

**NEWCORE GANGNAM CORPORATE RESTRUCTURING
REAL ESTATE INVESTMENT TRUST**

WAIVER AND CONSENT TO HOLDING THE BOARD OF DIRECTORS' MEETING

We, the undersigned, being the Directors and Auditor of Newcore Gangnam Corporate Restructuring Real Estate Investment Trust do, and each of us does, hereby waive any notice required under the applicable provisions of the Articles of Incorporation, and hereby consent to the holding of a meeting of the Board of Directors as set forth below and agree that actions may be taken on matters coming before such meeting as if notice had been duly given.

Date and Time: June 14, 2013 at 12:30 p.m.

Place : Conference Room of 11F, Hyundai Intellex Bldg., 261,
Nonhyun-dong, Gangnam-gu, Seoul, Korea

- Agenda : 1. Approval of the Annual Report for 2013 Fiscal Year
2. Approval of the Financial Statements for 2013 Fiscal Year
3. Convening of the Ordinary General Meeting of Shareholders

Date : June 14, 2013



Kim Chang Hee
Chairman & Representative Director



Goh Richard Chee Heng
Director



Josephine Yip Wen Yuan
Director



Kim So Hee
Auditor

NEWCORE GANGNAM CORPORATE RESTRUCTURING
REAL ESTATE INVESTMENT TRUST

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

The meeting of the Board of Directors of the Company was held as follows:

Date and Time : June 14, 2013 at 12:30 p.m.
Place : Conference Room of 11F, Hyundai Intellex Bldg., 261,
Nonhyun-dong, Gangnam-gu, Seoul, Korea

Total Number of Directors : 3 persons
Number of Directors present : 3 persons
Auditor : Absent

Chairman, Representative Director, Kim Chang Hee took the chair, reported the number of Directors present and opened the session, declaring that the quorum set forth in the Articles of Incorporation was present and that the meeting was lawfully constituted.

Then the following items were submitted, considered and resolved:

Agenda 1. Approval of the Annual Report for 2013 Fiscal Year

The Chairman presented to the Directors the Annual Report for 2013 Fiscal Year for review by the Board, and proposed that the Board approve the Annual Report as presented.

Upon review of the Annual Report and due deliberation by the Directors present, it was resolved by unanimous vote that the Annual Report for 2013 Fiscal Year be approved as presented.

Agenda 2. Approval of the Financial Statements for 2013 Fiscal Year

The Chairman presented to the Directors the Financial Statements for 2013 Fiscal Year for review by the Board and proposed that the Board approve the Financial Statements.

Upon review of the Financial Statements and due deliberation by the Directors present, it was resolved by unanimous vote that the Financial Statements for 2013 Fiscal Year should be approved as presented.

Agenda 3. Convening of the Ordinary General Meeting of Shareholder

The Directors present unanimously agreed to the Chairman's proposal to convene the Ordinary General Meeting of Shareholder to deal with the agenda set forth below as follows:

Date and Time : June 28, 2013 at 12:30 p.m.

Place : Conference Room of 11F, Hyundai Intellex Bldg., 261,
Nonhyun-dong, Gangnam-gu, Seoul, Korea

- Agenda : 1. Annual Report for 2013 Fiscal Year
2. Approval of the Financial Statements for 2013 Fiscal Year
3. Approval of Dividends
4. Approval of Ceiling Amount of Remuneration for Directors
5. Approval of Ceiling Amount of Remuneration for Statutory Auditor

There being no further business to be transacted at this meeting, the Chairman declared the meeting closed at 01:00 p.m.

IN WITNESS WHEREOF, the Chairman and Directors present personally and through a video conference system have executed these minutes and hereunto affixed their signatures.

Date: June 14, 2013

Newcore Gangnam Corporate Restructuring Real Estate Investment Trust



Kim Chang Hee
Chairman & Representative Director



Goh Richard Chee Heng
Director



Josephine Yip Wen Yuan
Director

NEWCORE GANGNAM CORPORATE RESTRUCTURING
REAL ESTATE INVESTMENT TRUST

NOTICE OF CONVENING OF THE ORDINARY GENERAL MEETING OF SHAREHOLDER

We hereby inform you that the Ordinary General Meeting of Shareholder of Newcore Gangnam Corporate Restructuring Real Estate Investment Trust will be convened as set forth below, and you are cordially requested to attend the meeting.

