SECURITIES AND FUTURES ACT (CAP. 289) SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/ UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES

FORM **3** (Electronic Format)

Explanatory Notes

- 1. Please read the explanatory notes carefully before completing the notification form.
- This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
- 5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
- 7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
- 9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 10. In this form, the term "Listed Issuer" refers to -
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
- 11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at http://www.mas.gov.sg (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

BHG Retail REIT

- 2. Type of Listed Issuer:
 - Company/Corporation
 - Registered/Recognised Business Trust
 - ✓ Real Estate Investment Trust

Name of Trustee-Manager/Responsible Person:

BHG Retail Trust Management Pte. Ltd.

- 3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?
 - No (Please proceed to complete Part II)
 - ✓ Yes (Please proceed to complete Parts III & IV)
- 4. Date of notification to Listed Issuer:

06-Sep-2019

| Deut III – Oscherten (int Oberneherten | | \/ :(| | Datalla |
|--|----|---------------|---|-----------|
| Part III - Substantial Shareholder | (S |)/Unitholder(| S |) Detalls |

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

Substantial Shareholder/Unitholder A

1. Name of Substantial Shareholder/Unitholder:

Beijing Hualian Group Investment Holding Co., Ltd.

- 2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?
 - Yes
 - ✓ No
- 3. Notification in respect of:
 - Becoming a Substantial Shareholder/Unitholder
 - ✓ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 - Ceasing to be a Substantial Shareholder/Unitholder
- 4. Date of acquisition of or change in interest:

06-Sep-2019

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (*if different from item 4 above, please specify the date*):

06-Sep-2019

- 6. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):
- 7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/ warrants/convertible debentures* {*conversion price known*}) held by Substantial Shareholder/ Unitholder before and after the transaction:

| Immediately before the transaction | Direct Interest | Deemed Interest | Total |
|--|-----------------|-----------------|-------------|
| No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures: | 0 | 176,059,502 | 176,059,502 |
| As a percentage of total no. of voting shares/ units: | 0 | 34.84 | 34.84 |
| Immediately after the transaction | Direct Interest | Deemed Interest | Total |
| No. of voting shares/units held and/or underlying the rights/options/warrants/ | 0 | 178,133,160 | 178,133,160 |
| convertible debentures : | | | |

| 8. | Circumstances giving rise to deemed interests (if the interest is such): |
|----|--|
| | [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed |
| | interest arises] |

Beijing Hualian Group Investment Holding Co., Ltd. ("Beijing Hualian Group") wholly owns Beijing Hua Lian Group (Singapore) International Trading Pte. Ltd. ("BHG SIT") and is deemed interested in the 148,310,300 units of BHG Retail REIT (the "Units") held by BHG SIT.

Beijing Hualian Group holds 29.17% of the total issued equity interest of Beijing Hualian Hypermarket Co., Ltd. ("BHH") which in turn wholly owns Beijing Hypermarket (Singapore) Purchasing Pte. Ltd. ("BHH SPP"). Accordingly, Beijing Hualian Group is deemed interested in the 8,125,000 Units owned by BHH SPP.

Beijing Hualian Group holds 25.39% of the total issued equity interest of Beijing Hualian Department Store Co., Ltd. ("BHDS"), which in turn wholly owns Beijing Hualian Mall (Singapore) Commercial Management Pte. Ltd. ("BHM SCM"). Accordingly, Beijing Hualian Group is deemed interested in the 11,197,200 Units owned by BHM SCM.

BHM SCM in turn wholly owns BHG Mall (Singapore) Property Management Pte. Ltd. ("PM") and BHG Retail Trust Management Pte. Ltd. ("RM"). Accordingly, Beijing Hualian Group is deemed interested in the 3,118,769 Units owned by the PM, and the 5,308,233 Units owned by the RM.

As such, prior to the transaction entered into by RM to acquire 1,416,682 Units, Beijing Hualian Group was deemed interested in BHG SIT, BHH SPP, BHM SCM, the PM and the RM's aggregate holdings of/interest in 176,059,502 Units, representing approximately 34.84% of the total issued Units.

Following the acquisition of 1,416,682 Units by the RM, Beijing Hualian Group is deemed interested in an aggregate of 178,133,160 Units, representing approximately 35.1% of the total issued Units.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/ Unitholders]

Beijing Hualian Group (i) wholly owns BHG SIT, (ii) holds 29.17% of BHH, which in turn wholly owns BHH SPP, (iii) holds 25.39% of BHDS which in turn wholly owns BHM SCM. BHM SCM in turn wholly owns RM and PM.

10. Attachments (if any): 🕤

(The total file size for all attachment(s) should not exceed 1MB.)

