

THIS FORM OF ACCEPTANCE AND AUTHORISATION FOR OFFER UNITS (THE "FAA") IS IMPORTANT. THIS FAA IS NOT A TRANSFERABLE OR NEGOTIABLE DOCUMENT AND IS ONLY FOR USE BY THE DEPOSITOR(S) WHOSE NAME(S) APPEAR BELOW. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

THIS FAA RELATES TO THE OFFER DOCUMENT DATED 10 NOVEMBER 2014 (THE "OFFER DOCUMENT") IN RELATION TO THE OFFER (AS DEFINED BELOW). UNLESS OTHERWISE DEFINED OR THE CONTEXT REQUIRES OTHERWISE, CAPITALISED TERMS USED IN THIS FAA BEAR THE SAME MEANING ASCRIBED IN THE OFFER DOCUMENT.

THE AVAILABILITY OF THE OFFER TO UNITHOLDERS WHOSE ADDRESSES ARE OUTSIDE SINGAPORE (THE "OVERSEAS UNITHOLDERS") AS SHOWN IN THE RECORDS OF THE CENTRAL DEPOSITORY (PTE) LIMITED ("CDP") MAY BE AFFECTED BY THE LAWS OF THE RELEVANT OVERSEAS JURISDICTIONS. SUCH OVERSEAS UNITHOLDERS ARE ADVISED TO READ THE SECTION ENTITLED "OVERSEAS UNITHOLDERS" IN THE OFFER DOCUMENT.

VOLUNTARY CONDITIONAL GENERAL OFFER (THE "OFFER") BY DBS BANK LTD., STANDARD CHARTERED BANK AND UNITED OVERSEAS BANK LIMITED (THE "JOINT FINANCIAL ADVISERS") FOR AND ON BEHALF OF PERENNIAL REAL ESTATE HOLDINGS LIMITED (THE "OFFEROR"), TO ACQUIRE ALL THE ISSUED UNITS OF PERENNIAL CHINA RETAIL TRUST (THE "UNITS"), OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR, ITS RELATED CORPORATIONS AND THEIR RESPECTIVE NOMINEES (THE "OFFER UNITS")

FORM OF ACCEPTANCE AND AUTHORISATION FOR OFFER UNITS

(THIS FAA NEED NOT BE SUBMITTED TO CDP IF YOU DO NOT WISH TO ACCEPT THE OFFER)

INTERNET COPY

NAME(S) AND ADDRESS OF DEPOSITOR(S)	Securities Account Number
Last date and time for acceptance of the Offer: 5.30 p.m. on 8 December 2014 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Closing Date").	
If your purchase of the above Offer Units was settled through your Central Provident Fund ("CPF") appointed agent bank, finance company or depository agent and you wish to accept the Offer, your acceptance would have to be made through your CPF appointed agent bank included under the CPF Investment Scheme, finance company or depository agent. In such instances, you need not submit this FAA to CDP.	

To: **PERENNIAL REAL ESTATE HOLDINGS LIMITED**
c/o The Central Depository (Pte) Limited

Dear Sirs,

The consideration for acceptance of the Offer is the Offer Price, being S\$0.70 for each Offer Unit, to be satisfied by the issuance of 0.52423 ordinary shares in the capital of the Offeror ("PREHL Shares") (based on an issue price of approximately S\$1.3353 each) with fractional entitlements to be disregarded, as stated in the Offer Document.

The acceptance of the Offer at the Offer Price, by way of execution of this FAA in accordance with Section A below, is subject to the terms and conditions set out below and in the Offer Document.

Irrevocable Acceptance. My/Our execution of this FAA shall constitute my/our irrevocable acceptance of the Offer, upon the terms and subject to the conditions contained in the Offer Document.

Assistance. I/We irrevocably undertake to execute such other documents and to do such acts and things as may be required to give effect to such acceptance and the transfer of the above-mentioned Units to the Offeror or the Transferee, and to enable the Offeror or any person nominated in writing by the Offeror (hereinafter called the "Transferee") to exercise all rights and receive all benefits accruing to or arising from the above-mentioned Units as specified in the Offer Document.

