







Proposed Acquisitions of Interests in First REIT and its Manager

18 September 2018







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This presentation is to be read in conjunction with the announcements dated 18 September 2018 by the Company in relation to the Proposed Transactions (as defined herein) and Rights Issue (as defined herein). All capitalised terms which are used in this presentation but are not otherwise defined herein shall have the same meanings ascribed to them in the aforementioned announcements.

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Transaction Overview

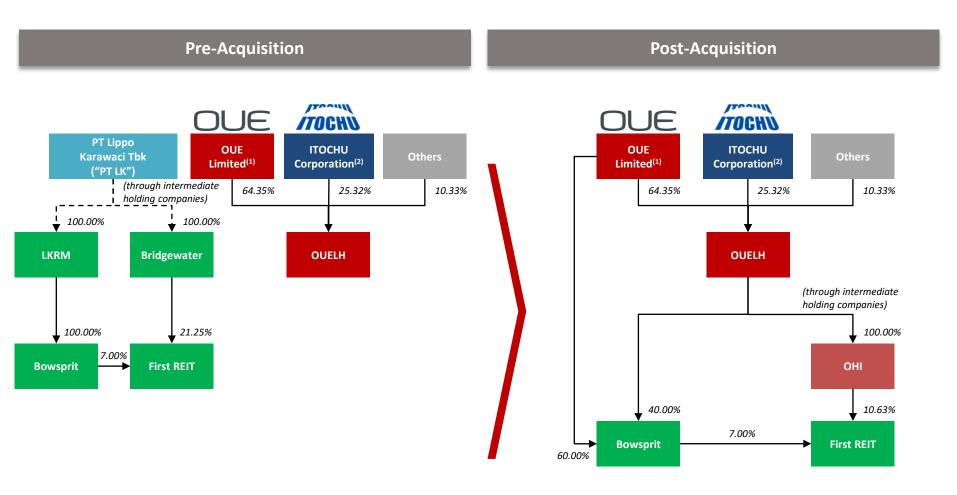


Transaction Summary

Proposed Transactions ⁽¹⁾		 Proposed Manager Acquisition: Acquisition of 40% interest in Bowsprit Capital Corporation Limited ("Bowsprit") by OUELH Proposed Units Acquisition: Acquisition of approximately 10.63%⁽²⁾ of units in First Real Estate Investment Trust ("First REIT") via OLH Healthcare Investments Pte. Ltd. ("OHI")⁽³⁾
Proposed Manager Acquisition Vendors		LK REIT Management Pte. Ltd. (" LKRM ")
vendors	Proposed Units Acquisition	Bridgewater International Limited ("Bridgewater")
Purchase	Proposed Manager Acquisition	S\$39.6m, payable in cash
Consideration	Proposed Units Acquisition	S\$102.7m, payable in cash
Proposed Funding		 A renounceable underwritten 1-for-1 rights issue of 2,221,564,603 new shares at an issue price of S\$0.0675 per share to raise gross proceeds of approximately S\$150.0m ("Rights Issue")
Sole Financial Adviser and Manager and Underwriter for the Rights Issue		Oversea-Chinese Banking Corporation Limited ("OCBC Bank")



Transaction Structure Overview



Overview of First REIT's Portfolio

First REIT has 20 properties across Indonesia, Singapore and South Korea





Mainly High Quality Healthcare Properties



Triple-net Leases



Well-defined Acquisition Strategy



Strong Cash
Distribution Model



Blue-chip Sponsor with Healthy Pipeline of Assets

Mandate to invest in quality, income-producing healthcare and/or healthcare-related real estate assets in Asia

5,092
Maximum No. of Beds/
Saleable Rooms

S\$1.35 billion
Total Assets-UnderManagement

9.0 years⁽¹⁾
Weighted Average
Lease Expiry

100%
Total Committed
Occupancy

101.14 cents⁽¹⁾
Net Asset Value
Per Unit

Overview of First REIT's Portfolio (cont'd)