- 11. If this is a **replacement** of an earlier notification, please provide:
 - (a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (*the "Initial Announcement"*):

|--|--|

- (b) Date of the Initial Announcement:
- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

12. Remarks (if any):

| Sub | ostantial Shareholder/Unitholder B | • | | | | | | | | | | |
|----------------|---|---|--|--|--|--|--|--|--|--|--|--|
| 1. | Name of Substantial Shareholder/L | Jnitholder: | | | | | | | | | | |
| | Hainan Hong Ju Industrial Co., Ltd. | | | | | | | | | | | |
| 2. | Is Substantial Shareholder/Unithol securities of the Listed Issuer are h Yes Vo | | | | | | | | | | | |
| 3. | Notification in respect of: | | | | | | | | | | | |
| | Becoming a Substantial Shareholder/Unitholder | | | | | | | | | | | |
| | ✓ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholde | | | | | | | | | | | |
| | Ceasing to be a Substantial Shareh | nolder/Unitholder | | | | | | | | | | |
| | Date of acquisition of or change in interest: | | | | | | | | | | | |
| 4. | Date of acquisition of or change in i | interest: | | | | | | | | | | |
| 4. | Date of acquisition of or change in i | interest: | | | | | | | | | | |
| 4. 5. | · · · · · · | older/Unitholder be | | • | | | | | | | | |
| | 06-Sep-2019 Date on which Substantial Shareho | older/Unitholder be | | • | | | | | | | | |
| | 06-Sep-2019 Date on which Substantial Shareho change in, interest (<i>if different f</i> | older/Unitholder be from item 4 above | , please specify the | e date): | | | | | | | | |
| 5. | 06-Sep-2019 Date on which Substantial Shareho change in, interest (<i>if different f</i> 06-Sep-2019 Explanation (<i>if the date of becomin</i> | older/Unitholder be from item 4 above | , please specify the | e date): | | | | | | | | |
| 5. | 06-Sep-2019 Date on which Substantial Shareho change in, interest (<i>if different f</i> 06-Sep-2019 Explanation (<i>if the date of becomin</i> | older/Unitholder be from item 4 above | , please specify the | e date): | | | | | | | | |
| 5. | 06-Sep-2019 Date on which Substantial Shareho change in, interest (<i>if different f</i> 06-Sep-2019 Explanation (<i>if the date of becomin</i> | older/Unitholder be from item 4 above | , please specify the | e date): | | | | | | | | |
| 5. | 06-Sep-2019 Date on which Substantial Shareho change in, interest (<i>if different f</i> 06-Sep-2019 Explanation (<i>if the date of becomin</i> | older/Unitholder be from item 4 above ng aware is differe ts (including votin conversion price k | e, please specify the ent from the date of | e date): f acquisition of, or the lerlying rights/options, | | | | | | | | |
| 5. | 06-Sep-2019 Date on which Substantial Sharehor change in, interest 06-Sep-2019 Explanation (if the date of becomin change in, interest): Quantum of total voting shares/unit warrants/convertible debentures {convertible | older/Unitholder be from item 4 above ng aware is differe ts (including votin conversion price k | e, please specify the ent from the date of | e date): f acquisition of, or the lerlying rights/options | | | | | | | | |
| 5. 6. 7. | 06-Sep-2019 Date on which Substantial Sharehor change in, interest 06-Sep-2019 Explanation (if the date of becomin change in, interest): Quantum of total voting shares/unit warrants/convertible debentures {c Unitholder before and after the trans | older/Unitholder be from item 4 above ng aware is different ts (including votin conversion price k isaction: | e, please specify the ent from the date of ng shares/units und nown}) held by Sut | e date): f acquisition of, or the lerlying rights/options ostantial Shareholder | | | | | | | | |

Direct Interest

0

0

Deemed Interest

178,133,160

35.1

convertible debentures :

1

units:

Immediately after the transaction

As a percentage of total no. of voting shares/

No. of voting shares/units held and/or underlying the rights/options/warrants/

Total

178,133,160

35.1

| | <i>interest arises]</i> Hainan Hong Ju Industrial Co., Ltd. holds 30% of the total issued equity interest of Beijing Hualian Group and | | | | | | | | | |
|-----|---|--|--|--|--|--|--|--|--|--|
| | | med interested in the Units that Beijing Hualian Group is deemed interested in. | | | | | | | | |
| 9. | [You | tionship between the Substantial Shareholders/Unitholders giving notice in this form: may attach a chart in item 10 to show the relationship between the Substantial Shareholders/ olders] | | | | | | | | |
| | Haina | n Hong Ju Industrial Co., Ltd. holds 30% of Beijing Hualian Group. | | | | | | | | |
| 10. | Atta | chments (<i>if any</i>): 🕥 | | | | | | | | |
| | U | (The total file size for all attachment(s) should not exceed 1MB.) | | | | | | | | |
| 11. | | s is a replacement of an earlier notification, please provide: SGXNet announcement reference of the <u>first</u> notification which was announced | | | | | | | | |
| | (a) | on SGXNet (<i>the "Initial Announcement"</i>): | | | | | | | | |
| | | | | | | | | | | |
| | (b) | Date of the Initial Announcement: | | | | | | | | |
| | (c) | 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement: | | | | | | | | |
| 12. | Rem | arks (<i>if any</i>): | | | | | | | | |
| Sub | estantia | al Shareholder/Unitholder C | | | | | | | | |
| 1. | | e of Substantial Shareholder/Unitholder: | | | | | | | | |
| - | | n Hong Ju Culture Media Group Limited | | | | | | | | |
| 2. | secu | ubstantial Shareholder/Unitholder a fund manager or a person whose interest in t irities of the Listed Issuer are held solely through fund manager(s)? es | | | | | | | | |

- 3. Notification in respect of:
 - Becoming a Substantial Shareholder/Unitholder
 - ✓ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 - Ceasing to be a Substantial Shareholder/Unitholder
- 4. Date of acquisition of or change in interest:
 - 06-Sep-2019
- 5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (*if different from item 4 above, please specify the date*):

06-Sep-2019

- 6. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):
- 7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/ warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/ Unitholder before and after the transaction:

| Immediately before the transaction | Direct Interest | Deemed Interest | Total |
|---|-----------------|-----------------|-------------|
| No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures: | 0 | 176,059,502 | 176,059,502 |
| As a percentage of total no. of voting shares/ units: | 0 | 34.84 | 34.84 |
| Immediately after the transaction | Direct Interest | Deemed Interest | Total |
| No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures : | 0 | 178,133,160 | 178,133,160 |
| As a percentage of total no. of voting shares/ units: | 0 | 35.1 | 35.1 |

8. Circumstances giving rise to deemed interests (*if the interest is such*):

[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Hainan Hong Ju Culture Media Group Limited holds 51.0% of the total issued equity interest of Hainan Hong Ju Industrial Co., Ltd. and is deemed to be interested in the Units that Hainan Hong Ju Industrial Co., Ltd. is deemed interested in.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/ Unitholders] Hainan Hong Ju Culture Media Group Limited holds 51.0% of Hainan Hong Ju Industrial Co., Ltd.

10. Attachments (if any): 🕤

(The total file size for all attachment(s) should not exceed 1MB.)

- 11. If this is a **replacement** of an earlier notification, please provide:
 - (a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (*the "Initial Announcement"*):

(b) Date of the Initial Announcement:

(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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|-----|--|--|--|--|--|--|--|
| 1 1 | | | | | | | |
| 1 1 | | | | | | | |
| 1 1 | | | | | | | |
| 1 1 | | | | | | | |

12. Remarks (*if any*):

Part IV - Transaction details

| 1. | Type of securities which are the subject of the transaction (more than one option may be chosen): ✓ Voting shares/units |
|----|---|
| | Rights/Options/Warrants over voting shares/units |
| | Convertible debentures over voting shares/units (<i>conversion price known</i>) |
| | Others (<i>please specify</i>): |
| | |
| | |
| | |
| | |
| 2. | Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders: |
| | 2,073,658 Units |
| 3. | Amount of consideration paid or received by Substantial Shareholders/Unitholders (<i>excluding brokerage and stamp duties</i>): |
| | \$1,467,170.52 |
| 4. | Circumstance giving rise to the interest or change in interest: |
| | Acquisition of: |
| | Securities via market transaction |
| | Securities via off-market transaction (e.g. married deals) |
| | Securities via physical settlement of derivatives or other securities |
| | Securities pursuant to rights issue |
| | Securities via a placement |
| | Securities following conversion/exercise of rights, options, warrants or other convertibles |
| | Disposal of: |
| | Securities via market transaction |
| | Securities via off-market transaction (<i>e.g. married deals</i>) |
| | Other circumstances: |
| | Acceptance of take-over offer for the Listed Issuer |
| | Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (<i>please specify</i>): |
| | |
| | |
| | |
| | |
| | ✓ Others (<i>please specify</i>): |
| | Securities as part of management fees paid by the listed Issuer |
| | |
| | |

Item 5 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholders/Unitholders.

5. Particulars of Individual submitting this notification form to the Listed Issuer:

(a) Name of Individual:

Isaac Lian

(b) Designation (*if applicable*):

Senior Compliance Manager

(c) Name of entity (*if applicable*): BHG Retail Trust Management Pte. Ltd.

Transaction Reference Number (auto-generated):