Warranty. I/We unconditionally and irrevocably warrant that the Offer Units in respect of which the Offer is accepted by me/us are, and when transferred to the Offeror or the Transferee, will be (i) fully paid; (ii) free from all liens, equities, charges, encumbrances, rights of pre-emption and any other third party rights or interests of any nature whatsoever; and (iii) transferred together with all rights, benefits and entitlements attached thereto as at 27 October 2014, being the Offer Announcement Date, and thereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights and other distributions (if any) which may be declared, made or paid by Perennial China Retail Trust on or after the Offer Announcement Date (other than the 3Q Distribution).

CDP Authorisation – Suspense Account. I/We irrevocably authorise CDP to take such measures as it may consider necessary or expedient to prevent any trading of the Offer Units in respect of which I/we have accepted the Offer during the period commencing on the date of receipt of this FAA by CDP, for and on behalf of the Offeror, and ending on the date of settlement of the consideration for such Offer Units, in the event of the Offer becoming or being declared to be unconditional in all respects in accordance with its terms (including, without limitation, transferring the relevant number of such Offer Units from my/our Securities Account into a suspense account).

CDP Authorisation – Transfer. I/We irrevocably authorise CDP to debit my/our Securities Account and to credit the Securities Account of the Offeror, or the Securities Account of the Transferee, with the relevant number of Offer Units in respect of which I/we have accepted the Offer on the date of settlement of the consideration for such Offer Units, in the event of the Offer becoming or being declared to be unconditional in all respects, in accordance with its terms.

CDP Authorisation – Disclosure. I/We irrevocably authorise CDP to give, provide, divulge, disclose or reveal any information pertaining to my/our Securities Account maintained in CDP's record, including, without limitation, my/our name(s), my/our NRIC or passport number(s), Securities Account number, address(es), the number of Units standing to the credit of my/our Securities Account, the number of Offer Units tendered by me/us in acceptance of the Offer, information pertaining to the level of acceptance of the Offer and any other information to the Offeror, the Transferee, the Joint Financial Advisers (which are acting for and on behalf of the Offeror) and any other relevant parties as CDP may deem fit for the purposes of the Offer and my/our acceptance thereof.

Return of Units. In the event of the Offer not becoming or not being declared to be unconditional in all respects in accordance with its terms, I/we understand that the relevant number of Offer Units in respect of which I/we have accepted the Offer will be transferred to the "Free Balance" of my/our Securities Account as soon as possible but in any event not later than 14 days from the lapse of the Offer.

Offer Unconditional. If you have accepted the Offer in accordance with the provisions contained herein and in the Offer Document and the Offer becomes and is declared unconditional, CDP will send you a notification letter stating the number of Offer Units debited from your Securities Account together with payment of the Offer Price by way of crediting your Securities Account with the appropriate number of PREHL Shares, as soon as practicable and in any event:

- (a) in respect of acceptances of the Offer which are complete and valid in all respects and are received on or before the date on which the Offer turns unconditional, within 10 days of that date; or
- (b) in respect of acceptances which are complete and valid in all respects and are received after the Offer turns unconditional, but before the Offer closes, within 10 days of the date of such receipt.

SECTION A – ACCEPTANCE THROUGH FAA

I/We hereby irrevocably authorise CDP to effect the transfer from my/our Securities Account with CDP of the following number of Offer Units to the Securities Account maintained with CDP of the Offeror or the Transferee:

		Please indicate the number of Offer Units you wish to tender in acceptance of the Offer
Part A	Number of Offer Units now standing to the credit of the "Free Balance" of my/our Securities Account in respect of which the Offer is accepted	

NOTE: Please refer to paragraphs 2 and 3 of page 2 of this FAA for instructions on inserting the number of Units above.

Date

Signature(s)/Thumbprint(s) of Depositor(s)/Joint Depositors.
For corporations, please sign as per your signing mandate and where appropriate, the Common Seal to be affixed in accordance with your Memorandum and Articles of Association or relevant constitutive documents.

←
**PLEASE
SIGN
HERE**

INSTRUCTIONS

This FAA is for the use of Depositors who wish to accept the Offer in respect of all or part of the total number of Offer Units standing to the credit of the "Free Balance" of their Securities Account or purchased on the Singapore Exchange Securities Trading Limited (the "SGX-ST"). This FAA and the provisions herein constitute an integral part of the Offer Document. Further provisions relating to acceptance are set out in Appendix B to the Offer Document.

