



DASIN RETAIL TRUST
大信商用信托

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

**THE PROPOSED ACQUISITION OF SHUNDE METRO MALL AND TANBEI METRO MALL AS
AN INTERESTED PERSON TRANSACTION**

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

1. INTRODUCTION

Dasin Retail Trust Management Pte. Ltd., as trustee-manager of Dasin Retail Trust (the "**Trustee-Manager**"), is pleased to announce that the Trustee-Manager, on behalf of Dasin Retail Trust, has entered into a sale and purchase agreement (the "**Sale and Purchase Agreement**") with Mr. Zhang Zhencheng, the Chairman and Non-Executive Director of the Trustee Manager (the "**Vendor**") and Zhongshan Dasin Real Estate Co., Ltd. (the "**Sponsor**") to acquire (a) Shunde Metro Mall, a shopping mall located at No. 1 Rainbow Road, Xincheng District, Dehe Community Residents Committee, Daliang Street Office, Shunde District, Foshan City, Guangdong Province, PRC (the "**Shunde Property**") and, (b) Tanbei Metro Mall, a shopping mall located at No. 153, Xierma Road, Tanbei, Dongsheng Town, Zhongshan City, Guangdong Province, PRC (the "**Tanbei Property**", and together with the Shunde Property, the "**Properties**") via the acquisition of all the equity interests (the "**Sale Share**") in Singapore Zhi Xin Commercial Holdings Pte. Ltd. (the "**Singapore Holdco**"), and the acquisition of the Properties, the "**Acquisition**").

The Shunde Property is held by a PRC holding company, Foshan Dasin Commercial Management Co., Ltd (佛山市大信商业管理有限公司) (the "**Shunde PRC Property Company**"), which in turn had previously been 100% owned by Zhongshan Dasin Management and Investment Co., Ltd. ("**Dasin Management and Investment**"). At the same time, the rental management company of the Shunde Property, Foshan Shunde Dasin Metro-Mall Commercial Management Co., Ltd (佛山市顺德大信新都汇商业管理有限公司) (the "**Shunde Rental Management Company**"), had previously been 100% owned by Zhongshan Dasin Metro-Mall Merchant Investment Co., Ltd. (中山市大信新都汇商业投资有限公司) ("**Dasin Merchant Investment**"), a subsidiary of Dasin Management and Investment. The Vendor, through his indirect wholly-owned Singapore holding companies, Xu Xin Investments Pte. Ltd. and Xu Xin Management Pte. Ltd. (collectively, the "**Shunde Singapore Holding Companies**") respectively, had on 9 October 2019 acquired from Dasin Management and Investment its entire equity interests in the Shunde PRC Property Company, and had on 30 September 2019 acquired from Dasin Merchant Investment its entire equity interests in the Shunde Rental Management Company (collectively, the "**Shunde PRC Acquisition**"). The aggregate consideration payable by the Vendor for the Shunde PRC Acquisition is approximately S\$11.1 million (RMB 57.7 million).

The Tanbei Property is held by a PRC holding company, Zhongshan Yuanteng Commercial

Property Management Co., Ltd. (中山市远腾商用物业管理有限公司) (the "**Tanbei PRC Property Company**"), which in turn had previously been 100% owned by Dasin Management and Investment. The Vendor, through his indirect wholly-owned Singapore holding company, Tan Xin Investments Pte. Ltd. (the "**Tanbei Singapore Holding Company**"), had on 29 September 2019, acquired from Dasin Management and Investment its entire equity interests in the Tanbei PRC Property Company, for approximately S\$9.2 million (RMB 48.0 million) (the "**Tanbei PRC Acquisition**") and together with the Shunde PRC Acquisition, the "**PRC Acquisition**").

Prior to the completion of the Acquisition, the Singapore Holdco will be the legal and beneficial owner of the entire equity interests in each of Singapore Xu Xin Commercial Holdings Pte. Ltd. and Singapore Tan Xin Commercial Holdings Pte. Ltd.

