



(to be renamed as **PERENNIAL REAL ESTATE HOLDINGS LIMITED**
following the completion of the Proposed Transactions)



(**PERENNIAL REAL ESTATE HOLDINGS LIMITED**)



EXTRAORDINARY GENERAL MEETING

10 OCTOBER 2014

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Summary of Approvals Sought

Resolution 1	The Proposed Acquisition (Ordinary Resolution)
Resolution 2 and 3	The Proposed Disposal of the Existing Business (Ordinary Resolution) and the Proposed Distribution (Special Resolution)
Resolution 4	The Proposed Whitewash Resolution (Ordinary Resolution)
Resolution 5	The Proposed Share Consolidation (Ordinary Resolution)
Resolution 6	The Proposed PCRT Voluntary Offer and Issue of Voluntary Offer Shares (Ordinary Resolution)
Resolution 7	The Proposed Mainboard Listing (Special Resolution)
Resolution 8	The Proposed Compliance Placement (Ordinary Resolution)
Resolution 9	The Proposed Change of Name (Special Resolution)
Resolution 10 to 15	The Proposed Appointment of New Directors (Ordinary Resolution)
Resolution 16	The Proposed Adoption of the Amended and Restated Articles (Special Resolution)
Resolution 17A and 17B	The Proposed Adoption of the Perennial Employee Share Option Scheme 2014 (Ordinary Resolution) and the Proposed Discount for Share Options granted under the Perennial Employee Share Option Scheme 2014 (Ordinary Resolution)
Resolution 18	The Proposed Share Issue Mandate (Ordinary Resolution)

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OVERVIEW OF THE PROPOSED TRANSACTIONS

Overview of The Proposed Transactions

Stage 1

- Injection of equity interests in certain property and businesses by Perennial Real Estate Holdings Pte. Ltd. ("PREH") and other vendors at an aggregate purchase consideration of S\$1.56bn⁽¹⁾, to be satisfied by the allotment and issuance of ordinary shares in St. James Holdings Limited ("St. James") ("**Proposed Acquisition**")
- Disposal of existing business to CityBar Holdings Pte Ltd ("NewCo") ("**Proposed Disposal**")
- Distribution *in specie* of all the issued NewCo Shares to Shareholders on a pro-rata basis ("**Proposed Distribution**")
- Exit Offer in cash of S\$0.006 made to shareholders of NewCo in respect of each NewCo Share that has been distributed *in specie* ("**Exit Offer**")
- Consolidation of every 50 ordinary shares into one ordinary share in PREHL ("**Proposed Share Consolidation**")
- Transfer of listing status from Catalist to Mainboard ("**Proposed Mainboard Listing**") and renaming to Perennial Real Estate Holdings Limited ("**PREHL**")

Stage 2

- **PREHL Voluntary Conditional Offer for Perennial China Retail Trust ("Proposed PCRT Voluntary Offer")**
 - ✓ Consideration for each PCRT Unit will be S\$0.70 to be satisfied by the issuance of 0.52423 Voluntary Offer Shares
 - ✓ Offer upon close of the Proposed Acquisition, Proposed Distribution and Proposed Share Consolidation

Key Approvals

- **Shareholder's approval among others on the Proposed Acquisition, Proposed Distribution of the Existing Business, Proposed Share Consolidation, Proposed PCRT Voluntary Offer (and issuance of Voluntary Offer Shares), Proposed Compliance Placement**

The Proposed Transactions comprise Stage 1 and Stage 2

Notes:

(1) Subject to adjustments for net asset values of the Target Entities

Stage 1 – Comprising 1A + 1B + 1C

TARGET ASSETS

Proposed Initial Acquisition

PRC Assets

Chengdu East HSR Plot C (approximately 50.00%) and Plot D (approximately 50.00%)



Xi'an North High Speed Railway ("HSR") Plot 4 (51.00%) and Plot 5 (51.00%)



Zhuhai Hengqin Integrated Development (20.00%)



Singapore

CHIJMES (approximately 51.61%)



TripleOne Somerset (50.20%)



Capitol Singapore (50.00%)



House of Tan Yeok Nee (50.00%)



Chinatown Point (approximately 1.47%)



112 Katong (approximately 1.46%)



Deferred Acquisitions

Deferred Beijing Acquisition

Beijing Tongzhou Phase 1 (approximately 30.00%⁽¹⁾) and Phase 2 (approximately 23.30%⁽¹⁾)



Deferred PREPL Acquisition

Effective Interest of 51.00% in Perennial Real Estate Pte. Ltd.

Management Business, Effective Interest of 28.03% stake in PCRT⁽⁵⁾ and certain other Target Entities

1A Proposed Acquisition

- Injection of S\$1.56 billion of assets⁽²⁾ to be satisfied by issuance of new ordinary shares in St. James

(Controlling shareholders of St. James c.57% have undertaken to vote in favour of the Proposed Transactions)

1C Proposed Share Consolidation / Proposed Mainboard Listing / Proposed Change of Name

- Consolidation of 50 St. James shares into 1 PREHL share
- Transfer to Mainboard of SGX
- Renamed "Perennial Real Estate Holdings Limited"

1B Proposed Disposal of Existing Business/ Proposed Distribution/ Exit Offer

- Dispose existing business to NewCo via pro-rata DIS
- Exit Offer in cash of S\$0.006 made to the shareholders of NewCo in respect of each NewCo Share

CityBar Holdings Pte. Ltd. ("NewCo")

