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RREEF China Commercial Trust **睿富中國商業房地產投資信託基金**

(a Hong Kong collective investment scheme authorised under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong))
(Stock Code: 625)

Managed by
RREEF China REIT Management Limited

RESULTS OF BOARD MEETINGS **AND** **INTERIM DISTRIBUTION BY RREEF CCT TO UNITHOLDERS**

Following discussions at the meeting of the Board held on Tuesday, 17 April 2012, and consultation with the Trustee and the SFC, and in light of the amount required to be provisioned for settlement of all relevant costs, fees and expenses in relation to the Claim and the Proposed Liquidation, the Proposed Deauthorisation and the Proposed Delisting, the Manager shall not at this stage proceed with the final distribution by RREEF CCT to the Unitholders, the Proposed Liquidation, the Proposed Delisting and the Proposed Deauthorisation. Instead, the Manager and the Trustee have reached agreement to take steps to proceed with an interim distribution of the majority of the net assets of RREEF CCT to the Unitholders. The Proposed Delisting and the Proposed Deauthorisation will now occur as soon as practicable after the Claim has been finally adjudicated by the Court (or otherwise withdrawn or determined) and after all of the assets of RREEF CCT at that time (if any) have been distributed to Unitholders pursuant to the Proposed Liquidation.

Accordingly, at the meeting of the Board held on Friday, 27 April 2012, the Board has resolved to, among other matters, approve that it would not for the time being take steps to proceed with the final distribution by RREEF CCT to the Unitholders, the Proposed Liquidation, the Proposed Deauthorisation and the Proposed Delisting.

Separately, at the meeting of the Board held on Friday, 27 April 2012, the Board has considered the 10 February 2012 Accounts. 10 February 2012 was the date on which the Manager announced that it will take steps to effect the proposed final distribution of RREEF CCT. The Manager has since taken all relevant steps to prepare the accounts for the purpose of the proposed final distribution of RREEF CCT using 10 February 2012 as the reference date. Accordingly, the Board considered that 10 February 2012 is the most practical and cost-efficient reference date for the purpose of determining the Interim Distribution amount, and the Manager and the Trustee agree that 10 February 2012 will be used as the reference date for determining the Interim Distribution amount.

The Board notes that, as stated in the 10 February 2012 Accounts:

1. the cash balance of RREEF CCT as of 10 February 2012 was HK\$205.8 million; and
2. the amount representing the existing or provisional liabilities, payables and accruals of RREEF CCT as of 10 February 2012 was HK\$64.2 million, comprising the following items:
 - (a) the provision amount as of 10 February 2012 for all relevant costs, fees and expenses which may be incurred by the Manager and/or the Trustee in relation to the Claim and the Proposed Liquidation, the Proposed Deauthorisation and the Proposed Delisting, being HK\$32.7 million;
 - (b) the provision amount as of 10 February 2012 for all relevant costs, fees and expenses which may be incurred by the Manager for managing RREEF CCT until completion of the Proposed Liquidation, the Proposed Delisting and the Proposed Deauthorisation in accordance with applicable regulatory requirements, being HK\$13.4 million. Such provision amount is determined based on the Manager's assessment of estimated operational costs, fees and expenses to be incurred by RREEF CCT until completion of the Proposed Liquidation, the Proposed Delisting and the Proposed Deauthorisation, taking into account advice from its legal advisor regarding the possible timeframe of the Claim. The quantum of such provision amount, being HK\$13.4 million, is determined by the Manager based on the actual quotations provided by various professional parties regarding their fees and expenses as well as pursuant to the Manager's internal estimation of the costs and expenses which will be incurred during such period. The Trustee has no objections to the amount of the provision;
 - (c) the amount representing other payables and accruals of RREEF CCT as of 10 February 2012, being HK\$7.2 million; and

(d) an amount potentially due to Mr Tin Lik as vendor of the Property being HK\$10.9 million subject to further losses that he has or may cause RREEF CCT to incur.

On this basis, the Board has resolved to, among other matters, approve the following matters:

1. that an aggregate amount of HK\$141.6 million (being HK\$0.305 per Unit), being the cash balance of RREEF CCT as of 10 February 2012 minus the amount representing the existing or provisional liabilities, payables and accruals of RREEF CCT as of 10 February 2012 (the “**Interim Distribution**”) shall be paid in cash by RREEF CCT in the form of an interim distribution to the Unitholders;
2. that an aggregate amount of HK\$64.2 million (being HK\$0.138 per unit) (the “**Provision Amount**”) shall remain to be held by the Trustee as assets of RREEF CCT; and
3. that the listing and authorisation status of RREEF CCT shall be maintained in accordance with applicable regulatory requirements until the Claim has been finally adjudicated by the Court (or otherwise withdrawn or determined) and all of the assets of RREEF CCT at that time (if any) have been distributed to Unitholders pursuant to the Proposed Liquidation. With a view to minimising the incurring of further costs, fees and expenses for the management of the Provision Amount following the making of the Interim Distribution in the context of the maintenance of the listing and authorisation status of RREEF CCT, the Manager will further consult with the Trustee and the SFC as to the compliance aspects of the Trust Deed and the requirements set out in the REIT Code. With effect from 1 July 2012, the Trustee has agreed to a reduction in its fees. Further announcement(s) will be made in relation thereto as and when appropriate in accordance with applicable regulatory requirements.

