



HOSPITALITY
TRUST

**OUE HOSPITALITY REAL ESTATE
INVESTMENT TRUST**

(a real estate investment trust constituted on 10 July 2013 under the laws of the Republic of Singapore)

managed by

**OUE Hospitality REIT
Management Pte. Ltd.**

(Company Registration No. 201310245G)

**OUE HOSPITALITY
BUSINESS TRUST**

(a business trust constituted on 10 July 2013 under the laws of the Republic of Singapore)

managed by

**OUE Hospitality Trust
Management Pte. Ltd.**

(Company Registration No. 201310246W)

AN IMPORTANT REMINDER TO STAPLED SECURITYHOLDERS OF OUE HOSPITALITY TRUST

Dated 30 July 2019

OVERVIEW

On 8 April 2019, the respective managers of OUE Commercial Real Estate Investment Trust ("C-REIT") and OUE Hospitality Trust ("H-Trust") jointly announced the proposed merger of C-REIT and H-Trust (the "Merger").

The Merger shall be effected through the acquisition by the C-REIT Trustee of all the issued and paid-up Stapled Securities held by the Stapled Securityholders of H-Trust in exchange for a combination of cash and C-REIT Units by way of a trust scheme of arrangement in compliance with the Singapore Code on Take-overs and Mergers.

YOUR VOTE COUNTS

Please vote in person or by proxy



Date and time of EGM	14 August 2019 at 3.00 p.m.
Date and time of Trust Scheme Meeting	14 August 2019 at 4.00 p.m. or as soon thereafter following the conclusion of the EGM to be held
Venue of EGM and Trust Scheme Meeting	Mandarin Orchard Singapore Mandarin Ballroom I, II and III 6th Floor, Main Tower, 333 Orchard Road Singapore 238867

EXTRAORDINARY GENERAL MEETING (EGM)

TRUST DEEDS AMENDMENTS RESOLUTION
THE PROPOSED TRUST DEEDS AMENDMENTS
TO THE H-TRUST TRUST DEEDS

TRUST SCHEME MEETING

TRUST SCHEME RESOLUTION
THE PROPOSED MERGER OF C-REIT AND H-TRUST
BY WAY OF A TRUST SCHEME OF ARRANGEMENT

SCHEME CONSIDERATION



\$50.04075 IN CASH
per Stapled Security; and



1.3583 new C-REIT UNITS
per Stapled Security

By way of illustration, if the Trust Scheme becomes effective in accordance with its terms, a Stapled Securityholder will receive \$540.75 in cash and 1,358 Consideration Units for every 1,000 Stapled Securities held as at the Books Closure Date

WHO CAN YOU CALL IF YOU NEED HELP?

BofA Merrill Lynch
Telephone: +65 6678 0102

Lead Merger Coordinator and Sole Financial Adviser to the H-Trust Managers

IF YOU ARE UNABLE TO ATTEND THE EGM AND TRUST SCHEME MEETING

Please vote by proxy

Last date and time for lodgement of Proxy Form (EGM)	12 August 2019 at 3.00 p.m.
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Last date and time for lodgement of Proxy Form (Trust Scheme Meeting)	12 August 2019 at 4.00 p.m.
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STEPS TO FILLING IN THE PROXY FORMS

1 Locate **both** the Proxy Form (EGM) (blue-coloured proxy form) and Proxy Form (Trust Scheme Meeting) (green-coloured proxy form)

The Proxy Form (EGM) and Proxy Form (Trust Scheme Meeting) are enclosed in the Scheme Document. If Stapled Securityholders have not received a copy of the Scheme Document, they can obtain a copy from:

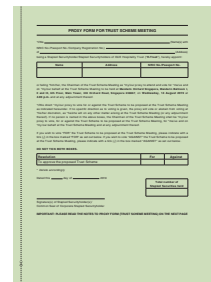
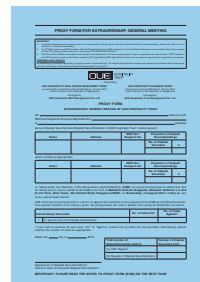
Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place, #32-01 Singapore Land Tower,
Singapore 048623

Operating hours: Monday to Friday, 8.30 a.m. to 5.30 p.m.