Value of Assets Post Stage 1

S\$'b



Notes:

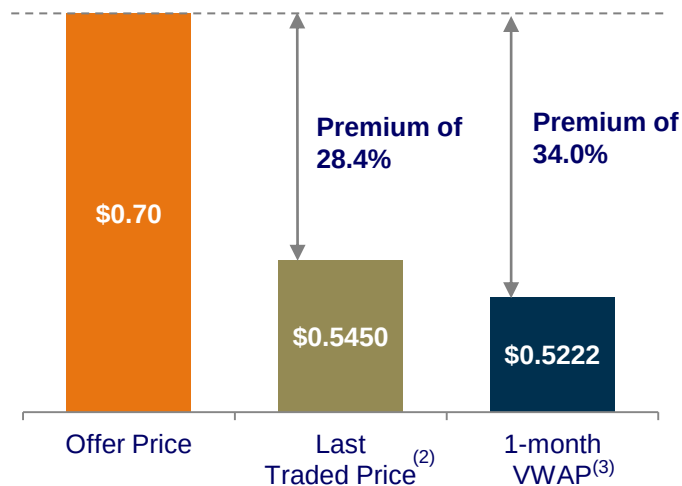
- It should be noted that the Beijing Tongzhou Integrated Development Phase 1 and Beijing Tongzhou Integrated Development Phase 2 comprise different plots of land which were separately tendered out by the PRC authorities at different times.
- Subject to adjustments for net asset values of the Target Entities
- Refers to the total Purchase Consideration for the injection of all the Target Assets (subject to adjustments for net assets). Target Assets refer to the shareholding of various target entities in certain property assets, management businesses and other assets located primarily in the PRC and Singapore
- With 100.00 per cent. acceptance of the Proposed PCRT Voluntary Offer, as at 31 March 2014
- Includes 299,143,763 units of PCRT representing approximately 26.11 per cent of the issued units in PCRT, and 49 per cent of the issued shares of Perennial Real Estate Pte. Ltd. ("PREPL"), PRE 2 Investments Pte. Ltd., Perennial (China) Retail Management Pte. Ltd., Perennial (Singapore) Asset Management Pte. Ltd. and Perennial (Singapore) Retail Management Pte Ltd from PREH

Stage 2 – Proposed PCRT Voluntary Offer

Upon completion of Stage 1, the Company proposes to undertake the following transaction in Stage 2



Offer Price: S\$0.70



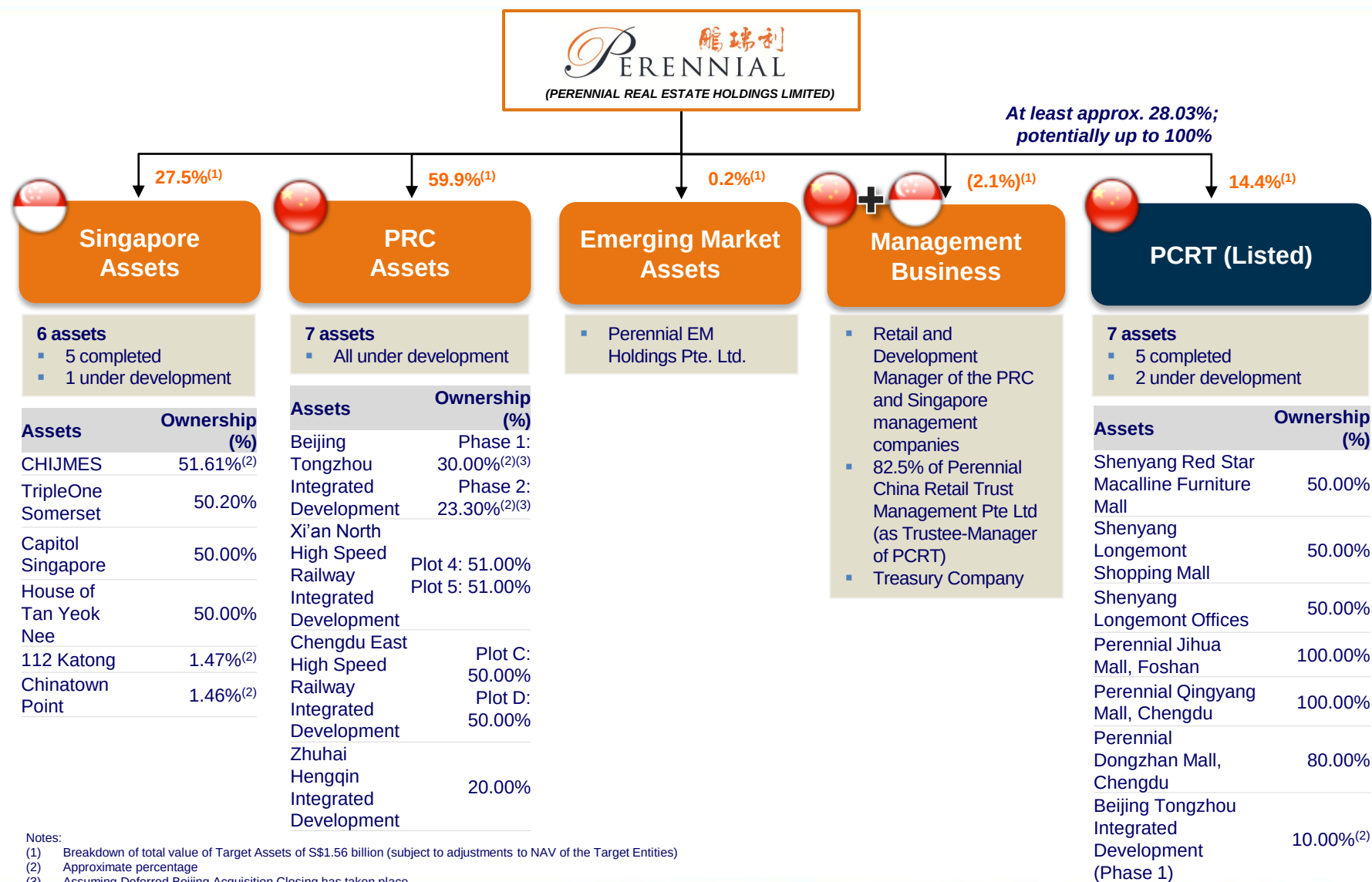
Swap via Issuance of New Shares at Exchange Ratio of 0.52423 for each PCRT Unit

