

UNITED HAMPSHIRE US REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted on 18 September 2019 under the laws of the Republic of Singapore)

(Managed by United Hampshire US REIT Management Pte. Ltd.)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of the holders of units of United Hampshire US Real Estate Investment Trust (“**UHREIT**”, and the holders of units of UHREIT, “**Unitholders**”) will be convened and held by way of electronic means on Friday, 21 April 2023 at 10.00 am for the following purposes:

(A) AS ORDINARY BUSINESS

1. To receive and adopt the Report of Perpetual (Asia) Limited, as trustee of UHREIT (the “**Trustee**”), the Statement by United Hampshire US REIT Management Pte. Ltd., as manager of UHREIT (the “**Manager**”) and the Audited Financial Statements of UHREIT for the financial year ended 31 December 2022 together with the Auditors’ Report thereon.

(Ordinary Resolution 1)

2. To re-appoint Deloitte & Touche LLP as the Auditors of UHREIT and to hold office until the conclusion of the next AGM of UHREIT, and to authorise the Manager to fix their remuneration.

(Ordinary Resolution 2)

(B) AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions:

3. That pursuant to Clause 5 of the trust deed constituting UHREIT (the “**Trust Deed**”) and listing rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Manager be authorised and empowered to:

- (a) (i) issue units in UHREIT (“**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:

- (1) 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 and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a pro rata basis to Unitholders shall not exceed twenty per cent (20%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);

- (2) 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 (1) above, the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) shall be based on the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for:
- (a) any new Units arising from the conversion or exercise of any Instruments which are outstanding or subsisting at the time this Resolution is passed;
 - (b) any new Units arising from exercising unit options or vesting of unit awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Units.

Adjustments in accordance with (a) or (b) are only to be made in respect of new Units arising from convertible securities, unit options or unit awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (3) 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;
- (4) unless revoked or varied by the Unitholders in a general meeting of UHREIT, the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next AGM of UHREIT, or (ii) the date by which the next AGM of UHREIT is required by applicable laws or regulations to be held, whichever is the earlier;
- (5) 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
- (6) the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interest of UHREIT to give effect to the authority conferred by this Resolution.

(Ordinary Resolution 3)

Please see Explanatory Note (i)

BY ORDER OF THE BOARD

United Hampshire US REIT Management Pte. Ltd.

(Company Registration No. 201916768W)

As Manager of UHREIT

NGIAM MAY LING

Company Secretary

Singapore,

30 March 2023

Explanatory Notes:

(i) Ordinary Resolution 3

Ordinary Resolution 3 above, if passed, will empower the Manager from the date of this AGM until (i) the conclusion of the next AGM of UHREIT, or (ii) the date by which the next AGM of UHREIT is required by applicable laws or regulations to be held, 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, make or grant instruments (such as securities, warrants or debentures) convertible into Units 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 (excluding treasury Units and subsidiary holdings, if any), of which up to twenty per cent (20%) may be issued other than on a pro rata basis to Unitholders (excluding treasury Units and subsidiary holdings, if any).

For determining the aggregate number of Units that may be issued, the percentage of issued Units (excluding treasury Units and subsidiary holdings, if any) will be calculated based on the issued Units (excluding treasury Units and subsidiary holdings, if any) at the time this Ordinary Resolution 3 above is passed, after adjusting for new Units arising from the conversion or exercise of any Instruments which are outstanding or subsisting at the time this Resolution is passed and 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 AGM is being convened and will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM will not be sent to Unitholders. This Notice of AGM will be sent to Unitholders by electronic means via publication on UHREIT's website at the URL <https://www.uhreit.com/>. This Notice of AGM will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- (2) Alternative arrangements have been put in place to allow Unitholders to participate in the AGM by:
 - (a) observing and/or listening to the AGM proceedings via "live" audio-visual webcast via their mobile phones, tablets or computers or "live" audio-only feed via telephone (Live Webcast);
 - (b) submitting questions in advance of the AGM or during the AGM via an online text box; and/or
 - (c) voting at the AGM (i) "live" by the Unitholders themselves via electronic means or (ii) by appointing the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) as proxy to attend and vote on their behalf at the AGM.

