



**HOSPITALITY  
TRUST**

Comprising:

**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)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** of the holders of Stapled Securities (the "**Stapled Securityholders**") of OUE Hospitality Trust ("**H-Trust**") will be held at Mandarin Orchard Singapore, Mandarin Ballroom I, II and III, 6th Floor, Main Tower, 333 Orchard Road, Singapore 238867, on Wednesday, 14 August 2019 at 3.00 p.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

**THE TRUST DEEDS AMENDMENTS (EXTRAORDINARY RESOLUTION)**

- That:
- (a) approval be and is hereby given to amend (i) the trust deed dated 10 July 2013 constituting OUE Hospitality Real Estate Investment Trust ("**H-REIT**") (as amended and supplemented, the "**H-REIT Trust Deed**"), (ii) the trust deed dated 10 July 2013 constituting OUE Hospitality Business Trust ("**H-BT**") (as amended and supplemented, the "**H-BT Trust Deed**"), and (iii) the stapling deed dated 10 July 2013 stapling the H-REIT units and the H-BT units to form the Stapled Securities of H-Trust (as amended and supplemented, the "**Stapling Deed**" and together with the H-REIT Trust Deed and the H-BT Trust Deed, the "**H-Trust Trust Deeds**"), with the proposed amendments to the H-Trust Trust Deeds (the "**Trust Deeds Amendments**") being described and set out in Appendix D to the Scheme Document dated 10 July 2019; and
- (b) the H-Trust Managers, any director of the H-Trust Managers ("**Director**") and RBC Investor Services Trust Singapore Limited, in its capacity as trustee of H-REIT ("**H-REIT 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 H-Trust Managers, such Director, or as the case may be, the H-REIT Trustee, may consider expedient or necessary or in the interests of H-Trust to give effect to the Trust Deeds Amendments.

By Order of the Board of Directors

**OUE Hospitality REIT Management Pte. Ltd.**  
(Company Registration No. 201310245G)  
As manager of OUE Hospitality Real Estate Investment Trust

**OUE Hospitality Trust Management Pte. Ltd.**  
(Company Registration No. 201310246W)  
As trustee-manager of OUE Hospitality Business Trust

10 July 2019

**Important Notice:**

- (1) A Stapled Securityholder who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Extraordinary General Meeting.
- (2) A Stapled Securityholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting. Each proxy appointed must be appointed to exercise the rights attached to a different Stapled Security or Stapled Securities held by such Stapled Securityholder.
- A "**relevant intermediary**" means:
- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Stapled Securities in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore who holds Stapled Securities in that capacity; or
- (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of Stapled Securities 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 Stapled Securities in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (3) Where the instrument appointing a proxy or proxies (the "**Proxy Form (EGM)**") appoints more than one proxy, the proportion of the holding of Stapled Securities concerned to be represented by each proxy shall be specified in the Proxy Form (EGM). Where a Stapled Securityholder appoints two proxies and does not specify the number of Stapled Securities to be represented by each proxy, then the Stapled Securities held by the Stapled Securityholder are deemed to be equally divided between the proxies.
- (4) A proxy need not be a Stapled Securityholder.
- (5) The Proxy Form (EGM) must be lodged at the office of the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for the Extraordinary General Meeting.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a Stapled Securityholder (i) consents to the collection, use and disclosure of the Stapled Securityholder's personal data by the H-Trust Managers and the H-REIT Trustee (or their agents) for the purpose of the processing and administration by the H-Trust Managers and the H-REIT Trustee (or their agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the H-Trust Managers and the H-REIT Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Stapled Securityholder discloses the personal data of the Stapled Securityholder's proxy(ies) and/or representative to the H-Trust Managers and the H-REIT Trustee (or their agents), the Stapled Securityholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the H-Trust Managers and the H-REIT Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Stapled Securityholder will indemnify the H-Trust Managers and the H-REIT Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Stapled Securityholder's breach of warranty.

