



(a real estate investment trust constituted on 10 October 2013 under the laws of the Republic of Singapore)

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## PROPOSED MERGER OF OUE COMMERCIAL REIT AND OUE HOSPITALITY TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT

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### 1. INTRODUCTION

#### 1.1 The Proposed Merger and the Trust Scheme

The board of directors of OUE Commercial REIT Management Pte. Ltd., as manager of OUE Commercial Real Estate Investment Trust ("**C-REIT**" and the manager of C-REIT, the "**C-REIT Manager**"), is pleased to announce the proposed merger of C-REIT and OUE Hospitality Trust ("**H-Trust**") (the "**Proposed Merger**"). The Proposed Merger will be effected through the acquisition by DBS Trustee Limited (in its capacity as trustee of C-REIT) (the "**C-REIT Trustee**") of all the issued and paid-up stapled securities in H-Trust (the "**Stapled Securities**") held by the stapled securityholders of H-Trust (the "**Stapled Securityholders**") by way of a trust scheme of arrangement (the "**Trust Scheme**") in compliance with the Singapore Code on Take-overs and Mergers (the "**Takeover Code**").

For further details on the Trust Scheme, please refer to the joint announcement released today by the C-REIT Manager and the H-Trust Managers (as defined herein) titled "Proposed Merger of OUE Commercial REIT and OUE Hospitality Trust by way of a Trust Scheme of Arrangement" (the "**Joint Announcement**").

- 1.2 The defined terms used in and rules of interpretation applicable to this Announcement have been set out in a Glossary at the end of this Announcement.

### 2. INFORMATION ON H-TRUST AND THE STAPLED SECURITYHOLDERS

#### 2.1 H-Trust

H-Trust, which is a stapled group comprising OUE Hospitality Real Estate Investment Trust ("**H-REIT**") and OUE Hospitality Business Trust ("**H-BT**"), was listed on the Main Board of Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 25 July 2013. Each unit in H-REIT is stapled to one unit in H-BT under the terms of a stapling deed dated 10 July 2013 (as amended and supplemented, the "**Stapling Deed**"). Pursuant to the terms of the Stapling Deed, the units in H-REIT and the units in H-BT cannot be traded separately.

H-REIT is a Singapore real estate investment trust ("**REIT**") constituted by a trust deed dated 10 July 2013 made between OUE Hospitality REIT Management Pte. Ltd., as manager of H-REIT (the "**H-REIT Manager**"), and RBC Investor Services Trust Singapore Limited, as trustee of H-REIT (the "**H-REIT Trustee**") (as amended and supplemented, the "**H-REIT Trust Deed**") and established with the principal investment strategy of investing, directly or indirectly, in a portfolio of income-producing real estate which is used primarily for hospitality and/or hospitality-related purposes, whether wholly or partially, as well as real estate-related assets. H-REIT is managed by the H-REIT Manager, a wholly-owned subsidiary of OUE Limited, the sponsor of H-Trust. The H-REIT Manager was incorporated in Singapore and has been issued a capital markets services licence for REIT management ("**CMS Licence**") pursuant to the Securities and Futures Act, Chapter 289 of Singapore on 2 July 2013.

H-BT, a registered business trust under the Business Trusts Act, Chapter 31A of Singapore, is currently dormant. OUE Hospitality Trust Management Pte. Ltd. (the "**H-BT Trustee-Manager**"), and together with the H-REIT Manager, the "**H-Trust Managers**") is the trustee-manager of H-BT and a wholly-owned subsidiary of OUE Limited, the sponsor of H-Trust.

The boards of directors of the H-Trust Managers comprise the following:

- (i) Mr Lee Yi Shyan (Chairman and Non-Independent Non-Executive Director);
- (ii) Mr Sanjiv Misra (Lead Independent Director);
- (iii) Mr Liu Chee Ming (Independent Director);
- (iv) Professor Neo Boon Siong (Independent Director);
- (v) Mr Ong Kian Min (Independent Director); and
- (vi) Mr Christopher James Williams (Non-Independent Non-Executive Director).

H-Trust's portfolio currently comprises:

- (a) Mandarin Orchard Singapore located at 333 Orchard Road, Singapore;
- (b) Mandarin Gallery located at 333A Orchard Road, Singapore; and
- (c) Crowne Plaza Changi Airport located at 75 Airport Boulevard, Singapore.

As at the date of this Announcement (the "**Announcement Date**"), H-Trust has in issue an aggregate of 1,829,779,587 Stapled Securities.

## **2.2 Substantial Stapled Securityholders**

The full list of substantial Stapled Securityholders based on publicly available information is set out in **Schedule 1** to this Announcement.

### 3. THE PROPOSED MERGER AND THE TRUST SCHEME

#### 3.1 Implementation Agreement

In connection with the Proposed Merger, the C-REIT Trustee, the C-REIT Manager, the H-REIT Trustee and the H-Trust Managers (each a “**Party**”, and collectively, the “**Parties**”) have today entered into an implementation agreement (the “**Implementation Agreement**”) setting out the terms and conditions on which the Parties will implement the Trust Scheme.

Upon the Trust Scheme becoming effective and binding in accordance with its terms, all the Stapled Securities will be transferred to the C-REIT Trustee:

- (i) fully paid;
- (ii) free from any charge, mortgage, lien, hypothecation, judgment, encumbrance, easement, right of pre-emption, security, title retention, preferential right, trust arrangement or other security interest or any other agreement or arrangement having a commercial effect analogous to the conferring of security or a similar right in favour of any person (“**Encumbrances**”); and
- (iii) together with all rights, benefits and entitlements attaching thereto as at the date of the Joint Announcement, including the right to receive and retain all rights and other distributions (if any) declared by H-Trust on or after the date of the Joint Announcement, except for the H-Trust Permitted Distributions<sup>1</sup>,

such that on the Effective Date (as defined herein), the C-REIT Trustee shall hold 100 per cent. of the Stapled Securities.

Please refer to the Joint Announcement for more information on the terms of the Implementation Agreement.

#### 3.2 Scheme Consideration

Pursuant to the Implementation Agreement, in consideration of the transfer of Stapled Securities and subject to the Trust Scheme becoming effective in accordance with its terms, each of the C-REIT Trustee and the C-REIT Manager agrees to pay or procure the payment

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<sup>1</sup> “**H-Trust Permitted Distributions**” means the distributions declared, paid or made by the H-REIT Manager to the Stapled Securityholders in the ordinary course of business in respect of the period from 1 January 2019 up to the day immediately before the Effective Date (including any clean-up distribution to the Stapled Securityholders in respect of the period from the day following the latest completed financial quarter of H-Trust preceding the Effective Date, up to the day immediately before the Effective Date). Please see also paragraph 3.4(ii) below.

of the following consideration (the “**Scheme Consideration**”) for each Stapled Security held by each Stapled Securityholder as at the Books Closure Date<sup>2</sup>:

- (i) firstly, the payment by the C-REIT Trustee of a sum of S\$0.04075 in cash per Stapled Security (the “**Cash Consideration**”); and
- (ii) secondly, allot and issue, or procure the allotment and issuance (as the case may be), by the C-REIT Manager of 1.3583 new C-REIT Units per Stapled Security (the “**Consideration Units**”), such Consideration Units to be credited as fully paid,

in accordance with the terms and conditions of the Implementation Agreement. On the Effective Date, the C-REIT Trustee shall hold 100 per cent. of the Stapled Securities.

The aggregate Cash Consideration to be paid to each Stapled Securityholder shall be rounded to the nearest S\$0.01. The number of Consideration Units which each Stapled Securityholder will be entitled to pursuant to the Trust Scheme, based on the Stapled Securities held by such Stapled Securityholder as at the Books Closure Date, will be rounded down to the nearest whole number, and fractional entitlements shall be disregarded in the calculation of the aggregate Consideration Units to be issued to any Stapled Securityholder pursuant to the Trust Scheme.

By way of illustration, if the Trust Scheme becomes effective in accordance with its terms, a Stapled Securityholder will receive S\$40.75 in cash and 1,358 Consideration Units for every 1,000 Stapled Securities held by it as at the Books Closure Date.

The Consideration Units shall:

- (i) when issued, be duly authorised, validly issued and fully paid-up and shall rank *pari passu* in all respects with the existing C-REIT Units as at the date of their issue<sup>3</sup>; and
- (ii) be issued free from all and any Encumbrances and restrictions on transfers and no person has or shall have any rights of pre-emption over the Consideration Units.

Immediately upon completion of the Proposed Merger, OUE Limited, the sponsor of both C-REIT and H-Trust (the “**Sponsor**”), and its related corporations (“**OUE Group**”) will hold approximately 48.3%<sup>4</sup> of the total issued units in the Enlarged REIT. Please refer to

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2 “**Books Closure Date**” means the date to be announced (before the Effective Date (as defined herein)) by the H-Trust Managers on which the Transfer Books and the Register of Stapled Securityholders of H-Trust will be closed in order to determine the entitlements of the Stapled Securityholders in respect of the Trust Scheme.

3 For the avoidance of doubt, the Consideration Units shall not be entitled to the C-REIT Permitted Distributions (as defined herein) (please see paragraph 3.4 for further details).

4 Based on the Scheme Consideration of S\$0.04075 in cash per Stapled Security and 1.3583 Consideration Units to be allotted and issued per Stapled Security. Under the C-REIT Trust Deed, the C-REIT Manager is entitled to receive an acquisition fee of 0.75% of the underlying value of the assets of H-Trust. The C-REIT Manager has voluntarily waived half of its acquisition fee entitlement.

**Schedule 2** for the indicative structure of the Enlarged REIT currently envisaged immediately upon completion of the Proposed Merger.