2 Complete **both** the Proxy Form (EGM) and Proxy Form (Trust Scheme Meeting)

**Proxy Form (EGM)
(Blue)**

**Proxy Form (Trust Scheme Meeting)
(Green)**



- Fill in your name and particulars on both forms.
- For each form, you may fill in the details of the appointee or leave the section blank. The Chairman of the EGM / Trust Scheme Meeting will be the appointee if the section is left blank.
- For the Proxy Form (EGM), if you wish to exercise all your votes FOR or AGAINST, tick within the box provided. Alternatively, indicate the number of votes as appropriate.
- For the Proxy Form (Trust Scheme Meeting), indicate your vote by ticking in the box labelled **FOR** or **AGAINST**. DO NOT TICK BOTH BOXES.
- If you are an individual, you or your attorney MUST SIGN and indicate the date. If you are a corporation, the Proxy Forms must be executed under your common seal or signed by a duly authorised officer or attorney.
- Indicate the number of Stapled Securities you hold.

3 Return **both** the completed Proxy Form (EGM) and Proxy Form (Trust Scheme Meeting)

Return both the completed and signed Proxy Form (EGM) and Proxy Form (Trust Scheme Meeting) in the endorsed pre-addressed envelope so that they both arrive at Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, by **NO LATER THAN 3.00 p.m. and 4.00 p.m. on 12 August 2019, Monday respectively**. The envelope is prepared for posting in Singapore only. Please affix sufficient postage if posting from outside of Singapore.

If the requisite majority is reached and the Trust Scheme is approved and becomes effective in accordance with its terms, all Stapled Securityholders are bound by the terms of the Trust Scheme regardless of whether they attended or voted at the Trust Scheme Meeting.

All capitalised terms not otherwise defined herein shall have the meanings ascribed to them in the Scheme Document dated 10 July 2019.

IMPORTANT NOTICE

The information in this reminder letter is qualified by, and should be read in conjunction with, the full information contained in the Scheme Document dated 10 July 2019. If there should be any inconsistency or conflict between this reminder letter and the Scheme Document, the terms set out in the Scheme Document shall prevail. Nothing in this reminder letter is intended to be, or shall be taken as, advice, a recommendation or a solicitation to the Stapled Securityholders or any other party.

Stapled Securityholders are advised to exercise caution when dealing in their Stapled Securities and refrain from taking any action in relation to their Stapled Securities which may be prejudicial to their interests.

RESPONSIBILITY STATEMENT

The directors of OUE Hospitality REIT Management Pte. Ltd. and OUE Hospitality Trust Management Pte. Ltd. (the "H-Trust Managers") (including those who may have delegated detailed supervision of this reminder letter) have taken all reasonable care to ensure that the facts stated and opinions expressed in this reminder letter are fair and accurate and that there are no other material facts not contained in this reminder letter, the omission of which would make any statement in this reminder letter misleading. The directors of the H-Trust Managers jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from C-REIT and/or OUE Commercial REIT Management Pte. Ltd., the sole responsibility of the directors of the H-Trust Managers has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this reminder letter.

华联酒店房地产投资信托
(2013年7月10日根据新加坡共和国法律成立的房地产投资信托)

华联酒店商业信托
(2013年7月10日根据新加坡共和国法律成立的商业信托)

由以下公司所管理

由以下公司所管理

华联酒店房地产投资信托管理私人有限公司
(公司注册号码201310245G)

华联酒店信托管理私人有限公司
(公司注册号码201310246W)

给予华联酒店信托合订证券持有人的重要提醒函

2019年7月30日

概要

在2019年4月8日，华联企业商业房地产投资信托（“C-REIT”）和华联酒店信托（“H-Trust”）各自的管理人联合宣布C-REIT和H-Trust拟议合并计划（“合并”）。

合并将以符合新加坡收购及合并守则的信托计划方式进行，由C-REIT托管人收购H-Trust合并证券持有人所持有的所有已发行和已缴足的合订证券，以换取现金和C-REIT单位。

您的一票非常重要

请亲自出席投票或通过指定代理人投票



临时股东大会召开日期及时间	2019年8月14日，下午3时
信托计划会议召开日期及时间	2019年8月14日，下午4时 或其后在临时股东大会结束后尽快召开
临时股东大会与信托计划会议的地点	新加坡文华大酒店 文华大宴会厅I,II和III 主楼6楼 乌节路333号 新加坡邮区238867

临时股东大会

信托契约修正决议

寻求合订证券持有者对修订H-TRUST信托契约的决议给予批准

信托计划会议

信托计划决议

寻求合订证券持有者对C-REIT与H-TRUST通过信托计划安排进行合并的建议给予批准

计划对价



0.04075新元的现金
每份合订证券；以及



1.3583个新C-REIT单位
每份合订证券

举例来说，如果信托计划依据其条款而生效，合订证券持有人对于其在截止过户日持有的每1,000份合订证券将收到40.75新元现金和1,358个对价单位

若您需要帮助，可以拨电给谁？

美银美林
电话：+65 6678 0102
牵头合并协调人和H-Trust独家财务顾问

如果您无法亲自出席临时股东大会与信托计划会议

请通过指定代理人投票

递交代理人指定表格（临时股东大会）的截止日期及时间	2019年8月12日， 下午3时
递交代理人指定表格（信托计划会议）的截止日期及时间	2019年8月12日， 下午4时