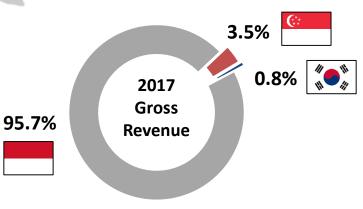
First REIT has 20 properties across Indonesia, Singapore and South Korea

SINGAPORE

- Pacific Healthcare Nursing Home @Bukit Merah ("PHNH @ BM")
- Pacific Healthcare Nursing Home II @Bukit Panjang ("PHNH @ BP")
- The Lentor Residence

SOUTH KOREA

Sarang Hospital



INDONESIA

- Siloam Hospitals Kupang & Lippo Plaza Kupang ("Kupang Property")
- Siloam Hospitals Buton & Lippo Plaza Buton ("Buton Property")
- Siloam Hospitals Manado & Hotel Aryaduta Manado ("Manado Property")
- Siloam Hospitals Yogyakarta ("SHYG")
- Siloam Hospitals Labuan Bajo ("SHLB")
- Siloam Sriwijaya ("SS")
- Siloam Hospitals Purwakarta ("SHPW")
- Siloam Hospitals Bali ("SHBL")
- Siloam Hospitals TB Simatupang ("SHTS")
- Siloam Hospitals Makassar ("SHMK")
- Mochtar Riady Comprehensive Cancer Centre ("MRCCC")
- Siloam Hospitals Lippo Cikarang ("SHLC")
- Siloam Hospitals Lippo Village ("SHLV")
- Siloam Hospitals Kebon Jeruk ("SHKJ")
- Siloam Hospitals Surabaya ("SHS")
- Imperial Aryaduta Hotel & Country Club ("IAHCC")









































Overview of Bowsprit

Company Description

- Bowsprit has been the Manager of First REIT since its IPO in 2006
- Committed to building a portfolio of assets that will provide consistent and sustainable returns to the unitholders of First REIT
- Responsible for managing First REIT's assets and liabilities and for setting the strategic direction of First REIT
- Provides recommendations on the acquisition, divestment or enhancement of assets in accordance with its stated investment strategy
- Derives earnings through management fees and dividend income with its holdings in First REIT

Main Revenue Sources

- Base Fee 0.4% per annum of the value of all the assets for the time being of First REIT
- Performance Fee 5.0% per annum of the net property income of First REIT
- 3 Acquisition Fee 1.0% of the acquisition price upon the completion of an acquisition
- 4 Divestment Fee 0.5% of the sale price upon completion of a divestment

Key Management

 Comprises individuals with broad range of commercial skills and experiences, in real estate, finance, legal, asset management and healthcare



Mr Tan Kok Mian, Victor Executive Director and Chief Executive Officer

- Joined in 2008
- Graduated with professional qualifications from the Association of Chartered Certified Accountants ("ACCA")
- A Chartered Accountant of the Institute of Singapore Chartered Accountants and a fellow member of ACCA



Ms Ng Chwee Ngor, Valerie Chief Financial Officer

- Joined in 2008
- Graduated with professional qualifications from the ACCA
- A Chartered Accountant of the Institute of Singapore Chartered Accountants and a fellow member of ACCA



Mr Chan Seng Leong, Jacky Senior Asset and Investment Manager

- Joined in 2006
- Graduated with a Bachelor of Science (Estate Management) (Hons) degree and a Master of Science (Real Estate) degree, both from NUS and a Master in Business Administration (Finance major) degree from University of Western Australia
- A Licensed Appraiser (Lands & Buildings) issued by IRAS⁽¹⁾



Transaction Rationale and Highlights



Key Benefits of the Proposed Transactions

Enhance shareholder value through an earnings accretive and cash flow generating transaction



Proposed Transactions are consistent with OUELH's Pan-Asian growth strategy

Proposed Transactions will enable the Group to grow with an asset-light business model

