directed at persons who (i) are investment professionals within article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001; (ii) are persons to whom the promotion may be made under Annex 5R, Chapter 3 of the FSA’s Conduct of Business Rules, or (iii) are persons to whom the promotion may otherwise be lawfully made. Transmission of this document to any other person in the United Kingdom is unauthorised and may contravene the FSMA. Participation in CRCT is available only to such persons (all such persons together being referred to as “qualified persons”) with professional experience in matters relating to investments and persons of any other description should not rely on this document. This communication must not be acted on or relied on by persons who are not qualified persons. Any investment or investment activity to which this communication relates is available only to qualified persons and will be engaged in only with qualified persons.

APPENDIX K

TERMS AND CONDITIONS FOR ATM ELECTRONIC APPLICATIONS

Applications are invited for the subscription of the New Units under the ATM Offering at the Issue Price and subject to the following terms and conditions:

1. **THE OFFER OF NEW UNITS UNDER THE ATM OFFERING IS MADE ON A “FIRST-COME, FIRST-SERVED” BASIS AND IS SUBJECT TO THE AVAILABILITY OF NEW UNITS OFFERED UNDER THE ATM OFFERING.**

YOUR APPLICATION UNDER THE ATM OFFERING MUST BE MADE IN LOTS OF 1,000 NEW UNITS OR INTEGRAL MULTIPLES THEREOF. YOUR APPLICATION FOR ANY OTHER NUMBER OF NEW UNITS WILL BE REJECTED. AN APPLICATION FOR NEW UNITS UNDER THE ATM OFFERING IS SUBJECT TO A MINIMUM OF 1,000 NEW UNITS AND A MAXIMUM OF 250,000 NEW UNITS PER APPLICANT.

2. Your application for the New Units under the ATM Offering can only be made through ATMs belonging to DBS Bank (including POSB) (“**ATM Electronic Application**”).

You may use your CPF Investible Savings (“CPF Funds”) to apply for the New Units offered under the ATM Offering.

3. **You may use up to 35.0% of your CPF Funds to apply for the New Units under the ATM Offering pursuant to the Central Provident Fund (Investment Schemes) Regulations, as may be amended from time to time.** You may also use up to 35.0% of your CPF Funds for the purchase of Units in the secondary market.

If you are using CPF Funds to apply for the New Units under the ATM Offering, you must have a CPF Investment Account maintained with DBS Bank. You do not need to instruct CPF Board to transfer CPF Funds from your Ordinary Account to your CPF Investment Account.

The use of CPF Funds to apply for the New Units under the ATM Offering is further subject to terms and conditions set out in the section below entitled “**Terms and Conditions for the Use of CPF Funds under the ATM Offering**”.

4. **Only one application may be made for the benefit of one person for the New Units under the ATM Offering in his own name. Multiple applications will not be accepted for the New Units under the ATM Offering. A person who is submitting an application for the New Units under the ATM Offering in his own name should not submit any other applications for the New Units under the ATM Offering for any other person. Such separate applications will be deemed to be multiple applications and shall be rejected.**

Joint or multiple applications for the New Units under the ATM Offering will be rejected. Persons submitting or procuring submissions of multiple applications for the New Units under the ATM Offering may be deemed to have committed an offence under the Penal Code, Chapter 224 of Singapore and the Securities and Futures Act, Chapter 289 of Singapore, and such applications may be referred to the relevant authorities for investigation. Multiple applications or those appearing to be or suspected of being multiple applications will be liable to be rejected at the absolute discretion of the Joint Lead Managers, Bookrunners and Underwriters (in consultation with the Manager).

Multiple applications may be made in the case of applications by any person for the New Units under the Private Placement with a single application for New Units under the ATM Offering.

Restricted Places may not apply for New Units under the ATM Offering.

