

This Form of Acceptance and Transfer for Shares ("FAT") is important. This FAT is not a transferable or negotiable document. If you are in any doubt about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

This FAT relates to the Letter to Shareholders dated 30 May 2024 (the "Letter to Shareholders") in relation to the off-market purchase of shares in OUE Limited (the "Company", and such shares, the "Shares") in accordance with an equal access scheme (the "Off-Market Equal Access Offer") by the Company. Unless otherwise defined or the context requires otherwise, capitalised terms used in this FAT bear the same meanings ascribed to them in the Letter to Shareholders.

The availability of the Off-Market Equal Access Offer to Shareholders (as defined in the Letter to Shareholders) whose addresses as reflected in the Register of Members of the Company (the "Register") are outside Singapore (the "Overseas Shareholders") may be affected by the laws of the relevant overseas jurisdictions. Such Overseas Shareholders are advised to read the section entitled "Overseas Shareholders" in the Letter to Shareholders.

**OFF-MARKET EQUAL ACCESS OFFER BY  
OUE LIMITED  
FORM OF ACCEPTANCE AND TRANSFER FOR SHARES**

**(DO NOT SUBMIT THIS FAT TO BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD. IF YOU DO NOT WISH TO ACCEPT THE OFF-MARKET EQUAL ACCESS OFFER.)**

(I) Total Number of Entitled Shares and Excess Shares (each defined below) Tendered in Acceptance of the Off-Market Equal Access Offer	(II) Share Certificate No(s).	Offer Price	FOR OFFICIAL USE
Entitled Shares:		S\$1.25 in cash for each Share	
Excess Shares:			
<p><b>NOTE: You are entitled to accept the Off-Market Equal Access Offer in respect of 10 per cent. of the Shares held by you as reflected in the Register as at 5.30 p.m. (Singapore time) on 27 June 2024 or such later date(s) as may be announced from time to time by the Company (the "Record Date", and such Shares, the "Entitled Shares"). In addition, you may tender Shares that are in excess of your Entitled Shares (the "Excess Shares") for acceptance under the Off-Market Equal Access Offer. Please refer to paragraph 1 on page 2 of this FAT for instructions on inserting the total number of Entitled Shares and Excess Shares above.</b></p> <p><b>Last date and time for acceptance of the Off-Market Equal Access Offer: 5.30 p.m. (Singapore time) on 27 June 2024 or such later date(s) as may be announced from time to time by the Company (the "Closing Date").</b></p>			

Dear Sirs

I/We, \_\_\_\_\_ (Passport/NRIC/Company Registration Number) \_\_\_\_\_  
 (Full name of Shareholder and joint Shareholder(s), if any)  
 Of \_\_\_\_\_  
 (Address)  
 Telephone No. (Office/Home): \_\_\_\_\_ (Handphone): \_\_\_\_\_  
 E-mail: \_\_\_\_\_

do hereby transfer to the Company the Entitled Shares and the Excess Shares as stated in Section (I) above comprised in the share certificate(s) stated in Section (II) above.

**The consideration for acceptance of the Off-Market Equal Access Offer is the Offer Price, being S\$1.25 in cash for each Share, as stated in the Letter to Shareholders.**

My/Our acceptance of the Off-Market Equal Access Offer at the Offer Price, by way of completion, execution and submission of this FAT, is subject to the following terms and conditions:

**Irrevocable Acceptance.** My/Our completion, execution and submission of this FAT shall constitute my/our irrevocable acceptance of the Off-Market Equal Access Offer, on the terms and conditions contained in the Letter to Shareholders and this FAT. Except as expressly provided in the Letter to Shareholders, such acceptance made by me/us using this FAT shall be irrevocable.

**Assistance.** I/We irrevocably undertake to execute such other documents and to do such acts and things as may be required to give effect to such acceptance and the transfer of the above-mentioned Entitled Shares and Excess Shares to the Company and to enable the Company to exercise all rights and receive all benefits accruing to or arising from the above-mentioned Entitled Shares and Excess Shares as specified in the Letter to Shareholders.

**Warranty.** I/We unconditionally and irrevocably warrant that the Shares in respect of which the Off-Market Equal Access Offer is accepted by me/us are, and when transferred to the Company, will be (i) fully paid, (ii) free from all liens, equities, mortgages, pledges, charges, encumbrances, rights of pre-emption and any other third party rights or interests of any nature whatsoever, and (iii) transferred together with all rights, benefits and entitlements attached thereto as at the date of the announcement of the Off-Market Equal Access Offer and thereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights and other distributions (if any) which may be declared paid or made by the Company in respect of the Shares on or after the date of the announcement of the Off-Market Equal Access Offer (other than the final dividend and special dividend payable to Shareholders of the Company as at the record date of 9 May 2024 which was approved by Shareholders at the Annual General Meeting of the Company held on 26 April 2024 for payment on 24 May 2024 ("FY2023 Dividends")). For the avoidance of doubt, a Shareholder who tenders Shares in acceptance of the Off-Market Equal Access Offer will still receive the FY2023 Dividends payable on 24 May 2024 in respect of those Shares tendered, provided that the Shareholder held those Shares as at the record date of 9 May 2024 and as such, is entitled to receive the FY2023 Dividends.