Key Benefits of the Proposed Transactions

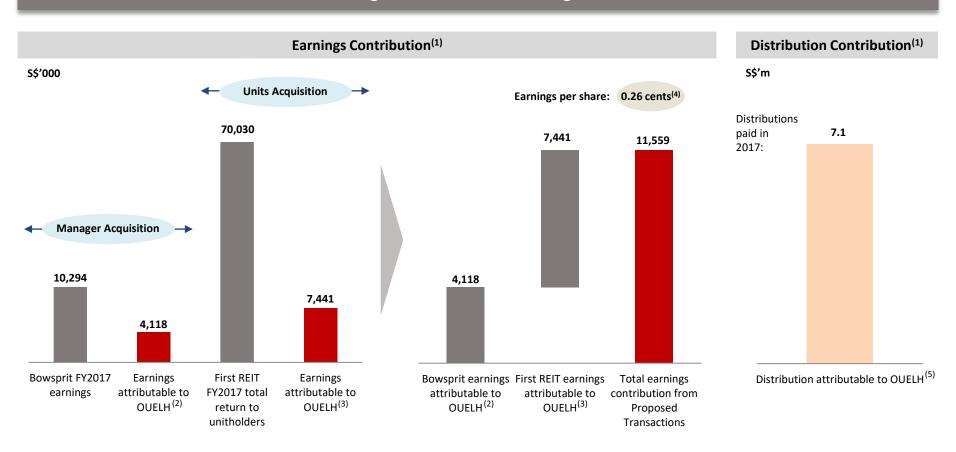
Enhance shareholder value through an earnings accretive and cash flow generating transaction

OUE LIPPO Healthcare Proposed Transactions are consistent with OUELH's Pan-Asian growth strategy

Proposed Transactions will enable the Group to grow with an asset-light business model

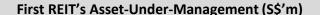
Proposed Transactions are Earnings Accretive and Cash Flow Generating

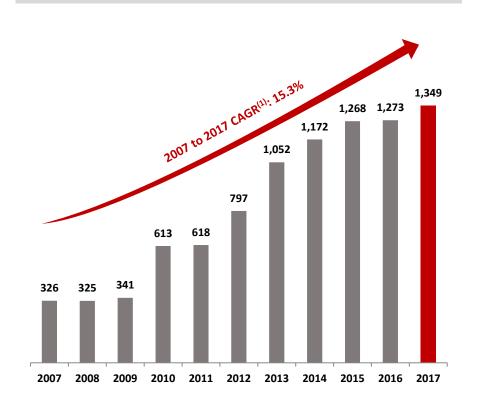
- Proposed Transactions are expected to contribute to the Group:
 - ✓ Earnings per share of 0.26 cents
 - ✓ Distribution of S\$7.1 million through dividends from holdings of First REIT units



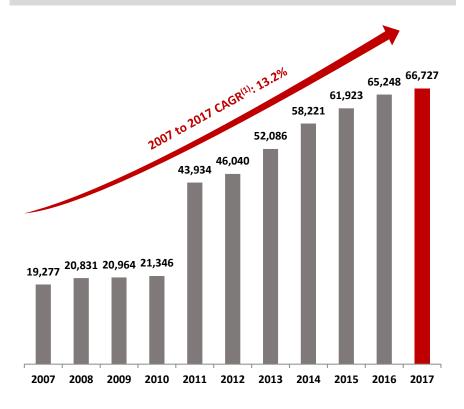
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Proposed Transactions are Earnings Accretive and Cash Flow Generating (cont'd)





First REIT's Distribution Amount (\$\$'000)



The Proposed Transactions are expected to provide the Group with a stable and growing stream of recurring income and cash flow

Key Benefits of the Proposed Transactions

Enhance shareholder value through an earnings accretive and cash flow generating transaction