The Board intends to post all cheques representing the Interim Distribution amounts to the relevant Unitholders by ordinary post on or before 12 May 2012.

Subject to withdrawals for settlement of costs and expenses as they arise from time to time, the Trustee will hold the Provision Amount on trust for the Unitholders pursuant to the Trust Deed until the Claim has been finally adjudicated by the Court (or otherwise withdrawn or determined). As soon as practicable after the Claim has been finally adjudicated by the Court (or otherwise withdrawn or determined), and after all costs, fees, expenses and other payables and accruals of RREEF CCT (including costs and expenses of the Manager and the Trustee) have

been paid, pursuant to the Proposed Liquidation the balance of the Provision Amount (if any) shall be distributed to Unitholders on a pro-rata basis in proportion to the Units they hold, in each case, as of the date of the final liquidation of RREEF CCT. In the event there is a shortfall in the Provision Amount and there are additional costs, fees and expenses incurred in the name of either the Manager, the Trustee or RREEF CCT which are not covered by the Provision Amount, they will be borne by the Manager and/or the Trustee in such proportions as agreed between themselves. Accordingly, in such event, there will be no claims against Unitholders in respect of any such liabilities.

The Manager considers that the Provision Amount is adequate, fair and reasonable for its purposes and is not excessive. The Manager further considers that the Claim is wholly without merit and will continue to be vigorously defended by Deutsche Bank AG, the Manager and the Trustee.

The Manager will update Unitholders by further announcement as soon as reasonably practicable as to the details of any proposed next steps and the timetable in relation to the Proposed Liquidation, the Proposed Delisting and the Proposed Deauthorisation in accordance with applicable regulatory requirements.

Separately, the Manager notes that as of the date of this announcement there is no court hearing scheduled in respect of the Claim yet, and the Manager will update Unitholders by further announcement in relation to any material progress of the Claim in accordance with applicable regulatory requirements.

Reference is made to (i) the announcement of RREEF CCT dated 11 February 2010 relating to the Proposals; (ii) the announcement of RREEF CCT dated 11 February 2010 pursuant to which clarification was made in respect of typographical errors in the aforementioned announcement; (iii) the announcement of RREEF CCT dated 4 March 2010 relating to the extension of the latest time to despatch the circular in respect of the Proposals; (iv) the circular (the “**Circular**”) of RREEF CCT dated 5 March 2010 containing, inter alia, details of the Proposals and the Proposed Interim Distribution; (v) the announcement of RREEF CCT dated 31 March 2010 relating to the results of voting at the Extraordinary General Meeting; (vi) the announcement of RREEF CCT dated 31 March 2010 pursuant to which the Unitholders were notified that all Conditions to the Proposed Disposal have been satisfied and were notified of the date of Board meeting to be convened to approve the per Unit payment pursuant to the Proposed Interim Distribution and the closure of register of Unitholders for the purpose of determining the Unitholders’ entitlement to receive the Proposed Interim Distribution; (vii) the announcement of RREEF CCT dated 12 April 2010 pursuant to which the Unitholders were notified that the completion of the Proposed Disposal has taken place on 12 April 2010; (viii) the announcement of RREEF CCT dated 15 April