5. Applications will not be accepted from any person under the age of 21 years, undischarged bankrupts, sole-proprietorships, partnerships, non-corporate bodies, joint Securities Account holders of CDP and applicants whose addresses contained in the records of DBS Bank bear post office box numbers. No person acting or purporting to act on behalf of a deceased person is allowed to apply under the Securities Account with CDP in the deceased name at the time of application.
6. The existence of a trust will not be recognised. Any application by a trustee must be made in his own name and without qualification.
7. **YOU MUST MAINTAIN A SECURITIES ACCOUNT WITH CDP IN YOUR OWN NAME AT THE TIME OF YOUR APPLICATION.** If you do not have an existing Securities Account with CDP in your own name at the time of application, you will not be able to complete your ATM Electronic Application. If you have an existing Securities Account but fail to provide your Securities Account number or provide an incorrect Securities Account number in your ATM Electronic Application, your application is liable to be rejected. Subject to paragraph 9 below, your application shall be rejected if your particulars, such as name, National Registration Identity Card ("**NRIC**") or passport number, nationality and permanent residence status, contained in the records of DBS Bank at the time of your ATM Electronic Application differ from those particulars in your Securities Account as maintained by CDP. If you have more than one individual direct Securities Account with CDP, your application shall be rejected.
8. If your address contained in the records of DBS Bank is different from the address registered with CDP, you must inform CDP of your updated address promptly, failing which the notification letter on successful allotment will be sent to your address last registered with CDP.
9. The Joint Lead Managers, Bookrunners and Underwriters (in consultation with the Manager) reserve the right to reject any ATM Electronic Application which does not conform strictly to the instructions set out in this Offer Information Statement or which does not comply with the terms and conditions of this Offer Information Statement. The Joint Lead Managers, Bookrunners and Underwriters further reserve the right to treat as valid any applications not completed or submitted or effected in all respects in accordance with the instructions or the terms and conditions of this Offer Information Statement, and also to present for payment or other processes all remittances at any time after receipt and to have full access to all information relating to, or deriving from, such remittances or the processing thereof.
10. The Joint Lead Managers, Bookrunners and Underwriters reserve the right to reject or to accept (in consultation with the Manager), in whole or in part any ATM Electronic Application, without assigning any reason therefore and the Manager and the Joint Lead Managers, Bookrunners and Underwriters will not entertain any enquiry and/or correspondence on their decision.
11. It is expected that CDP will send to you, at your own risk, within 15 Market Days after 26 January 2008, subject to the submission of valid applications and payment for the New Units under the ATM Offering and the completion of the ATM Offering, a notification letter stating the number of New Units allotted to you. This will be the only acknowledgement of application moneys received and is not an acknowledgement by the Manager or the Joint Lead Managers, Bookrunners and Underwriters. You irrevocably authorise CDP to complete and sign on your behalf as transferee or renounee any instrument of transfer and/or other documents required for the issue or transfer of the New Units allotted to you.

12. In the event of an under-subscription for the New Units under the ATM Offering as at the close thereof, that number of New Units under-subscribed shall be made available to satisfy excess applications for the New Units under the Private Placement to the extent there is an over-subscription for the New Units offered under the Private Placement.
13. You irrevocably authorise CDP to disclose the outcome of your ATM Electronic Application, including the number of New Units allotted to you pursuant to your application, to the Manager, the Joint Lead Managers, Bookrunners and Underwriters, and any other parties so authorised by CDP, the Manager, the Joint Lead Managers, Bookrunners and Underwriters (the “**Authorised Operators**”).
14. Any reference to “you” or the “Applicant” in this section refers to an individual applying for the New Units under the ATM Offering by way of an ATM Electronic Application.
15. By pressing the “Enter” or “OK” or “Confirm” or “Yes” key or any other relevant key on the ATM, in accordance with the provisions herein, you:
 - (a) irrevocably offer to subscribe for the number of New Units under the ATM Offering specified in your ATM Electronic Application (or such smaller number for which the application is accepted) at the Issue Price for each New Unit and agree that you will accept such number of New Units as may be allotted to you, in each case on the terms of, and subject to the conditions set out in this Offer Information Statement;
 - (b) agree that in the event of any inconsistency between the terms and conditions for application set out in this Offer Information Statement and those set out in the ATMs of DBS Bank (including POSB), the terms and conditions set out in this Offer Information Statement shall prevail;
 - (c) agree that the aggregate Issue Price for the New Units applied for under the ATM Offering is due and payable to DBS Bank forthwith; and
 - (d) warrant the truth and accuracy of the information contained, and representations and declarations made, in your ATM Electronic Application, and acknowledge and agree that such information, representations and declarations will be relied on by the Manager and the Joint Lead Managers, Bookrunners and Underwriters in determining whether to accept your application and/or whether to allot any New Units to you.
16. The acceptance of applications will be conditional upon, among others, the Manager and the Joint Lead Managers, Bookrunners and Underwriters being satisfied that:
 - (a) permission has been granted by the SGX-ST to deal in, and for quotation of, all the New Units on the Official List of the SGX-ST; and
 - (b) the Placement Agreement has become unconditional and has not been terminated.
17. The Manager or on its behalf, the Joint Lead Managers, Bookrunners and Underwriters will not hold any application in reserve.
18. Additional terms and conditions relating to ATM Electronic Applications are set out in the following pages.