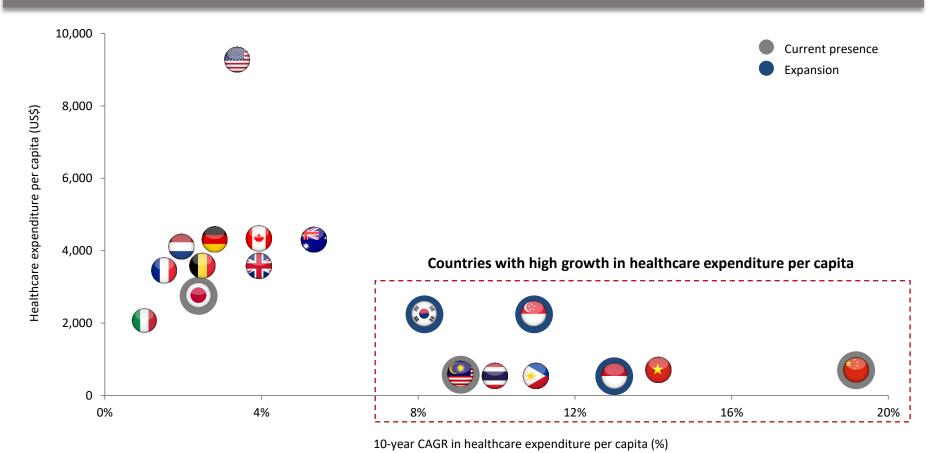
Proposed Transactions are consistent with OUELH's Pan-Asian growth strategy

Proposed Transactions will enable the Group to grow with an asset-light business model



Proposed Transactions are Consistent with OUELH's Pan-Asian Growth Strategy

The Company currently has operations in Japan and China. With the Proposed Transactions, OUELH will be able to further its healthcare business in key Asian growth markets such as Indonesia and Singapore



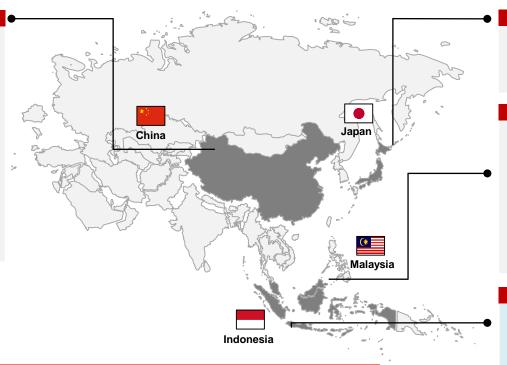
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Proposed Transactions are Consistent with OUELH's Pan-Asian Growth Strategy (cont'd)

- OUELH aims to be a leading healthcare company with presence in Asian key growth markets
- Proposed Transactions are complementary and fit into the Company's geographical expansion plans

China Strategy

- Develop integrated hospital in Chengdu to fill existing gap in medical care in the region
- Leverage on China Merchants
 Lippo Hospital Management
 (Shenzhen) Limited to identify
 healthcare related opportunities
 - Entered into a framework agreement with China Changjiang National Shipping Group Co., Ltd. and Shanghai Changjiang Shipping Co., Ltd. to manage the operations of Shanghai Changhang Hospital



Rest of Asia

 Leverage on Lippo group and OUE group's networks and local partners to explore potential healthcare investment opportunities

Japan Strategy

Collaborate with ITOCHU
Corporation to explore healthcare
related investment opportunities

Malaysia Strategy

- Owns land which may be developed into a integrated mixed-use project in KLCC comprising specialist medical suites, upscale retail space and service residences
- Work with local partners to identify healthcare opportunities

Indonesia Strategy

- Exposure to growing and attractive Indonesia healthcare sector through First REIT and Bowsprit
- Tap on Lippo Group's network to identify potential healthcare opportunities