2. THE PROPOSED ACQUISITION OF SHUNDE METRO MALL AND TANBEI METRO MALL

2.1. Description of the Properties

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

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

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

Property	Shunde Metro Mall
Location	No. 1 Rainbow Road, Xincheng District, Dehe Community Residents Committee, Daliang Street Office, Shunde District, Foshan City
Month of Commencement of Operations	November 2018
GFA	Approximately 177,276 sq m for the retail area, the car park area and other facilities.
NLA	Approximately 66,678 sq m
Number of Storeys	Nine storeys (Six floors above ground and three floors underground)
Car Park Lots	Approximately 1,411
Permitted Land Use	Retail, wholesale, catering, hotel, commercial

	finance, entertainment and other commercial service, press and publication
Expiry of Land Use Rights	6 March 2057
Valuation by D&P China (HK) Limited ("D&P")	S\$487.5 million (RMB2,530.0 million)
Valuation by Jones Lang LaSalle Corporate Appraisal and Advisory Limited ("JLL")	S\$486.5 million (RMB2,525.0 million)
Agreed Property Value¹	S\$364.3 million (RMB1,890.8 million)
Occupancy Rate	99.3%
Weighted Average Lease Expiry ("WALE") by Gross Rental Income for the Month of August 2019	5.2 years
WALE by NLA	9.0 years
Trade Names of Key Tenants	Jinyi Cinemas (金逸影业), AEON (永旺), Suning (苏宁易购), Haidilao Restaurant (海底捞火锅), Starbucks, Häagen-Dazs, Pizza Hut, and KFC
Pro forma Net Property Income ("NPI") Yield for FY2018	4.3%

Property	Tanbei Metro Mall
Location	Keyihaoyuan, No. 153, Xierma Road, Tanbei, Dongsheng Town, Zhongshan City
Month of Commencement of Operations	March 2018
GFA	Approximately 13,640 sq m
NLA	Approximately 8,952 sq m
Number of Storeys	Four storeys above ground
Permitted Land Use	Commercial and residential
Expiry of Land Use	23 September 2038 ²

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

² The land use rights registered in respect of the Tanbei Property commenced from 24 September 1998 and will expire on 23 September 2068. Under the relevant PRC laws and regulations, the maximum term of the land use right granted depends on the type of use of the land. The Tanbei Property was

Rights	
Valuation by D&P	S\$14.1 million (RMB73.0 million)
Valuation by JLL	S\$14.6 million (RMB75.6 million)
Agreed Property Value	S\$10.7 million (RMB55.6 million)
Occupancy Rate	92.3%
WALE by Gross Rental Income for the Month of August 2019	7.7 years
WALE by NLA	7.5 years
Trade Names of Key Tenants	Dasin Shinwa Supermarket (大信信和) and Xin Garden (信轩酒家)
Pro forma NPI Yield for FY2018	10.7%

2.2. Share Consideration and Valuation

The purchase consideration payable to the Vendor in connection with the Acquisition (the "**Share Consideration**") representing the cash outlay, is estimated to be S\$65.1 million (RMB 337.7 million) payable to the Vendor in connection with the Acquisition and is subject to post-completion adjustments, but provided always that the final amount payable shall not in any case exceed S\$65.1 million (RMB 337.7 million).

The Trustee-Manager and the Vendor have agreed that the Vendor shall indemnify the Trustee-Manager for any decrease in the adjusted net asset value of the Singapore Holdco and its subsidiaries as reflected in the completion balance sheet compared to the agreed value of S\$65.1 million (RMB 337.7 million).

The Trustee-Manager has commissioned two independent property valuers, D&P and JLL (collectively, the "**Independent Valuers**"), to value the Properties. In arriving at the open market value of the Property, both D&P and JLL relied on the discounted cash flow method, the term and reversion approach and/or the income capitalisation method.

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

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

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

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

(RMB73.0 million) and a discount of approximately 26.5% to JLL's valuation of S\$14.6 million (RMB75.6 million).

2.3. Certain Principal Terms and Conditions of the Sale and Purchase Agreement

The Trustee-Manager, on behalf of Dasin Retail Trust, has entered into the Sale and Purchase Agreement with the Vendor and the Sponsor dated 13 November 2019.