ADDITIONAL TERMS AND CONDITIONS FOR ATM ELECTRONIC APPLICATIONS

The procedures for applications for the New Units under the ATM Offering through the ATMs of DBS Bank (including POSB) (the "**ATM Electronic Applications**") are set out on the screens of the ATMs of DBS Bank (including POSB) (the "**ATM Electronic Application Steps**"). For illustration purposes, these procedures are reproduced in the section entitled "ATM Electronic Application Steps" appearing on pages K-7 to K-9 of this Offer Information Statement. Please read carefully the terms of this Offer Information Statement, the ATM Electronic Application Steps and the Additional Terms and Conditions for ATM Electronic Applications set out below before making any ATM Electronic Applications. Any reference to "you" or the "Applicant" in the Additional Terms and Conditions for ATM Electronic Applications and the ATM Electronic Application Steps shall refer to you making an ATM Electronic Application.

The ATM Electronic Application Steps set out the actions that you must take at the ATMs of DBS Bank (including POSB) to complete an ATM Electronic Application.

You must have an existing bank account with and be an ATM cardholder of DBS Bank (including POSB) before you can make an ATM Electronic Application. Upon the completion of your ATM Electronic Application, you will receive an ATM transaction slip ("**ATM Electronic Application Transaction Record**"), confirming the details of your ATM Electronic Application. The ATM Electronic Application Transaction Record is for your retention.

You must ensure that you enter your own Securities Account number when using the ATM card issued to you in your own name. If you fail to use your own ATM card or do not key in your own Securities Account number, your application will be rejected. If you operate a joint bank account with DBS Bank (including POSB joint bank accounts), you must ensure that you enter your own Securities Account number when using the ATM card issued to you in your own name. Using your own Securities Account number with an ATM card which is not issued to you in your own name will render your ATM Electronic Application liable to be rejected.

Your ATM Electronic Application shall be made on the terms, and be subject to the conditions, of this Offer Information Statement, including but not limited to, the terms and conditions appearing below and those set out under the section entitled "TERMS AND CONDITIONS FOR ATM ELECTRONIC APPLICATIONS" on pages K-1 to K-3 of this Offer Information Statement.

1. In connection with your ATM Electronic Application, you are required to confirm statements to the following effect in the course of activating the ATM Electronic Application:
 - (a) **that you have received a copy of this Offer Information Statement and have read, understood and agreed to all the terms and conditions of application for the New Units under the ATM Offering and this Offer Information Statement prior to effecting the ATM Electronic Application and agree to be bound by the same;**
 - (b) that you consent to the disclosure of your name, NRIC/passport number, address, nationality, permanent resident status, CDP Securities Account number, CPF Investment Account number (if applicable), application details and unit application amount (the "**Relevant Particulars**") from your account with DBS Bank (including POSB) to the Unit Registrar, CDP, CPF Board, SGX-ST, Securities Clearing & Computer Services (Pte) Ltd ("**SCCS**"), the Manager, the Joint Lead Managers, Bookrunners and Underwriters (the "**Relevant Parties**"); and
 - (c) that this is your only application for the New Units under the ATM Offering and it is made in your name and at your own risk.

Your application will not be successfully completed and cannot be recorded as a completed transaction unless you press the “Enter” or “OK” or “Confirm” or “Yes” or any other relevant key on the ATM. By doing so, you shall be treated as signifying your confirmation of each of the above three statements. In respect of statement 1(b) above, your confirmation, by pressing the “Enter” or “OK” or “Confirm” or “Yes” or any other relevant key shall signify and shall be treated as your written permission, given in accordance with the relevant laws of Singapore, including Section 47(2) of the Banking Act, Chapter 19 of Singapore, to the disclosure by DBS Bank of your account with DBS Bank (including POSB bank accounts) to the Relevant Parties.

