

PARAGON REIT

PARAGON REIT

(a real estate investment trust constituted on 9 July 2013
under the laws of the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the holders of units of PARAGON REIT (the “**Unitholders**”) will be convened and held at Simpor Junior Ballroom, Level 4, Sands Expo & Convention Centre, 10 Bayfront Avenue, Singapore 018956 on **22 April 2025** at **2.30 p.m.** for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

THE PARAGON TRUST DEED AMENDMENTS RESOLUTION (EXTRAORDINARY RESOLUTION)

“RESOLVED THAT:

- (a) approval be and is hereby given to amend the Deed of Trust dated 9 July 2013 constituting PARAGON REIT (formerly known as SPH REIT), as supplemented by a first supplemental deed dated 7 November 2016, a second supplemental deed dated 6 January 2017, a third supplemental deed dated 29 July 2022, a fourth supplemental deed dated 3 January 2023, a fifth supplemental deed dated 28 February 2025 and as may be amended, supplemented or varied from time to time (the “**Paragon Trust Deed**”), with the proposed amendments to the Paragon Trust Deed (the “**Paragon Trust Deed Amendments**”) as described and set out in **Appendix D** to the Scheme Document; and
- (b) each of the Paragon Manager, any director of the Paragon Manager (“**Paragon Director**”), and DBS Trustee Limited (Company Registration No. 197502043G) (in its capacity as trustee of PARAGON REIT, the “**Paragon Trustee**”) be and is hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Paragon Manager, such Paragon Director, or as the case may be, the Paragon Trustee, may consider expedient or necessary or in the interests of PARAGON REIT to give effect to the Paragon Trust Deed Amendments.”

By Order of the Board of Directors

PARAGON REIT Management Pte. Ltd.
(Company Registration No. 201305497E)
As manager of PARAGON REIT

Huang Jinyang, Brent
Company Secretary

Singapore
27 March 2025

All references to the Scheme Document in this Notice of EGM shall mean the scheme document dated 27 March 2025 issued by the Paragon Manager on behalf of PARAGON REIT to the Unitholders (the “**Scheme Document**”). All capitalised terms used but not otherwise defined herein shall have the same meanings given to them in the Scheme Document.

IMPORTANT NOTICE FROM THE PARAGON MANAGER:

The EGM will be convened and held in a wholly physical format at Simpor Junior Ballroom, Level 4, Sands Expo & Convention Centre, 10 Bayfront Avenue, Singapore 018956 on 22 April 2025 at 2.30 p.m.. There will be no option for Unitholders to participate virtually.

Electronic copies of the Scheme Document (together with this Notice of EGM, the Notice of Scheme Meeting, the Proxy Form A (EGM), the Proxy Form B (Scheme Meeting) and the Request Form) have been made available via publication on SGXNet at <https://www.sgx.com/securities/company-announcements> and the website of PARAGON REIT at <https://www.paragonreit.com.sg/proposed-privatisation/>. A Unitholder will need an internet browser and PDF reader to view these documents on SGXNet and the corporate website of PARAGON REIT. A printed copy of the Scheme Document will **NOT** be despatched to Unitholders (unless upon request). Instead, only printed copies of this Notice of EGM, the Notice of Scheme Meeting, the Proxy Form A (EGM), the Proxy Form B (Scheme Meeting) and the Request Form will be despatched to Unitholders.

Unitholders (including Overseas Unitholders) may obtain printed copies of the Scheme Document by submitting the Request Form to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., either: (a) via e-mail to srs.requestform@boardroomlimited.com; or (b) by post at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, in either case by no later than 5.00 p.m. on 14 April 2025. Printed copies of the Scheme Document will be sent to the address in Singapore specified by the Unitholder by ordinary post at its own risk, up to five (5) Market Days prior to the date of the EGM and the Scheme Meeting.

Notes:

Arrangements for Conduct of the EGM

- (1) Arrangements relating to the conduct of the EGM, including:
- (a) attending the EGM in person;
 - (b) submitting questions related to the Paragon Trust Deed Amendments Resolution to be tabled for approval at the EGM, in advance of the EGM or at the EGM itself; and/or
 - (c) voting at the EGM by the Unitholder (i) in person or (ii) by his/her/its duly appointed proxy,

are set out in this Notice of EGM. Any reference to a time of day is made by reference to Singapore time.