Key Benefits of the Proposed Transactions

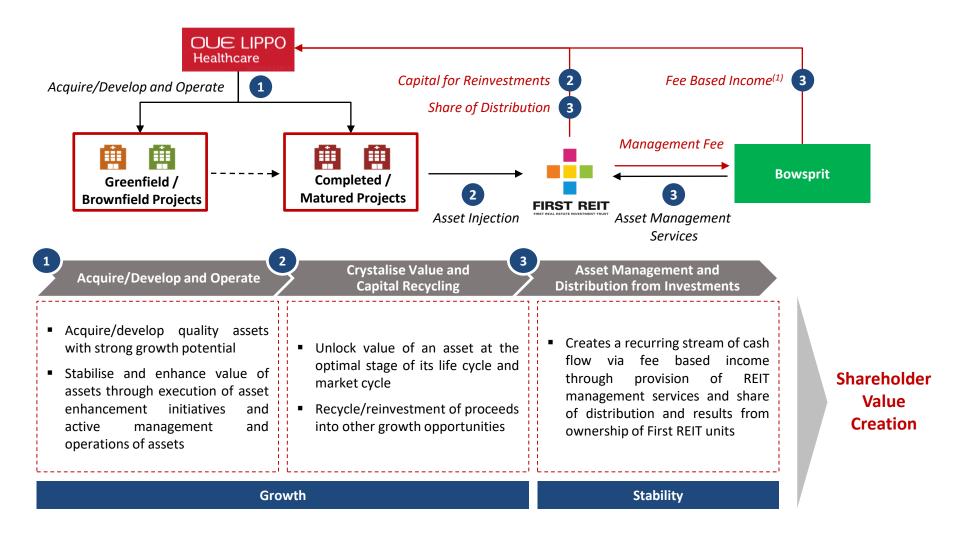
Enhance shareholder value through an earnings accretive and cash flow generating transaction

OUE LIPPO Healthcare Proposed Transactions are consistent with OUELH's Pan-Asian growth strategy

Proposed Transactions will enable the Group to grow with an asset-light business model

3

Proposed Transactions will Enable the Group to Grow with an Asset-light Business Model





Proposed Transactions will Enable the Group to Grow with an Asset-light Business Model (cont'd)

Subject to completion of the Proposed Manager Acquisition, OUELH will be providing First REIT a right of first refusal to acquire any of its healthcare assets⁽¹⁾

Post completion of the Proposed Transactions, PT LK will still continue to provide First REIT a right of first refusal to acquire any
of its healthcare assets⁽¹⁾

OUELH has over 12 properties and development projects across Japan, China and Malaysia

Healthcare Network



Hikari Heights Varus Fujino



Elysion Amanohashidate



Varus Cuore Yamanote



Hikari Heights Varus Tsukisamu-Koen



Elysion Mamigaoka & Elysion Mamigaoka Annex



Hikari Heights Varu Makomanai-Koen



Elysion Gakuenmae



Hikari Heights Varus Makomanai-Koen



Elysion Kaichi North



Elysion Kaichi North



Hikari Heights Varus



Varus Cuore Yamanote

ROFR from PT LK has around 40 hospitals in the pipeline

Selected Completed Projects



Siloam Hospitals Balikpapan



Siloam Hospitals Jember



Siloam Hospitals Bogor



Siloam Hospitals Panakkukang Makassar



Siloam Hospitals Bangka Belitung



Siloam Hospitals Jambi

Selected Development Projects



Siloam Hospitals Sorong



Siloam Hospitals Ambon



Siloam Hospitals Semarang Srondol

First REIT has grown consistently through yield-accretive acquisitions of assets from PT LK. OUELH will further support First REIT's growth and provide diversification through a pipeline of quality healthcare assets



Financing Considerations



Financing Considerations

Uses

Total Acquisition Cost

- Approximately S\$142.2 million, comprising:
 - approximately \$\$39.6 million, being the consideration for the Proposed Manager Acquisition; and
 - approximately S\$102.7 million, being the consideration for the Proposed Units Acquisition
- Estimated professional and other fees and expenses of approximately S\$2.5 million

Sources

Funding Sources

Gross proceeds of approximately \$\$150.0 million from the Rights Issue:

- Renounceable underwritten 1-for-1 rights issue of 2,221,564,603 new shares in the capital of the Company
- Rights issue price of \$\$0.0675, representing a discount of approximately 28.0% to the theoretical ex-rights price of \$\$0.0938 per share
- Treasure International Holdings Pte. Ltd.⁽¹⁾ ("**TIHPL**") and Browny Healthcare Pte. Ltd. ("**BHPL**")⁽²⁾ have given irrevocable undertakings to subscribe for their pro-rata entitlements of approximately 64.35% and approximately 25.32% of the Rights Issue respectively