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

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

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

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

2.4. Property Managers and Commercial Managers in respect of the Properties

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

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

As the Property Managers and the Commercial Managers are associates of Mr. Zhang Zhencheng and are therefore "interested persons" of Dasin Retail Trust, the total fees and expenses payable to the Property Managers under the Property Management Agreements and to the Commercial Managers under the Commercial Management Agreements will be included in the aggregated value of total interested person transactions pursuant to Rules 905 and 906 of the Listing Manual.

The aggregate fees payable and expenses to be reimbursed to the Property Managers and the Commercial Managers under the Property Management Agreements and Commercial Management Agreements, respectively, are estimated to be S\$6.3 million, which is approximately 0.8% of the audited net tangible assets ("**NTA**") of Dasin Retail Trust as at 31 December 2018.

2.5. Estimated Total Acquisition Cost

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

- (i) the Share Consideration (representing the cash outlay) estimated to be S\$65.1 million payable to the Vendor in connection with the Acquisition and is subject to post-completion adjustments, but provided always that the final amount payable for the acquisition of the Sale Share shall not in any case exceed S\$65.1 million;
- (ii) the repayment of existing indebtedness of S\$247.8 million;
- (iii) an acquisition fee of approximately S\$2.4 million (the "**Acquisition Fee**") payable in Units to the Trustee-Manager (the "**Acquisition Fee Units**"); and
- (iv) the estimated professional and other fees and expenses incurred or to be incurred by Dasin Retail Trust in connection with the Acquisition of approximately S\$17.7 million.

2.6. Proposed Method of Financing the Acquisition

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

2.7. Payment of Acquisition Fee in Units

Pursuant to the deed of trust dated 15 January 2016 constituting Dasin Retail Trust (as amended) (the "**Trust Deed**"), the Trustee-Manager has, at its discretion, elected to receive its Acquisition Fee in the form of Acquisition Fee Units. In accordance with the Trust Deed, the Acquisition Fee Units will be issued at the same issue price as the New Units issued under the Private Placement. Based on the illustrative issue price of S\$0.82 per Unit (the "**Illustrative Issue Price**"), the number of Acquisition Fee Units issued will be approximately 3.0 million.

2.8. The Private Placement

The Trustee-Manager proposes to issue up to 120.0 million New Units (representing approximately 18.6% of the number of Units in issue as at the date of this Announcement). Based on the Illustrative Issue Price of S\$0.82 per New Unit, the Private Placement is expected to raise gross proceeds of approximately S\$98.4 million. The Trustee-Manager intends to use the entire gross proceeds of the Private Placement to partially finance the Acquisition.

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

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

the SGX-ST for the listing and quotation of the New Units and announce details of the Private Placement (including receipt of the approval in-principle of the SGX-ST for the listing and quotation of the New Units) on SGXNET at the appropriate time. If the approval in-principle of the SGX-ST is obtained, such approval is not to be taken as an indication of the merits of the Private Placement, the New Units, the Acquisition, the Trustee-Manager and/or Dasin Retail Trust and/or its subsidiaries.

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

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

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

2.9. The Aqua Wealth Placement

New Units may be placed to Aqua Wealth Holdings Limited ("**Aqua Wealth**") as part of the Private Placement (the "**Aqua Wealth Placement**"). To demonstrate its commitment to Dasin Retail Trust and to align its interest with other Unitholders, Aqua Wealth may subscribe for up to 44.0 million New Units under the Private Placement.

3. RATIONALE FOR AND KEY BENEFITS OF THE PROPOSED TRANSACTION

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

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

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

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

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

3.2. Strategic acquisition of strong-performing assets

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

The competitive strengths of the Property include the following:

3.2.1. Strategic location with good accessibility

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

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

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

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

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

3.2.3. Strong operational performance and tenant mix

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

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

3.3. Enlarged portfolio providing greater income resilience

The Acquisition is expected to benefit Dasin Retail Trust in terms of further diversification in

income streams and reduced asset concentration risk. Following the Acquisition, no single property is expected to contribute to more than 24% of Dasin Retail Trust's consolidated revenue for FY2018 on a pro forma basis, compared to 37% before the Acquisition.

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

The Acquisition will improve the overall occupancy rate of Dasin Retail Trust's portfolio. Following the Acquisition, the pro forma occupancy rate (by NLA) for the Existing Portfolio together with the Properties (the "**Enlarged Portfolio**") will be 98.3% as at 30 September 2019, compared to 97.6% as at 30 September 2019 for the Existing Portfolio.