### 3.3 Scheme Conditions

The Trust Scheme is conditional upon the satisfaction (or, where applicable, the waiver) of the conditions precedent (the “**Scheme Conditions**”) set out in the Implementation Agreement and reproduced in **Schedule 3** to this Announcement.

The Trust Scheme will become effective upon the lodgement of the order of the Court<sup>5</sup> sanctioning the Trust Scheme under Order 80 of the Rules of Court, Chapter 322, R 5 of Singapore (the “**Trust Scheme Court Order**”) with the Monetary Authority of Singapore (the “**MAS**”) or the notification to the MAS of the grant of the Trust Scheme Court Order, as the case may be, which shall be effected by the C-REIT Trustee within 10 Business Days<sup>6</sup> from the date the last Scheme Condition set out in paragraphs (a), (b), (c), (d), (e) and (f) of **Schedule 3** to this Announcement is satisfied or waived, as the case may be, in accordance with the terms of the Implementation Agreement (the “**Effective Date**”).

### 3.4 Permitted Distributions

Subject to the terms and conditions of the Implementation Agreement, the H-Trust Managers and the C-REIT Manager are permitted to declare, make or pay distributions to the Stapled Securityholders and the unitholders of C-REIT (the “**C-REIT Unitholders**”) (as the case may be) only if such distributions to be declared, paid or made by H-Trust or C-REIT:

- (i) have been declared or which H-Trust or, as the case may be, C-REIT, is under a contractual obligation to pay but has not been paid prior to the date of the Implementation Agreement; or
- (ii) are declared, paid or made by the H-Trust Managers or, as the case may be, the C-REIT Manager, in the ordinary course of business in respect of the period from 1 January 2019 up to the day immediately before the Effective Date, including any clean-up distribution in respect of the period from the day following the latest completed financial quarter of H-Trust or, as the case may be, the latest completed financial half of C-REIT, preceding the Effective Date up to the day immediately before the Effective Date (in respect of C-REIT, the “**C-REIT Permitted Distributions**”).

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5 “**Court**” means the High Court of the Republic of Singapore or where applicable on appeal, the Court of Appeal of the Republic of Singapore.

6 “**Business Day**” means a day (other than Saturday, Sunday or public holiday) on which commercial banks are open for business in Singapore.

The Stapled Securityholders as at the books closure date(s) fixed for the H-Trust Permitted Distributions shall have the right to receive and retain the H-Trust Permitted Distributions (if any) in addition to the Scheme Consideration.

### **3.5 Termination**

The Implementation Agreement may be terminated with immediate effect by giving notice in writing at any time prior to the date falling on the Business Day immediately preceding the Effective Date (subject to prior consultation with the Securities Industry Council (“**SIC**”), and the SIC giving its approval for, and stating that it has no objection to, such termination), in certain circumstances specified in the Implementation Agreement.

In the event of termination of the Implementation Agreement by either (i) the C-REIT Trustee and the C-REIT Manager or (ii) the H-REIT Trustee and the H-Trust Managers pursuant to the terms of the Implementation Agreement, the Implementation Agreement shall terminate (except for certain surviving provisions such as those relating to, amongst others, confidentiality, costs and expenses and governing law) and there shall be no liability on the part of any Party save as set out in the Implementation Agreement.

### **3.6 Expansion of Investment Mandate**

In connection with and subject to the completion of the Proposed Merger, the C-REIT Manager hereby gives notice of its intention to expand the investment mandate of the Enlarged REIT pursuant to the trust deed constituting C-REIT (as amended and supplemented, the “**C-REIT Trust Deed**”). Under the C-REIT Trust Deed, the C-REIT Manager may from time to time change its investment policies subject to compliance with the listing manual of the SGX-ST (the “**Listing Manual**”) so long as it has given not less than 30 days’ prior notice of the change to the C-REIT Trustee and the C-REIT Unitholders by way of an announcement to the SGX-ST.

The new principal investment strategy of the Enlarged REIT will be to invest in a portfolio of income-producing real estate used primarily for:

- (i) commercial purposes (including real estate used primarily for office and/or retail purposes) in financial and business hubs; and/or
  - (ii) hospitality and/or hospitality-related purposes,
- as well as real estate-related assets.

### **3.7 Estimated Total Cost of Proposed Merger**

The total cost of the Proposed Merger is currently estimated to be approximately S\$1,515.3 million comprising:

- (i) the Scheme Consideration of approximately S\$1,491.3 million<sup>7</sup>;
- (ii) the acquisition fee of 0.375% of the underlying value of the assets of H-Trust payable in C-REIT Units to the C-REIT Manager for the Proposed Merger which is estimated to be approximately S\$8.3 million<sup>8</sup>; and
- (iii) the estimated professional and other fees and expenses of approximately S\$15.7 million incurred or to be incurred by the Enlarged REIT in connection with the Proposed Merger.

### 3.8 Method of Financing

The C-REIT Manager intends to finance the Proposed Merger (excluding the acquisition fee which will be paid in C-REIT Units) with (a) the payment of cash to the Stapled Securityholders from existing debt facilities, and (b) the issuance of the Consideration Units to Stapled Securityholders.

The Consideration Units will be issued and credited as fully paid to the Stapled Securityholders upon the Trust Scheme becoming effective in accordance with its terms. The issue of the Consideration Units requires approval of the C-REIT Unitholders by way of an Ordinary Resolution.

The C-REIT Manager will be submitting an additional listing application to the SGX-ST for the listing and quotation of the Consideration Units on the Main Board of the SGX-ST. An announcement will be made in due course to notify the C-REIT Unitholders when the in-principle approval from the SGX-ST is obtained.

### 3.9 C-REIT Unitholders' Approval

The Proposed Merger requires approval of the C-REIT Unitholders under Chapter 10 of the Listing Manual. Further, the Proposed Merger is an "interested person transaction" under Chapter 9 of the Listing Manual, as well as an "interested party transaction" under Appendix 6 of the Code on Collective Investment Schemes (the "**Property Funds Appendix**") requiring the approval of the independent C-REIT Unitholders as, *inter alia*, the Implementation Agreement is entered into by the C-REIT Trustee and the C-REIT Manager with the H-REIT Trustee and the H-Trust Managers, and H-Trust and the H-Trust Managers are associates of the Sponsor, and the Sponsor is regarded as a controlling unitholder of C-REIT and a controlling shareholder of the C-REIT Manager. In addition, the approval of the C-REIT Unitholders is required for the proposed issuance of Consideration Units to the Stapled Securityholders as well as the proposed issuance of part of the Consideration Units

<sup>7</sup> The Scheme Consideration comprises the aggregate Cash Consideration of S\$74.6 million and the issuance of the Consideration Units at an illustrative issue price of S\$0.57 per Consideration Unit.

<sup>8</sup> Calculated on the basis of S\$0.57 per C-REIT Unit. Under the C-REIT Trust Deed, the C-REIT Manager is entitled to receive an acquisition fee of 0.75% of the underlying value of the assets of H-Trust. The C-REIT Manager has voluntarily waived half of its acquisition fee entitlement.

to certain Stapled Securityholders which are also substantial unitholders of C-REIT (including the Sponsor) as the proposed issuance will also constitute a placement to such Stapled Securityholders.

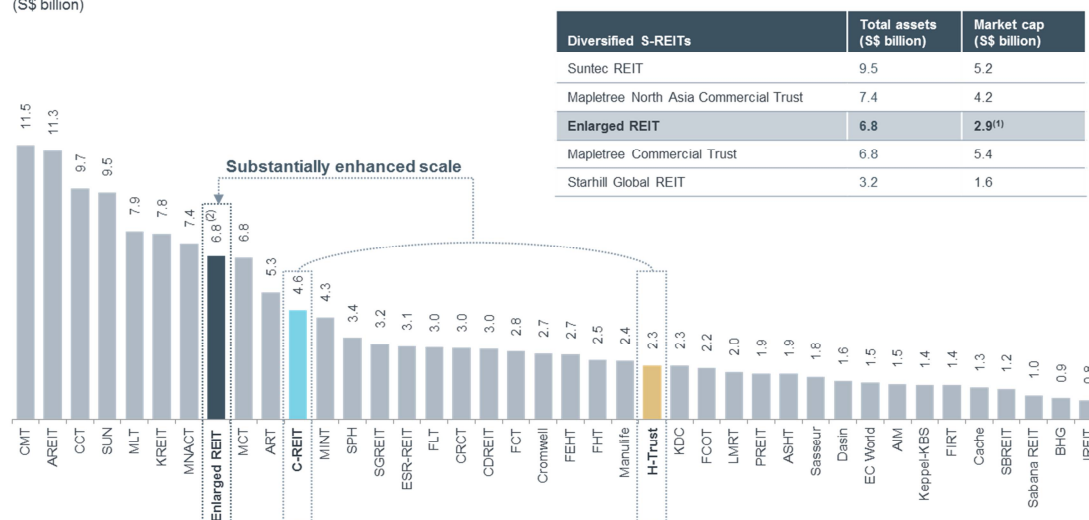
## 4. RATIONALE FOR THE PROPOSED MERGER

The rationale for the Proposed Merger is set out below:

### 4.1 Creation of one of the largest diversified S-REITs with total assets of approximately S\$6.8 billion

The Proposed Merger will result in the creation of one of the largest diversified REITs listed on the SGX-ST ("**S-REIT**") with total assets increasing to approximately S\$6.8 billion.