	Notes	
Value of St. James (excluding Existing Business)	(A)	S\$10.225 mn
No. of existing shares of St. James ('000)	(B)	382,871
Issue Price prior to Proposed Share Consolidation	(C) = (A) / (B)	S\$0.0267
Issue Price post Proposed Share Consolidation (50 shares into 1 share)	(D) = (C) x 50	S\$1.3353
Offer Price for one PCRT unit	(E) = S\$0.70	
Exchange ratio for one PCRT unit	(E) / (D)	0.52423 ⁽⁴⁾

Notes:

- (1) Reflects pro forma NAV of the Enlarged Group under Scenario B and at the various acceptance levels, as at 31 March 2014
- (2) On 14 March 2014
- (3) Last transacted price of the Unit on the last Market Day on which the Units were traded prior to the Announcement, being 14 March 2014, before the trading halt of PCRT from 1.58pm on 14 March 2014
- (4) If the holder of any Offer Units is entitled to a fractional amount of a Voluntary Offer Share, this will be rounded down to the nearest whole number of Voluntary Offer Shares

The Enlarged Group – An Integrated Real Estate Platform with Assets in PRC, Singapore & Emerging Markets



IFA OPINIONS & BOARD RECOMMENDATIONS

IFA's Opinions & Board's Recommendations

Proposed Whitewash Resolution

The Independent Financial Advisor (“IFA”) is of the opinion that it is **not prejudicial to the interests of the Independent Shareholders**.

IFA advised the Independent Directors to **recommend** the Independent Shareholders to **vote in favour of the Proposed Whitewash Resolution**.

Proposed Exit Offer

IFA is of the opinion that the **Exit Offer Price** is **fair and reasonable**, and is **not prejudicial to the interests of minority Shareholders**.

IFA advised the Independent Directors to recommend to Shareholders to:

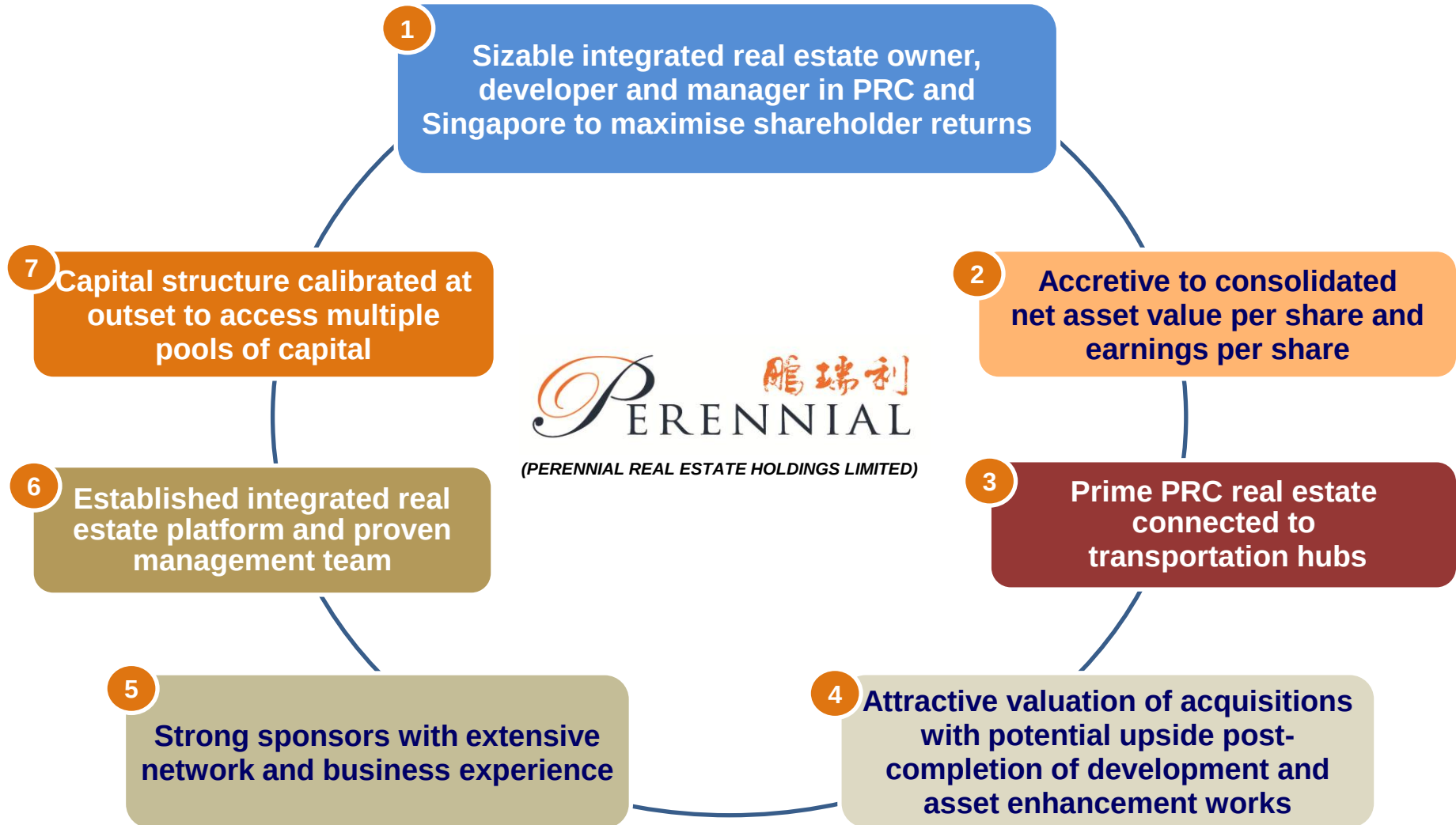
- **ACCEPT the Proposed Exit Offer**, unless Shareholders are very confident and optimistic about the prospects of the holding company under the control of the Offerors, and are prepared to bear the implications and consequences of holding the unlisted company shares;
- Consider the implications of holding shares in an unlisted company should Shareholders not wish to accept the Proposed Exit Offer and decide to retain all or part of their shares in the holding company.