**Authorisation.** I/We irrevocably authorise any person nominated in writing by the Company to date this FAT and to complete the particulars of the Company on my/our behalf. I/We irrevocably authorise and direct the Company or its agent to send a cheque in Singapore currency drawn in a bank operating in Singapore for the appropriate amount being the consideration for the Entitled Shares and Excess Shares payable to me/us by ordinary post at my/our own risk to the address stated above or, if none is set out, to me/us (or my/our designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the joint accepting Shareholder first-named in the Register) at the relevant address maintained in the Register by ordinary post at my/our own risk.

If you wish to accept the Off-Market Equal Access Offer, please sign below.

**PLEASE SIGN HERE**

**FOR INDIVIDUAL SHAREHOLDERS**

Signed, sealed and delivered by the above-named Shareholder/first-named joint Shareholder in the presence of:

Witness' Signature: \_\_\_\_\_ )  
 Name: \_\_\_\_\_ )  
 NRIC/Passport No.: \_\_\_\_\_ )  
 Address: \_\_\_\_\_ )  
 Occupation: \_\_\_\_\_ )

\_\_\_\_\_  
**Signature of Shareholder/first-named joint Shareholder**

Signed, sealed and delivered by the above-named joint Shareholder in the presence of:

Witness' Signature: \_\_\_\_\_ )  
 Name: \_\_\_\_\_ )  
 NRIC/Passport No.: \_\_\_\_\_ )  
 Address: \_\_\_\_\_ )  
 Occupation: \_\_\_\_\_ )

\_\_\_\_\_  
**Signature of joint Shareholder, if any**

**FOR CORPORATE SHAREHOLDERS**

The Common Seal of the above-named Shareholder was hereunto affixed in the presence of:

\_\_\_\_\_)  
 Director Director/Secretary )

**Notes:**

- (a) A husband must not witness the signature of his wife and *vice versa*.
- (b) In the case of joint shareholdings, this FAT must be signed by all joint Shareholders.
- (c) In the case of a corporation, this FAT must be executed under its common seal, the seal being affixed and witnessed in accordance with its Constitution and/or other constitutive documents and/or other regulations. If a corporation does not by the law of the country of its incorporation require a common seal to execute this FAT, this FAT may be executed in such other manner so as to be binding on the corporation under the laws of the country of its incorporation and acceptable to the Company. The Company will be entitled to call for such evidence of due execution or authority as it may think fit.

**FOR OFFICIAL USE**

The Company hereby accepts and acknowledges the transfer of the number of Shares as specified or comprised in this FAT subject to the terms and conditions in the Letter to Shareholders and this FAT.

The Common Seal of the Company was hereunto affixed in the presence of:

\_\_\_\_\_)  
 Director Director/Secretary )

## INSTRUCTIONS

This FAT is for the use of Shareholders who wish to accept the Off-Market Equal Access Offer in respect of all or part of the total number of Shares represented by share certificate(s) which have not been deposited with The Central Depository (Pte) Limited ("CDP"). Shareholders who hold the share certificate(s) of the Shares beneficially owned by them and who wish to accept the Off-Market Equal Access Offer in respect of such Shares should not deposit their share certificate(s) with CDP during the period commencing on the date of the Letter to Shareholders and ending on the Closing Date (both dates inclusive). Shareholders who deposit their share certificate(s) in respect of the Shares beneficially owned by them with CDP during this period may not have their respective Securities Accounts credited with the relevant number of Shares in time for them to accept the Off-Market Equal Access Offer. This FAT and the provisions herein constitute an integral part of the Letter to Shareholders. Further provisions relating to acceptance are set out in the Appendix to the Letter to Shareholders.

This FAT has been sent to you on the understanding that all your Shares are registered in your name. If, however, your Shares are held on your behalf by CDP and you wish to accept the Off-Market Equal Access Offer in respect of some or all of these Shares, you should complete, sign and return at your own risk, the Form of Acceptance and Authorisation for Shares ("FAA") in accordance with the instructions printed thereon. A copy of the FAA may be obtained upon production of satisfactory evidence that you are a Shareholder, from THE CENTRAL DEPOSITORY (PTE) LIMITED by submitting a request to CDP via phone (+65 6535 7511) during their operating hours or email services ([asksgx@sgx.com](mailto:asksgx@sgx.com)).