1. **Acceptance.** If you wish to accept the Offer using this FAA, it must be completed and signed strictly in the manner set out in Section A overleaf and in accordance with the provisions and instructions of the Offer Document and then submit the signed original to **PERENNIAL REAL ESTATE HOLDINGS LIMITED, c/o The Central Depository (Pte) Limited by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 or by post at your own risk using the enclosed pre-addressed envelope which is prepaid for posting in Singapore only, to Robinson Road Post Office P.O. Box 1984 Singapore 903934**, so as in either case your acceptance should be submitted **NOT LATER THAN 5.30 P.M. ON 8 DECEMBER 2014 or such later date(s) as may be announced from time to time by or on behalf of the Offeror**. It is your responsibility to affix adequate postage on the said envelope if posting from outside Singapore. Proof of posting is not proof of receipt by the Offeror at the above addresses.
2. **Acceptance by Depositors whose Securities Accounts are credited with Offer Units.** Please insert in Part A on page 1 of this FAA the number of Offer Units already standing to the credit of the "Free Balance" of your Securities Account in respect of which the Offer is accepted. Subject to the provisions of paragraph 3 below, if the number of Offer Units inserted in Part A of this FAA exceeds the number of Offer Units standing to the credit of the "Free Balance" of your Securities Account as at 5.00 p.m. on the date of receipt of this FAA by CDP (the "Date of Receipt") or, in the case where the Date of Receipt is on the Closing Date, as at 5.30 p.m. on the Closing Date (provided always that the date of receipt is on or before the Closing Date) or, if no such number of Offer Units is inserted in Part A, then you are deemed to have accepted the Offer in respect of all the Offer Units already standing to the credit of the "Free Balance" of your Securities Account as at 5.00 p.m. on the Date of Receipt or 5.30 p.m. on the Closing Date (if the FAA is received by CDP on the Closing Date).
3. **Acceptance by Depositors whose Securities Accounts will be credited with Offer Units.** If you have purchased Offer Units on the SGX-ST, a FAA in respect of such Offer Units bearing your name and Securities Account number will be sent to you by CDP, and if you wish to accept the Offer in respect of such Offer Units, you should, after the "Free Balance" of your Securities Account has been credited with such number of Offer Units, complete, sign and return that FAA in accordance with the instructions contained herein. If you do not receive that FAA, you may obtain a copy, upon production of satisfactory evidence that you have purchased the Offer Units on the SGX-ST, from The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588.
4. **Rejection.** If you purchase Offer Units on the SGX-ST, your acceptance in respect of such Offer Units will be rejected if the "Free Balance" of your Securities Account is not credited with such Offer Units by 5.00 p.m. on the Date of Receipt or 5.30 p.m. on the Closing Date (if the FAA is received by CDP on the Closing Date). None of CDP, the Joint Financial Advisers and the Offeror accepts any responsibility or liability for such a rejection, including the consequences of such a rejection.
5. **Acceptance via SGX-SSH service (This section is applicable to Depository agents only).** Depository Agents may accept the Offer via the SGX-SSH service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents. CDP has been authorised by the Offeror to receive acceptances on its behalf. Such acceptances will be deemed irrevocable and subject to each of the terms and conditions contained in this FAA and the Offer Document as if the FAA had been completed and delivered to CDP.
6. **Depositor Abroad.** If a Depositor is away from home, for example, abroad or on holiday, this FAA should be sent by the quickest means (for example, express air mail) to the Depositor for execution, or if he has executed a Power of Attorney, this FAA may be signed by the Attorney but the signature must be accompanied by a statement reading "signed under the Power of Attorney which is still in force, no notice of revocation having been received". In the latter case, the original Power of Attorney or a certified true copy thereof must first be lodged with CDP and should also be lodged with this FAA for noting. No other signatures are acceptable.
7. **Deceased Holders**
 - (a) **If the sole holder is deceased and if:**
 - (i) the Grant of Probate or Letters of Administration have been registered and lodged with CDP, this FAA must be signed by all the personal representative(s) of the deceased and lodged with the **PERENNIAL REAL ESTATE HOLDINGS LIMITED, c/o The Central Depository (Pte) Limited, by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 or by post at your own risk using the enclosed pre-addressed envelope at Robinson Road Post Office P.O. Box 1984 Singapore 903934**; or