The Board is of the opinion that the Proposed Transactions are in the best interest of the Company and all stakeholders as it would preserve and enhance Shareholders' value. Recommends Shareholders vote in favour of all the Resolutions set out in Notice of EGM.

Note that Shareholders should not rely on the IFA's advice to the Independent Directors as the sole basis for deciding whether or not to accept the Proposed Whitewash Resolution and the Proposed Exit Offer.

KEY INVESTMENT HIGHLIGHTS OF THE ENLARGED GROUP

Competitive Strengths of the Enlarged Group



Sizable Integrated Real Estate Owner, Developer & Manager in PRC & Spore to Maximise Shareholder Returns



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- Approximately 36.5 million sq ft⁽¹⁾ of GFA across mixed-use assets in PRC and Singapore
- Stable Singapore assets provide steady income stream while PRC assets provide growth, maximizing shareholder returns

Singapore



PRC



Note:

(1) Not including car park and M&E areas for the PRC assets

(2) Approximate percentage

(3) Assuming Deferred Beijing Acquisition Closing has taken place

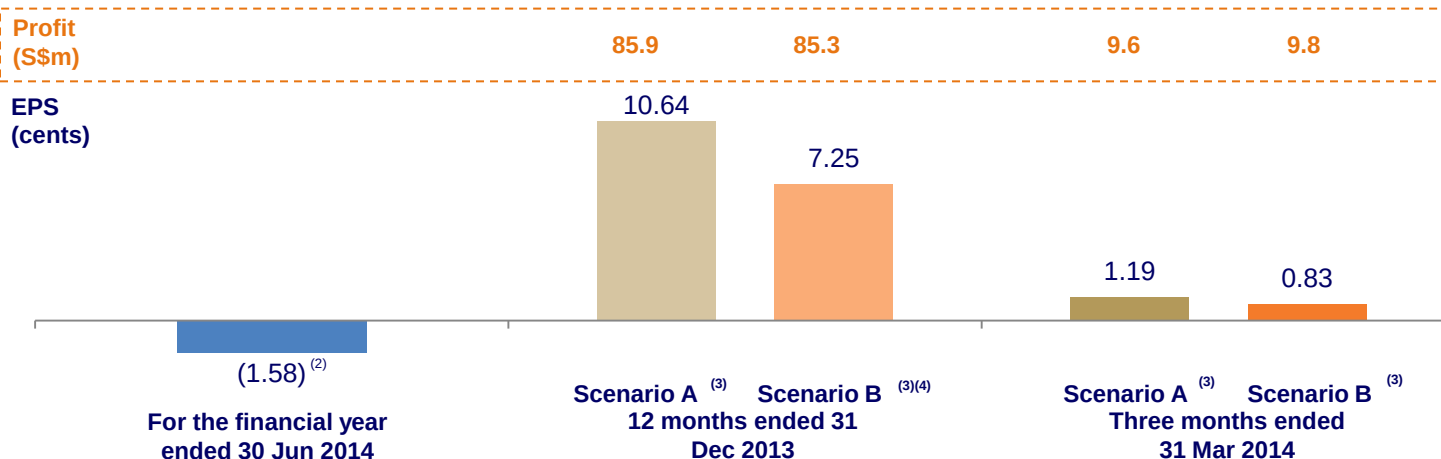
The artist's impressions may differ from the actual view of the completed project and is subject to the relevant authorities' approval

LEGEND

★ Target Assets

▲ PCRT Assets

Accretive to consolidated NAV per share and EPS

Pro
Forma
NAV of
Enlarged
GroupPro
Forma
Earnings
of
Enlarged
Group

Notes:

- (1) Unaudited NAV per Share of the Group as at 30 June 2014.
- (2) Unaudited EPS of the Group was a loss for the financial year ended 30 June 2014.
- (3) Scenario A assumes the completion of the Proposed Acquisition of all Target Assets except for Beijing Tongzhou Integrated Development Phase 1, Beijing Tongzhou Integrated Development Phase 2, and 51.00% of the issued ordinary shares of Perennial Real Estate Pte. Ltd. whereas Scenario B assumes the completion of the Proposed Acquisition of all Target Assets in accordance with the terms and conditions of the acquisition agreements.
- (4) EPS in Scenario B was lower than that in Scenario A as it was assumed that Deferred Beijing Acquisition Closing had taken place, hence resulting in the issuance of a higher number of Consideration Shares. The Beijing Target Assets are in their development phase and are not contributing profit.