In addition, the Acquisition will improve the lease expiry profile of Dasin Retail Trust's portfolio. Following the Acquisition, the WALE will increase from 4.02 years to 4.54 years (by gross rental income for the month of September 2019) and from 6.15 years to 7.75 years (by NLA as at September 2019). The Acquisition will also extend the weighted average unexpired land lease term of Dasin Retail Trust's portfolio (by NLA as at 30 September 2019) by 1.7 years from 26.6 years for the Existing Portfolio to 28.2 years for the Enlarged Portfolio.

3.5. Attractive value proposition

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

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

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

3.6. Positive impact on the Enlarged Portfolio

Following the Proposed Transaction, Dasin Retail Trust's pro forma distribution per Unit ("**DPU**") (with distribution waiver) for FY2018 for the Enlarged Portfolio is expected to increase from 7.2 cents to 7.3 cents, while Dasin Retail Trust's pro forma DPU (without distribution waiver) will increase from 3.8 cents to 4.8 cents.

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

3.7. Increase in market capitalisation and free float

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

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

4. REQUIREMENT FOR UNITHOLDERS' APPROVAL

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

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

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

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

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

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

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

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

Comparison of	Properties	Dasin Retail Trust	Relative figure (%)
NPI (S\$ million) ⁽¹⁾	17.0 ⁽²⁾	57.6 ⁽³⁾	29.5
Share Consideration against market capitalisation (S\$ million)	65.1	540.7 ⁽⁴⁾	12.0

Notes:

- (1) In the case of a business trust, the net property income is a close proxy to the net profits attributable to its assets.
- (2) Derived by annualising the NPI of the Properties from 1 January 2019 to 31 August 2019 and assuming that the Property Management Agreements and Commercial Management Agreements were in place from 1 January 2019.
- (3) Based on the annualised unaudited financial statements of Dasin Retail Trust for 3Q2019.
- (4) Based on the closing price of S\$0.84 per Unit on the SGX-ST as at 8 November 2019, being the trading day immediately prior to the entry into of the Sale and Purchase Agreement.

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

4.2. Interested Person Transactions

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

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

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

In aggregate, as at the date of this Announcement, the Vendor is deemed interested in 384,471,157 Units, representing approximately 59.7% of the total number of Units in issue. Therefore, the Vendor is regarded as a "controlling unitholder" of Dasin Retail Trust under the Listing Manual.

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

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

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

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

- (a) the Shunde Singapore Holding Companies will pay approximately S\$11.1 million (RMB 57.7 million) to Dasin Management and Investment and Dasin Merchant Investment as consideration for the Shunde PRC Acquisition; and

- (b) the Tanbei Singapore Holding Company will pay approximately S\$9.2 million (RMB 48.0 million) to Dasin Management and Investment as consideration for the Tanbei PRC Acquisition.

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

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

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

A circular (the "**Circular**") is expected to be issued to Unitholders in due course, together with a notice of extraordinary general meeting of Unitholders, for the purpose of seeking the approval of Unitholders for the Acquisition, the Private Placement and the Aqua Wealth Placement.

4.3. Specific Approval from Unitholders for the Aqua Wealth Placement

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

4.4. Interested Person Lease

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

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

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

aggregated value of total interested person transactions pursuant to Rules 905 and 906 of the Listing Manual.

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

4.5. Existing Interested Person Transactions

As at the date of this Announcement, the value of all Existing Interested Person Transactions (save for the Tanbei Dasin Food Services Lease Agreement, the Tanbei Dasin Xin He Lease Agreement, the Property Management Agreements, and the Commercial Management Agreements) entered into between Dasin Retail Trust and the Vendor, the Sponsor, Aqua Wealth and their associates during the course of the current financial year ending 31 December 2019 up to the date of this Announcement is approximately S\$20.4 million, which is approximately 2.6% of the audited NTA of Dasin Retail Trust as of 31 December 2018 and are the subject of aggregation pursuant to Rule 906 of the Listing Manual.