2. **By making an ATM Electronic Application, you confirm that you are not applying for New Units under the ATM Offering as a nominee of any other person and that any electronic application that you make for the New Units under the ATM Offering is the only application made by you as the beneficial owner. You shall make only one ATM Electronic Application and shall not make any other application for the New Units under the ATM Offering.**
3. You must have sufficient funds in your bank account with DBS Bank (including POSB) at the time you make your ATM Electronic Application at an ATM of DBS Bank (including POSB), failing which such ATM Electronic Application will not be completed. Any ATM Electronic Application which does not conform strictly to the instructions set out in this Offer Information Statement or on the screens of an ATM of DBS Bank (including POSB) through which your ATM Electronic Application is being made shall be rejected.
4. You may apply and make payment for your application for New Units under the ATM Offering in Singapore currency in the following manner:
 - (a) **Cash only** — You may apply for New Units under the ATM Offering through any ATM of DBS Bank (including POSB) using only cash by authorising DBS Bank to deduct the full amount payable from your bank account with DBS Bank (including POSB) upon application.
 - (b) **CPF Funds only** — You may apply for the New Units under the ATM Offering through any ATM of DBS Bank (including POSB) using CPF Funds by authorising DBS Bank to deduct the full amount payable from your CPF Investment Account with DBS Bank upon application. For additional terms and conditions governing the use of CPF Funds, please refer to the section “**Terms and Conditions for Use of CPF Funds under the ATM Offering**”.
 - (c) **Cash and CPF Funds** — You may apply for the New Units under the ATM Offering through any ATM of DBS Bank (including POSB) using a combination of cash and CPF Funds, PROVIDED THAT the number of New Units applied for under each payment method is in lots of 1,000 New Units or integral multiples thereof. Such applications must comply with the requirements for applications by cash and by CPF Funds as set out in the preceding paragraphs. In the event that such applications are accepted in part only, the cash portion of the application moneys will be used in respect of such applications before the CPF Funds are used.

An applicant applying for only 1,000 New Units can use either cash or CPF Funds, but not both.

5. You irrevocably agree and undertake to subscribe for and to accept the number of New Units under the ATM Offering applied for as stated on the ATM Electronic Application Transaction Record. In the event that Manager and the Joint Lead Managers, Bookrunners and

Underwriters decide not to allot any New Units to you, you agree to accept such decision as final. If your ATM Electronic Application is successful, your confirmation (by your action of pressing the "Enter" or "OK" or "Confirm" or "Yes" or any other relevant key on the ATM) of the number of New Units applied for shall signify and shall be treated as your acceptance of the number of New Units that may be allotted to you.

6. No application will be kept in reserve. Where your ATM Electronic Application is rejected, the full amount of the application moneys will be refunded or returned (without interest or any share of revenue or other benefit arising therefrom) to you by being automatically credited to your account with DBS Bank (including POSB) at your own risk.

Responsibility for timely refund or return of application monies from rejected ATM Electronic Applications lies solely with DBS Bank. Therefore, you are strongly advised to consult DBS Bank as to the status of your ATM Electronic Application or the refund or return of any monies to you from a rejected ATM Electronic Application to determine the exact number of New Units, if any, allotted to you before trading the New Units on the SGX-ST. None of the SGX-ST, CDP, CPF Board, the SCCS, the Joint Lead Managers, Bookrunners and Underwriters nor the Manager assumes any responsibility for any loss that may be incurred as a result of you having to cover any net sell positions or from buy-in procedures activated by the SGX-ST.

If your ATM Electronic Application is rejected, no notification will be sent to you by the Manager and/or the Joint Lead Managers, Bookrunners and Underwriters.