Accretive to Consolidated NAV / Share & EPS

Stage 2 – Financial Effects

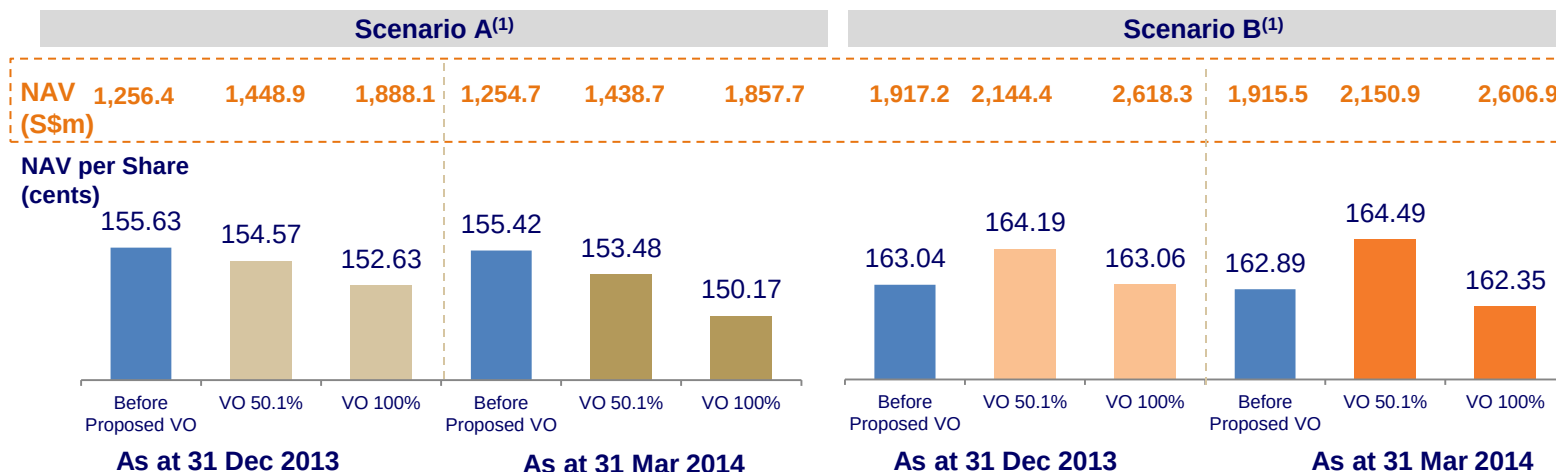
Post Proposed PCRT Voluntary Offer



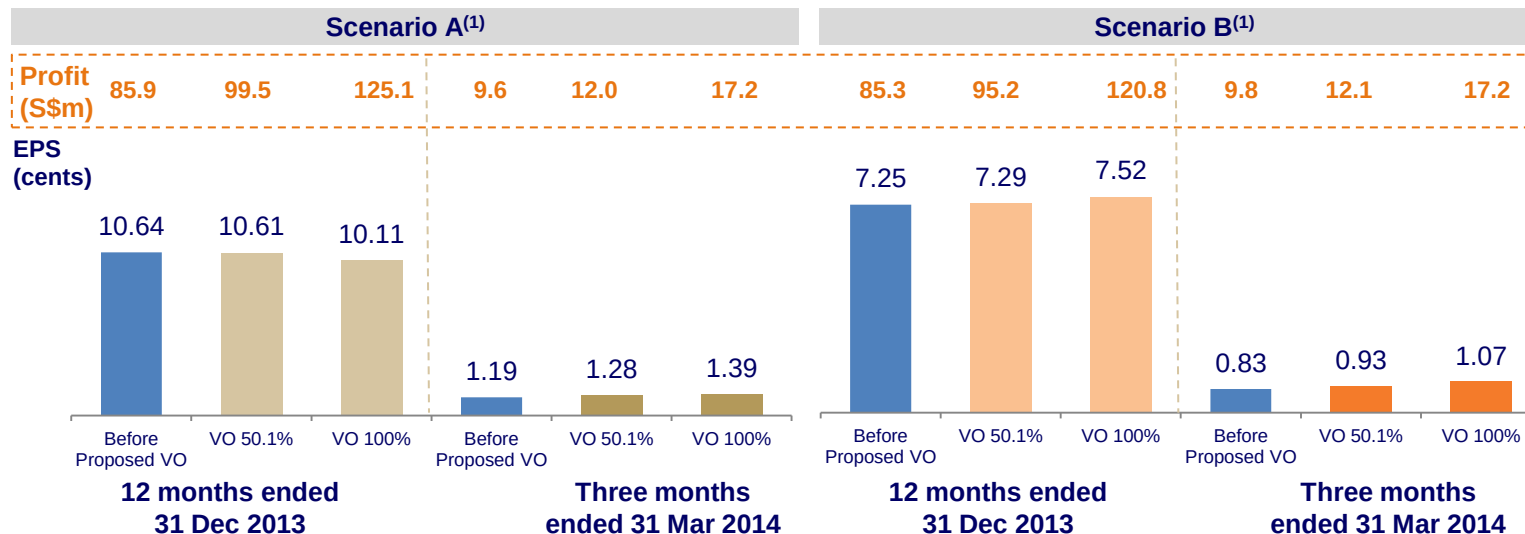
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Pro Forma NAV of Enlarged Group