Date and Time : June 28, 2013 at 12:30 p.m.

Place : Conference Room of 11F, Hyundai Intellex Bldg., 261,
Nonhyun-dong, Gangnam-gu, Seoul, Korea

Agenda : 1. Annual Report for 2013 Fiscal Year
2. Approval of the Financial Statements for 2013 Fiscal Year
3. Approval of Dividends
4. Approval of Ceiling Amount of Remuneration for Directors
5. Approval of Ceiling Amount of Remuneration for Statutory Auditor

Date: June 14, 2013

Newcore Gangnam Corporate Restructuring Real Estate Investment Trust



Kim Chang Hee
Representative Director

Receipt Acknowledged
June 14, 2013

Reco Won Pte Ltd

NEWCORE GANGNAM CORPORATE RESTRUCTURING
REAL ESTATE INVESTMENT TRUST

MINUTES OF THE ORDINARY GENERAL MEETING OF SHAREHOLDER

The Ordinary General Meeting of Shareholder of the Company was held as follows:

Date and Time : June 28, 2013 at 12:30 p.m.

Place : Conference Room of 11F, Hyundai Intellex Bldg., 261,
Nonhyun-dong, Gangnam-gu, Seoul, Korea

Total number of issued shares with voting rights	: 2,000,000 shares
Total number of Shareholders	: 1 person
Number of Shareholders present at the meeting	: 1 person
Number of shares held by Shareholders present	: 2,000,000 shares

Chairman, Representative Director, Kim Chang Hee took the chair and opened the session, declaring that the quorum set forth in the Articles of Incorporation was present and that the meeting was lawfully constituted.

Then the following agenda items were submitted, considered and resolved as follows:

Agenda 1. Annual Report for 2013 Fiscal Year

The Chairman reported to the Shareholder matters concerning the business of the Company during 2013 Fiscal Year using the Annual Report presented at this meeting.

Agenda 2. Approval of the Financial Statements for 2013 Fiscal Year

The Chairman presented the Financial Statements for 2013 Fiscal Year including the Balance Sheet, Statement of Operation, Statement of Cash Flows, Statement of Appropriation of Retained Earnings and supplementary documents thereof and proposed that they be approved.

Upon review thereof and due deliberation by the Shareholder present, it was unanimously resolved that the foregoing Financial Statements for 2013 Fiscal Year should be approved as drafted.

Agenda 3. Approval of Dividends

The Chairman proposed to pay cash dividend from the income of the Company for the fiscal year ended March 31, 2013 and the Shareholder present unanimously agreed to the proposal as follows.

1. Name of the Shareholder: Reco Won Pte Ltd, 2,000,000 shares (100%)
2. Amount of total dividend: KRW 13,074,108,220

Agenda 4. Approval of Ceiling Amounts of Remuneration for Directors

The Chairman explained that the ceiling amount of remuneration (including bonuses) to be paid by the Company to the registered Directors of the Company must be approved by the General Meeting of Shareholder and proposed that the shareholder determine and approve such amount for the Fiscal Year, covering the period from April 1, 2013 to March 31, 2014.

Upon due deliberation by the shareholder present, it was resolved that the ceiling amounts of remuneration to be paid by the Company to the Directors for the Fiscal Year ending March 31, 2014 be set as follows:

Ceiling amount of remuneration for Directors: NIL

Agenda 5. Approval of Ceiling Amounts of Remuneration for Statutory Auditor

The Chairman explained that the ceiling amount of remuneration (including bonuses) to be paid by the Company to the registered Statutory Auditor of the Company must be approved by the General Meeting of Shareholder and proposed that the shareholder determine and approve such amount for the Fiscal Year, covering the period from April 1, 2013 to March 31, 2014.