7. **ATM Electronic Applications shall close at 12.30 p.m. on 26 January 2008 or such other time or date as the Joint Lead Managers, Bookrunners and Underwriters may, in consultation with the Manager, decide.**
8. You are deemed to have irrevocably requested and authorised the Manager, the Joint Lead Managers, Bookrunners and Underwriters to:
 - (a) register the New Units allotted to you in the name of CDP for deposit into your Securities Account; and
 - (b) **return or refund (without interest or any share of revenue or other benefit arising therefrom) the application moneys should your ATM Electronic Application be rejected by automatically crediting your bank account with DBS Bank (including POSB), at your own risk, within 3 Market Days after the close of the ATM Offering.**
9. You irrevocably agree and acknowledge that your ATM Electronic Application is subject to risks of electrical, electronic, technical and computer-related faults and breakdown, fires, acts of God, mistakes, losses and theft (in each case whether or not within the control of CDP, the CPF Board, the Joint Lead Managers, Bookrunners and Underwriters and/or the Manager) and other events beyond the control of CDP, the CPF Board, the Joint Lead Managers, Bookrunners and Underwriters and the Underwriters and/or the Manager, and in any such event that the Manager and the Joint Lead Managers, Bookrunners and Underwriters do not receive your ATM Electronic Application, or data relating to your ATM Electronic Application or the tape or any other devices containing such data is lost, corrupted or not otherwise accessible, whether wholly or partially for whatever reason, you shall be deemed not to have made an ATM Electronic Application and you shall have no claim whatsoever against the Joint Lead Managers, Bookrunners and Underwriters and the Manager for New Units applied for or for any compensation, loss or damage in connection therewith or in relation thereto.

10. The existence of a trust will not be recognised. Any ATM Electronic Application by a trustee must be made in his own name and without qualification. The Joint Lead Managers, Bookrunners and Underwriters (in consultation with the Manager) will reject any application by any person acting as nominee.
11. All your particulars in the records of DBS Bank at the time you make your ATM Electronic Application shall be deemed to be true and correct, and DBS Bank shall be entitled to rely on the accuracy thereof. If there has been any change in your particulars after making your ATM Electronic Application, you shall promptly notify DBS Bank.
12. You should ensure that your personal particulars as recorded by both CDP and DBS Bank are correct and identical; otherwise, your ATM Electronic Application is liable to be rejected. You should promptly inform CDP of any change in address, failing which the notification letter on successful allotment will be sent to your address last registered with CDP.
13. In consideration of DBS Bank making available the ATM Electronic Application facility at the ATMs of DBS Bank (including POSB) and agreeing to close the ATM Offering at 12.30 p.m. on 26 January 2008 or such other time or date as the Joint Lead Managers, Bookrunners and Underwriters (in consultation with the Manager) may, in its absolute discretion decide, and by making and completing an ATM Electronic Application, you are deemed to have agreed that:
 - (a) your ATM Electronic Application is irrevocable;
 - (b) you represent and agree that you are not a U.S. person (as defined in Regulation S);
 - (c) your ATM Electronic Application, the acceptance by DBS Bank and the contract resulting therefrom shall be governed by and construed in accordance with the laws of Singapore and you irrevocably submit to the non-exclusive jurisdiction of the Singapore courts;
 - (d) neither CDP, the CPF Board, the Joint Lead Managers, Bookrunners and Underwriters nor the Manager shall be liable for any delays, failures or inaccuracies in the recording, storage or in the transmission or delivery of data relating to your ATM Electronic Application to DBS Bank or CDP due to breakdowns or failure of transmission, delivery or communication facilities or any risks referred to in paragraph 9 above or to any cause beyond their respective controls;
 - (e) in respect of the New Units for which your ATM Electronic Application has been successfully completed and not rejected, acceptance of your ATM Electronic Application shall be constituted by written notification by or on behalf of the Manager and not otherwise, notwithstanding any payment received by or on behalf of the Manager;
 - (f) you will not be entitled to exercise any remedy of rescission for misrepresentation at any time after acceptance of your ATM Electronic Application; and
 - (g) reliance is placed solely on information contained in this Offer Information Statement and that none of the Joint Lead Managers, Bookrunners and Underwriters, the Manager nor any other person involved in the ATM Offering shall have any liability for any information not so contained.