Pro Forma Earnings of Enlarged Group



Notes:

(1) Scenario A assumes the completion of the Proposed Acquisition of all Target Assets except for Beijing Tongzhou Integrated Development Phase 1, Beijing Tongzhou Integrated Development Phase 2, and 51.00% of the issued ordinary shares of Perennial Real Estate Pte. Ltd. whereas Scenario B assumes the completion of the Proposal Acquisition of all Target Assets in accordance with the terms and conditions of the acquisition agreements.

Prime PRC Real Estate Assets Connected to Transportation Hubs

Dominant Commercial Developer with Prime Integrated Developments Connected to Two Largest HSR Hubs in PRC

Beijing Tongzhou
Integrated Development⁽¹⁾
– Phase 1 and Phase 2



Chengdu East HSR
Integrated Development
– Plots C and D



Xi'an North HSR
Integrated Development
– Plots 4 and 5



Zhuhai Hengqin
Integrated Development



Centrepiece of China's Ministry of Railway's expansion into high speed rail:

- 8 corridors: 4 north-south and 4 east-west corridors
- Includes 8 regional transport hubs (Beijing, Shanghai, Guangzhou, Zhengzhou, Wuhan, Xi'an, Chongqing, Chengdu)
- HSR remains an attractive method of transport, highly aligned with the PRC's goals as a rapidly developing nation
- Markets of regional hubs expected to benefit with increasing uptake of HSR network, with high development growth centered around HSR stations

Source: Circular data, Urbis Pty Ltd

Note:

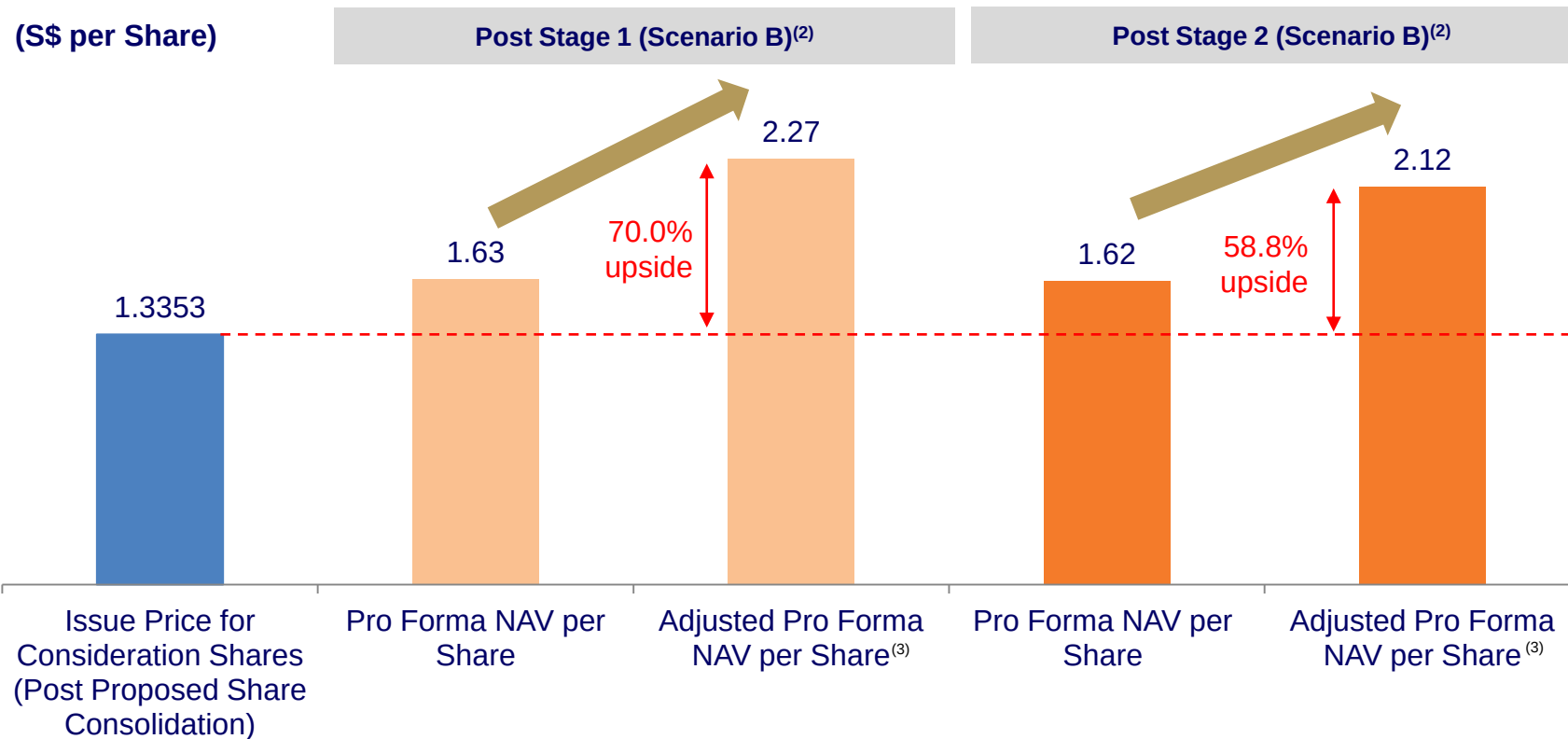
(1) Assuming Deferred Beijing Acquisition Closing has taken place