**Total assets**  
(S\$ billion)



**Source:** Company filings, Bloomberg as at 5 April 2019.

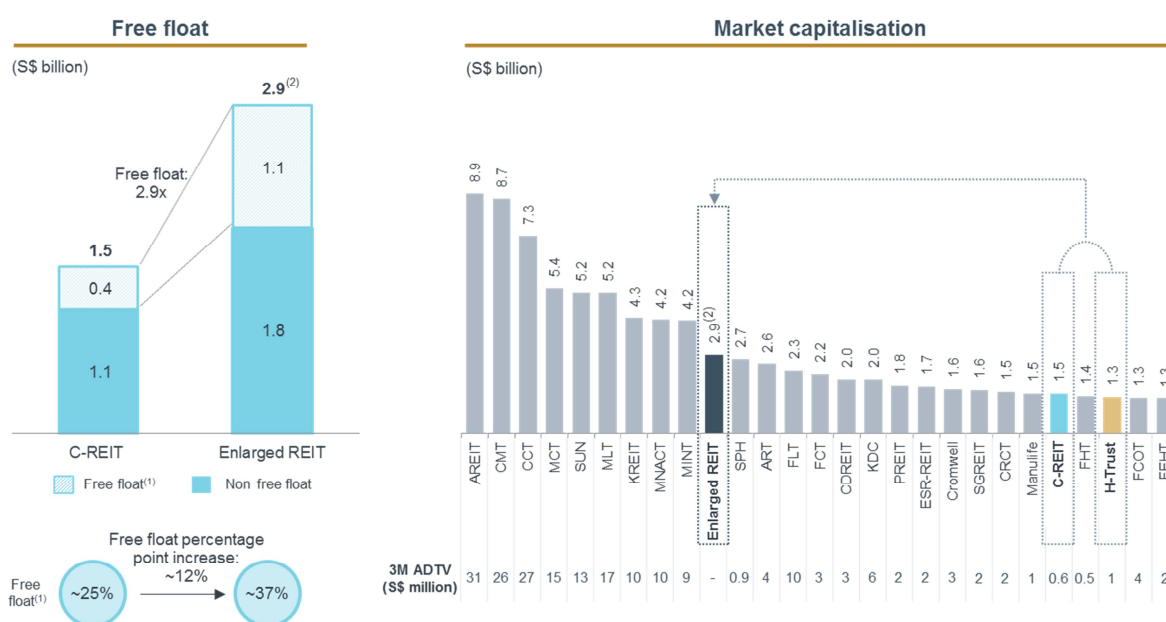
**Note(s):** Chart above only includes REITs with primary listing on the SGX-ST and total assets of at least S\$0.8 billion as at 31 December 2018.

- (1) Illustrative market capitalisation of the Enlarged REIT calculated as the sum of (i) the market capitalisation of C-REIT of S\$1.5 billion as at 5 April 2019; (ii) the portion of the Scheme Consideration to be satisfied in C-REIT Units; and (iii) the value of the acquisition fee to be issued in C-REIT Units, as described in this Announcement.
- (2) Any discrepancies between the listed amounts and the totals thereof are due to rounding.

The enlarged scale of the combined portfolio will enhance the Enlarged REIT's visibility within the S-REITs universe and increase the relevance of the Enlarged REIT amongst the investment community. This should allow the Enlarged REIT to benefit from better access to competitive sources of capital and enjoy greater funding flexibility.



In particular, the Enlarged REIT is expected to benefit from a larger market capitalisation and free float. The Enlarged REIT's market capitalisation will substantially increase by approximately 95.8% from approximately S\$1.5 billion to approximately S\$2.9 billion<sup>9</sup> as at 5 April 2019. Correspondingly, the Enlarged REIT's free float market capitalisation will increase by more than 2.9 times to approximately S\$1.1 billion from approximately S\$0.4 billion as at 5 April 2019. The larger market capitalisation and free float will drive higher trading liquidity and potential index inclusion, which could potentially lead to a positive re-rating of the Enlarged REIT, which will benefit all C-REIT Unitholders, and a wider investor base.



**Source:** Bloomberg as at 5 April 2019.

**Note(s):** Chart above only includes REITs with primary listing on the SGX-ST and which have a market capitalisation of at least S\$1.3 billion as at 5 April 2019. "3M ADTV" refers to 3-month Average Daily Traded Value.

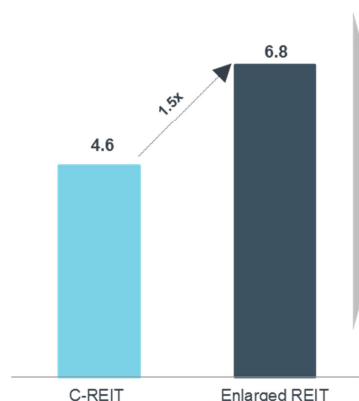
- (1) Excludes the stakes held by OUE Group, the C-REIT Manager, the H-Trust Managers, directors and chief executive officers of the C-REIT Manager and the H-Trust Managers and their respective associates, and substantial C-REIT Unitholders and substantial Stapled Securityholders.
- (2) Illustrative market capitalisation of the Enlarged REIT calculated as the sum of (i) the market capitalisation of C-REIT of S\$1.5 billion as at 5 April 2019; (ii) the portion of the Scheme Consideration to be satisfied in C-REIT Units; and (iii) the value of the acquisition fee to be issued in C-REIT Units, as described in this Announcement. Any discrepancies between the listed amounts and the totals thereof are due to rounding.

## 4.2 Larger capital base and broadened investment mandate provide flexibility to drive long-term growth

The increased scale achieved by the Enlarged REIT will provide the flexibility and capability to drive long-term growth.

<sup>9</sup> Illustrative market capitalisation of Enlarged REIT calculated as the sum of (i) the market capitalisation of C-REIT of S\$1.5 billion as at 5 April 2019; (ii) the portion of the Scheme Consideration to be satisfied in C-REIT Units; and (iii) the value of the acquisition fee to be issued in C-REIT Units, as described in this Announcement.

**1.5x growth in total assets<sup>(1)</sup>**  
(S\$ billion)



## 1 Achieve scale

- ☑ One of the **largest diversified S-REITs**, with increased relevance
- ☑ **>2x increase in free float**, potentially driving positive re-rating and index inclusion

## 2 Drive growth

- ☑ Increased **funding capacity** of up to **S\$1,024 million<sup>(2)</sup>**
- ☑ Enhanced ability to undertake **value accretive acquisitions** and **asset enhancement initiatives (AEI)**
- ☑ **Broadened investment mandate** and flexibility to grow portfolio
- ☑ **Organic growth potential** from exposure to healthy commercial and hospitality real estate fundamentals

**Source:** Company filings.

**Note(s):**

- (1) As at 31 December 2018.
- (2) For illustration only – assuming that (a) the general unit issue mandate is approved by unitholders of the Enlarged REIT at an annual general meeting of the Enlarged REIT following the Proposed Merger, based on an enlarged number of C-REIT Units in issue of approximately 5,362 million following the Proposed Merger and issue price of S\$0.57 per C-REIT Unit; and (b) the Enlarged REIT raises S\$611 million via equity fundraising following the Proposed Merger and maintains a pro forma aggregate leverage of approximately 40.3%.

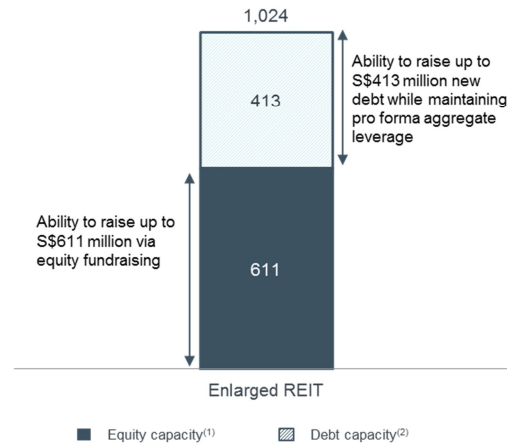
### (i) Enhanced acquisition and AEI capacity

Following the Proposed Merger, the Enlarged REIT's larger capital base will enhance funding capacity to approximately S\$1,024 million<sup>10</sup>. Not only will the Enlarged REIT have the ability to absorb larger transactions and undertake asset enhancement initiatives, the increased funding capacity will allow the platform to react with greater speed and flexibility. Importantly, the Enlarged REIT will be able to opportunistically capture potential accretive investments which will drive growth that will benefit unitholders in the long-term.

<sup>10</sup> For illustration only – assuming that (a) the general unit issue mandate is approved by unitholders of the Enlarged REIT at an Annual General Meeting of the Enlarged REIT following the Proposed Merger, based on an enlarged number of C-REIT units in issue of approximately 5,362 million following the Proposed Merger and issue price of S\$0.57 per C-REIT unit; and (b) the Enlarged REIT raises S\$611 million via equity fundraising following the Proposed Merger and maintains a pro forma aggregate leverage of 40.3%.

### Enlarged ability to raise funds

(S\$ million)



**Note(s): For illustration only – Not forward looking projections.**

- (1) Assuming that the general unit issue mandate is approved by unitholders of the Enlarged REIT at an annual general meeting of the Enlarged REIT following the Proposed Merger, based on enlarged number of C-REIT Units in issue of approximately 5,362 million following the Proposed Merger and issue price of S\$0.57 per C-REIT Unit.
- (2) For illustration only – Assuming the Enlarged REIT raises S\$611 million via equity fundraising following the Proposed Merger and maintains a pro forma aggregate leverage of approximately 40.3%.

#### (ii) Broadened investment mandate and flexibility to grow portfolio

The Enlarged REIT's broadened investment mandate will cover the full spectrum of commercial asset classes, including office, retail, hospitality and integrated developments<sup>11</sup>. This provides the Enlarged REIT with increased flexibility around potential investment targets to grow the portfolio. In addition, with the Enlarged REIT's large Singapore portfolio exposure, it will also have the flexibility to pursue overseas acquisitions while remaining Singapore centric.