Upon due deliberation by the shareholder present, it was resolved that the ceiling amounts of remuneration to be paid by the Company to the Statutory Auditor for the Fiscal Year ending March 31, 2014 be set as follows:

Ceiling amount of remuneration for Statutory Auditor: NIL

There being no further business to be transacted at this meeting, the Chairman declared the meeting closed at 01:00 p.m.



IN WITNESS WHEREOF, the Chairman and Directors present have executed these minutes and hereunto affixed their signatures.

Date: June 28, 2013

Newcore Gangnam Corporate Restructuring Real Estate Investment Trust



Kim Chang Hee
Chairman & Representative Director



Goh Richard Chee Heng
Director



Josephine Yip Wen Yuan
Director

NEWCORE GANGNAM CORPORATE RESTRUCTURING
REAL ESTATE INVESTMENT TRUST

ANNUAL REPORT
FOR THE YEAR ENDED MARCH 31, 2013

CONTENTS

I. Annual Report

1. Summary of the Company	2-3
2. Proceeding and Results of Business	3
3. Business Performances and Financial Status during the year	3
4. Tasks to be managed by the Company	3
5. Board of Directors and Auditor	3
6. Shareholders	3
7. Major creditors	4
8. Major events happened after the end of fiscal year	4
9. Other major matters related to the business	4

II. Financial Statements

1. Balance Sheets	5
2. Statements of operation	6
3. Statements of appropriation of retained earnings.....	7
4. Statements of cash flows	8

III. Audit Report	9
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1. Summary of the Company

(A) Organization and business of the Company

Newcore Gangnam Corporate Restructuring Real Estate Investment Trust (the "Company") was established as a corporate restructuring real estate investment company with the authorization of the Ministry of Land, Transport and Maritime Affairs in the Republic of Korea under the Real Estate Investment Company Act on August 4, 2009 to engage in acquisition, management, improvement, amelioration and disposal of real estate, lease and rent of real estate, real estate development projects and related business.

The Company is a wholly-owned subsidiary of Reco Won Pte Ltd.

(B) Objectives of the Company

- (1) Acquisition, management, improvement and disposition of real estate,
- (2) Development of real estate,
- (3) Lease of real estate,
- (4) Sale and purchase of securities,
- (5) Deposit of funds with financial institutions,
- (6) Acquisition, management and disposition of rights related to the use of real estate, including superficies and leasehold interests.

(C) Office

Classification	Major business	Location
Head Office	Sales and rent of real estates	11F, Hyundai Intellex Bldg., 261, Nonhyun-dong, Gangnam-gu, Seoul

(D) Employees

Classification	Officer	Sales	Administration	Total
Male	-	-	-	-
Female	-	-	-	-
Total	-	-	-	-

(E) With respect to the capital stock

(1) Kind and number of stock issued and outstanding

Kind of Stock	Number of Stock	Amount	Ratio	Remarks
Common stock	2,000,000	W 10 billion	100%	-

(2) Changes in capital stock during the year

Not applicable

2. Proceeding and Results of Business

See the accompanying financial statements.

3. Business Performances and Financial Status during the year

See the accompanying financial statements.

4. Tasks to be managed by the Company

(A) Full utilization of the Company's business assets

(B) Development of new business opportunities in Korea

5. Board of Directors

Standing/ Non-standing	Name	Title	Duty or Main Job	Commercial Relations with the Company	Remarks
Non-Standing	Kim Chang Hee	Representative Director	President	None	-
Non-Standing	Goh Richard Chee Heng	Director	Director	None	-
Non-Standing	Josephine Yip Wen Yuan	Director	Director	None	-
Non-Standing	Kim So Hee	Auditor	Audit	None	-

6. Shareholders

Name	Number of stock	Ratio	Commercial relations with the Company	Remarks
Reco Won Pte Ltd.	2,000,000	100%	None	-

7. Major Creditors


Name	Amount (in thousands)	Interest Rate	Type	Maturity
Reco Won Pte. Ltd.	W 9,767,140	5.8%	Foreign Currency (USD) Loan	Sep 7, 2016
Reco Won Pte. Ltd.	W 104,195,311	3 month JPY Libor + 2%	Foreign Currency (JPY) Loan	Sep 5, 2014

- The Company redeemed fixed rate note of KRW132,000 mil to Standard Chartered Bank, Singapore Branch on September 8, 2012.
- The Company borrowed JPY equivalent of KRW127,000 mil from Reco Won Ptd. Ltd. on September 10, 2012.
- The Company entered into a currency SWAP agreement with Standard Chartered Bank to hedge the JPY loan at the same day.