Unitholders, including CPFIS Investors and SRS Investors, or, where applicable, their appointed proxy who will be attending the EGM in person should bring along their NRIC/passport so as to enable the verification of their identity on the day of the EGM.

Questions & Answers, Minutes of EGM

- (2) Unitholders, including CPFIS Investors and SRS Investors, may submit questions related to the Paragon Trust Deed Amendments Resolution to be tabled for approval at the EGM, in advance of the EGM. To do so, all questions must be submitted in the following manner by 2.30 p.m. on 15 April 2025:
- (a) if submitted electronically, via e-mail to ir@paragonreit.com.sg; or
 - (b) if submitted by post, be deposited at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632.

- (3) Unitholders, including CPFIS Investors and SRS Investors, who submit questions via e-mail to the Paragon Manager or by post to the Unit Registrar must provide the following information:
 - (a) the Unitholder's full name;
 - (b) the Unitholder's full address; and
 - (c) the manner in which the Unitholder holds Units in PARAGON REIT (e.g. via CPFIS or SRS).
- (4) The Paragon Manager will endeavour to address all substantial and relevant questions received by it in the manner set out above by 2.30 p.m. on 17 April 2025 and the responses will be posted on SGXNet and the corporate website of PARAGON REIT.

Where substantially similar questions are received, the Paragon Manager will consolidate such questions and consequently not all questions may be individually addressed.

- (5) Unitholders (including CPFIS Investors and SRS Investors) or, where applicable, their appointed proxy, may also ask the Chairman of the EGM substantial and relevant questions related to the Paragon Trust Deed Amendments Resolution to be tabled for approval at the EGM, at the EGM.
- (6) The Paragon Manager will publish the minutes of the EGM on the corporate website of PARAGON REIT and on SGXNet within one (1) month from the date of the EGM, and the minutes will include the responses to the substantial and relevant questions received from Unitholders which are addressed during the EGM.

Voting, or appointing a proxy to vote, at the EGM

- (7) A Unitholder which is not a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her/its stead. Where a Unitholder appoints more than one (1) proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its holding (expressed as a percentage of the whole) to be represented by each proxy.
- (8) A Unitholder which is a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint more than one (1) 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 (1) 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.

A "**relevant intermediary**" means:

- (a) 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;
 - (b) 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
 - (c) 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.
- (9) The completed and signed Proxy Form A (EGM) for the EGM and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be submitted to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. in the following manner:
 - (a) if submitted electronically, via e-mail to srs.proxy@boardroomlimited.com; or
 - (b) if submitted by post, be deposited with the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632,

in either case, by 2.30 p.m. on 19 April 2025, being not less than 72 hours before the time fixed for the EGM.

A Unitholder who wishes to submit a Proxy Form A (EGM) must complete and sign the Proxy Form A (EGM), before scanning and sending it by e-mail to the e-mail address provided above or before submitting it by post to the address provided above.

- (10) A proxy need not be a Unitholder and may be the Chairman of the EGM. CPFIS Investors and SRS Investors who wish to vote at the EGM should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by 5.00 p.m. on 10 April 2025, being seven (7) Business Days before the date of the EGM.
- (11) Printed copies of the Proxy Form A (EGM) will be sent to Unitholders. The Proxy Form A (EGM) may also be accessed on SGXNet at <https://www.sgx.com/securities/company-announcements> and the website of PARAGON REIT at <https://www.paragonreit.com.sg/proposed-privatisation/>.
- (12) Please see the notes to the Proxy Form A (EGM) for more information.

Personal Data Privacy:

By (a) attending the EGM, (b) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof and/or (c) submitting the Request Form to request for a printed copy of the Scheme Document, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Paragon Manager and the Paragon Trustee (or their agents or service providers) for the purpose of the processing, administration and analysis by the Paragon Manager and the Paragon Trustee (or their agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Paragon Manager and the Paragon Trustee (or their 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 the Paragon Manager and the Paragon Trustee (or their 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 the Paragon Manager and the Paragon Trustee (or their 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 the Paragon Manager and the Paragon Trustee (or their agents or service providers) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.