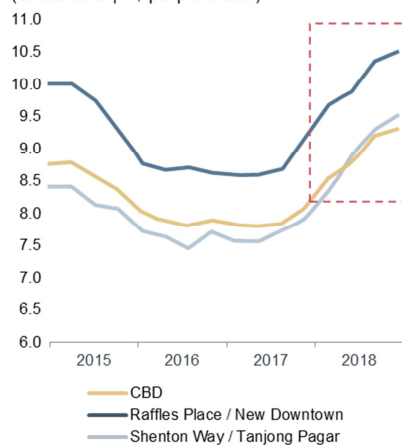
#### (iii) Organic growth potential from exposure to healthy office and hospitality real estate fundamentals

Apart from the office sector which is expected to continue enjoying rising rental rates, the Enlarged REIT will gain exposure to the attractive hospitality sector in Singapore, which is currently witnessing limited supply growth coupled with multi-pronged growth drivers of tourist arrivals. For instance, key catalysts for growth include developments and initiatives such as the growing status of Singapore as a top international MICE destination, opening of Jewel Changi Airport, and new tourism attractions and facilities being planned through 2030 for Sentosa, Pulau Brani and the waterfront along Tanjong Pagar.

<sup>11</sup> Integrated developments refer to a combination of the office, retail and/or hospitality asset classes.

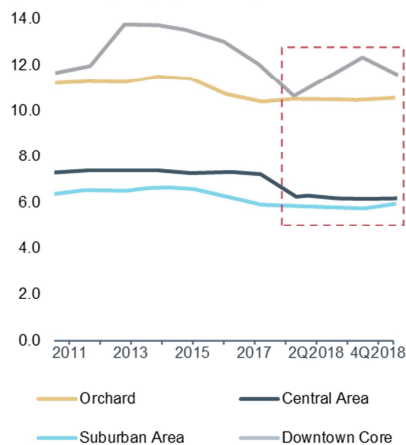
### Office: Rising rental rates

(Gross rents | S\$ psf per month)

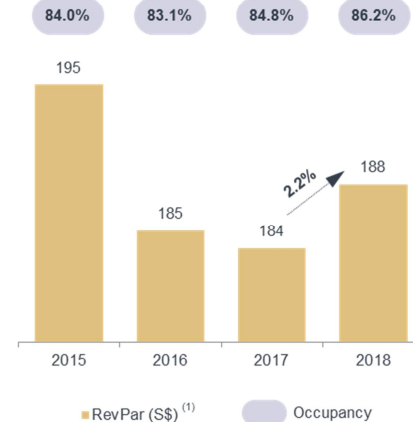


### Retail: Rents to remain stable

(Gross rents | S\$ psf per month)



### Hospitality: Start of recovery



**Source:** Colliers International Research Singapore, Cushman & Wakefield, Singapore Tourism Board.

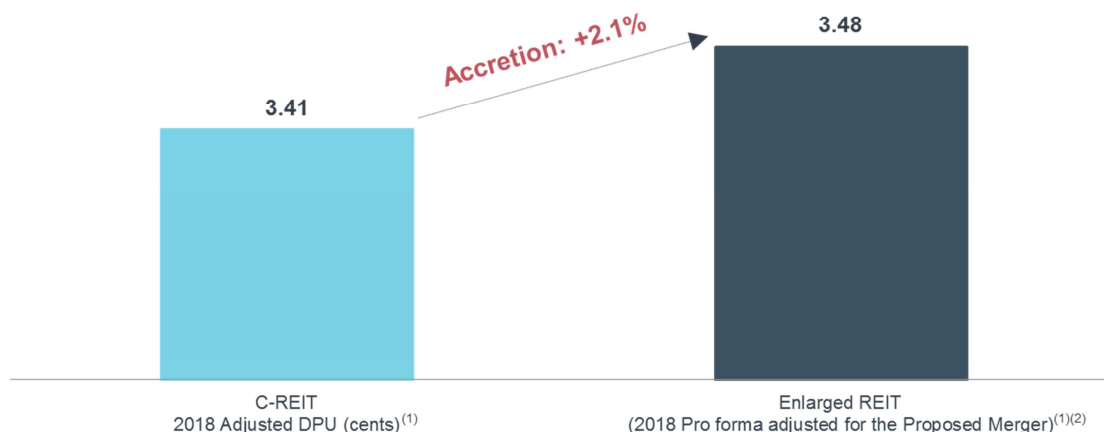
**Note(s):**

- (1) "RevPAR" refers to Revenue per Available Room.

## 4.3 DPU accretive to C-REIT Unitholders

Assuming that the Proposed Merger had been completed on 1 January 2018, the pro forma distribution attributable to the holder of one C-REIT Unit for the financial year ended 31 December 2018 would have increased from 3.41 cents to 3.48 cents, translating to a DPU accretion of 2.1%.

(Singapore cents)



**Note(s):** For illustration only – Not forward looking projections.

- (1) DPU before and after the Proposed Merger adjusted to reflect the following assuming OUE Downtown (Office Component) ("OUE Downtown Office") was acquired on 1 January 2018: (i) 1,288,438,981 new

C-REIT Units issued in relation to the renounceable rights issue; (ii) 11,947,368 new C-REIT Units issued as acquisition fee payable to the C-REIT Manager in relation to the acquisition of OUE Downtown Office; (iii) 4,973,684 new C-REIT Units assumed as payment of the C-REIT Manager's base management fee at 0.3% of the value of the Deposited Property (as defined in the Trust Deed) per annum for the period from 1 January 2018 to 31 December 2018 for OUE Downtown Office (paid 100% in new C-REIT Units); and (iv) full year contribution from OUE Downtown Office.

- (2) Assuming H-Trust's management fee structure is replaced with the fee structure in the C-REIT Trust Deed; Incremental interest costs and related financing costs associated with the debt drawdown on 1 January 2018 to fund 5% of the illustrative Scheme Consideration in cash of S\$73.9 million; Increase in C-REIT Units due to the following: (i) 11,569,966 new C-REIT Units issued as payment of the base management fee associated with the Proposed Merger 100% in new C-REIT Units; (ii) 14,592,105 new C-REIT Units issued at an issue price of S\$0.57 per C-REIT Unit as acquisition fee payable to the C-REIT Manager in relation to the Proposed Merger; and (iii) 2,463,859,741 new C-REIT Units issued as part of the Scheme Consideration. The Scheme Consideration payable for each Stapled Security (inclusive of the Cash Consideration) implies a gross exchange ratio of 1.430x.

#### 4.4 Enhanced portfolio diversification with greater resilience

The Enlarged REIT will comprise a portfolio of seven high quality properties across Singapore and China, representing total assets of approximately S\$6.8 billion. The pro forma gross revenue for the financial year ended 31 December 2018 ("FY2018") will increase by 74% to approximately S\$306 million while the pro forma FY2018 net property income will increase by 82% to approximately S\$251 million.

The Enlarged REIT's portfolio will be anchored by 3 asset classes including office, retail and hospitality, all of which exhibit healthy real estate fundamentals. Moreover, the enlarged portfolio will comprise approximately 1.9 million square feet<sup>12</sup> of prime office space, 2 strategically located upscale hotels with an aggregate of 1,640 rooms and approximately 0.3 million square feet of prime retail net lettable area along Orchard Road and the core Central Business District ("CBD").

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12 Attributable net lettable area

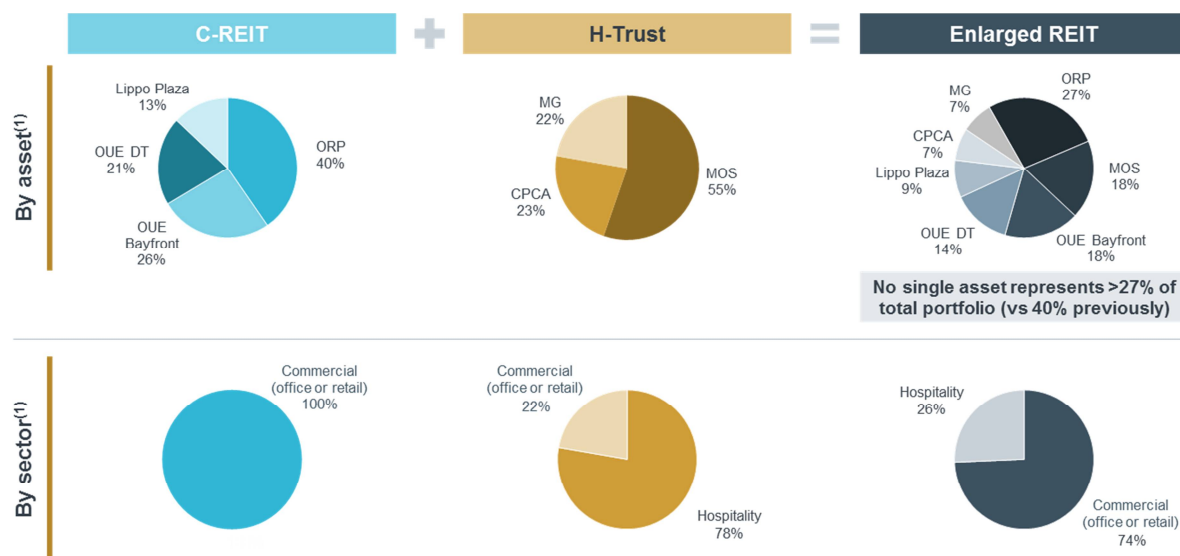


**Source:** Company filings.

**Note(s):** CBD refers to Central Business District.

- (1) Relative to C-REIT standalone before the Proposed Merger.
- (2) As at 31 December 2018.
- (3) Based on reported FY2018 financials.
- (4) Attributable net lettable area.

The risk profile of the Enlarged REIT will largely remain the same, with reduced concentration risk associated with exposure to any single real estate asset class. Following the Proposed Merger, no single property will represent more than 27% of the total value as compared to 40% previously.