04

Financial Effects to OUELH



Financial Effects of the Proposed Transactions to OUELH

For illustration only:

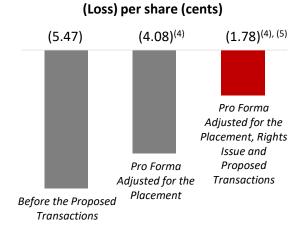
Net Tangible Assets

	Before the Proposed Transactions	Pro Forma Adjusted for the Placement* (as defined here)	Pro Forma Adjusted for the Placement, Rights Issue and Proposed Transactions
NTA (S\$'m)	37.5	115.0 ⁽¹⁾	263.7 ^{(1), (2)}
NTA per share (cents)	2.26 ⁽³⁾	5.17 ⁽⁴⁾	5.93 ^{(4), (5)}

^{*}Refers to the previous placement of 562,500,00 shares to BHPL pursuant to the placement agreement dated 10 January 2018 between the Company and BHPL, which was completed on 15 February 2018 ("Placement")

Earnings

	Before the Proposed Transactions	Pro Forma Adjusted for the Placement	Pro Forma Adjusted for the Placement, Rights Issue and Proposed Transactions
(Loss) after tax attributable to shareholders (S\$'m)	(90.7)	(90.7)	(79.1) ⁽⁶⁾



The pro forma financial effects of the Proposed Transactions set out in this presentation are prepared purely for illustrative purposes only and do not reflect the actual future financial situation of the Company or the Group after completion of the Proposed Transactions

05

Timing and Next Steps



Approvals Required

Shareholder Approval

- Shareholder approval is required for:
 - The Proposed Manager Acquisition; and
 - The Proposed Units Acquisition
- The above resolutions are inter-conditional and in the event that any of the resolutions is not approved, the other resolution will not be duly passed
- BHPL⁽¹⁾ has given undertakings to vote their 25.32% stake in favour of the resolutions to approve the Proposed Manager Acquisition and Proposed Units Acquisition
- Dr. Stephen Riady and his associates (including TIHPL⁽²⁾) will be required to abstain from voting on any resolutions at the EGM
- A circular containing, *inter alia*, information on the Proposed Transactions and the notice of EGM to be convened, will be despatched to shareholders of OUELH in due course

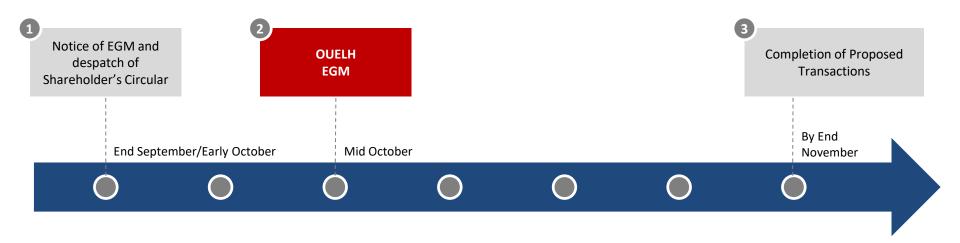
MAS Approval⁽³⁾

 MAS approval is required pursuant to Section 97A of the Securities and Futures Act, Chapter 289 of Singapore

Others

- Each of the Proposed Manager Acquisition and Proposed Units Acquisition constitute an interested party transaction as each of LKRM and Bridgewater is considered an associate of Dr. Stephen Riady
 - RHT Capital Pte. Ltd. has been appointed as Independent Financial Advisor ("IFA") to provide an opinion letter as to whether the Proposed Manager Acquisition and Proposed Units Acquisition are on normal commercial terms and are not prejudicial to the interest of the Company and its minority shareholders
- The letter to be provided by the IFA will be included in the circular to be despatched to shareholders of OUELH in due course
- Shareholder's approval required pursuant to Chapter 9 and Chapter 10 of the Catalist Rules⁽⁴⁾

Indicative Timeline



Please note that the above timeline is purely indicative only and may be subject to change. Please refer to future announcement(s) made by OUELH for the exact dates of these events.

