



PERENNIAL REAL ESTATE HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 200210338M)
("PREHL" or the "Company")

- **ADJUSTMENTS FOR NAV OF TARGET ENTITIES**
- **ALLOTMENT AND ISSUE OF NEW SHARES**

Unless otherwise defined herein, all capitalised terms and references used in this Announcement shall bear the same meanings ascribed to them in the circular to shareholders dated 18 September 2014 ("Circular").

ADJUSTMENTS FOR NET ASSET VALUE ("NAV") OF TARGET ENTITIES

The Board wishes to announce that as provided for at paragraph 2.3 (Adjustments to Purchase Consideration) of the Letter to Unitholders in the Circular, adjustments for NAV of the Target Entities have been undertaken in accordance with the Acquisition Agreements in respect of the Initial Acquisition. The breakdown of the adjustments for NAV, with reference to paragraph 2.2 (Purchase Consideration) of the Letter to Unitholders, is as follows:

Target Entities	Purchase Consideration (SGD mil)⁽¹⁾	Adjustments for NAV (SGD mil)	Aggregate Purchase Consideration (SGD mil)
Target Entities holding the PRC Assets			
Chengdu East High Speed Railway Integrated Development	236.9	0.5	237.4
Xi'an North High Speed Railway Integrated Development	152.8	19.9	172.7
Zhuhai Hengqin Integrated Development	68.3	5.8	74.1
Total	458.0	26.2	484.2
Target Entities holding the Singapore Assets			
CHIJMES	57.3	1.5	58.8
TripleOne Somerset	152.1	13.6	165.7
Capitol Singapore	200.0	5.3	205.3
House of Tan Yeok Nee	15.0	0.9	15.9

Target Entities	Purchase Consideration (SGD mil) ⁽¹⁾	Adjustments for NAV (SGD mil)	Aggregate Purchase Consideration (SGD mil)
Chinatown Point Retail Podium and 4 Strata Office units	2.0	0.3	2.3
112 Katong	2.8	0.3	3.1
Total	429.2	21.9	451.1
Perennial EM Holdings Pte. Ltd.	3.3	-	3.3
Perennial Treasury Pte. Ltd.	(150.0)	-	(150.0)
PCRT Units (including the proportionate value of Units held by PREPL, but not including the Deferred PREPL Acquisition)	217.0	-	217.0
Management Business (excluding the Deferred PREPL Acquisition and the proportionate value of Units held by PREPL)	109.0	18.9	127.9
Total Value for Target Entities	1,066.5	67.0	1,133.5

Notes:

(1) Based on the Company's effective interest in the Real Estate Target Assets.

The adjustments for NAV of the Target Entities in the table set out above do not include the Beijing Target Assets as they have not been acquired by the Company. In addition, the total number of additional Consideration Shares issued in connection with the aggregate adjustments for NAV to date does not exceed the limit of 58,367,000 Consideration Shares which was authorised to be issued for adjustments for NAV pursuant to the Proposed Acquisition.

Following the adjustments for NAV of the Target Entities, additional Consideration Shares have been issued to the Vendors. With reference to page 55 of the Circular, the number of Consideration Shares now held directly by each Vendor and their respective shareholdings are as set out below:

Vendors	PREHL Share Issuance (post initial acquisition and share consolidation)		
	Before NAV Adjustments ⁽¹⁾ (No. of shares)	After NAV Adjustments as at 30 December 2014	
		Final No. of shares	Shareholdings ⁽⁸⁾
PREH ⁽²⁾	399,549,844	438,178,311	34.64%
Mr Ron Sim Chye Hock ⁽³⁾	133,336,138	139,032,977	10.99%
HPRY ⁽⁴⁾	130,517,485	134,587,166	10.64%
Perennial (Capitol) Holdings Pte. Ltd. (formerly known as PSG (Capitol) Pte. Ltd.) ⁽⁵⁾	71,906,943	72,757,033	5.75%