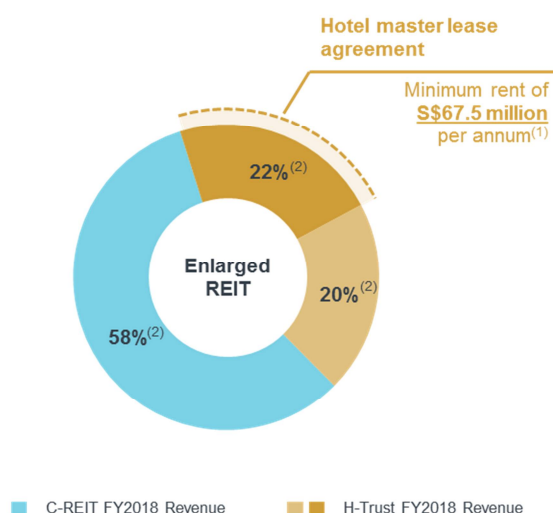
**Source:** Company filings.

**Note:** “**ORP**” refers to One Raffles Place; “**OUE DT**” refers to OUE Downtown Office; “**MOS**” refers to Mandarin Orchard Singapore; “**MG**” refers to Mandarin Gallery; “**CPCA**” refers to Crowne Plaza Changi Airport.

(1) Based on valuations as at 31 December 2018.

The Enlarged REIT will also benefit from the addition of a highly stable income stream, underpinned by the long-dated hospitality master lease agreements which have a remaining tenure of approximately 9 years, coupled with an option for the master lessees to extend an additional lease for a further term of 10 to 15 years on the same terms and conditions. This thus provides unitholders of the Enlarged REIT with a stable income stream during the term of the master lease agreements which mitigates the seasonality and volatility of short-term stays by hotel guests. Furthermore, the master lessees are also part of the Sponsor group, which has a strong financial position and reputation as a leading real estate company listed on the SGX-ST. This provides unitholders of the Enlarged REIT with further assurance that the terms of the master lease agreements will be honoured by the master lessees.

The master lease agreements have also been structured to provide stable income to the Stapled Securityholders in the form of a fixed rent payment which provides for downside protection and a variable rent component which allows unitholders of the Enlarged REIT to benefit from the outperformance of the hotels. In addition, H-Trust’s hotels are managed by internationally renowned operators – Meritus Hotels & Resorts and InterContinental Hotels Group – thus having the ability to leverage on the hotel operators’ worldwide distribution networks and loyalty programmes which will optimise hotel performance.



**Source:** Company filings.

**Note(s):** For illustration only – Not forward looking projections.

(1) Mandarin Orchard Singapore and Crowne Plaza Changi Airport’s master lease agreement are subject to a minimum rent of S\$45.0 million and S\$22.5 million per annum respectively.

(2) Computed based on C-REIT and H-Trust FY2018 revenue.

The following table outlines the key features of the two hotel master lease agreements in place.

	Mandarin Orchard Singapore	Crowne Plaza Changi Airport
Operator	▪ Meritus Hotels & Resorts	▪ InterContinental Hotels Group
Master lessee	▪ OUE Limited	▪ OUE Airport Hotel Pte. Ltd.
Tenure of master lease	▪ First term to expire in Jul 2028	▪ First term to expire in May 2028
Option to extend <sup>(1)</sup>	▪ Additional 15-year term	▪ Additional two consecutive 5-year terms

Source: Company filings.

(1) OUE Limited and OUE Airport Hotel Pte. Ltd. have the discretion to extend the master lease agreement for Mandarin Orchard Singapore and Crowne Plaza Changi Airport respectively.

#### 4.5 Alignment of interest between the unitholders of the Enlarged REIT, the Sponsor and the C-REIT Manager

As noted above, immediately upon completion of the Proposed Merger, the OUE Group will hold approximately 48.3%<sup>13</sup> of the total issued units in the Enlarged REIT. Minority unitholders of the Enlarged REIT will hold approximately 51.7% of the total issued units in the Enlarged REIT as shown in the indicative structure of the Enlarged REIT currently envisaged immediately upon completion of the Proposed Merger in **Schedule 2**. Given that the OUE Group will continue to retain a significant stake of approximately 48.3%<sup>13</sup> of the total issued units in the Enlarged REIT, the Sponsor's interest will be aligned with that of the other C-REIT Unitholders.

It is also currently intended for H-Trust's management fee structure to be amended to reflect the fee structure in the C-REIT Trust Deed such that the existing fee structure of C-REIT is retained. This includes the performance fee to be paid<sup>14</sup>, being a performance-based

13 Based on the Scheme Consideration of S\$0.04075 in cash per Stapled Security and 1.3583 Consideration Units to be allotted and issued per Stapled Security. Under the C-REIT Trust Deed, the C-REIT Manager is entitled to receive an acquisition fee of 0.75% of the underlying value of the assets of H-Trust. The C-REIT Manager has voluntarily waived half of its acquisition fee entitlement.

14 Based on 25% per annum of the difference in DPU (as defined in the C-REIT Trust Deed) in a financial year with the DPU in the preceding full financial year (calculated before accounting for the performance fee but after accounting for the base fee in each financial year) multiplied by the weighted average number of C-REIT Units in issue for such



element which depends on DPU growth, and is designed to align the interest of the C-REIT Manager with those of the unitholders of the Enlarged REIT.

- 4.6** Overall, this is expected to be a transformative merger for C-REIT Unitholders, resulting in the creation of one of the largest diversified S-REITs with improved relevance within the investor community and greater resilience while delivering a DPU accretive transaction.

## **5. VALUE OF THE STAPLED SECURITIES**

- 5.1** Based on the audited financial statements of H-Trust for the financial year ended 31 December 2018:

- (i) the net asset value ("**NAV**") and net tangible assets ("**NTA**") of H-Trust as at 31 December 2018 were S\$1,372.1 million; and
- (ii) the net profit before income tax attributable to the Stapled Securities as at 31 December 2018 was approximately S\$73.0 million.

- 5.2** Based on the volume weighted average price of S\$0.7253 per Stapled Security with reference to the one-month period up to and including 5 April 2019 (being the last trading day on which the Stapled Securities were traded prior to the date of the Implementation Agreement), the latest available open market value of the Stapled Securities is approximately S\$1.3 billion.

## **6. FINANCIAL INFORMATION OF THE PROPOSED MERGER**

### **6.1 Pro Forma Financial Effects of the Proposed Merger**

The pro forma financial effects of the Proposed Merger in this paragraph 6.1 have been prepared on and should be read together with the bases and assumptions set out in **Schedule 4**.

#### **6.1.1 Pro Forma DPU**

##### **FOR ILLUSTRATIVE PURPOSES ONLY:**

The pro forma financial effects of the Proposed Merger on C-REIT's DPU for FY2018, as if the Proposed Merger was completed on 1 January 2018 and C-REIT held and operated the properties of H-Trust through to 31 December 2018, are as follows:

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financial year. The performance fee is payable if the DPU in any financial year exceeds the DPU in the preceding financial year, notwithstanding that the DPU in the financial year in which the performance fee is payable may be less than the DPU in the financial year prior to any preceding financial year.

	Effects of the Proposed Merger	
	Before the Proposed Merger	After the Proposed Merger
Amount available for distribution to Unitholders (S\$'000)	97,614 <sup>(1)</sup>	185,980 <sup>(3)(4)</sup>
Number of Issued C-REIT Units ('000)	2,861,625 <sup>(2)</sup>	5,351,646 <sup>(5)</sup>
DPU (cents)	3.41	3.48
Accretion	-	2.1%

**Note(s):**

- (1) Adjusted to assume full year contribution from OUE Downtown Office.
- (2) Adjusted to reflect the following assuming OUE Downtown Office was acquired on 1 January 2018:
  - (i) 1,288,438,981 new C-REIT Units issued in relation to the renounceable rights issue;
  - (ii) 11,947,368 new C-REIT Units issued as acquisition fee payable to the C-REIT Manager in relation to the acquisition of OUE Downtown Office; and
  - (iii) 4,973,684 new C-REIT Units assumed as payment of the C-REIT Manager's base management fee at 0.3% of the value of the Deposited Property (as defined in the Trust Deed) per annum for the period from 1 January 2018 to 31 December 2018 for OUE Downtown Office (paid 100% in new C-REIT Units).
- (3) Assumes H-Trust's management fee structure is replaced with the fee structure in the C-REIT Trust Deed with effect from 1 January 2018.
- (4) Assumes incremental interest costs and related financing costs associated with the debt drawdown on 1 January 2018 to fund 5% of the illustrative Scheme Consideration in cash of S\$73.9 million.
- (5) Adjusted for the following assumptions:
  - (i) 11,569,966 new C-REIT Units issued as payment of the base management fee associated with the Proposed Merger 100% in new C-REIT Units;
  - (ii) 14,592,105 new C-REIT Units issued as acquisition fee payable to the C-REIT Manager in relation to the Proposed Merger; and
  - (iii) 2,463,859,741 Consideration Units issued at an illustrative issue price of S\$0.57 per Consideration Unit. The Scheme Consideration payable for each Stapled Security (inclusive of Cash Consideration) implies a gross exchange ratio of 1.430x.