The Proposed Transactions are expected to be completed by end November 2018

Advisers for the Proposed Transactions

Sole Financial Adviser and Manager and Underwriter for the Rights Issue	OCBC Bank
Legal Adviser to OUE Limited	ALLEN & GLEDHILL
Legal Adviser to OUELH	RAJAH & TANN
Legal Adviser to OCBC Bank	DREW & NAPIER
IFA in respect of the Proposed Manager Acquisition and the Proposed Units Acquisition	RHTS
Public Relations Adviser	blackdot



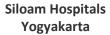
Appendices

Additional Information on First REIT's Portfolio



First REIT Portfolio: Indonesia







Siloam Hospitals Buton & Lippo Plaza Buton



Siloam Hospitals Labuan Bajo



Siloam Hospitals Kupang & Lippo Plaza Kupang

Туре	Hospital	Integrated Hospital & Mall	Hospital	Integrated Hospital & Mall
Centre of Excellence	Neuroscience and Cardiology	Emergency & Trauma	Emergency Medicine, Internal Medicine and Neuroscience	Emergency & Trauma, Obstetrics, Gynaecology and Paediatrics
Land Area	13,715 sqm	21,874 sqm	2,837 sqm	66,060 sqm
Gross Floor Area	12,474 sqm	21,934 sqm	7,604 sqm	55,368 sqm
Purchase Price	S\$27.0m	S\$28.5m	S\$20.0m	S\$75.0m
Appraised Value	S\$27.3m	S\$29.6m	S\$21.0m	S\$77.1m
Max no. of Beds / Saleable rooms	220	160	153	416
Year of Building Completion	2015	2016	2015	2014
Lease Commencement Date	22 Dec 2017	10 Oct 2017	30 Dec 2016	14 Dec 2015
Lease Terms	15 years with option to renew for 15 years	15 years with option to renew for 15 years	15 years with option to renew for 15 years	15 years with option to renew for 15 years
Lease Expiry Date	21 Dec 2032	9 Oct 2032	29 Dec 2031	13 Dec 2030

First REIT Portfolio: Indonesia (cont'd)









Siloam Sriwijaya

Siloam Hospitals Purwakarta

Siloam Hospitals Bali

Siloam Hospitals TB Simatupang

Туре	Hospital	Hospital	Hospital	Hospital
Centre of Excellence	Emergency & Trauma, Gastroenterology	Emergency & Trauma	Cardiology, Emergency & Trauma, Orthopaedics	Cardiology, Emergency & Trauma, Neuroscience, Oncology
Land Area		7,990 sqm	9,025 sqm	2,489 sqm
Gross Floor Area	15,709 sqm ⁽¹⁾	8,254 sqm	20,958 sqm	18,605 sqm
Purchase Price	S\$39.2m	S\$31.0m	S\$97.3m	S\$93.1m
Appraised Value	S\$43.1m	S\$41.0m	S\$124.0m	S\$120.2m
Max no. of Beds / Saleable rooms	357	202	281	269
Year of Building Completion	2012	2005 & 2008	2012	2013
Lease Commencement Date	29 Dec 2014	28 May 2014	13 May 2013	22 May 2013
Lease Terms	15 years with option to renew for 15 years	15 years with option to renew for 15 years	15 years with option to renew for 15 years	15 years with option to renew for 15 years
Lease Expiry Date	28 Dec 2029	27 May 2029	12 May 2028	21 May 2028

First REIT Portfolio: Indonesia (cont'd)