8. Major events happened after the end of fiscal year

The Company declared W13,074,108 thousand of dividend for fiscal 2013 to enjoy tax benefit of dividend deduction against the taxable income in accordance with the Korean Corporate Income Tax Law.

9. Other major matters related to the business

The Company amended the Article 49-2 of the  Articles of Incorporation as follows.

Article 49-2 Borrowing and Issuance of Corporate Bonds

- (1) After obtaining the Business Approval, the Company may borrow money or issue corporate bonds in order to invest and manage its assets or repay its existing borrowings or corporate bonds pursuant to the Real Estate investment Company Act.
- (2) When borrowing money or issuing corporate bonds pursuant to Paragraph (1), the Company may enter into a currency swap agreement or an interest rate swap agreement for the purpose of hedging the risk directly relating to the repayment of principal and interest under the above loan or the redemption of the bond.
- (3) Borrowing money or issuing corporate bonds pursuant to Paragraph (1) shall not be conducted in excess of twice of the Company's equity capital; provided that, upon the approval by a special resolution of the general meeting of shareholders in accordance with the method of resolution under Article 434 of the Korean Commercial Code, the Company may borrow money not exceeding ten (10) times the Company's equity capital.
- (4) The equity capital set forth in Paragraph (3) refers to the amount of the Company's total assets, less the Company's total liabilities, as stated in the balance sheet as of the end of the each quarter immediately preceding the date of the Board of Directors meeting at which borrowing of money or issuance of corporate bonds is resolved.

NEWCORE GANGNAM CORPORATE RESTRUCTURING REAL ESTATE INVESTMENT TRUST

BALANCE SHEETS

AS OF MARCH 31, 2013 AND 2012

(in thousands of Korean won)

	2013	2012
Assets		
Current assets		
Cash and cash equivalents	₩ 14,560,944	₩ 17,556,858
Current income taxes asset	39,728	46,833
Prepaid expenses	3,971	2,562
	<u>14,604,643</u>	<u>17,606,253</u>
Non-current assets		
Property and equipment, net	223,057,335	224,046,355
	<u>223,057,335</u>	<u>224,046,355</u>
Total assets	<u>₩ 237,661,978</u>	<u>₩ 241,652,608</u>
Liabilities and Equity		
Current liabilities		
Other accounts payable	₩ 28,704	₩ 32,187
Accrued expenses	334,970	673,245
Deferred revenue	7,177	7,177
Current portion of bonds	-	131,993,510
Withholdings	68,708	198,354
Value added tax payable	534,225	518,826
	<u>973,784</u>	<u>133,423,299</u>
Non-current liabilities		
Rental deposits	20,067,408	20,067,408
Long-term debt	113,962,451	9,946,753
Long-term deferred revenue	74,933	82,110
Derivatives liabilities	23,517,928	-
	<u>157,622,720</u>	<u>30,096,271</u>
Total liabilities	<u>158,596,504</u>	<u>163,519,570</u>
Equity		
Capital stock	10,000,000	10,000,000
Capital surplus	57,536,770	57,536,770
Accumulated other comprehensive income and expense	(713,239)	-
Retained earnings	12,241,943	10,596,268
Total equity	<u>79,065,474</u>	<u>78,133,038</u>
Total liabilities and equity	<u>₩ 237,661,978</u>	<u>₩ 241,652,608</u>



NEWCORE GANGNAM CORPORATE RESTRUCTURING REAL ESTATE INVESTMENT TRUST

STATEMENTS OF OPERATION

FOR THE YEARS ENDED MARCH 31, 2013 AND 2012

(in thousands of Korean won)