## 6.1.2 Pro Forma NAV

### FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma financial effects of the Proposed Merger on the NAV per C-REIT Unit as at 31 December 2018, as if the Proposed Merger was completed on 31 December 2018, are as follows:

	Effects of the Proposed Merger	
	Before the Proposed Merger	After the Proposed Merger
NAV (S\$'000)	2,038,092	3,320,654 <sup>(2)(3)</sup>
Number of issued C-REIT Units ('000)	2,861,589 <sup>(1)</sup>	5,361,632 <sup>(4)</sup>

	Effects of the Proposed Merger	
NAV per C-REIT Unit (cents)	0.71	0.62 <sup>(5)</sup>

**Note(s):**

- (1) Represents the number of C-REIT Units issued and to be issued as at 31 December 2018.
- (2) Adjusted for the incremental borrowings from the debt drawdown on 31 December 2018 to fund 5% of the illustrative Scheme Consideration in cash of S\$74.6 million.
- (3) Adjusted for S\$15.0 million of the transaction costs funded by cash at bank.
- (4) Adjusted for 14,592,105 new C-REIT Units issued as acquisition fee in relation to the Proposed Merger and 2,485,450,605 Consideration Units issued at an illustrative issue price of S\$0.57 per Consideration Unit. The Scheme Consideration payable for each Stapled Security (inclusive of the Cash Consideration) implies a gross exchange ratio of 1.430x.
- (5) Lower NAV per C-REIT Unit after the Proposed Merger due to the write-off of acquisition-related costs and premium over net assets of H-Trust allocated to H-Trust's investment properties and the dilution from the Consideration Units and the acquisition fee payable to the C-REIT Manager in relation to the Proposed Merger.

### 6.1.3 Pro Forma NTA

#### FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma financial effects of the Proposed Merger on the NTA per C-REIT Unit as at 31 December 2018, as if the Proposed Merger was completed on 31 December 2018, are as follows:

	Effects of the Proposed Merger	
	Before the Proposed Merger	After the Proposed Merger
NTA (S\$'000) <sup>(1)</sup>	2,013,627	3,296,189 <sup>(3)(4)</sup>
Number of issued C-REIT Units ('000)	2,861,589 <sup>(2)</sup>	5,361,632 <sup>(5)</sup>
NTA per C-REIT Unit (cents)	0.70	0.61 <sup>(6)</sup>

**Note(s):**

- (1) NTA excludes intangible assets of S\$24.5 million representing C-REIT's contractual rights to the income support arrangements under the deeds of income support in relation to OUE Bayfront and OUE Downtown Office.
- (2) Represents the number of C-REIT Units issued and to be issued as at 31 December 2018.
- (3) Adjusted for the incremental borrowings from the debt drawdown on 31 December 2018 to fund 5% of the illustrative Scheme Consideration in cash of S\$74.6 million.
- (4) Adjusted for S\$15.0 million of the transaction costs funded by cash at bank.
- (5) Adjusted for 14,592,105 new C-REIT Units issued as acquisition fee in relation to the Proposed Merger and 2,485,450,605 Consideration Units issued at an illustrative issue price of S\$0.57 per Consideration Unit. The Scheme Consideration payable for each Stapled Security (inclusive of the Cash Consideration) implies a gross exchange ratio of 1.430x.
- (6) Lower NTA per C-REIT Unit after the Proposed Merger due to the write-off of acquisition-related costs and premium over net assets of H-Trust allocated to H-Trust's investment properties and the dilution from the Consideration Units and the acquisition fee payable to the C-REIT Manager in relation to the Proposed Merger.

relation to the Proposed Merger.

#### 6.1.4 Pro Forma Aggregate Leverage

##### FOR ILLUSTRATIVE PURPOSES ONLY:

C-REIT's pro forma aggregate leverage immediately upon completion of the Proposed Merger as at 31 December 2018, as if the Proposed Merger was completed on 31 December 2018, are as follows:

	Effects of the Proposed Merger	
	Before the Proposed Merger (C-REIT)	After the Proposed Merger (Enlarged REIT)
Aggregate Leverage	39.3%	40.3%

## 6.2 Financial Information of H-Trust

Extracts of the Statement of Total Return of H-Trust and the Statement of Financial Position of H-Trust for the financial years ended 31 December 2018, 31 December 2017 and 31 December 2016 from the audited financial statements of H-Trust for the latest past three years are set out in **Schedule 5** to this Announcement.

## 7. REQUIREMENT OF THE C-REIT UNITHOLDERS' APPROVAL

### 7.1 Very Substantial Acquisition

Chapter 10 of the Listing Manual governs the acquisition or disposal of assets, including options to acquire or dispose of assets, by C-REIT. Such transactions are classified into the following categories:

- (a) non-discloseable transactions;
- (b) discloseable transactions;
- (c) major transactions; and
- (d) very substantial acquisitions or reverse takeovers.

A transaction by C-REIT may fall into any of the categories set out above depending on the size of the relative figures computed on the following bases of comparison:

- (i) the NAV of the assets to be disposed of, compared with the NAV of the C-REIT Group;

- (ii) the net profits attributable to the assets acquired, compared with the C-REIT Group's net profits;
- (iii) the aggregate value of the consideration given, compared with the C-REIT Group's market capitalisation;
- (iv) the number of C-REIT Units issued by C-REIT as consideration for an acquisition, compared with the number of C-REIT Units previously in issue.

The relative figures for the Proposed Merger using the applicable bases of comparison described above (read together with Rule 1003(3) of the Listing Manual<sup>15</sup>) are set out in the table below.

Comparison of	The H-Trust Group	The C-REIT Group	Relative figure (%)
<b>Net Property Income (S\$ million)<sup>(1)(2)</sup></b>	112.8	145.4	77.6
<b>Consideration against market capitalisation (S\$ million)<sup>(3)</sup></b>	1,839.2	1,488.0	123.6
<b>C-REIT Units<sup>(4)</sup> issued as consideration against C-REIT Units previously in issue ('000)</b>	2,485.5	2,861.6	86.9

**Note(s):**

- (1) In the case of a real estate investment trust, the net property income is a close proxy to the net profits attributable to its assets.
- (2) Based on the FY2018 net property income as disclosed in C-REIT and H-Trust's FY2018 financial statements. C-REIT's net property income includes income support relating to the top up payments from OUE Limited and its subsidiary pursuant to the deeds of income support dated 9 January 2014 and 1 November 2018.
- (3) Based on the market capitalisation of C-REIT as at market close on 5 April 2019. Based on the Scheme Consideration being a combination of cash of S\$74.6 million and the issue of Consideration Units, and purely for the purposes of the computing the relative figure under Rule 1006(c) (read with Rule 1003(3) of the Listing Manual), consideration is computed as if the Consideration Units were issued at NAV per C-REIT Unit as set out in the 2018 C-REIT Audited Financial Statements (as defined herein) of S\$0.71 per C-REIT Unit, being higher than the closing price of C-REIT Unit of S\$0.52 as at market close on 5 April 2019. Based, however, on the illustrative issue price of S\$0.57 per Consideration Unit, the Scheme Consideration is S\$1.491.3 million.
- (4) Based on 2,485,450,605 Consideration Units to be issued as part of the Scheme Consideration.

Where any of the relative figures computed on the bases set out above exceeds 100.0%, the transaction is classified as a "very substantial acquisition" or "reverse takeover" respectively under Rule 1015 of the Listing Manual. As the relative figures for the basis of comparison set out above exceed 100.0%, the Proposed Merger would constitute a "very

<sup>15</sup> Rule 1003(3) of the Listing Manual states that where the consideration is in the form of units, the value of the consideration shall be determined by reference either to the market value of such units or the NAV represented by such units, whichever is higher.

substantial acquisition” under Chapter 10 of the Listing Manual.

However, the Proposed Merger will not constitute a “reverse takeover” by C-REIT under Chapter 10 of the Listing Manual as the Proposed Merger does not involve a change of control of C-REIT/Enlarged REIT following the completion of the Proposed Merger.

## **7.2 Interested Person Transaction and Interested Party Transaction**

Under Chapter 9 of the Listing Manual, where C-REIT proposes to enter into a transaction with an interested person and the value of the transaction (either in itself or when aggregated with the value of other transactions, each of a value equal to or greater than S\$100,000, with the same interested person during the same financial year) is equal to or exceeds 5.0% of C-REIT’s latest audited NTA, the approval of the C-REIT Unitholders is required in respect of the transaction.

Based on the latest audited financial statements of the C-REIT Group for the financial year ended 31 December 2018 (the “**2018 C-REIT Audited Financial Statements**”), the latest audited NTA of C-REIT was S\$2,013.6 million as at 31 December 2018. Accordingly, if the value of a transaction which is proposed to be entered into in the current financial year by C-REIT with an interested person is, either in itself or in aggregation with all other earlier transactions (each of a value equal to or greater than S\$100,000) entered into with the same interested person during the current financial year, equal to or in excess of S\$100.6 million, such a transaction would be subject to the approval of the C-REIT Unitholders.

Given that the Scheme Consideration would be S\$1,491.3 million (which is 74.1% of the latest audited NTA of C-REIT as at 31 December 2018), of which S\$74.6 million will be satisfied in cash while the balance amount of S\$1,416.7 million<sup>16</sup> will be satisfied by the issue of approximately 2,485,450,605 Consideration Units, the value of the Proposed Merger exceeds the said threshold and hence the Proposed Merger is subject to the approval of C-REIT Unitholders pursuant to Rule 906(1)(a) of the Listing Manual.

Paragraph 5 of the Property Funds Appendix also imposes a requirement for C-REIT Unitholders’ approval for an interested party transaction by C-REIT whose value exceeds 5.0% of C-REIT’s latest audited NAV. Based on the 2018 C-REIT Audited Financial Statements, the NAV of C-REIT was S\$2,038.1 million as at 31 December 2018. Accordingly, if the value of a transaction which is proposed to be entered into by C-REIT with an interested party is equal to or greater than S\$101.9 million, such a transaction would be subject to C-REIT Unitholders’ approval.

Given that the Scheme Consideration would be S\$1,491.3 million (which is 73.2% of the latest audited NAV of C-REIT as at 31 December 2018), of which S\$74.6 million will be satisfied in cash while the balance amount of S\$1,416.7 million<sup>16</sup> will be satisfied by the issue of approximately 2,485,450,605 Consideration Units, the value of the Proposed Merger exceeds the said threshold and hence the Proposed Merger is subject to the

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<sup>16</sup> Based on 2,485,450,605 Consideration Units to be issued at an illustrative issue price of S\$0.57 per Consideration Unit.

approval of C-REIT Unitholders pursuant to paragraph 5 of the Property Funds Appendix.

