

**PERENNIAL REAL ESTATE HOLDINGS LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200210338M)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders (the "**Shareholders**") of Perennial Real Estate Holdings Limited (the "**Company**") will be held at Capitol Theatre, 17 Stamford Road, Singapore 178907 on Thursday, 8 October 2015 at 10.30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment, the following resolutions:

**SPECIAL RESOLUTION:**

**RESOLUTION 1: APPROVAL OF THE PROPOSED ALTERATIONS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

**THAT:**

The Articles of Association of the Company be amended in the manner set out in the Appendix of the Circular to Shareholders dated 4 September 2015 (the "**Circular**").

**ORDINARY RESOLUTIONS:**

**RESOLUTION 2: APPROVAL OF THE PROPOSED PARTICIPATION OF MR PUA SECK GUAN, A CONTROLLING SHAREHOLDER, IN THE PERENNIAL EMPLOYEE SHARE OPTION SCHEME 2014**

**THAT:**

Approval be and is hereby given for the participation of Mr Pua Seck Guan, a Controlling Shareholder, in the Perennial Employee Share Option Scheme 2014.

**RESOLUTION 3: APPROVAL OF THE PROPOSED GRANT OF OPTIONS TO MR PUA SECK GUAN, A CONTROLLING SHAREHOLDER, UNDER THE PERENNIAL EMPLOYEE SHARE OPTION SCHEME 2014**

**THAT:**

Subject to and contingent upon the passing of Ordinary Resolution 2 above, the proposed grant to Mr Pua Seck Guan, a Controlling Shareholder, of Options pursuant to and in accordance with the rules of the Perennial Employee Share Option Scheme 2014 on the following terms be and is hereby approved, and the Directors be and are hereby authorised to allot and issue Shares upon the exercise of such Options:

- Date of grant : On the date of the Extraordinary General Meeting, subject to independent Shareholders' approval being obtained at the Extraordinary General Meeting for his participation and the grant of the Options
- Exercise price of Options : The volume-weighted average price of the Shares on the SGX-ST for the three consecutive trading days immediately preceding the date of grant (rounded up to the nearest whole cent)
- Number of Shares comprised in the proposed Options : 5,100,000 Shares (representing approximately 0.3 per cent. of the total issued Shares as at the Latest Practicable Date)
- Validity period of the Options : 5 years from the date of grant

All capitalised terms used in this Notice which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Circular (including supplements and modifications thereto).

**BY ORDER OF THE BOARD**

Sim Ai Hua  
Company Secretary

Singapore  
4 September 2015

**Notes:**

1. A Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. An instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time fixed for the Extraordinary General Meeting.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.