	2013		2012	
Revenue	₩	21,657,144	₩	21,026,597
Operating expenses		2,496,808		2,491,512
Operating income		<u>19,160,336</u>		<u>18,535,085</u>
Non-operating income				
Interest income		283,776		334,528
Gain on foreign currency translation		22,984,301		-
Other income		122,855		70,365
		<u>23,390,932</u>		<u>404,893</u>
Non-operating expenses				
Interest expenses		6,515,904		8,027,305
Loss on foreign currency translation		-		316,967
Loss on valuation of derivatives		22,804,689		-
		<u>29,320,593</u>		<u>8,344,272</u>
Income before income taxes		13,230,675		10,595,706
Income tax expense		-		-
Net income	₩	<u>13,230,675</u>	₩	<u>10,595,706</u>



NEWCORE GANGNAM CORPORATE RESTRUCTURING REAL ESTATE INVESTMENT TRUST

STATEMENTS OF APPROPRIATION OF RETAINED EARNINGS

FOR THE YEARS ENDED MARCH 31, 2013 AND 2012

(in thousands of Korean won)

	<u>2013</u>	<u>2012</u>
Retained earnings before appropriation		
(Undisposed accumulated deficit)		
Unappropriated retained earnings carried over from prior years	W (988,732)	W 562
Net income	<u>13,230,675</u>	<u>10,595,706</u>
	12,241,943	10,596,268
Appropriation of retained earnings		
Dividends		
Cash dividends	<u>13,074,108</u>	<u>11,585,000</u>
	13,074,108	11,585,000
(Undisposed accumulated deficit)		
Unappropriated retained earnings carried forward to the subsequent year	W (832,165)	W (988,732)



NEWCORE GANGNAM CORPORATE RESTRUCTURING REAL ESTATE INVESTMENT TRUST

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED MARCH 31, 2013 AND 2012

(in thousands of Korean won)

	2013	2012
Cash flows from operating activities		
Net income	₩ 13,230,675	₩ 10,595,706
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	989,020	989,019
Interest expense (discounts on bonds)	6,489	119,741
(Gain) loss on foreign currency translation	(22,984,301)	316,967
Loss on valuation of derivatives	22,804,689	-
Prepaid expenses	5,696	(13,159)
Other accounts payable	(3,483)	(11,168)
Accrued expenses	(338,275)	(140,000)
Other current liabilities	(121,424)	12,607
Net cash provided by operating activities	<u>13,589,086</u>	<u>11,869,713</u>
Cash flows from Investing activities		
Net cash used in investing activities	<u>-</u>	<u>-</u>
Cash flows from financing activities		
Issuance of long-term debt	127,000,000	-
Redemption of bonds	(132,000,000)	-
Dividends	(11,585,000)	(10,559,000)
Net cash used in financing activities	<u>(16,585,000)</u>	<u>(10,559,000)</u>
Net (decrease) increase in cash and cash equivalents	(2,995,914)	1,310,713
Cash and cash equivalents		
Beginning of year	<u>17,556,858</u>	<u>16,246,145</u>
End of year	<u>₩ 14,560,944</u>	<u>₩ 17,556,858</u>

AUDIT REPORT

I, the auditor of Newcore Gangnam Corporate Restructuring Real Estate Investment Trust (the "Company"), am pleased to report on the audit results relative to the operations of the Company and accounting thereof for the year ended March 31, 2013 as follows:

1. Summary of audit method

My examination of the Company's financial statements was made with due care and accordingly included tests such as checking, comparison, physical counts, observations, confirmations and such other auditing procedures as I considered necessary in the circumstances. I also read important documents and inspected critical operations of the Company by applying such inspection procedures as I considered necessary in the circumstances.

2. With respect to the balance sheet and the statement of operation

The balance sheet and the statement of operation present the Company's financial position and results of operations as appropriate in accordance with the relevant laws and the Company's articles of incorporation.

3. With respect to the statements of appropriation of retained earnings and cash flows

The statements of appropriation of retained earnings and cash flows are prepared in accordance with the relevant laws and the Company's articles of incorporation.

4. With respect to the annual report

The annual report adequately describes the Company's status in accordance with the relevant laws and the Company's articles of incorporation.

June 14, 2013



Kim So Hee
Auditor