5. THE FINANCIAL EFFECTS OF THE PROPOSED TRANSACTION

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

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

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

5.1. Pro Forma DPU

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

	2018 Portfolio	Existing Portfolio ⁽¹⁾	2018 Portfolio and the Properties ⁽⁵⁾	Existing Portfolio and the Properties
NPI (S\$'000)	57,323	72,858 ⁽²⁾	74,290 ⁽⁶⁾	89,824
Distributable income	21,216	27,521 ⁽²⁾	30,296 ⁽⁶⁾	36,601

attributable to Unitholders (S\$'000)				
Units issued and issuable at the end of the year ('000)	558,906	645,097 ⁽³⁾	680,419 ⁽⁷⁾	766,610
Units entitled to distribution under distribution waiver ('000)	295,095	381,286	416,608	502,799
DPU (cents), with distribution waiver ⁽⁴⁾	7.22	7.22	7.27	7.28
DPU (cents), without distribution waiver	3.81	4.27	4.45	4.77
DPU accretion, with distribution waiver (%)	-	-	0.7	0.8
DPU accretion, without distribution waiver (%)	-	12.1	16.8	25.2

Notes:

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

(2) Assuming that (a) the Doumen Property had commenced operations in January 2018; (b) all tenancy agreements as at 30 September 2019 were in place since 1 January 2018; (c) turnover rental income for FY2018 is based on the actual turnover rent for the first 9 months ended 30 September 2019 and extrapolated for the remaining 3 months; (d) other income is based on the annualised actual financial performance for the first 9 months ended 30 September 2019 and other adjustments; (e) the Doumen Property had achieved an operating cost structure similar to the stabilised operating cost structure of the 2018 Portfolio, with operating expenses (excluding property related tax) representing approximately 14.0% of the rental revenue of the Doumen Property; (f) the trustee fee and management base fee were payable since 1 January 2018; and (g) interest at 4.96% per annum is payable on the S\$210.0 million loan set out in footnote (1) above.

(3) The total number of units in issue as at 31 December 2018 includes (a) approximately 2.4 million acquisition fee units, which are assumed to have been issued at the illustrative issue price of S\$0.836 per unit; (b) approximately 1.5 million new units issued as payment to the Trustee- Manager as payment of the base management fee, which are assumed to have been issued at an illustrative issue price of S\$0.85342 (for illustrative purposes only and based on the 10-day VWAP up to 31 December 2018); and (c) approximately 82.4 million new units issued pursuant to a private placement, which are assumed to have been issued at the illustrative issue price of S\$0.836 per unit.

(4) DPU is derived after taking into consideration 263,811,038 units as at 31 December 2018 held by Aqua Wealth and Bounty Way that are subject to a distribution waiver.

(5) Assuming that Dasin Retail Trust draws down bank borrowings of S\$225.5 million in connection with the Acquisition, primarily to discharge approximately S\$247.8 million of the total net liabilities of Shunde Holdco and Tanbei Holdco as at 31 December 2018.

(6) Assuming that (a) the Shunde Property and Tanbei Property had commenced operations in January 2018; (b) all tenancy agreements as at 30 September 2019 were in place since 1 January 2018; (c) turnover rental income for FY2018 is based on the

actual turnover rent for first 8 months extrapolated to 12 months; (d) other income is based on the actual financial performance for first 8 months and 4 months estimates with certain adjustments; (e) the Shunde Property and Tanbei Property had operating expenses (excluding property related tax) representing approximately 8.0% of the rental revenue of the Shunde Property and Tanbei Property; (f) the trustee fee and management base fee were payable since 1 January 2018; and (g) interest at 4.60% per annum is payable on the S\$225.5 million loan set out in footnote (5) above.

(7) The total number of units in issue as at 31 December 2018 includes (a) approximately 3.0 million Acquisition Fee Units, which are assumed to have been issued at the Illustrative Issue Price of S\$0.82 per Unit; (b) approximately 1.6 million Units issued as payment to the Trustee- Manager as payment of the base management fee, which are assumed to have been issued at illustrative issue price of S\$0.8534 – S\$0.8752 (for illustrative purposes only and based on the 10-day VWAP up to 31 March/30 June/30 September/31 December 2018); and (c) approximately 117.0 million New Units issued pursuant to the Private Placement, which are assumed to have been issued at the Illustrative Issue Price of S\$0.82 per New Unit.