ATM Electronic Application Steps

Instructions for ATM Electronic Applications will appear on the ATM screens of DBS Bank (including POSB). For illustration purposes, the steps for making an ATM Electronic Application through the ATMs of DBS Bank (including POSB) are shown below. Certain words appearing on the screen are in

abbreviated form (“A/C”, “amt”, “appln”, “&”, “I/C” and “No.” refer to “Account”, “amount”, “application”, “and”, “NRIC” and “Number” respectively.) Any reference to “you” or the “Applicant” in this section refers to an individual applying for New Units under the ATM Offering by way of an ATM Electronic Application.

Steps

1. Insert your personal DBS Bank or POSB ATM Card.
2. Enter your Personal Identification Number.
3. Select “MORE SERVICES”.
4. Select “ESA-IPO SHARE/INVESTMENTS”.
5. Select “ELECTRONIC SECURITY APPLN (IPOS/BOND/STNOTES/ SECURITIES)”.
6. Read and understand the following statements which will appear on the screen:
 - THE OFFER OF SECURITIES (OR UNITS OF SECURITIES) WILL BE MADE IN, OR ACCOMPANIED BY, A COPY OF THE PROSPECTUS/OFFER INFORMATION STATEMENT/DOCUMENT OR PROFILE STATEMENT (AND IF APPLICABLE, A COPY OF THE REPLACEMENT OR SUPPLEMENTARY PROSPECTUS/OFFER INFORMATION STATEMENT/DOCUMENT OR PROFILE STATEMENT) WHICH CAN BE OBTAINED FROM ANY DBS/POSB BRANCH IN SINGAPORE AND, WHERE APPLICABLE, THE VARIOUS PARTICIPATING BANKS DURING BANKING HOURS, SUBJECT TO AVAILABILITY.
 - (IN THE CASE OF SECURITIES OFFERING THAT IS SUBJECT TO A PROSPECTUS/OFFER INFORMATION STATEMENT/DOCUMENT REGISTERED WITH THE MONETARY AUTHORITY OF SINGAPORE) ANYONE WISHING TO ACQUIRE THESE SECURITIES (OR UNITS OF SECURITIES) SHOULD READ THE PROSPECTUS/OFFER INFORMATION STATEMENT/DOCUMENT OR PROFILE STATEMENT (AS SUPPLEMENTED OR REPLACED, IF APPLICABLE) BEFORE SUBMITTING HIS APPLICATION WHICH WILL NEED TO BE MADE IN THE MANNER SET OUT IN THE PROSPECTUS/OFFER INFORMATION STATEMENT/DOCUMENT OR PROFILE STATEMENT (AS SUPPLEMENTED OR REPLACED, IF APPLICABLE). A COPY OF THE PROSPECTUS/OFFER INFORMATION STATEMENT/DOCUMENT OR PROFILE STATEMENT, AND IF APPLICABLE, A COPY OF THE REPLACEMENT OR SUPPLEMENTARY PROSPECTUS/OFFER INFORMATION STATEMENT /DOCUMENT OR PROFILE STATEMENT HAS BEEN LODGED WITH AND REGISTERED BY THE MONETARY AUTHORITY OF SINGAPORE WHO ASSUMES NO RESPONSIBILITY FOR ITS OR THEIR CONTENTS.
 - Press the “ENTER” key to confirm that you have read and understood.
7. Select “**CRCT**” to display details.
8. Press the “ENTER” key to acknowledge:
 - YOU HAVE READ, UNDERSTOOD AND AGREED TO ALL TERMS OF THE APPLICATION AND (WHERE APPLICABLE) PROSPECTUS, OFFER INFORMATION STATEMENT, DOCUMENT, PROFILE STATEMENT, REPLACEMENT OR SUPPLEMENTARY PROSPECTUS/OFFER INFORMATION STATEMENT/DOCUMENT/PROFILE STATEMENT, NOTICE AND/OR CIRCULAR.