As at the Announcement Date, the Sponsor, through its wholly-owned subsidiaries, holds an aggregate interest in 1,608,354,367 C-REIT Units, which is equivalent to approximately 56.2% of the total number of C-REIT Units in issue, and is therefore regarded as a “controlling Unitholder” of C-REIT under both the Listing Manual and the Property Funds Appendix. In addition, as the C-REIT Manager is a wholly-owned subsidiary of the Sponsor, the Sponsor is therefore regarded as a “controlling shareholder” of the C-REIT Manager under both the Listing Manual and the Property Funds Appendix.

Golden Concord Asia Limited and OUE Realty Pte. Ltd., as well as the Sponsor together with its wholly-owned subsidiaries also hold an aggregate direct and deemed interest in 713,517,544 Stapled Securities, which is equivalent to approximately 39.0% of the total number of Stapled Securities in issue. H-Trust and the H-Trust Managers are therefore considered associates of the Sponsor under the Listing Manual and the Property Funds Appendix. The Sponsor and its associates are hence (for the purposes of the Listing Manual) “interested persons” and (for the purposes of the Property Funds Appendix) “interested parties” of C-REIT.

Therefore, the Proposed Merger will constitute an “interested person transaction” under Chapter 9 of the Listing Manual as well as an “interested party transaction” under the Property Funds Appendix, in respect of which the approval of the C-REIT Unitholders is required.

### **7.3 Other Interested Person Transactions**

As at the Announcement Date, other than the Proposed Merger and excluding interested person transactions with a value of less than S\$100,000 each, there are (i) no interested person transactions entered into between (a) C-REIT and (b) the Sponsor and its subsidiaries during the course of the current financial year up to the Announcement Date; and (ii) no interested person transactions during the course of the current financial year up to the Announcement Date.

## **8. INTERESTS OF DIRECTORS AND SUBSTANTIAL C-REIT UNITHOLDERS**

### **8.1 Interests of Directors of the C-REIT Manager**

As at the Announcement Date, certain director(s) of the C-REIT Manager collectively hold an aggregate direct and indirect interest in 2,322,322 C-REIT Units and 278,000 shares in the Sponsor.

Mr Christopher James Williams is the Chairman and Non-Independent Non-Executive Director of the C-REIT Manager as well as the Deputy Chairman of the Sponsor. Mr

Jonathan Miles Foxall is the general manager of Lippo China Resources Limited<sup>17</sup> and a director of Lippo Realty Limited<sup>10</sup>, and Ms Tan Shu Lin is the Chief Executive Officer and Executive Director of the C-REIT Manager.

As at the Announcement Date, based on the Register of Directors' Unitholdings maintained by the C-REIT Manager, the interests of the directors of the C-REIT Manager in the C-REIT Units are as follows:

Name of Directors	Direct Interest		Deemed Interest		Total No. of C-REIT Units held	%( <sup>1</sup> )
	No. of C-REIT Units	%( <sup>1</sup> )	No. of C-REIT Units	%( <sup>1</sup> )		
Mr Christopher James Williams	-	-	331,687 <sup>(2)</sup>	0.01	331,687	0.01
Mr Loh Lian Huat	995,000	0.03	332,260 <sup>(3)</sup>	0.01	1,327,260	0.04
Dr Lim Boh Soon	-	-	-	-	-	-
Ms Usha Raneer Chandradas	-	-	-	-	-	-
Mr Jonathan Miles Foxall	-	-	-	-	-	-
Ms Tan Shu Lin	663,375	0.02	-	-	663,375	0.02

**Note(s):**

- (1) The percentage is based on 2,861,589,059 C-REIT Units in issue as at the Announcement Date.
- (2) Mr Christopher James Williams is deemed to be interested in 331,687 C-REIT Units held by Idaman Investments Ltd, which is wholly-owned by a trust of which the beneficiaries include his wife and two children.
- (3) Mr Loh Lian Huat is deemed to be interested in the 332,260 C-REIT Units held by his wife.

As at the Announcement Date, the interests in the shares of the Sponsor which are held by the directors of the C-REIT Manager are set out in the table below:

Name of Directors	Direct Interest		Deemed Interest		Total No. of Sponsor shares held	%( <sup>1</sup> )
	No. of Sponsor shares	%( <sup>1</sup> )	No. of Sponsor shares	%( <sup>1</sup> )		
Mr Christopher James Williams	-	-	-	-	-	-
Mr Loh Lian Huat	22,000	n.m. <sup>(2)</sup>	156,000 <sup>(3)</sup>	0.02	-	-
Dr Lim Boh Soon	-	-	-	-	-	-
Ms Usha Raneer Chandradas	-	-	100,000 <sup>(4)</sup>	0.01	-	-
Mr Jonathan Miles Foxall	-	-	-	-	-	-
Ms Tan Shu Lin	-	-	-	-	-	-

<sup>17</sup> Lippo China Resources Limited and Lippo Realty Limited are related companies of the Sponsor.



**Note(s):**

- (1) The percentage is based on 901,515,860 shares (excluding treasury shares) in the Sponsor in issue as at the Announcement Date.
- (2) Not meaningful.
- (3) Mr Loh Lian Huat is deemed to be interested in the 80,000 shares held by his wife and the 76,000 shares held by Silkroute Asia Capital Partners Pte. Ltd.
- (4) Ms Usha Ranee Chandradas is deemed to be interested in the 100,000 shares held by her mother.

**8.2 Interests of Substantial C-REIT Unitholders in C-REIT Units**

As announced in C-REIT's annual report for FY2018, as at 8 March 2019, based on the Register of Substantial Unitholders' Unitholdings maintained by the C-REIT Manager, the substantial C-REIT Unitholders and their interests in C-REIT Units are as follows:

Name of Substantial C-REIT Unitholder	Direct Interest		Deemed Interest		Total No. of C-REIT Units held	%
	No. of C-REIT Units held	%	No. of C-REIT Units held	%		
Clifford Development Pte. Ltd. ("Clifford")	1,471,601,271	51.43 <sup>(27)</sup>	-	-	1,471,601,271	51.43 <sup>(27)</sup>
OUE Limited	-	-	1,608,354,367 <sup>(1)</sup>	56.20 <sup>(27)</sup>	1,608,354,367	56.20 <sup>(27)</sup>
OUE Realty Pte. Ltd. ("OUE")	-	-	1,608,354,367 <sup>(2)</sup>	56.20 <sup>(27)</sup>	1,608,354,367	56.20 <sup>(27)</sup>
Golden Concord Asia Limited ("GCAL")	-	-	1,608,354,367 <sup>(3)</sup>	56.20 <sup>(27)</sup>	1,608,354,367	56.20 <sup>(27)</sup>
Fortune Code Limited ("FCL")	-	-	1,608,354,367 <sup>(4)</sup>	56.20 <sup>(27)</sup>	1,608,354,367	56.20 <sup>(27)</sup>
Lippo ASM Asia Property Limited ("LAAPL")	-	-	1,608,354,367 <sup>(5)</sup>	56.20 <sup>(27)</sup>	1,608,354,367	56.20 <sup>(27)</sup>
Pacific Landmark Holdings Limited ("Pacific Landmark")	-	-	1,608,354,367 <sup>(6)</sup>	56.20 <sup>(27)</sup>	1,608,354,367	56.20 <sup>(27)</sup>
HKC Property Investment Holdings Limited ("HKC Property")	-	-	1,608,354,367 <sup>(7)</sup>	56.20 <sup>(27)</sup>	1,608,354,367	56.20 <sup>(27)</sup>
Hongkong Chinese Limited ("HCL")	164,700	0.01 <sup>(27)</sup>	1,608,354,367 <sup>(8)</sup>	56.20 <sup>(27)</sup>	1,608,519,067	56.21 <sup>(27)</sup>
Hennessy Holdings Limited ("HHL")	-	-	1,608,519,067 <sup>(9)</sup>	56.21 <sup>(27)</sup>	1,608,519,067	56.21 <sup>(27)</sup>
Prime Success Limited ("PSL")	-	-	1,608,519,067 <sup>(10)</sup>	56.21 <sup>(27)</sup>	1,608,519,067	56.21 <sup>(27)</sup>
Lippo Limited ("LL")	-	-	1,611,630,799 <sup>(11)</sup>	56.32 <sup>(27)</sup>	1,611,630,799	56.32 <sup>(27)</sup>
Lippo Capital Limited ("LCL")	-	-	1,611,630,799 <sup>(12)</sup>	56.32 <sup>(27)</sup>	1,611,630,799	56.32 <sup>(27)</sup>