5.2. Pro Forma NAV

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Proposed Transaction on the NAV per Unit as at 31 December 2018, as if the Proposed Transaction was completed on 31 December 2018, are as follows.⁽¹⁾

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

Notes:

(1) Assuming that Dasin Retail Trust draws down bank borrowings of S\$210.0 million in connection with the acquisition of the Doumen Property, primarily to discharge approximately S\$201.2 million of the total net liabilities of Doumen Holdco and its subsidiaries of S\$255.8 million as at 31 December 2018 and that the acquisition fee of approximately S\$2.4 million is paid in units.

(2) The total number of units in issue as at 31 December 2018 includes (a) approximately 2.4 million acquisition fee units, which are assumed to have been issued at the illustrative issue price of S\$0.836 per unit; and (b) approximately 82.4 million new units issued pursuant to a private placement, which are assumed to have been issued at the illustrative issue price of S\$0.836 per new unit.

(3) Assuming that Dasin Retail Trust draws down bank borrowings of S\$225.5 million in connection with the Acquisition, primarily to discharge approximately S\$247.8 million of the total net liabilities of Shunde Holdco and Tanbei Singapore Holding Company and its subsidiaries and that the Acquisition Fee of approximately S\$2.4 million is paid in Units.

(4) The total number of Units in issue as at 31 December 2018 includes (a) approximately 3.0 million Acquisition Fee Units, which are assumed to have been issued at the Illustrative Issue Price of S\$0.82 per Unit; and (b) approximately 117.0 million New Units issued pursuant to the Private Placement, which are assumed to have been issued at the Illustrative Issue Price of S\$0.82 per New Unit.

5.3. Aggregate Leverage

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

	2018 Portfolio	Existing Portfolio	2018 Portfolio and the Properties	Existing Portfolio and the Properties
Aggregate	32.3%	35.2%	34.7%	36.5%

Leverage (Pro forma as at 31 December 2018)				
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6. INTERESTS OF DIRECTORS AND SUBSTANTIAL UNITHOLDERS

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

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

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

Name of Substantial Unitholder	Direct Interest		Deemed Interest		Total No. of Units held	%
	No. of Units held	%	No. of Units held	%		
Mr. Zhang Zhencheng ⁽¹⁾	-	-	384,471,157	59.7	384,471,157	59.7
Aqua Wealth	348,719,572	54.2	-	-	348,719,572	54.2
DBS Trustee Limited ⁽²⁾	-	-	348,719,572	54.2	348,719,572	54.2
Mr. Zhang Chon Ming ⁽³⁾	-	-	348,719,572	54.2	348,719,572	54.2
Mr. Zhang Gui Ming ⁽⁴⁾	-	-	348,719,572	54.2	348,719,572	54.2
Mr. Zhang Kunming ⁽⁵⁾	-	-	348,719,572	54.2	348,719,572	54.2
Mr. Zhang Shenming ⁽⁶⁾	-	-	348,719,572	54.2	348,719,572	54.2
Ms. Liang Jinying ⁽⁷⁾	-	-	348,719,572	54.2	348,719,572	54.2

Name of Substantial Unitholder	Direct Interest		Deemed Interest		Total No. of Units held	%
	No. of Units held	%	No. of Units held	%		
Bounty Way	28,208,759	4.4	-	-	28,208,759	4.4
China Orient Asset Management (International) Holding Limited	52,100,000	8.1	-	-	52,100,000	8.1
Wise Leader Assets Ltd ⁽⁸⁾	-	-	52,100,000	8.1	52,100,000	8.1
Dong Yin Development (Holdings) Limited ⁽⁹⁾	-	-	52,100,000	8.1	52,100,000	8.1
China Orient Asset Management Co., Ltd. ⁽⁹⁾	-	-	52,100,000	8.1	52,100,000	8.1
Glory Glass Ventures Limited	49,700,900	7.7	-	-	49,700,900	7.7
Oceangroup International Investment Limited ⁽¹⁰⁾	-	-	49,700,900	7.7	49,700,900	7.7
Sino-Ocean Capital Holding Limited ⁽¹¹⁾	-	-	49,700,900	7.7	49,700,900	7.7
Fortune Joy Ventures Limited ⁽¹²⁾	-	-	49,700,900	7.7	49,700,900	7.7
Heroic Peace Limited ⁽¹³⁾	-	-	49,700,900	7.7	49,700,900	7.7
Sino-Ocean Land (Hong Kong) Limited ⁽¹⁴⁾	-	-	49,700,900	7.7	49,700,900	7.7
Faith Ocean International Limited ⁽¹⁵⁾	-	-	49,700,900	7.7	49,700,900	7.7
Shine Wind Development Limited ⁽¹⁶⁾	-	-	49,700,900	7.7	49,700,900	7.7