Details of the steps for pre-registration, submission of questions and voting at the AGM are set out in detail below.

(3) Pre-Registration to attend the AGM remotely

Unitholders (including SRS investors) and, where applicable, appointed proxy(ies), who wish to vote "live" at the AGM must pre-register at the pre-registration website at <https://go.lumiengage.com/uhreitagm23> from now till 10.00 am on 18 April 2023 to enable the Company to verify their status as Unitholders. If they wish to appoint the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) to vote on their behalf, they should submit a Proxy Form / approach their respective SRS Operators in accordance with paragraph (5) below. Following the verification, authenticated persons will receive a confirmation email which will contain the instructions to access the "live" audio-visual webcast and a telephone number to access the "live" audio-only feed of the AGM proceedings, via the e-mail address provided during pre-registration. Persons who do not receive the confirmation email by 10.00 am on 20 April 2023, but have registered by 10.00 am on 18 April 2023 deadline should contact the Company's Unit Registrar, Boardroom Corporate & Advisory Services Pte Ltd, by telephone at 6536 5355 during Monday to Friday, from 8.30 a.m. to 5.30 p.m. or by email to srs.teamc@boardroomlimited.com.

Deadline to pre-register: By 10.00 am on 18 April 2023

Persons who hold Units through relevant intermediaries (as defined below), other than SRS investors, and who wish to participate in the AGM by observing and/or listening to the AGM proceedings through “live” audio-visual webcast or “live” audio-only feed should contact the relevant intermediary through which they hold such Units as soon as possible, no later than 10.00 am on 12 April 2023 (being 7 working days before the date of the AGM) in order to make the necessary arrangements for them to participate in the AGM.

“**relevant intermediary**” means:

- (i) a banking corporation licensed under the Banking Act 1970, 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;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds Units in that capacity; or
- (iii) The Central Provident Fund Board (“CPF Board”) established by the Central Provident Fund Act 1953, 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.

(4) Submission of questions

Unitholders and SRS investors will be able to ask questions at the AGM by submitting text-based questions via the “live” audio-visual webcast by clicking the “Ask a Question” feature and then clicking “Type Your Question” to input their queries in the questions text box. It is important for Unitholders and SRS investors to have their web-browser devices ready for asking questions during the Live Webcast.

Unitholders and SRS investors who pre-registered and are verified in accordance with paragraph (3) above are also encouraged to submit questions related to the proposed resolutions to be tabled for approval at the AGM in the following manner:

- (a) via the pre-registration website at <https://go.lumiengage.com/uhreitagn23>;
- (b) by email to srs.teamc@boardroomlimited.com;
- (c) if submitted by post, be deposited at the registered office of UHREIT’s Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd, 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (d) during the AGM via an online text box.

Unitholders will need to identify themselves when posing questions by providing the following details:

- the Unitholder’s full name as it appears on the CDP/SRS unit records;
- the Unitholder’s NRIC/Passport/UEN number;
- the Unitholder’s contact number and email address; and
- the manner in which the Unitholder holds his/her/its units in UHREIT (e.g. via SRS).

Please note that the Manager will not be able to answer questions from persons who provide insufficient details to enable the Manager to verify his/her/its unitholder status.

Deadline to submit questions: By 10.00 a.m. on 14 April 2023

The Manager will endeavour to respond to substantial and relevant questions received from Unitholders relating to the agenda of the AGM and publish its responses on SGXNet and the Manager’s website prior to the AGM. The Manager will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters.

The Manager will adopt real-time electronic communication facilities, i.e., an online text box for the Unitholders to raise questions during the AGM and receive responses from the Manager prior to vote casting.

The Manager will, within 1 month after the date of the AGM, publish the minutes of the AGM on UHREIT's website and on SGXNet, and the minutes will include the responses to substantial and relevant questions referred to above.