**NOTICE OF TRUST SCHEME MEETING**

**IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE**

HC/OS 534/2019

In the Matter of Order 80 of the Rules of Court (Cap. 322, R5, 2014 Rev Ed)  
And

In the Matter of OUE HOSPITALITY TRUST comprising OUE Hospitality Real Estate Investment Trust (a real estate investment trust constituted on 10 July 2013 under the laws of the Republic of Singapore) and OUE Hospitality Business Trust (a business trust constituted on 10 July 2013 under the laws of the Republic of Singapore)

- OUE HOSPITALITY REIT MANAGEMENT PTE. LTD. (in its capacity as manager of OUE Hospitality Real Estate Investment Trust)**  
(Company Registration No. 201310245G)
- OUE HOSPITALITY TRUST MANAGEMENT PTE. LTD. (in its capacity as trustee-manager of OUE Hospitality Business Trust)**  
(Company Registration No. 201310246W)
- RBC INVESTOR SERVICES TRUST SINGAPORE LIMITED (in its capacity as trustee of OUE Hospitality Real Estate Investment Trust)**  
(Company Registration No. 199504677Z)

... Applicants

**TRUST SCHEME OF ARRANGEMENT**

Between

OUE Hospitality REIT Management Pte. Ltd. (in its capacity as manager of OUE Hospitality Real Estate Investment Trust)  
OUE Hospitality Trust Management Pte. Ltd. (in its capacity as trustee-manager of OUE Hospitality Business Trust)  
RBC Investor Services Trust Singapore Limited (in its capacity as trustee of OUE Hospitality Real Estate Investment Trust)

And

Stapled Securityholders (as defined herein)

And

OUE Commercial REIT Management Pte. Ltd. (in its capacity as manager of OUE Commercial Real Estate Investment Trust)

And

DBS Trustee Limited (in its capacity as trustee of OUE Commercial Real Estate Investment Trust)

**NOTICE OF TRUST SCHEME MEETING**

**NOTICE IS HEREBY GIVEN** that by an Order of Court made in the above matter, the High Court of the Republic of Singapore (the "**Court**") has directed a meeting (the "**Trust Scheme Meeting**") of stapled securityholders (the "**Stapled Securityholders**") of OUE Hospitality Trust ("**H-Trust**") to be convened and such Trust Scheme Meeting shall be held at Mandarin Orchard Singapore, Mandarin Ballroom I, II and III, 6th Floor, Main Tower, 333 Orchard Road, Singapore 238867, on Wednesday, 14 August 2019 at 4.00 p.m. (or as soon thereafter following the conclusion of the extraordinary general meeting of the Stapled Securityholders to be held at 3.00 p.m. on the same day and at the same venue (the "**Extraordinary General Meeting**")), for the purpose of considering and, if thought fit, approving the following resolution. All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the Scheme Document dated 10 July 2019.

**THE TRUST SCHEME RESOLUTION**

**RESOLVED THAT:**

- (a) subject to and contingent upon the passing of the Trust Deeds Amendments Resolution at the Extraordinary General Meeting, the trust scheme of arrangement dated 10 July 2019 proposed to be made in accordance with the H-Trust Trust Deeds (as amended pursuant to the Trust Deeds Amendments Resolution at the Extraordinary General Meeting) and in compliance with the Code, between (i) the H-Trust Managers, (ii) the H-REIT Trustee, (iii) the Stapled Securityholders, (iv) the C-REIT Manager and (v) the C-REIT Trustee, a copy of which has been circulated with the Notice convening this Trust Scheme Meeting, be and is hereby approved; and
- (b) the H-Trust Managers and the H-REIT Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents) as the H-Trust Managers and the H-REIT Trustee may consider expedient or necessary or in the interests of H-Trust to give effect to the Trust Scheme.

