

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

IMPORTANT

1. A relevant intermediary may appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting. Please see Note 3 for the definition of "relevant intermediary".
2. For CPFIS Investors and SRS Investors who hold Stapled Securities in OUE Hospitality Trust, the Scheme Document is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
3. This Proxy Form (EGM) is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPFIS Investors and SRS Investors should contact their respective CPF Agent Banks/SRS Agent Banks if they have any queries regarding their appointment as proxies.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Stapled Securityholder accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 10 July 2019.



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.

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.

PROXY FORM EXTRAORDINARY GENERAL MEETING OF OUE HOSPITALITY TRUST

We _____ (Name(s) with
 NRIC No./Passport No./Company Registration No.) _____
 of _____ (Address)
 being a Stapled Securityholder/Stapled Securityholders of OUE Hospitality Trust, hereby appoint:

| Name | Address | NRIC No./ Passport No. | Proportion of Stapled Securityholdings | |
|------|---------|---------------------------|--|---|
| | | | No. of Stapled Securities | % |
| | | | | |

and/or (delete as appropriate)

| Name | Address | NRIC No./ Passport No. | Proportion of Stapled Securityholdings | |
|------|---------|---------------------------|--|---|
| | | | No. of Stapled Securities | % |
| | | | | |

or, failing whom, the Chairman of the Extraordinary General Meeting ("EGM") as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the EGM to 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.** and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion.

| Extraordinary Resolution | No. of Votes For* | No. of Votes Against* |
|--|-------------------|-----------------------|
| 1. To approve the Trust Deeds Amendments | | |

** If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.*

Dated this _____ day of _____ 2019

| Total number of Stapled Securities held in: | Number of Stapled Securities held |
|---|-----------------------------------|
| (a) CDP Register | |
| (b) Register of Stapled Securityholders | |

 Signature(s) of Stapled Securityholder(s)/
 Common Seal of Corporate Stapled Securityholder

IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM (EGM) ON THE NEXT PAGE

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

Notes to Proxy Form (EGM):

1. A Stapled Securityholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote in his/her stead.
 2. Where a Stapled Securityholder appoints more than one proxy, he/she must specify the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy. Where a Stapled Securityholder appoints two proxies and does not specify the proportion of his/her stapled securityholding to be represented by each proxy, then the Stapled Securities held by the Stapled Securityholder are deemed to be equally divided between the proxies. A proxy need not be a Stapled Securityholder.
 3.
 - (i) 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.
 - (ii) 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 herein must be appointed to exercise the rights attached to a different Stapled Security or Stapled Securities held by such Stapled Securityholder.
 - (iii) Where the instrument appointing a proxy or proxies 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.
- 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.
4. A Stapled Securityholder should insert the total number of Stapled Securities held. If the Stapled Securityholder has Stapled Securities entered against his/her name in the Depository Register maintained by The Central Depository (Pte) Limited ("**CDP**"), he/she should insert that number of Stapled Securities. If the Stapled Securityholder has Stapled Securities entered against his/her name in the Depository Register and registered in his/her name in the Register of Stapled Securityholders, he/she should insert the aggregate number of Stapled Securities. If no number is inserted, this form of proxy will be deemed to relate to all the Stapled Securities held by the Stapled Securityholder.
 5. The Proxy Form (EGM) must be deposited at the Stapled Security Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time set for the Extraordinary General Meeting.
 6. The Proxy Form (EGM) must be signed by the appointor or his/her attorney duly authorised in writing. Where the Proxy Form (EGM) is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
 7. Completion and return of the Proxy Form (EGM) shall not preclude a Stapled Securityholder from attending and voting at the Extraordinary General Meeting.
 8. The H-Trust Managers shall be entitled to reject a Proxy Form (EGM) which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (EGM). In addition, in the case of Stapled Securities entered in the Depository Register, the H-Trust Managers may reject a Proxy Form (EGM) if the Stapled Securityholder, being the appointor, is not shown to have Stapled Securities entered against his/her name in the Depository Register as at 48 hours before the time appointed for holding the Extraordinary General Meeting, as certified by CDP to the H-Trust Managers.
 9. All Stapled Securityholders will be bound by the outcome of the Extraordinary General Meeting regardless of whether they have attended or voted at the Extraordinary General Meeting.
 10. Every Stapled Securityholder who is present in person or by proxy shall have one vote for every Stapled Security of which he/she is the Stapled Securityholder. A person entitled to more than one vote need not use all his/her votes or cast them the same way.
 11. All capitalised terms not otherwise defined herein shall have the meanings ascribed to them in the Scheme Document dated 10 July 2019.

PROXY FORM FOR TRUST SCHEME MEETING

IMPORTANT

1. This Proxy Form (Trust Scheme Meeting) is not valid for use by CPFIS Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
2. CPFIS Investors and SRS Investors who wish to attend the Trust Scheme Meeting as OBSERVERS have to submit their requests through their respective CPF Agent Banks/SRS Agent Banks so that their CPF Agent Banks/SRS Agent Banks may register with the Stapled Security Registrar (Please see Note 12).

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy and/or representative, the Stapled Securityholder accepts and agrees to the personal data privacy terms set out in the Notice of Trust Scheme Meeting dated 10 July 2019.



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.

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.