The artist's impressions may differ from the actual view of the completed project and is subject to the relevant authorities' approval

Attractive Valuation of Acquisitions with Potential Upside Post-Completion of Development & Enhancement Works

Assets are currently valued on “as-is” valuation based on the residual land value method, with adjusted pro forma NAV per Share expected to be S\$2.27 per Share post development of PRC and Singapore assets

Adjusted Pro Forma NAV⁽¹⁾ per Share for illustrative purposes only



Notes:

(1) For detailed explanation on Adjusted Pro Forma NAV, please refer to page 25 of the St James circular dated 18 Sep 2014

(2) Based on Pro Forma NAV per Share of the Enlarged Group as at 31 March 2014. Scenario B assumes the completion of the Proposed Acquisition of all Target Assets in accordance with the terms and conditions of the acquisition agreement

(3) Estimated based on the underlying assumptions as set out in the individual valuation reports prepared by the Independent Valuers, as well as the Company's existing development plans and expectations of the Singapore and the PRC real estate markets

5 Strong Sponsors with Extensive Network and Business Experience

Mr Kuok Khoon Hong

- Co-Founder, Chairman and CEO of Wilmar International Limited
- Chairman of PREH
- Non-Independent, Non-Executive Director of Perennial China Retail Trust Management Pte. Ltd. ("PCRTM"), the trustee-manager of PCRT

Mr Ron Sim

- Founder, Chairman and CEO of OSIM International Limited ("OSIM")
- OSIM, a global leader in branded healthy lifestyle products listed on the SGX-ST, has approximately 850 outlets in approximately 30 countries

Wilmar International Limited

- Asia's leading agribusiness group and ranked amongst the largest listed companies with market capitalisation of S\$20.11 billion as at Latest Practicable Date
- >20 years of operating experience in the PRC

Mr Pua Seck Guan

- Vice Chairman and President of PREH
- CEO and Executive Director of PCRTM, the trustee-manager of PCRT
- >20 years of real estate experience in property investment, development and management across various asset classes



Effective Ownership of Key Sponsors⁽¹⁾

Key Sponsors	Post-Stage 1 ⁽²⁾	Post-Stage 2 (VO 50.1%)	Post-Stage 2 (VO 100%)
Mr Kuok Khoon Hong and Related Parties	48.10%	43.31%	35.22%
Mr Ron Sim	17.00%	15.31%	12.45%
Wilmar International Limited	13.92%	12.53%	10.20%
Mr Pua Seck Guan	14.43%	12.99%	10.56%
Total	93.45%	84.14%	68.43%

Source: Circular dated 18 September 2014

Note:

- (1) The shareholding structure is provided for illustrative purposes only and does not take into account any adjustments for NAV of the Target Entities, as determined under the terms of the Acquisition Agreements.
- (2) Immediately after the Proposed Acquisition and Proposed Share Consolidation.

Established Integrated Real Estate Business Platform & Proven Management Team



- Extract value across the entire real estate value chain
- Internalised management team with strong capabilities and proven track record
- **Enlarged Group enjoys the following competitive advantages:**
 - ✓ Ability to leverage on its core real estate domain knowledge to develop and manage mixed-use developments while minimising the need to outsource or import expertise from external consultants or other developers; and
 - ✓ Ability to gain access to strategically located pieces of land or projects in the PRC, which are designated for mixed-use.

Capital Structure Calibrated at Outset to Access Multiple Pools of Capital



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Capital Structure Provides Debt Headroom

- Good access to debt and equity capital markets, by virtue of its large market capitalisation and NAV
- PRC development assets currently have no debt on the asset level⁽¹⁾
- Enlarged Group will have access to further debt headroom to fund future growth and capitalise on investment opportunities as they arise
- **Net gearing ratio as at 31 December 2013 of:**
 - ✓ Post completion of Proposed Acquisition, Proposed Disposal and Proposed Distribution: 0.42 ⁽²⁾
 - ✓ Assuming 100% acceptance: 0.35