2010 pursuant to which the Board has approved the per Unit payment of HK\$4.10 pursuant to the Proposed Interim Distribution in cash to the Unitholders whose names appear on the register of Unitholders on 23 April 2010; (ix) the announcement of RREEF CCT dated 11 May 2010 regarding the despatch of Proposed Interim Distribution cheques to the Unitholders and the Proposed Termination of RREEF CCT; (x) the 2010 interim report of RREEF CCT (the “**2010 Interim Report**”); (xi) the announcement of RREEF CCT dated 10 November 2010 regarding the delay in the timetable for the Proposed Liquidation, the Proposed Delisting and the proposed deauthorisation of RREEF CCT in accordance with applicable regulatory requirements (the “**Proposed Deauthorisation**”); (xii) the announcement of RREEF CCT dated 16 November 2010 regarding the post-completion adjustment to the transaction price paid by the Buyer and payment of the Final Escrow Balance Amount (as defined therein); (xiii) the announcement of RREEF CCT dated 31 January 2011 regarding the outcome of the notice filed by the Trustee pursuant to section 29 of the Trustee Ordinance; (xiv) the announcement of RREEF CCT dated 24 February 2011 regarding the delay regarding the Proposed Liquidation, the Proposed Delisting and the Proposed Deauthorisation of RREEF CCT and the filing by the Trustee of proceedings in the High Court of the Hong Kong Special Administrative Region on 18 February 2011 (the “**Court Application**”); (xv) the announcement of RREEF CCT dated 4 July 2011 regarding the outcome of the Court Application pursuant to the judgment dated 30 June 2011 (the “**30 June 2011 Judgment**”); (xvi) the announcement of RREEF CCT dated 7 July 2011 regarding the writ of summons issued by Mr Tin Lik in the High Court of the Hong Kong Special Administrative Region as plaintiff against Deutsche Bank AG as first defendant, the Manager as second defendant and the Trustee as third defendant (the “**Claim**”); (xvii) the announcement of RREEF CCT dated 14 July 2011 regarding the appeal lodged by Mr Tin Lik against the 30 June 2011 Judgment at the High Court of the Hong Kong Special Administrative Region (the “**Appeal**”); (xviii) the announcement of RREEF CCT dated 1 August 2011 regarding the date of hearing for the Appeal; (xix) the announcement of RREEF CCT dated 23 December 2011 regarding the outcome of the Appeal; (xx) the announcement of RREEF CCT dated 10 February 2012 regarding the lapse of the appeal period of the Appeal and the commencement of the final distribution, Proposed Liquidation, Proposed Delisting and Proposed Deauthorisation (the “**10 February 2012 Announcement**”); and (xxi) the announcement of RREEF CCT dated 2 April 2012 in relation to the proposed date of the Board meeting held on 17 April 2012. Capitalized terms used in this announcement shall have the same meaning as defined in the Circular and the 10 February 2012 Announcement unless otherwise defined herein.

Meetings of the Board on 17 April 2012 and 27 April 2012 and Approval of Interim Distribution

Following discussions at the meeting of the Board held on Tuesday, 17 April 2012, and consultation with the Trustee and the SFC, and in light of the amount required to be provisioned for settlement of all relevant costs, fees and expenses in relation to the Claim and the Proposed Liquidation, the Proposed Deauthorisation and the Proposed Delisting, the Manager shall not at this stage proceed with the final distribution by RREEF CCT to the Unitholders, the Proposed Liquidation, the Proposed Delisting and the Proposed Deauthorisation. Instead, the Manager and the Trustee have reached agreement to take steps to proceed with an interim distribution of the majority of the net assets of RREEF CCT to the Unitholders. The Proposed Delisting and the Proposed Deauthorisation will now occur as soon as practicable after the Claim has been finally adjudicated by the Court (or otherwise withdrawn or determined) and after all of the assets of RREEF CCT at that time (if any) have been distributed to Unitholders pursuant to the Proposed Liquidation.

Accordingly, at the meeting of the Board held on Friday, 27 April 2012, the Board has resolved to, among other matters, approve that it would not for the time being take steps to proceed with the final distribution by RREEF CCT to the Unitholders, the Proposed Liquidation, the Proposed Deauthorisation and the Proposed Delisting.

Separately, at the meeting of the Board held on Friday, 27 April 2012, the Board considered the management accounts of RREEF CCT as of 10 February 2012 (the “**10 February 2012 Accounts**”). 10 February 2012 was the date on which the Manager announced that it will take steps to effect the proposed final distribution of RREEF CCT. The Manager has since taken all relevant steps to prepare the accounts for the purpose of the proposed final distribution of RREEF CCT using 10 February 2012 as the reference date. Accordingly, the Board considered that 10 February 2012 is the most practical and cost-efficient reference date for the purpose of determining the Interim Distribution (as defined below) amount, and the Manager and the Trustee agree that 10 February 2012 will be used as the reference date for determining the Interim Distribution amount.

The Board notes that, as stated in the 10 February 2012 Accounts:

1. the cash balance of RREEF CCT as of 10 February 2012 was HK\$205.8 million; and