Vendors	PREHL Share Issuance (post initial acquisition and share consolidation)		
	Before NAV Adjustments ⁽¹⁾ (No. of shares)	After NAV Adjustments as at 30 December 2014	
		Final No. of shares	Shareholdings ⁽⁸⁾
Piermont ⁽⁶⁾	10,211,146	11,127,020	0.88%
Mr Pua Seck Guan	524,224	524,225	0.04%
Certain Related Parties of Mr Kuok ⁽⁷⁾			
Hong Lee Holdings	5,873,412	5,873,412	0.46%
Longhlin Asia Limited	11,747,348	11,747,349	0.93%
Mdm Yong Lee Lee	1,174,787	1,174,787	0.09%
Burlingham International Ltd	30,700,164	30,700,164	2.43%
Wii Pte Ltd ⁽⁶⁾	3,145,347	3,145,348	0.25%
Total	798,686,838	848,847,792	67.10%

Notes:

- (1) As set out at page 55 of the Circular.
- (2) (a) Mr Kuok Khoon Hong, his related parties, Ms Kuok Ming King and Jaygar Holdings Limited, (b) Mr Pua Seck Guan, (c) Piermont and (d) Burlingham International Ltd. hold 55.10 per cent., 20.00 per cent., 19.90 per cent. and 5.00 per cent. of the issued shares in PREH respectively. Burlingham International Ltd is a company in which Mr Martua Sitorus has more than 20 per cent. deemed interest. Mr Martua Sitorus is the Co-Founder and Executive Deputy Chairman of Wilmar International Limited. PREH is deemed interested in the shares through its interest in Perennial (Capitol) Holdings Pte. Ltd..
- (3) Number of shares issued to Mr Ron Sim Chye Hock does not include the 15,757,828 new PREHL shares issued pursuant to the PCRT Voluntary Offer, which are not subject to the moratorium requirements of the Listing Manual.
- (4) HPRY is an investment vehicle that is 100.00 per cent. owned by Mr Kuok Khoon Hong. HPRY is deemed interested in the shares through its interest in PREH and Perennial (Capitol) Holdings Pte. Ltd..
- (5) PREH and Mr Pua Seck Guan hold 91.67 per cent. and 8.33 per cent. of the issued shares of Perennial (Capitol) Holdings Pte. Ltd. (formerly known as PSG (Capitol) Pte. Ltd.) respectively.
- (6) Piermont and Wii Pte. Ltd. are 100.00 per cent. owned by Wilmar International Limited. Wilmar International Limited is deemed interested in the shares through its interest in Piermont and Wii Pte. Ltd..
- (7) Hong Lee Holdings (Pte) Ltd, Longhlin Asia Limited and Mdm Yong Lee Lee (spouse of Mr Kuok Khoon Hong) are related parties of Mr Kuok Khoon Hong.
- (8) The percentage of shareholding is derived based on total issued share capital of the Company being 1,265,102,374.
- (9) 898,517 shares were issued to the Vendors for adjustments of NAV on Initial Acquisition Closing.
- (10) The above shareholdings pertain to Shares issued in respect of the Initial Acquisition and do not include shares issued in respect of the PCRT Voluntary Offer or on market purchases made by the Vendors.

All Consideration Shares held by the Vendors are subject to a lock-up period of 6 months from 26 December 2014 to 26 June 2015, and 50.0 per cent. of the Consideration Shares held are subject to a further lock-up period of 6 months from 26 June 2015 to 26 December 2015.

ALLOTMENT AND ISSUE OF NEW SHARES

The Board wishes to announce that PREHL has today allotted and issued 49,262,437 new shares in relation to the adjustments for NAV of the Target Entities. Accordingly, as at the date of this Announcement, the current issued share capital of PREHL is 1,265,102,374 shares.

BY ORDER OF THE BOARD

Pua Seck Guan

Chief Executive Officer

30 December 2014

Singapore

DBS Bank and Standard Chartered Bank acted as Joint Financial Advisers in relation to the reverse take-over of the Company which was completed on 27 October 2014.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

About Perennial Real Estate Holdings Limited (www.perennialrealestate.com.sg)

Perennial Real Estate Holdings Limited (the "Group") is an integrated real estate owner, developer and manager listed on the Mainboard of the Singapore Exchange ("SGX-ST"). Headquartered in Singapore, the Group focuses strategically on large scale mixed-use developments primarily in the People's Republic of China ("PRC") and Singapore. The Group owns interests in and/or manages a diversified portfolio measuring about 36.5 million square feet and over 2.0 million square feet in gross floor area in the PRC and Singapore respectively.