**Notes:**

- A copy of the said Trust Scheme is incorporated in the Scheme Document of which this Notice forms part.
- Stapled Securityholders (including Overseas Stapled Securityholders) may obtain copies of the Scheme Document and any related documents during normal business hours and up to the date of the Trust Scheme Meeting from the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623. Alternatively, an Overseas Stapled Securityholder may write in to the Stapled Security Registrar at the same address to request for the Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to three (3) Market Days prior to the date of the Trust Scheme Meeting.
- A form of proxy applicable for the Trust Scheme Meeting (the "**Proxy Form (Trust Scheme Meeting)**") is enclosed with the Scheme Document, of which this Notice forms part.
- Each Proxy Form (Trust Scheme Meeting) must be signed by the appointor or his attorney duly authorised in writing. Where a Proxy Form (Trust Scheme Meeting) is executed by a corporation, it must be either executed under its common seal or signed by its officer or attorney so authorised.
- A corporation, being a Stapled Securityholder, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Trust Scheme Meeting and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a 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.
- A Stapled Securityholder voting by proxy shall be included in the count of Stapled Securityholders present and voting at the Trust Scheme Meeting as if that Stapled Securityholder was voting in person, such that the votes of a proxy who has been appointed to represent more than one Stapled Securityholder at the Trust Scheme Meeting shall be counted as the votes of the number of appointing Stapled Securityholders.
- The Proxy Form (Trust Scheme Meeting) 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 shall be deposited with the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for the Trust Scheme Meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. A person appointed to act as a proxy need not be a Stapled Securityholder but must attend the Trust Scheme Meeting in person to represent the appointor.
- A Stapled Securityholder may appoint one (and not more than one) proxy to attend and vote at the Trust Scheme Meeting, PROVIDED THAT if the Stapled Securityholder is a Depositor, the H-Trust Managers shall be entitled and bound:
  - to reject any Proxy Form (Trust Scheme Meeting) lodged if the Depositor is not shown to have any Stapled Securities entered against his name in the Depository Register as at 48 hours before the time of the Trust Scheme Meeting as certified by the Depository to the H-Trust Managers; and
  - to accept as the maximum number of votes which in aggregate the proxy appointed by the Depositor is or are able to cast on a poll a number which is the number of Stapled Securities entered against the name of that Depositor in the Depository Register as at 48 hours before the time of the Trust Scheme Meeting as certified by the Depository to the H-Trust Managers, whether that number is greater or smaller than the number specified in any Proxy Form (Trust Scheme Meeting) executed by or on behalf of that Depositor.
- In the case of joint Stapled Securityholders, any one of such persons may vote, but if more than one of such persons be present at the Trust Scheme Meeting, the person whose name stands first in the Register of Stapled Securityholders of H-Trust or, as the case may be, the Depository Register shall alone be entitled to vote.
- A Stapled Securityholder may only cast all the votes it uses at the Trust Scheme Meeting in one way, namely, either for or against the resolution to be proposed at the Trust Scheme Meeting.
- By the said Order of Court, the Court has appointed Mr Sanjiv Misra, or failing him, any other director of the H-Trust Managers, to act as Chairman of the Trust Scheme Meeting and has directed the Chairman to report the results of the Trust Scheme Meeting to the Court.
- The said Trust Scheme will be subject to, *inter alia*, the subsequent approval of the Court.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy and/or representative to attend, speak and vote at the Trust Scheme Meeting and/or any adjournment thereof, a Stapled Securityholder (i) consents to the collection, use and disclosure of the Stapled Securityholder's personal data by the H-Trust Managers and the H-REIT Trustee (or their agents) for the purpose of the processing and administration by the H-Trust Managers and the H-REIT Trustee (or their agents) of proxies and representatives appointed for the Trust Scheme Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Trust Scheme Meeting (including any adjournment thereof), and in order for the H-Trust Managers and the H-REIT Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Stapled Securityholder discloses the personal data of the Stapled Securityholder's proxy and/or representative to the H-Trust Managers and the H-REIT Trustee (or their agents), the Stapled Securityholder has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the H-Trust Managers and the H-REIT Trustee (or their agents) of the personal data of such proxy and/or representative for the Purposes, and (iii) agrees that the Stapled Securityholder will indemnify the H-Trust Managers and the H-REIT Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Stapled Securityholder's breach of warranty.

Dated this 10th day of July 2019

By Order of the Court

**OUE Hospitality REIT Management Pte. Ltd.**  
(as manager of OUE Hospitality Real Estate Investment Trust)  
333 Orchard Road, #33-00, Singapore 238867

**OUE Hospitality Trust Management Pte. Ltd.**  
(as trustee-manager of OUE Hospitality Business Trust)  
333 Orchard Road, #33-00, Singapore 238867

**RBC Investor Services Trust Singapore Limited**  
(as trustee of OUE Hospitality Real Estate Investment Trust)  
8 Marina View, #26-01 Asia Square Tower 1, Singapore 018960