- YOU CONSENT TO DISCLOSE YOUR NAME, NRIC/PASSPORT NUMBER, ADDRESS, NATIONALITY, CDP SECURITIES ACCOUNT NUMBER, CPF INVESTMENT ACCOUNT NUMBER AND SECURITY APPLICATION AMOUNT FROM YOUR BANK ACCOUNT(S) TO SHARE REGISTRARS, SGX, SCCS, CDP, CPF AND THE ISSUER/VENDOR(S).
 - FOR FIXED AND MAX PRICE SECURITIES APPLICATION, THIS IS YOUR ONLY APPLICATION AND IT IS MADE IN YOUR OWN NAME AND AT YOUR OWN RISK.
 - FOR TENDER SECURITIES APPLICATIONS, THIS IS YOUR ONLY APPLICATION AT THE SELECTED TENDER PRICE AND IT IS MADE IN YOUR OWN NAME AND AT YOUR OWN RISK.
 - YOU ARE NOT A US PERSON AS REFERRED TO IN (WHERE APPLICABLE) THE PROSPECTUS, OFFER INFORMATION STATEMENT, DOCUMENT, PROFILE STATEMENT, REPLACEMENT OR SUPPLEMENTARY PROSPECTUS/OFFER INFORMATION STATEMENT/DOCUMENT/PROFILE STATEMENT, NOTICE AND/OR CIRCULAR.
 - THERE MAY BE A LIMIT ON THE MAXIMUM NUMBER OF SECURITIES THAT YOU CAN APPLY FOR. SUBJECT TO AVAILABILITY, YOU MAY BE ALLOCATED A SMALLER NUMBER OF SECURITIES THAN YOU APPLIED FOR OR (IN THE CASE OF AN EARLIER CLOSURE UPON FULL SUBSCRIPTION) YOUR APPLICATION MAY BE REJECTED IF ALL THE AVAILABLE SECURITIES HAVE BEEN FULLY ALLOCATED TO EARLIER APPLICANTS.
9. Select your nationality.
 10. Select your payment mode.
 11. Select the DBS Bank account (AutoSave/Current/Savings/Savings Plus) or the POSB account (Current/Savings) from which to debit your application monies.
 12. Enter the number of securities you wish to apply for using cash, CPF Funds, or a combination of cash and CPF Funds.
 13. Enter or confirm (if your CDP Securities Account number has already been stored in DBS Bank's records) your own 12-digit CDP Securities Account number. (Note: This step will be omitted automatically if your CDP Securities Account number has already been stored in DBS Bank's records).
 14. Check the details of your securities application, CDP Securities Account number, number of securities on the screen and application amount and press the "ENTER" key to confirm your application.
 15. Remove the Transaction Record for your reference retention only.

Terms and Conditions for the Use of CPF Funds under the ATM Offering

1. **If you are using CPF Funds to subscribe for New Units under the ATM Offering, you must have a CPF Investment Account maintained with DBS Bank at the time of your application.** If you are applying for the New Units through an ATM Electronic Application, you must have an ATM card with DBS Bank (including POSB) at the time of your application before you can use an ATM of DBS Bank (including POSB) to apply for the New Units. The CPF Investment Account is governed by the Central Provident Fund (Investment Schemes) Regulations, as amended.

2. CPF Funds may only be withdrawn for applications for the New Units under the ATM Offering in lots of 1,000 New Units or integral multiples thereof.
3. Before you apply for the New Units under the ATM Offering using your CPF Funds, you must first make sure that you have sufficient funds in your CPF Investment Account or CPF Ordinary Account to pay for the New Units. You need not instruct CPF Board to transfer your CPF Funds from your CPF Ordinary Account to your CPF Investment Account. If the balance in your CPF Investment Account is insufficient and you have sufficient investible CPF Funds in your CPF Ordinary Account, DBS Bank will automatically request for the balance of the required amount from your CPF Ordinary Account to your CPF Investment Account immediately for you to use these funds to submit your application in the case of an ATM Electronic Application. The automatic transfer facility is available until the close of the ATM Offering, and the operating hours of the facility are between 10.30 a.m. and 12.30 p.m. on 26 January 2008.

In the event that the Joint Lead Managers, Bookrunners and Underwriters (in consultation with the Manager) decide to close the ATM Offering at such other date or time, the automatic transfer facility shall also cease to be available.

4. The special CPF securities sub-account of the nominee company of DBS Bank (with whom you maintain a CPF Investment Account) maintained with CDP will be credited with the principal amount of the New Units you purchase with CPF Funds.
5. Where you are using CPF Funds, you cannot apply for the New Units under the ATM Offering as nominee for any other person.
6. All instructions or authorisations given by you through an ATM Electronic Application are irrevocable.
7. All information furnished by CPF Board and DBS Bank on your authorisation will be relied on as being true and correct.