1. **Acceptance.** If you wish to accept the Off-Market Equal Access Offer in respect of all or any of your Shares, you should:
  - (i) complete page 1 of this FAT in accordance with the Letter to Shareholders and the instructions printed on this FAT. In particular, you must state in Section (I) the total number of Entitled Shares and Excess Shares in respect of which you wish to tender for acceptance under the Off-Market Equal Access Offer and state in Section (II), the share certificate number(s) of the relevant share certificate(s). If you:
    - (a) do not specify any number in Section (I) on page 1 of this FAT, you shall be deemed NOT to have accepted the Off-Market Equal Access Offer and your acceptance will be rejected;
    - (b) specify a number in Section (I) on page 1 of this FAT which exceeds such number of Shares representing 10 per cent. of the total number of Shares held by you as reflected in the Register as at 5.30 p.m. (Singapore time) on the Record Date, you will be deemed to have (i) accepted the Off-Market Equal Access Offer in respect of all your Entitled Shares and (ii) tendered your Excess Shares (up to such number of Shares so inserted in Section (I) on page 1 of this FAT) for acceptance under the Off-Market Equal Access Offer. Acceptances of Excess Shares will be scaled down on a pro rata basis in accordance with the Letter to Shareholders but in a manner which minimises the number of new odd-lot shareholdings as the directors of the Company may, in their absolute discretion, deem fit in the interest of the Company;
  - (ii) sign this FAT in accordance with the Appendix of the Letter to Shareholders and the instructions printed on this FAT; and
  - (iii) deliver:
    - (a) the duly completed and signed original of this FAT in its entirety (no part may be detached or otherwise mutilated);
    - (b) the share certificate(s), other document(s) of title and/or other relevant document(s) required by the Company relating to the Shares in respect of which you wish to accept the Off-Market Equal Access Offer; and
    - (c) where such Shares are not registered in your name, a transfer form, duly executed by the person in whose name such share certificate(s) is/are registered and stamped, with the particulars of transferee left blank (to be completed by the Company or a person authorised by it),  
by hand or by post, in the enclosed pre-addressed envelope at your own risk, to OUE Limited c/o Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, as to arrive NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON 27 JUNE 2024. Settlement of the consideration under the Off-Market Equal Access Offer will be subject to, amongst other things, the receipt of all relevant documents, properly completed and delivered. Proof of posting is not proof of receipt by Boardroom Corporate & Advisory Services Pte. Ltd. at the above address. Acceptance in the form of this FAT received by Boardroom Corporate & Advisory Services Pte. Ltd. at the address listed above on a Saturday, Sunday or public holiday will only be processed and validated on the next business day.
2. **Unregistered Shareholding.** If your Shares are represented by share certificate(s) which are not registered with the Company in your own name, you must send in, at your own risk, the relevant share certificate(s) and/or other document(s) of title, and/or other relevant document(s) required by the Company together with this duly completed and signed original FAT in its entirety (no part may be detached or otherwise mutilated), accompanied by transfer form(s), duly completed and executed by the person(s) registered as the holder of the Shares and stamped, with the particulars of the transferee left blank (to be completed by the Company).
3. **Date of FAT.** Please do not date this FAT or insert the name of the Company. This will be done on your behalf by the Company.
4. **Unavailable/Missing Documents.** If your share certificate(s) or transfer form(s) and/or other relevant document(s) required by the Company, is/are not readily available or is/are lost, please contact Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632. This FAT should nevertheless be completed and delivered as above if you wish to accept the Off-Market Equal Access Offer. The unavailable/missing document and/or satisfactory indemnities or appropriate statutory declarations should be forwarded as soon as possible thereafter but in any event before 5.30 p.m. (Singapore time) on 27 June 2024.
5. **No Acknowledgements.** No acknowledgement of receipt of any FAT, share certificate, other document of title, transfer form and/or any other document required by the Company, will be given.
6. **Shareholder Abroad.** If a Shareholder is away from home, for example, abroad or on holiday, this FAT should be sent by the quickest means (for example, express air mail) to the Shareholder for completion and execution, or if he or she has executed a Power of Attorney, this FAT may be signed by the attorney but the attorney's signature in this FAT must be accompanied by a statement reading "signed under the Power of Attorney which is still in force, no notice of revocation having been received". In the latter case, the original Power of Attorney or a certified true copy thereof must be attached with this FAT. No other signatures are acceptable.
7. **Shareholder Deceased.** If the Shareholder is deceased and if:
  - (i) the Grant of Probate or Letters of Administration has been registered and lodged with the Company, this FAT must be completed and signed by all the personal representative(s) of the deceased and delivered to OUE Limited c/o Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (ii) the Grant of Probate or Letters of Administration have not been registered and lodged with the Company, all the personal representative(s) of the deceased must personally proceed together to the Company c/o Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 with the original Grant of Probate or Letters of Administration. The Grant of Probate or Letters of Administration must be lodged with the Company before the personal representative(s) of the deceased can effect the transfer of the Shares.