2. the amount representing the existing or provisional liabilities, payables and accruals of RREEF CCT as of 10 February 2012 was HK\$64.2 million, comprising the following items:
 - (a) the provision amount as of 10 February 2012 for all relevant costs, fees and expenses which may be incurred by the Manager and/or the Trustee in relation to the Claim and the Proposed Liquidation, the Proposed Deauthorisation and the Proposed Delisting, being HK\$32.7 million;
 - (b) the provision amount as of 10 February 2012 for all relevant costs, fees and expenses which may be incurred by the Manager for managing RREEF CCT until completion of the Proposed Liquidation, the Proposed Delisting and the Proposed Deauthorisation in accordance with applicable regulatory requirements, being HK\$13.4 million. Such provision amount is determined based on the Manager's assessment of estimated operational costs, fees and expenses to be incurred by RREEF CCT until completion of the Proposed Liquidation, the Proposed Delisting and the Proposed Deauthorisation, taking into account advice from its legal advisor regarding the possible timeframe of the Claim. The quantum of such provision amount, being HK\$13.4 million, is determined by the Manager based on the actual quotations provided by various professional parties regarding their fees and expenses as well as pursuant to the Manager's internal estimation of the costs and expenses which will be incurred during such period. The Trustee has no objections to the amount of the provision;
 - (c) the amount representing other payables and accruals of RREEF CCT as of 10 February 2012, being HK\$7.2 million; and
 - (d) an amount potentially due to Mr Tin Lik as vendor of the Property being HK\$10.9 million subject to further losses that he has or may cause RREEF CCT to incur.

On this basis, the Board has resolved to, among other matters, approve the following matters:

1. that an aggregate amount of HK\$141.6 million (being HK\$0.305 per Unit), being the cash balance of RREEF CCT as of 10 February 2012 minus the amount representing the existing or provisional liabilities, payables and accruals of RREEF CCT as of 10 February 2012 (the "**Interim Distribution**") shall be paid in cash by RREEF CCT in the form of an interim distribution to the Unitholders;
2. that an aggregate amount of HK\$64.2 million (being HK\$0.138 per unit) (the "**Provision Amount**") shall remain to be held by the Trustee as provision for all existing or provisional liabilities, payables and accruals of RREEF CCT; and

3. that the listing and authorisation status of RREEF CCT shall be maintained in accordance with applicable regulatory requirements until the Claim has been finally adjudicated by the Court (or otherwise withdrawn or determined) and all of the assets of RREEF CCT at that time (if any) have been distributed to Unitholders pursuant to the Proposed Liquidation. With a view to minimising the incurring of further costs, fees and expenses for the management of the Provision Amount following the making of the Interim Distribution in the context of the maintenance of the listing and authorisation status of RREEF CCT, the Manager will further consult with the Trustee and the SFC as to the compliance aspects of the Trust Deed and the requirements set out in the REIT Code. With effect from 1 July 2012, the Trustee has agreed to a reduction in its fees. Further announcement(s) will be made in relation thereto as and when appropriate in accordance with applicable regulatory requirements.

The Board intends to post all cheques representing the Interim Distribution amounts to the relevant Unitholders by ordinary post on a date falling on or before 12 May 2012 (such date being the “**Interim Distribution Date**”).

Arrangement regarding the balance of the Provision Amount

Subject to withdrawals for settlement of costs and expenses as they arise from time to time, the Trustee will hold the Provision Amount on trust for the Unitholders pursuant to the Trust Deed until the Claim has been finally adjudicated by the Court (or otherwise withdrawn or determined). As soon as practicable after the Claim has been finally adjudicated by the Court (or otherwise withdrawn or determined), and after all costs, fees, expenses and other payables and accruals of RREEF CCT (including costs and expenses of the Manager and the Trustee) have been paid, pursuant to the Proposed Liquidation the balance of the Provision Amount (if any) shall be distributed to Unitholders on a pro-rata basis in proportion to the Units they hold, in each case, as of the date of the final liquidation of RREEF CCT. In the event there is a shortfall in the Provision Amount and there are additional costs, fees and expenses incurred in the name of either the Manager, the Trustee or RREEF CCT which are not covered by the Provision Amount, they will be borne by the Manager and/or the Trustee in such proportions as agreed between themselves. Accordingly, in such event, there will be no claims against Unitholders in respect of any such liabilities.

The Manager considers that the Provision Amount is adequate, fair and reasonable for its purposes and is not excessive. The Manager further considers that the Claim is wholly without merit and will continue to be vigorously defended by Deutsche Bank AG, the Manager and the Trustee.

The Manager will update Unitholders by further announcement as soon as reasonably practicable as to the details of any proposed next steps and the timetable in relation to the Proposed Liquidation, the Proposed Delisting and the Proposed Deauthorisation in accordance with applicable regulatory requirements.

Separately, the Manager notes that as of the date of this announcement there is no court hearing scheduled in respect of the Claim yet, and the Manager will update Unitholders by further announcement in relation to any material progress of the Claim in accordance with applicable regulatory requirements.

By order of the Board of
RREEF China REIT Management Limited
As manager of RREEF China Commercial Trust
Kurt William Roeloffs, Junior
Chairman of the Manager

Hong Kong, 3 May 2012

The directors of the Manager as of the date of this announcement are Mr Kurt William Roeloffs, Junior as Chairman and Non-executive Director, Mr Paul Thomas Keogh and Mr Niel Thassim as Executive Directors, and Mr Mark Henry Ford, Dr Meng Xiaosu and Mr Jack Richard Rodman as Independent Non-executive Directors.