(5) Voting at the AGM

Unitholders and SRS investors who wish to attend vote electronically (in real time) at the AGM must pre-register at the pre-registration website in accordance with paragraph (3) above. "Live" voting will be conducted during the AGM for Unitholders and SRS investors attending the "live" audio-visual webcast (and not the audio-only feed via telephone). It is important for Unitholders and SRS investors to have their web-browser devices ready for voting during the "live" webcast.

(6) Voting by the appointment of Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) as Proxy

A Unitholder (whether individual or corporate) who does not wish to attend and vote (in real time) at the AGM may submit a Proxy Form to appoint the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) as his/her/it's proxy to attend and vote on his/her/it's behalf at the AGM if such member wishes to exercise his/her/it's voting rights at the AGM.

Where a Unitholder (whether individual or corporate) appoints the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) as his/her/it's proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) as proxy for that resolution will be treated as invalid.

SRS investors who wish to appoint the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) as proxy should approach their respective SRS Operators to submit their votes at least 7 working days before the AGM (i.e., by **10.00am on 12 April 2023**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) to vote on their behalf by the cut-off date.

For the avoidance of doubt, pre-registration is not required if a unitholder only intends to appoint the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) as his/her/its proxy and does not intend to attend the AGM. The Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) as proxy, need not be a Unitholder.

The instrument appointing the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) as proxy, which can be assessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Manager's website at the URL <https://www.uhreit.com/>, must be submitted to the Manager in the following manner:

- (a) if electronically, be submitted via email at srs.teamc@boardroomlimited.com;
- (b) if electronically, be submitted via pre-registration website, by completing and signing the Proxy Form, before attaching and uploading the PDF copy of it onto pre-registration website at <https://go.lumiengage.com/uhreitagm23>; or
- (c) if by post, be deposited at the registered office of UHREIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd, 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632,

in either case, by no later than 10.00 am on 18 April 2023, being 72 hours before the time fixed for the holding the AGM and in default the instrument of proxy shall be treated as invalid. Unitholders who wish to submit and instrument of proxy must first download, 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.

Deadline to submit Proxy Form: By 10.00 a.m. on 18 April 2023

Where an instrument appointing, the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM), as proxy submitted by email, it must be authorised in the following manner, failing which the instrument may be treated as invalid:

- (a) by way of the affixation of an electronic signature by the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
- (b) by way of the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

A corporation which is a Unitholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the AGM and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

The Manager shall be entitled to reject the instrument appointing the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor in the instrument appointing the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) as proxy (including any related attachment). In addition, in the case of a Unitholder whose Units are entered in the Depository Registers, the Manager may reject any instrument appointing the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) as proxy if the Unitholder, being the appointor, is not shown to have Units entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Manager.

- (7) Completion and return of the instrument appointing the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) will not prevent a Unitholder from attending and voting (in real time) via electronic means at the AGM if he/she/ it subsequently wishes to do so, provided that in the event of such attendance by the Unitholder via electronic means, the relevant instrument submitted by the Unitholder shall be deemed to be revoked.
- (8) All documents and information relating to the business of the AGM (including this Notice of AGM and the instrument appointing a proxy) have been published on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Managers website at the URL <https://www.uhreit.com/>.
- (9) The Annual Report 2022 may be accessed at UHREIT's website at the URL <https://www.uhreit.com/>.
- (10) Unitholders may request for printed copies of these documents by sending an email to UHREIT's Unit Registrar at srs.teamc@boardroomlimited.com
- (11) A Unitholder may withdraw an instrument appointing the Chairman of the AGM or proxy(ies) (other than the Chairman of the AGM) as proxy at the AGM by sending an email to UHREIT's Unit Registrar at srs.teamc@boardroomlimited.com

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) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of the appointment of the Chairman of the AGM or proxy(ies) (other than 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) to comply with any applicable laws, listing rules, regulations and/or guidelines.