Siloam Hospitals Manado & Hotel Aryaduta Manado



Siloam Hospitals Makassar



Mochtar Riady Comprehensive Cancer Centre



Siloam Hospitals Lippo Cikarang

Туре	Integrated Hospital & Hotel	Hospital	Hospital	Hospital
Centre of Excellence	Emergency & Trauma	Cardiology, Emergency & Trauma, Endocrinology	Emergency & Trauma, Gastroenterology, Oncology	Emergency & Trauma, Internal Medicine, Urology
Land Area	5,518 sqm	3,963 sqm	4,145 sqm	9,900 sqm
Gross Floor Area	36,051 sqm	14,307 sqm	37,933 sqm	13,256 sqm ⁽¹⁾
Purchase Price	S\$83.6m	S\$59.3m	S\$170.5m	S\$35.0m
Appraised Value	S\$104.9m	S\$72.3m	S\$262.0m	S\$52.0m
Max no. of Beds / Saleable rooms	238 beds / 200 rooms	360	334	114
Year of Building Completion	2011	2012	2010	2002
Lease Commencement Date	30 Nov 2012	30 Nov 2012	30 Dec 2010	31 Dec 2010
Lease Terms	15 years with option to renew for 15 years	15 years with option to renew for 15 years	15 years with option to renew for 15 years	15 years with option to renew for 15 years
Lease Expiry Date	29 Nov 2027	29 Nov 2027	29 Dec 2025	30 Dec 2025

First REIT Portfolio: Indonesia (cont'd)



Siloam Hospitals Lippo Village



Siloam Hospitals Kebon Jeruk



Siloam Hospitals Surabaya



Imperial Aryaduta Hotel & Country Club

Туре	Hospital	Hospital	Hospital	Hotel & Country Club
Centre of Excellence	Cardiology, Emergency & Trauma, Neuroscience, Orthopaedics	Cardiology, Emergency & Trauma, Orthopaedics, Urology	Cardiology, Emergency & Trauma	
Land Area	17,442 sqm	11,420 sqm	4,306 sqm	54,410 sqm
Gross Floor Area	27,284 sqm	18,316 sqm	9,227 sqm	17,427 sqm
Purchase Price	S\$94.3m	S\$50.6m	S\$16.8m	S\$21.2m
Appraised Value	S\$163.3m	S\$96.8m	S\$29.2m	S\$41.6m
Max no. of Beds / Saleable rooms	274	215	160	190
Year of Building Completion	1995	1991	1977	1994
Lease Commencement Date	11 Dec 2006	11 Dec 2006	11 Dec 2006	11 Dec 2006
Lease Terms	15 years with option to renew for 15 years	15 years with option to renew for 15 years	15 years with option to renew for 15 years	15 years with option to renew for 15 years
Lease Expiry Date	10 Dec 2021	10 Dec 2021	10 Dec 2021	10 Dec 2021

First REIT Portfolio: Singapore and South Korea









Home @ Bukit Merah

Pacific Healthcare Nursing Pacific Healthcare Nursing Home II @ Bukit Panjang

The Lentor Residence

Sarang Hospital

Туре	Nursing Home	Nursing Home	Nursing Home	Hospital
Land Area	1,984 sqm	2,000 sqm	2,486 sqm	2,142 sqm
Gross Floor Area	3,593 sqm	3,563 sqm	4,005 sqm	4,982 sqm
Purchase Price	S\$11.8m	S\$11.5m	S\$12.8m	US\$13.0m
Appraised Value	S\$9.8m	S\$9.9m	S\$15.8m	US\$6.3m
Max no. of Beds / Saleable rooms	259	265	208	217
Year of Building Completion	2004	2006	1999 & 2013 (new extension building)	2010
Lease Commencement Date	11 Apr 2007	11 Apr 2007	8 Jun 2007	5 Aug 2011
Lease Terms	10 years with option to renew for 10 years (Tenant has exercised the option)	10 years with option to renew for 10 years (Tenant has exercised the option)	10 years with option to renew for 10 years (Tenant has exercised the option)	10 years with option to renew for 10 years
Lease Expiry Date	10 Apr 2027	10 Apr 2027	7 Jun 2027	4 Aug 2021

Thank You