PROXY FORM FOR USE AT THE TRUST SCHEME MEETING (OR ANY ADJOURNMENT THEREOF) OF THE STAPLED SECURITYHOLDERS

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)

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

...Applicant(s)

PROXY FORM FOR TRUST SCHEME MEETING

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

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)

PROXY FORM FOR TRUST SCHEME MEETING

*I/We _____ (Name(s) with
NRIC No./Passport No./Company Registration No.) _____
of _____ (Address)
being a Stapled Securityholder/Stapled Securityholders of OUE Hospitality Trust (“H-Trust”), hereby appoint:

| Name | Address | NRIC No./Passport No. |
|------|---------|-----------------------|
| | | |

or failing *him/her, the Chairman of the Trust Scheme Meeting as *my/our proxy to attend and vote for *me/us and on *my/our behalf at the Trust Scheme Meeting to 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.** and at any adjournment thereof.

*I/We direct *my/our proxy to vote for or against the Trust Scheme to be proposed at the Trust Scheme Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy will vote or abstain from voting at *his/her discretion, as *he/she will on any other matter arising at the Trust Scheme Meeting (or any adjournment thereof). If no person is named in the above boxes, the Chairman of the Trust Scheme Meeting shall be *my/our proxy to vote, for or against the Trust Scheme to be proposed at the Trust Scheme Meeting, for *me/us and on *my/our behalf at the Trust Scheme Meeting and at any adjournment thereof.

If you wish to vote “FOR” the Trust Scheme to be proposed at the Trust Scheme Meeting, please indicate with a tick (✓) in the box marked “FOR” as set out below. If you wish to vote “AGAINST” the Trust Scheme to be proposed at the Trust Scheme Meeting, please indicate with a tick (✓) in the box marked “AGAINST” as set out below.

DO NOT TICK BOTH BOXES.

| Resolution | For | Against |
|--------------------------------------|-----|---------|
| To approve the proposed Trust Scheme | | |

* Delete accordingly

Dated this _____ day of _____ 2019

| Total number of Stapled Securities held |
|--|
| |

Signature(s) of Stapled Securityholder(s)/
Common Seal of Corporate Stapled Securityholder

IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM (TRUST SCHEME MEETING) ON THE NEXT PAGE



PROXY FORM FOR TRUST SCHEME MEETING

Notes to Proxy Form (Trust Scheme Meeting):

1. Please insert the total number of stapled securities in H-Trust (“**Stapled Securities**”) held by you. If you have Stapled Securities entered against your name in the Depository Register maintained by The Central Depository (Pte) Limited, you should insert that number of Stapled Securities. If you have Stapled Securities registered in your name in the Register of Stapled Securityholders of H-Trust, you should insert that number of Stapled Securities. If you have Stapled Securities entered against your name in the Depository Register and Stapled Securities registered in your name in the Register of Stapled Securityholders of H-Trust, you should insert the aggregate number of Stapled Securities entered against your name in the Depository Register and registered in your name in the Register of Stapled Securityholders of H-Trust. If no number is inserted, the Proxy Form (Trust Scheme Meeting) shall be deemed to relate to all the Stapled Securities held by you.
2. 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 holding the meeting or adjourned meeting at which the person named in the Proxy Form (Trust Scheme Meeting) proposes to vote and in default the Proxy Form (Trust Scheme Meeting) shall not be treated as valid. No Proxy Form (Trust Scheme Meeting) 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.
3. 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.
4. 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:
 - (i) 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
 - (ii) to accept as the maximum number of votes which in aggregate the proxy appointed by the Depositor is 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.
5. Completion and return of this Proxy Form (Trust Scheme Meeting) shall not preclude a Stapled Securityholder from attending and voting at the Trust Scheme Meeting. Any appointment of a proxy shall be deemed to be revoked if a Stapled Securityholder attends the Trust Scheme Meeting in person, and in such event, the H-Trust Managers reserves the right to refuse to admit any person appointed under the Proxy Form (Trust Scheme Meeting) to the Trust Scheme Meeting.
6. The Proxy Form (Trust Scheme Meeting) must be executed under the hand of the appointor or his/her attorney duly authorised in writing. Where the Proxy Form (Trust Scheme Meeting) is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the Proxy Form (Trust Scheme Meeting) is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the Proxy Form (Trust Scheme Meeting), failing which the Proxy Form (Trust Scheme Meeting) may be treated as invalid.
7. 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.
8. 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.
9. 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.
10. Any alteration made to this Proxy Form (Trust Scheme Meeting) should be initialled by the person who signs it.
11. The H-Trust Managers shall be entitled to reject the Proxy Form (Trust Scheme Meeting) 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 specified in the Proxy Form (Trust Scheme Meeting).
12. CPF Agent Banks and/or SRS Agent Banks acting on the request of the CPFIS Investors and/or SRS Investors who wish to attend the Trust Scheme Meeting as observers are requested to submit in writing, a list with details of the investors' names, NRIC/Passport numbers, addresses and number of Stapled Securities held. The list, signed by an authorised signatory of the CPF Agent Banks and/or SRS Agent Banks, should reach the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, at least 48 hours before the time appointed for holding the Trust Scheme Meeting.
13. All capitalised terms not otherwise defined herein shall have the meanings ascribed to them in the Scheme Document dated 10 July 2019.