



NOTICE OF ANNUAL GENERAL MEETING

PARAGON REIT

(CONSTITUTED IN THE REPUBLIC OF SINGAPORE PURSUANT TO TRUST DEED DATED 9 JULY 2013 (AS AMENDED))

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of the holders of units of PARAGON REIT (the “**PARAGON REIT**”, and the holders of units of PARAGON REIT, “**unitholders**”) will be convened and held at Orchid Ballroom, Level 4, Sands Expo & Convention Centre, 10 Bayfront Ave, Singapore 018956 on Monday, 17 April 2023 at 3.30 p.m. (Singapore time) for the following business:

ORDINARY BUSINESS

1. To receive and adopt the Report of DBS Trustee Limited, as trustee of PARAGON REIT (the “**Trustee**”), the statement by PARAGON REIT Management Pte. Ltd., as manager of PARAGON REIT (the “**Manager**”), and the Audited Financial Statements of PARAGON REIT for the financial year ended 31 December 2022 together with the Auditors’ Report thereon. (*Ordinary Resolution 1*)
2. To re-appoint KPMG LLP as the Auditors of PARAGON REIT to hold office until the conclusion of the next Annual General Meeting of PARAGON REIT, and to authorise the Manager to fix their remuneration. (*Ordinary Resolution 2*)

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following resolutions:

3. That pursuant to Clause 5 of the trust deed constituting PARAGON REIT (as amended) (the “**Trust Deed**”) and the listing rules of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), authority be and is hereby given to the Manager to:
 - (a) (i) issue units in PARAGON REIT (“**Units**”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and
 - (b) issue Units in pursuance of any Instruments made or granted by the Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (A) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of Units to be issued other than on a pro rata basis to existing unitholders (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent (20%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (B) below);



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- (B) subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (A) above, the total number of issued Units (excluding treasury Units, if any) shall be based on the number of issued Units (excluding treasury Units, if any) at the time this Resolution is passed, after adjusting for:
- (i) any new Units arising from the conversion or exercise of any Instruments which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of Units;
- (C) in exercising the authority conferred by this Resolution, the Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Trust Deed for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (D) unless revoked or varied by unitholders in a general meeting of unitholders, the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next Annual General Meeting of PARAGON REIT or (ii) the date by which the next Annual General Meeting of PARAGON REIT is required by applicable regulations to be held, whichever is earlier;
- (E) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (F) the Manager, any director of the Manager, and the Trustee, be and are hereby severally authorised to complete and to do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, or, as the case may be, the Trustee may consider expedient or necessary or in the interest of PARAGON REIT to give effect to the authority conferred by this Resolution. (*Ordinary Resolution 3*)

(Please see Explanatory Note 1)

By Order of the Board
PARAGON REIT MANAGEMENT PTE. LTD.
as manager of PARAGON REIT

Brent Huang & Avril Tay
Joint Company Secretaries

Singapore,
27 March 2023

EXPLANATORY NOTES:

1. *Ordinary Resolution 3*

The Ordinary Resolution 3 above, if passed, will empower the Manager from the date of this Annual General Meeting until (i) the conclusion of the next Annual General Meeting of PARAGON REIT or (ii) the date by which the next Annual General Meeting of PARAGON REIT is required by the applicable laws and regulations or the Trust Deed to be held, whichever is earlier, or (iii) the date on which such authority is revoked or varied by the unitholders in a general meeting, whichever is the earliest, to issue Units, to make or grant Instruments and to issue Units pursuant to such Instruments, up to a number not exceeding fifty per cent. (50%) of the total number of issued Units, with a sub-limit of twenty per cent. (20%) for issues other than on a pro rata basis to existing unitholders (in each case, excluding treasury Units, if any).

For the purpose of determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the total number of issued Units at the time Ordinary Resolution 3 is passed, after adjusting for new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed and (ii) any subsequent bonus issue, consolidation or subdivision of Units.

Fund raising by issuance of new Units may be required in instances of property acquisitions or debt repayments. In any event, if the approval of unitholders is required under the Listing Manual of the SGX-ST and the Trust Deed or any applicable laws and regulations in such instances, the Manager will then obtain the approval of unitholders accordingly.

NOTES

1. The Annual General Meeting will be held in a wholly physical format and there will be no option for unitholders to participate virtually. The Manager may implement such COVID-19 safe management measures (including vaccination-differentiated safe management measures) at the Annual General Meeting as may be required or recommended under any regulations, directives, measures or guidelines that may be issued from time to time by any government or regulatory agency in light of the COVID-19 situation in Singapore. Unitholders should check the PARAGON REIT's website <https://paragonreit.listedcompany.com/agm.html> or the SGX website at <https://sgx.com/securities/company-announcements> for the latest updates.
2. Printed copies of this Notice will be sent to unitholders. This Notice will also be made available via publication on PARAGON REIT's website at <https://paragonreit.listedcompany.com/agm.html> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. A Unitholder who is not a relevant intermediary entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
4. A Unitholder who is a relevant intermediary entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend and vote instead of the Unitholder, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints more than one proxy, the appointments shall be invalid unless the Unitholder specifies the number of Units in relation to which each proxy has been appointed in the proxy form.

"relevant intermediary" means

- (i) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;



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- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds Units in that capacity; or
- (iii) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953 of Singapore, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

5. The Proxy Form must be submitted to PARAGON REIT in the following manner:

- (a) if submitted by post, be lodged at the office of PARAGON REIT’s Unit Registrar, Boardroom Corporate & Advisory Services Pte Ltd, 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (b) if submitted electronically, be submitted via email to the PARAGON REIT’s Unit Registrar at paragonreitagm2022@boardroomlimited.com;

in either case, by 3.30 p.m. on 14 April 2023, being 72 hours before the time fixed for the AGM.

A Unitholder who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above or before scanning and sending it by email to the email address provided above.

6. A proxy need not be a Unitholder. CPF and SRS investors who wish to vote at the Annual General Meeting, should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 4 April 2023, being seven business days before the date of the Annual General Meeting.
7. Printed copies of the Proxy Form will be sent to unitholders. The Proxy Form will also be made available via publication on PARAGON REIT’s website at <https://paragonreit.listedcompany.com/agm.html> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
8. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder’s personal data by PARAGON REIT (or its agents or service providers) for the purpose of the processing, administration and analysis by PARAGON REIT (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for PARAGON REIT (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder’s proxy(ies) and/or representative(s) to PARAGON REIT (or its agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by PARAGON REIT (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify PARAGON REIT in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder’s breach of warranty.

9. Unitholders may also submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM. In order to do so, their questions must be submitted in the following manner by 10 April 2023:

- (a) if submitted electronically, be submitted via email to the Manager at ir@paragonreit.com.sg (with subject title “AGM Questions”); or
- (b) if submitted by post, be deposited at the office of the Manager at Bridge+, 79 Robinson Road, #07-01, CapitaSky, Singapore 068897. Please address and attention the letter as follows:

PARAGON REIT Management Pte. Ltd.
Bridge+, 79 Robinson Road
#07-01, CapitaSky,
Singapore 068897
Attention: Investor Relations Department (PARAGON REIT AGM 2022)

10. The Annual Report of PARAGON REIT for the financial year ended 31 December 2022 may be accessed at PARAGON REIT’s website at <https://paragonreit.listedcompany.com/agm.html>.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a Unitholder consents to the collection, use and disclosure of the Unitholder’s personal data by the Manager and the Trustee (or their agents or service providers) for the purpose of the processing and administration by the Manager and the Trustee (or their agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.