Name of Substantial Unitholder	Direct Interest		Deemed Interest		Total No. of Units held	%
	No. of Units held	%	No. of Units held	%		
Sino-Ocean Group Holding Limited ⁽¹⁷⁾	-	-	49,700,900	7.7	49,700,900	7.7
Oriental Model Limited ⁽¹⁸⁾	-	-	49,700,900	7.7	49,700,900	7.7
Joyful Clever Limited ⁽¹⁹⁾	-	-	49,700,900	7.7	49,700,900	7.7
New Harvest Investment Limited ⁽²⁰⁾	-	-	49,700,900	7.7	49,700,900	7.7
Beijing Dehui Tou Zi Guan Li You Xian Gong Si (北京德暉投資管理有限公司) ⁽²¹⁾	-	-	49,700,900	7.7	49,700,900	7.7
Yuan Yang Tou Zi You Xian Gong Si (遠颺投資有限公司) ⁽²²⁾	-	-	49,700,900	7.7	49,700,900	7.7
Yuan Yang Zi Ben You Xian Gong Si (遠洋資本有限公司) ⁽²³⁾	-	-	49,700,900	7.7	49,700,900	7.7
Ning Bo Mei Shan Bao Shui Gang Qu Ao Shen Yi Yang Tou Zi You Xian Gong Si (寧波梅山保稅港區奧莘億洋投資有限公司) ⁽²⁴⁾	-	-	49,700,900	7.7	49,700,900	7.7

Name of Substantial Unitholder	Direct Interest		Deemed Interest		Total No. of Units held	%
	No. of Units held	%	No. of Units held	%		
Ning Bo Mei Shan Bao Shui Gang Qu Sheng De Ming Wang Tou Zi You Xian Gong Si (寧波梅山保稅 港區盛德明旺 投資有限公司) ⁽²⁵⁾	-	-	49,700,900	7.7	49,700,900	7.7
Team Bloom Investment Limited ⁽²⁶⁾	-	-	49,700,900	7.7	49,700,900	7.7
Oceanland Global Investment Limited ⁽²⁷⁾	-	-	49,700,900	7.7	49,700,900	7.7

Notes:

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

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

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

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

- (8) Mr. Zhang Zhencheng holds 100.0% of the interests in Bounty Way. Therefore, Mr. Zhang Zhencheng is deemed to be interested in the Units held by Bounty Way.
- (9) China Orient Asset Management Co., Ltd. ("**COAMC**") is a company incorporated in the PRC and is one of the state-owned asset management companies in the PRC. COAMC is the holding company of Dong Yin Development (Holdings) Limited ("**Dong Yin**"), a company incorporated in Hong Kong. Dong Yin is the indirect holding company of China Orient Asset Management (International) Holding Limited ("**COAMI**"), a company incorporated in Hong Kong, through its direct 50.0% shareholding and indirectly through its wholly-owned subsidiary Wise Leader Assets Ltd ("**Wise Leader**"), a company incorporated in the BVI. Each of COAMC, Dong Yin and Wise Leader are deemed to be interested in the Units held by COAMI.
- (10) Oceangroup International Investment Limited holds 100% of the shareholding in Team Bloom Investment Limited and is therefore deemed to be interested in the 49,700,900 units in Dasin (the "**Relevant Units**") held by Glory Glass Ventures Limited ("**Glory Glass**").
- (11) Sino-Ocean Capital Holding Limited holds 100% of the shareholding in Oceangroup International Investment Limited and 100% of the shareholding in Oriental Model Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (12) Fortune Joy Ventures Limited holds 100% of the shareholding in Sino-Ocean Capital Holding Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (13) Heroic Peace Limited holds approximately 49.00% of the shareholding in Fortune Joy Ventures Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (14) Sino-Ocean Land (Hong Kong) Limited holds 100% of the shareholding in Heroic Peace Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (15) Faith Ocean International Limited holds 100% of the shareholding in Sino-Ocean Land (Hong Kong) Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (16) Shine Wind Development Limited holds 100% of the shareholding in Faith Ocean International Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (17) Sino-Ocean Group Holding Limited holds 100% of the shareholding in Shine Wind Development Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (18) Oriental Model Limited holds approximately 70.00% of the shareholding in Oceanland Global Investment Limited is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (19) Joyful Clever Limited holds approximately 30.00% of the shareholding in Oceanland Global Investment Limited is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (20) New Harvest Investment Limited holds 100% of the shareholding in Joyful Clever Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (21) 北京德暉投資管理有限公司 holds 100% of the shareholding in New Harvest Investment Limited and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (22) 遠颺投資有限公司 holds 100% of the shareholding in 北京德暉投資管理有限公司 and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (23) 遠洋資本有限公司 holds 100% of the shareholding in 遠颺投資有限公司 and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (24) 寧波梅山保稅港區奧莘德洋投資有限公司 holds 100% of the shareholding in 遠洋資本有限公司 and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (25) 寧波梅山保稅港區盛德明旺投資有限公司 holds 100% of the shareholding in 寧波梅山保稅港區奧莘德洋投資有限公司 and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (26) Team Bloom Investment Limited holds 100% of the shareholding in 寧波梅山保稅港區盛德明旺投資有限公司 and is therefore deemed to be interested in the Relevant Units held by Glory Glass.
- (27) Oceanland Global Investment Limited holds 100% of the shareholding in Glory Glass and is therefore deemed to be interested in the Relevant Units held by Glory Glass.

7. DIRECTORS' SERVICE CONTRACTS

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

8. OPINION OF THE INDEPENDENT FINANCIAL ADVISER AND STATEMENT OF THE INDEPENDENT DIRECTORS AND THE AUDIT AND RISK COMMITTEE

The Trustee-Manager has appointed Ernst & Young Corporate Finance Pte. Ltd. (the "**IFA**") to advise the independent directors of the Trustee-Manager (the "**Independent Directors**") in relation to the Acquisition and the Aqua Wealth Placement. A copy of the letter from the IFA to the Independent Directors (the "**IFA Letter**"), containing its advice in full, will be set out in the Circular. Unitholders are advised to read the IFA Letter in its entirety carefully.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection³ during normal business hours at the registered office of the Trustee-Manager at 8 Marina Boulevard, #14-02 Marina Bay Financial Centre Tower 1, Singapore 018981 from the date of this announcement up to and including the date falling three months after the date of this announcement:

- (i) the Sale and Purchase Agreement;
- (ii) the independent valuation report issued by D&P in respect of the Properties;
- (iii) the independent valuation report issued by JLL in respect of the Properties; and
- (iv) the FY2018 Financial Statements.

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

10. FURTHER DETAILS

Further details of the Proposed Transaction will be contained in the Circular which will be issued by the Trustee-Manager in due course, together with a notice of extraordinary general meeting for the purpose of seeking Unitholders' approval for the Proposed Transaction. Unitholders are advised to refer to the Circular for any updates to the information contained in this announcement.

By Order of the Board

Dasin Retail Trust Management Pte. Ltd.

(Company Registration No. 201531845N)

(in its capacity as trustee-manager of Dasin Retail Trust)

13 November 2019

³ Prior appointment with the Trustee-Manager will be appreciated.

IMPORTANCE NOTICE

This Announcement 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 and the continued availability of financing in the amounts and the terms necessary to support future business.

Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Trustee-Manager's current view on future events.

This Announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units. The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Trustee-Manager, or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the Trustee-Manager to redeem their Units while the Units are listed. It is intended that Unitholders of Dasin Retail Trust may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of Dasin Retail Trust is not necessarily indicative of the future performance of Dasin Retail Trust.

The information in this Announcement must not be published outside the Republic of Singapore and in particular, but without limitation, must not be published in any United States edition of any publication.