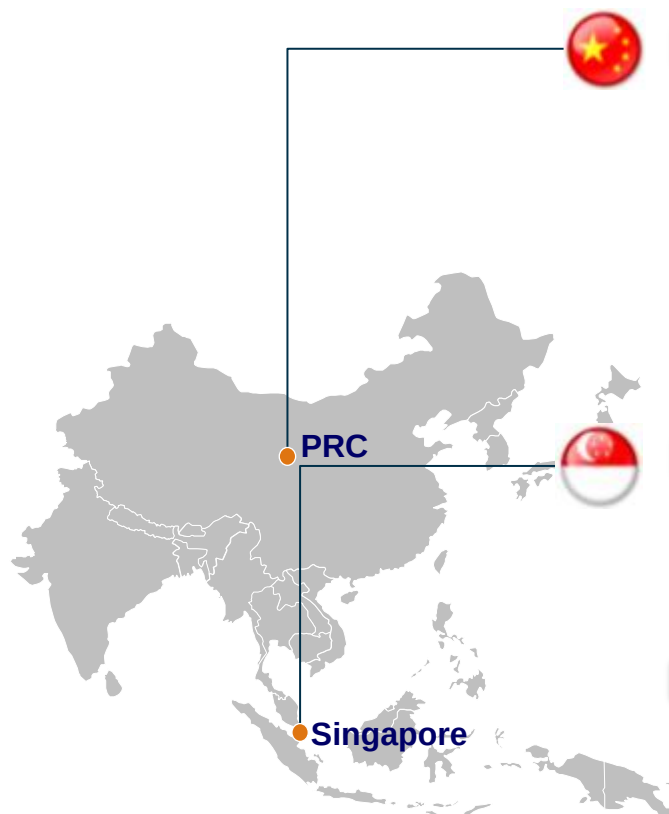
Funding Strategy

- PRC developments designed in a manner where up to 50.0 per cent. of the GFA of such developments comprise asset classes which allow for strata sub-division of the developments for sale (such as residential and strata retail units) for capital recycling purposes, with the remainder to be held for the long-term
 - ✓ Additional source of development funds, recycle capital and reduce external financing requirements
 - ✓ Retain interest in long-term assets, benefitting from any uplift in asset valuations and future income from these operational assets

Note:

(1) As at the Latest Practicable Date, no bank loans have been taken out at the asset level to finance the land acquisition in relation to the PRC Target Assets. The development costs of the PRC Target Assets are expected to be primarily funded by debt, taken out at the asset level, subject to applicable financing regulations in the PRC, and by proceeds from strata sales.

(2) Assuming completion of the Proposed Acquisition, the Proposed Disposal and Proposed Distribution



PRC Strategy

- Acquire and develop large-scale mixed-use development projects in first and second-tier provincial capitals and major cities:
 - ✓ Provides distinction, complementary advantages and resilience
 - ✓ Different asset classes strategically positioned in high growth PRC cities, and in close proximity to transportation nodes
- Adopt strata-sale / long-term hold strategy to better manage fund flows, while benefiting from operating long-term assets

Singapore Strategy

- Acquire assets or land which can be repositioned and redeveloped to extract embedded value
- Selectively acquire completed assets which will provide income stability

Other Markets Strategy

- Achieve first-mover advantage in high-growth and untapped emerging markets by:
 - ✓ Leveraging on the sponsors' extensive network of relationships and experience in the emerging markets
 - ✓ Focusing on acquiring urban renewal or rejuvenation projects which require international expertise, and
 - ✓ Leveraging on the Enlarged Group's ability to fund onshore at the asset level and offshore at the Enlarged Group level, thereby obtaining favourable financing costs

PROPOSED PCRT VOLUNTARY OFFER

Stage 2 – Proposed PCRT Voluntary Offer

Offer Price (per PCRT unit)	S\$0.70
Issue Price for each Voluntary Offer Share	S\$1.3353
Exchange Ratio for One PCRT Unit	0.52423
Offer Acceptance Scenarios:	
- If >50.0% acceptances	Offer turns unconditional
- If >90.0% acceptances	PCRT may be privatized and delisted from SGX-ST
NAV per Unit as at 30 June 2014	S\$0.73

If any holder of PCRT Offer Units is entitled to a fractional amount of Voluntary Offer Share, this will be rounded down to the nearest whole number of Voluntary Offer Shares

If PCRT Unitholders do not accept Offer: PCRT Unitholders will remain as Unitholders and will not become shareholders of the Company

Pre-Conditions to the Offer

- Completion of the Proposed Acquisition
- Completion of Proposed Share Consolidation
- Approval from St. James' Shareholders on making the Proposed PCRT Voluntary Offer

INDICATIVE TIMETABLE

Indicative Timetable

Stage 1

In relation to the Proposed Acquisition

Commencement of suspension in trading of existing Shares	On or about 21 Oct 2014, 5.00 p.m.
Proposed Share Consolidation Books Closure Date	On or about 27 Oct 2014, 5.00 p.m.
Proposed Initial Acquisition Closing	On or about 27 Oct 2014

In relation to the Proposed Disposal of the Existing Business and Proposed Distribution

Proposed Distribution Books Closure Date	No earlier than 16 Oct 2014, 5.00 p.m.
Expected effective date of completion of the Proposed Distribution	On or about 27 Oct 2014
Exit Offer for the Exit Offer Shares open for acceptance	Upon satisfaction of certain Exit Offer conditions

Stage 2

In relation to the Proposed PCRT Voluntary Offer

Commencement of the Proposed PCRT Voluntary Offer	On or about 27 Oct 2014
Despatch of Offer Document for the Proposed PCRT Voluntary Offer	On or about 10 November 2014 (The Proposed PCRT Voluntary Offer will remain open for not less than 28 days from the date of despatch of the Offer Document for the Proposed PCRT Voluntary Offer)
Expected date of lifting of the suspension of trading of the Existing Shares	Expected to be no later than 31 Dec 2014

The indicative timetable assumes that approval for all the resolutions proposed at the EGM is obtained and Proposed Initial Acquisition Closing takes place on or about 27 October 2014.

Please refer to future announcement(s) by the Company and/or the SGX-ST for the exact dates of these events

Save for the date of the EGM, the dates above are indicative only and may be subject to change

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THANK YOU