 - (ii) the Grant of Probate or Letters of Administration have not been registered and lodged with CDP, all the personal representative(s) of the deceased must go to CDP personally together to register and lodge the original Grant of Probate or Letters of Administration with CDP first, before submitting this FAA.
 - (b) **If one of the joint holders is deceased and if:**
 - (i) it is a joint alternate-signatory account, this FAA must be signed by **ANY** surviving joint holder(s).
 - (ii) it is a joint signatories account, this FAA must be signed by **ALL** surviving joint holder(s) and lodged with the **PERENNIAL REAL ESTATE HOLDINGS LIMITED, c/o The Central Depository (Pte) Limited, by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588**, accompanied by the Death Certificate and all other relevant documentations, in respect of the deceased holder.
8. **Conclusive Evidence.** Lodgement of this FAA with **PERENNIAL REAL ESTATE HOLDINGS LIMITED, c/o The Central Depository (Pte) Limited, by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 or by post at your own risk using the enclosed pre-addressed envelope at Robinson Road Post Office P.O. Box 1984 Singapore 903934** duly completed and signed, shall be conclusive evidence in favour of the Offeror, the Transferee and CDP of the right and title of the person signing it to deal with the same and with the Offer Units which it relates. Upon receipt of this FAA, CDP will transfer the Offer Units in respect of which you have accepted the Offer from the "Free Balance" of your Securities Account to a "Suspense Account". Such Offer Units will be held in the "Suspense Account" until the consideration for such Offer Units has been despatched to you.
9. **Disclaimer and Discretion.** The Offeror, the Joint Financial Advisers and CDP will be authorised and entitled, in their absolute discretion, to reject any acceptances of the Offer which are not entirely in order or which do not comply with the provisions and instructions contained in the Offer Document and in this FAA or which are otherwise incomplete, incorrect, unsigned or invalid in any respect. It is your responsibility to ensure that this FAA is properly completed in all respects, signed and all supporting documents, where applicable, are provided. Any decision to reject this FAA on the grounds that it has been invalidly, incorrectly or incompletely signed, completed or submitted will be final and binding and none of the Offeror, the Joint Financial Advisers or CDP accepts any responsibility or liability in relation to such a decision, including the consequences thereof. The Offeror and the Joint Financial Advisers reserve the right to treat acceptances of the Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated in the Offer Document or in the FAA, as the case may be, or if made otherwise than in accordance with the provisions of the Offer Document and this FAA. CDP takes no responsibility for any decision made by the Offeror or the Joint Financial Advisers. Acceptances in the form of this FAA received by CDP on a Saturday, Sunday or public holiday will only be processed and validated on the next Business Day.
10. **Governing Law and Third Party Rights.** By completing and delivering this FAA, you agree that the agreement arising from the acceptance of the Offer by you shall be governed by, and construed in accordance with, the laws of Singapore and that you submit to the non-exclusive jurisdiction of the Singapore courts. Unless expressly provided otherwise in this FAA or the Offer Document, a person who is not a party to any contracts made pursuant to the Offer, the Offer Document and this FAA, has no right under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

No acknowledgement will be given for submissions made. All communications, notices, documents and payments will be sent by ordinary post at the risk of the person(s) entitled thereto to the mailing address appearing in the records of CDP. Settlement of the consideration under the Offer will be subject to the receipt of confirmation satisfactory to the Offeror that the Offer Units to which this FAA relates are credited to the "Free Balance" of your Securities Account and such settlement cannot be made until all relevant documents have been properly completed and lodged with **PERENNIAL REAL ESTATE HOLDINGS LIMITED, c/o The Central Depository (Pte) Limited, by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 or by post at your own risk using the enclosed pre-addressed envelope at Robinson Road Post Office P.O. Box 1984 Singapore 903934**.

If you do not have any existing Securities Account in your own name at the time of acceptance of the Offer, your acceptance as contained in this FAA will be rejected. For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Offer Units in your Securities Account. You can verify the number of Offer Units in your Securities Account:— (a) through CDP Online if you have registered for CDP Internet Access Service or (b) through CDP Phone Service if you have a T-Pin.