填写代理人指定表格的步骤

1 找到代理人指定表格（临时股东大会）（蓝色代理人指定表格）以及代理人指定表格（信托计划会议）（绿色代理人指定表格）

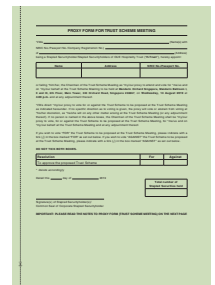
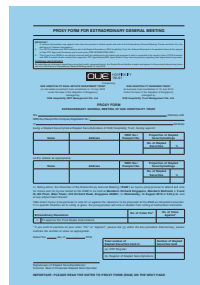
代理人指定表格（临时股东大会）和代理人指定表格（信托计划会议）都装在信托计划文件中。如果合订证券持有人没有收到信托计划文件，他们可在下述地址获取：

Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place, Singapore Land Tower, #32-01
Singapore 048623

运营时间：周一至周五，上午8.30时至下午5.30时

2 填写代理人指定表格（临时股东大会）以及代理人指定表格（信托计划会议）

代理人指定表格（临时股东大会） 代理人指定表格（信托计划会议）
（蓝色） （绿色）



- 在两个表格上都填写阁下的姓名及其他详细信息。
- 在各表格中，阁下可填写被指定人详细信息或不填写该部分。若阁下没填写该部分，临时股东大会的主席/信托计划会议的主席将成为被指定人。
- 对于代理人指定表格（临时股东大会），如果阁下希望行使所有投票权表明FOR（意：支持）或AGAINST（意：反对），请在相应的框内打勾。或者，请填写适当的投票数量。
- 对于代理人指定表格（信托计划会议），请在FOR（意：支持）或AGAINST（意：反对）的框内打勾，以表明您的投票。请不要在两个框内同时打勾。
- 如果是个人，阁下或阁下的律师必须签字并标明签署日期。如果是公司，代理人指定表格必须加盖公章或由适当授权管理人士或律师签字。
- 填写阁下所持合订证券数量。

3 返还已完成的代理人指定表格（临时股东大会）以及代理人指定表格（信托计划会议）

请将填好并签了字的代理人指定表格（临时股东大会）以及代理人指定表格（信托计划会议），装入已填写了地址的信封，并将两份表格在**2019年8月12日，星期一，下午3时和下午4时之前**，返还到Boardroom Corporate & Advisory Services Pte. Ltd.注册办事处（地址：50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623）。所准备的信封仅用于新加坡境内邮寄。如从新加坡以外的地区邮寄，请贴上足够的邮票。

如果达到所需的多数票数以及该信托计划最终获得批准并生效，所有合订证券持有人均受到该信托计划的条款所约束，无论他们是否出席该信托计划会议或在会上投票。本文中未另行定义的所有术语均依照2019年7月10日信托计划文件所赋予的涵义解释。

重要提醒

本提醒函的信息应该和2019年7月10日的信托计划文件里的完整信息一起阅读。如果这封提醒函和信托计划文件出现任何不一致或矛盾之处，一切以信托计划文件为准。这封提醒函中没有任何一部分内容有意作为，或应该被视为，给予合订证券持有人或任何其他方的意见、建议或邀约。

提醒合订证券持有人在处理他们的合订证券时保持谨慎，在涉及合订证券的问题上不要采取任何可能有损他们利益的行动。

免责声明

华联酒店房地产投资信托管理私人有限公司和华联酒店信托管理私人有限公司（“H-Trust管理人”）的董事（包括那些可能委托他人对本提醒函进行详细监督的董事）已采取一切合理的谨慎措施，以确保在本提醒函中所陈述的事实和意见是公平与准确的，并没有遗漏任何重要事实而使本提醒函产生误导。H-Trust管理人的董事相应承担连带责任。

如果任何信息是从已公布或以其他方式公开获取的资料中提取或复制，或从C-REIT和/或华联企业商业房地产投资信托管理私人有限公司获得，则H-Trust管理人董事的全部责任就是通过合理查询确保此类信息是从这些来源准确和正确提取的，或在本提醒函中准确和正确反映或复制，视情况而定。