8. **Joint Shareholder Deceased.** If one of the joint Shareholders is deceased, this FAT must be completed and signed by all the surviving joint Shareholders and lodged with OUE Limited c/o Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, accompanied by the Death Certificate, Grant of Probate or Letters of Administration in respect of the deceased Shareholder.
9. **Particulars on Share Certificate(s).** If your name or other particulars are shown incorrectly on the share certificate(s), please carry out the following steps:
  - (i) **Incorrect name.** Please complete this FAT with the correct name and deliver it with a statutory declaration or a letter from your bank or solicitor confirming that the person described on the share certificate(s) and the person who signed this FAT are one and the same;
  - (ii) **Incorrect address.** Please write the correct address on this FAT; and
  - (iii) **Change of name.** If you have changed your name, lodge your Marriage Certificate or the Deed Poll with this FAT for noting.
10. **Disclaimer.** The Company and/or Boardroom Corporate & Advisory Services Pte. Ltd. will be authorised and entitled, in their sole and absolute discretion, to reject or treat as valid any acceptance of the Off-Market Equal Access Offer through this FAT which is not entirely in order or does not comply with the terms of the Letter to Shareholders and this FAT or which is not accompanied by the relevant share certificate(s), other document(s) of title and/or any other relevant document(s) required by the Company, or which is otherwise incomplete, incorrect, unsigned, not submitted in its original form, or invalid, as the case may be, in any respect. If you wish to accept the Off-Market Equal Access Offer, it is your responsibility to ensure that this FAT is properly completed, executed (where applicable) and submitted in all respects, and submitted with original signature(s) (where applicable) and that all required documents, where applicable, are provided. Any decision to reject or treat as valid any acceptance of the Off-Market Equal Access Offer through this FAT will be final and binding and none of the Company or Boardroom Corporate & Advisory Services Pte. Ltd. accepts any responsibility or liability in relation to such a decision, including the consequences thereof. The Company and/or Boardroom Corporate & Advisory Services Pte. Ltd. reserves the right to treat acceptances of the Off-Market Equal Access Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated in the Letter to Shareholders or in this FAT, as the case may be, or if made otherwise than in accordance with the provisions of the Letter to Shareholders and in this FAT.
11. **Risk of Posting.** All communications, notices, certificates, documents, payments and remittances to be delivered or sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first-named in the Register, as the case may be) will be sent by ordinary post to respective addresses as they appear in the records of Boardroom Corporate & Advisory Services Pte. Ltd. (or for the purposes of payments only, to such address as may be specified in the FAT) at your sole risk.
12. **Conclusive Evidence.** Submission of the duly completed FAT and/or delivery of the duly completed and signed original of this FAT, as the case may be, together with the relevant share certificate(s) and/or other document(s) of title and/or other relevant document(s) required by the Company, to the Company (or their agents) and/or Boardroom Corporate & Advisory Services Pte. Ltd. shall be conclusive evidence in favour of the Company and/or Boardroom Corporate & Advisory Services Pte. Ltd. of the right and title of the person submitting and/or signing it, as the case may be, to deal with the same and with the Shares to which it relates. The Company and/or Boardroom Corporate & Advisory Services Pte. Ltd. shall be entitled to assume the accuracy of any information and/or documents submitted together with any FAT and shall not be required to verify or question the validity of the same.
13. **Personal Data Privacy.** By completing, submitting and/or delivering this FAT, you (i) consent to the collection, use and disclosure of your personal data by the Company, the Singapore Exchange Securities Trading Limited and Boardroom Corporate & Advisory Services Pte. Ltd. (the "Relevant Persons") for the purpose of facilitating your acceptance of the Off-Market Equal Access Offer, and in order for the Relevant Persons to comply with any applicable laws, regulations and/or guidelines; (ii) warrant that where you disclose the personal data of another person, such disclosure is in compliance with applicable law; and (iii) agree that you will indemnify the Relevant Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of your breach of warranty.
14. **Third Party Rights.** Unless expressly provided otherwise in the Letter to Shareholders and/or this FAT, a person who is not a party to any contracts made pursuant to the Off-Market Equal Access Offer, the Letter to Shareholder, this FAT and/or other related documents, has no right under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein and in the Letter to Shareholders, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.
15. **Governing Law.** By completing, signing and submitting this FAT, you agree that the agreement arising from the acceptance of the Off-Market Equal Access Offer by you shall be governed by, and construed in accordance with, the laws of the Republic of Singapore and that you submit to the non-exclusive jurisdiction of the Singapore courts.