The Group is a dominant commercial developer with sizeable integrated developments in the PRC, of which two are the largest high speed railway commercial hubs in the country, being Chengdu East High Speed Railway Integrated Development and Xi'an North High Speed Railway Integrated Development.

In Singapore, the Group is invested in and manages prime and iconic properties located predominantly in the Downtown Civic District and Orchard Road precinct, such as CHIJMES, Capitol Singapore, TripleOne Somerset and the House of Tan Yeok Nee. The Group also holds stakes in and manages 112 Katong mall and Chinatown Point mall.

Regulatory Notice

The disclosure below is made pursuant to the conditions of the waiver granted by the Securities Industry Council (the “**SIC**”) to Perennial Real Estate Holdings Pte Ltd (“**PREH**”) and its concert parties (the “**PREH Concert Party Group**”), in relation to the reverse takeover of St James Holdings Limited (now known as Perennial Real Estate Holdings Limited) (“**PREHL**”). Capitalised terms not defined herein shall have the same meaning set out in the Circular dated 18 September 2014 issued by PREHL in respect of, *inter alia*, the approval of the Proposed Acquisition (the “**Circular**”).

Details of the Whitewash Resolution

On 14 March 2014, the SIC had granted the PREH Concert Party Group a waiver of the requirement to make a general offer for PREHL under Rule 14 of the Code upon the issue of the Consideration Shares pursuant to the Proposed Acquisition. The SIC has granted its waiver, subject to the conditions set out in the Circular. On 10 October 2014, the shareholders of PREHL (the “**Shareholders**”) passed the Proposed Whitewash Resolution waiving their rights to receive a general offer from the PREH Concert Parties for their PREHL Shares. For the purposes of the Proposed Whitewash Resolution, the issue of the Consideration Shares for the Proposed Initial Acquisition must be completed within three months of 10 October 2014 and the issue of the remaining Consideration Shares to the PREH Concert Party Group must be completed by 10 June 2015 (the “**Final Issue Date**”), being the date falling two months from the Final Long Stop Date.

Holdings and Interests of the PREH Concert Party Group and the Maximum Potential Interests of the PREH Concert Party Group

As at the date hereof, (i) the PREH Concert Party Group holds in aggregate 719,330,815 PREHL Shares; and (ii) in the event that the Deferred Beijing Acquisition takes place on or prior to Final Long Stop Date, the PREH Concert Party Group is entitled to receive up to an additional 290,023,681 PREHL Shares on or prior to the Final Long Stop Date. In addition, Mr Pua Seck Guan is entitled to receive up to 12,021,578 PREHL Shares on or about 27 July 2016 in relation to the Consideration Shares to be issued in respect of the Deferred PREPL Acquisition. 44,464,147 PREHL Shares have been issued to the PREH Concert Party Group pursuant to net asset value adjustment for the Proposed Initial Acquisition, and the PREH Concert Party Group may receive up to an additional 8,206,046 PREHL Shares pursuant to net asset value adjustment for the Deferred Acquisitions. Save as disclosed herein, none of the PREH Concert Party Group holds PREHL Shares and instruments convertible into, rights to subscribe for and options in respect of PREHL Shares. Accordingly, the maximum potential interest of the PREH Concert Party Group is 1,029,582,120 PREHL Shares, representing approximately 62.71 per cent. of the PREHL Shares in issue, assuming no other PREHL Shares are issued.

Cautionary Statement

Shareholders should note that, having approved the Whitewash Resolution, Shareholders have waived their rights to receive a general offer from the PREH Concert Party Group at the highest price paid by the PREH Concert Party Group for PREHL Shares in the past six months preceding the date of the Whitewash Resolution.

Shareholders should also note that, having approved the Whitewash Resolution, Shareholders could be forgoing the opportunity to receive a general offer from another person who may be discouraged from making a general offer in view of the potential dilution effect of the outstanding PREHL Shares which may be allotted and issued on or prior to the Final Issue Date for the Deferred Beijing Acquisition (if completed).