Name of Substantial C-REIT Unitholder	Direct Interest		Deemed Interest		Total No. of C-REIT Units held	%
	No. of C-REIT Units held	%	No. of C-REIT Units held	%		
Lippo Capital Holdings Company Limited ("LCH")	-	-	1,611,630,799 <sup>(13)</sup>	56.32 <sup>(27)</sup>	1,611,630,799	56.32 <sup>(27)</sup>
Lippo Capital Group Limited ("LCG")	-	-	1,611,630,799 <sup>(14)</sup>	56.32 <sup>(27)</sup>	1,611,630,799	56.32 <sup>(27)</sup>
Dr Stephen Riady	-	-	1,611,630,799 <sup>(15)</sup>	56.32 <sup>(27)</sup>	1,611,630,799	56.32 <sup>(27)</sup>
PT Trijaya Utama Mandiri ("PT Trijaya")	-	-	1,611,630,799 <sup>(16)</sup>	56.32 <sup>(27)</sup>	1,611,630,799	56.32 <sup>(27)</sup>
Mr James Tjahaja Riady	-	-	1,611,630,799 <sup>(17)</sup>	56.32 <sup>(27)</sup>	1,611,630,799	56.32 <sup>(27)</sup>
Admiralty Station Management Limited ("Admiralty")	-	-	1,608,354,367 <sup>(18)</sup>	56.20 <sup>(27)</sup>	1,608,354,367	56.20 <sup>(27)</sup>
Argyle Street Management Limited ("ASML")	-	-	1,608,354,367 <sup>(19)</sup>	56.20 <sup>(27)</sup>	1,608,354,367	56.20 <sup>(27)</sup>
Argyle Street Management Holdings Limited ("ASMHL")	-	-	1,608,354,367 <sup>(20)</sup>	56.20 <sup>(27)</sup>	1,608,354,367	56.20 <sup>(27)</sup>
Kin Chan ("KC")	-	-	1,608,354,367 <sup>(21)</sup>	56.20 <sup>(27)</sup>	1,608,354,367	56.20 <sup>(27)</sup>
V-Nee Yeh ("VY")	-	-	1,608,354,367 <sup>(22)</sup>	56.20 <sup>(27)</sup>	1,608,354,367	56.20 <sup>(27)</sup>
Tang Gordon @ Tang Yigang @ Tang Gordon ("GT")	292,647,852 <sup>(23)</sup>	10.23 <sup>(27)</sup>	101,847,500 <sup>(24)</sup>	3.56 <sup>(27)</sup>	394,495,352	13.79 <sup>(27)</sup>
Celine Tang @ Chen Huaidan @ Celine Tang ("CT")	239,903,606 <sup>(25)</sup>	8.38 <sup>(27)</sup>	-	-	239,903,606	8.38 <sup>(27)</sup>
Yang Chanzhen @ Janet Yeo ("JY")	128,100,000	4.48 <sup>(27)</sup>	110,534,851 <sup>(26)</sup>	3.86 <sup>(27)</sup>	238,634,851	8.34 <sup>(27)</sup>

**Note(s):**

- (1) OUE Limited is the holding company of the C-REIT Manager and Clifford, and has a deemed interest in the C-REIT Units held by the C-REIT Manager and Clifford.
- (2) OUER is the immediate holding company of OUE Limited and has a deemed interest in the C-REIT Units in which OUE Limited has a deemed interest.
- (3) GCAL has a deemed interest in the C-REIT Units through the deemed interests of its wholly-owned subsidiary, OUER.
- (4) FCL has a deemed interest in the C-REIT Units through the deemed interests of its wholly-owned subsidiary, GCAL.
- (5) LAAPL is deemed to have an interest in the C-REIT Units in which its subsidiary, FCL, has a deemed interest.
- (6) LAAPL is jointly held by Pacific Landmark and Admiralty. Accordingly, Pacific Landmark is deemed to have an interest in the C-REIT Units in which LAAPL has a deemed interest.
- (7) HKC Property is the immediate holding company of Pacific Landmark. Accordingly, HKC Property is deemed to have an interest in the C-REIT Units in which Pacific Landmark has a deemed interest.
- (8) HCL is an intermediate holding company of Pacific Landmark. Accordingly, HCL is deemed to have an interest in the C-REIT Units in which Pacific Landmark has a deemed interest.

- (9) HHL is an intermediate holding company of Pacific Landmark and the immediate holding company of HCL. Accordingly, HHL is deemed to have an interest in the C-REIT Units in which Pacific Landmark has a deemed interest, as well as a deemed interest in the 164,700 C-REIT Units held directly by HCL (the “HCL Units”).
- (10) PSL is an intermediate holding company of Pacific Landmark and HCL. Accordingly, PSL is deemed to have an interest in the C-REIT Units in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Units.
- (11) LL is an intermediate holding company of Pacific Landmark and HCL. Accordingly, LL is deemed to have an interest in the C-REIT Units in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Units, together with a deemed interest in the 3,111,732 C-REIT Units held by Hongkong China Treasury Limited (“HKCTL”), a subsidiary of LL.
- (12) LCL is an intermediate holding company of Pacific Landmark and HCL and the immediate holding company of LL. Accordingly, LCL is deemed to have an interest in the C-REIT Units in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Units, together with a deemed interest in the 3,111,732 C-REIT Units held by HKCTL, a subsidiary of LL, in which LL has a deemed interest.
- (13) LCH is an intermediate holding company of Pacific Landmark, HCL and LL. Accordingly, LCH is deemed to have an interest in the C-REIT Units in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Units, together with a deemed interest in the 3,111,732 C-REIT Units held by HKCTL, a subsidiary of LL, in which LL has a deemed interest.
- (14) LCG is the holding company of LCH, which in turn is an intermediate holding company of Pacific Landmark, HCL and LL. Accordingly, LCG is deemed to have an interest in the C-REIT Units in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Units, together with a deemed interest in the 3,111,732 C-REIT Units held by HKCTL a subsidiary of LL, in which LL has a deemed interest.
- (15) Dr Stephen Riady holds 100% of the issued share capital in LCG, which is the holding company of LCH. LCH in turn is an intermediate holding company of Pacific Landmark, HCL and LL. Accordingly, Dr Stephen Riady is deemed to have an interest in the C-REIT Units in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Units, together with a deemed interest in the 3,111,732 C-REIT Units held by HKCTL, a subsidiary of LL, in which LL has a deemed interest.
- (16) PT Trijaya holds more than 20% of the shares in LCL, which in turn is an intermediate holding company of Pacific Landmark, HCL and LL. Accordingly, PT Trijaya is deemed to have an interest in the C-REIT Units in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Direct Units, together with a deemed interest in the 3,111,732 C-REIT Units held by HKCTL, a subsidiary of LL, in which LL has a deemed interest.
- (17) Mr James Tjahaja Riady effectively holds all the shares in PT Trijaya, which holds more than 20% of the shares in LCL. LCL in turn is an intermediate holding company of Pacific Landmark, HCL and LL. Accordingly, Mr James Tjahaja Riady is deemed to have an interest in the C-REIT Units in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Units, together with a deemed interest in the 3,111,732 C-REIT Units held by HKCTL, a subsidiary of LL, in which LL has a deemed interest.
- (18) LAAPL is jointly held by Pacific Landmark and Admiralty. Accordingly, Admiralty is deemed to have an interest in the C-REIT Units in which LAAPL has a deemed interest.
- (19) ASML owns 100% of the voting shares in the capital of Admiralty. Accordingly, ASML is deemed to have an interest in the C-REIT Units in which Admiralty has a deemed interest.
- (20) ASMHL is the immediate holding company of ASML. Accordingly, ASMHL is deemed to have an interest in the C-REIT Units in which ASML has a deemed interest.
- (21) KC is the beneficial holder of more than 20% of the issued share capital of ASMHL. Accordingly, KC is deemed to have an interest in the C-REIT Units in which ASMHL has a deemed interest.
- (22) VY is the beneficial holder of more than 20% of the issued share capital of ASMHL. Accordingly, VY is deemed to have an interest in the C-REIT Units in which ASMHL has a deemed interest.
- (23) GT’s direct interest arises from 52,744,246 C-REIT Units held in his own name, and 239,903,606 C-REIT Units held by the joint accounts of GT and CT.
- (24) GT’s deemed interest in the 101,847,500 C-REIT Units held by Gold Pot Developments Limited arises from the powers granted to him under a power of attorney executed by Gold Pot Developments Limited dated 19 October 2016.
- (25) CT’s direct interest arises from 293,903,606 C-REIT Units held by the joint accounts of GT and CT.

(26) JY is the sole shareholder of Gold Pot Developments Limited and holds not less than 20% interest in Senz Holdings Limited. Accordingly, JY has a deemed interest in the 101,847,500 C-REIT Units held by Gold Pot Developments Limited, as well as a deemed interest in 8,687,351 C-REIT Units held by Senz Holdings Limited.

(27) The unitholding percentage is calculated based on 2,861,589,059 issued C-REIT Units as at 8 March 2019.

### 8.3 Directors' Holdings in Stapled Securities

Mr Christopher James Williams is a Non-Independent Non-Executive Director of H-Trust and based on the Register of Directors' Unitholdings of H-Trust has a deemed interest in 478,800 Stapled Securities.

Based on the latest information available to the C-REIT Manager, Mr Loh Lian Huat has a direct interest in 3,666 Stapled Securities.

### 8.4 Substantial C-REIT Unitholders' Holdings in Stapled Securities

As announced in H-Trust's annual report for FY2018, as at 1 March 2019, based on the Register of Substantial Stapled Securityholders' Stapled Securityholdings maintained by the H-Trust Managers, certain substantial C-REIT Unitholders also hold an interest in the Stapled Securities, as set out in the table below.

Name of Substantial Stapled Securityholder	Direct Interest		Deemed Interest		Total No. of Stapled Securities held	
	No. of Stapled Securities held	%	No. of Stapled Securities held	%		%
OUE Limited	585,775,399	32.01 <sup>(24)</sup>	89,341,587 <sup>(1)</sup>	4.88 <sup>(24)</sup>	675,116,986	36.90 <sup>(24)</sup>
OUE Realty Pte. Ltd. ("OUER")	19,000,000	1.04 <sup>(24)</sup>	675,116,986 <sup>(2)</sup>	36.90 <sup>(24)</sup>	694,116,986	37.93 <sup>(24)</sup>
Golden Concord Asia Limited ("GCAL")	19,400,558	1.06 <sup>(24)</sup>	694,116,986 <sup>(3)</sup>	37.93 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
Fortune Code Limited ("FCL")	-	-	713,517,544 <sup>(4)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
Lippo ASM Asia Property Limited ("LAAPL")	-	-	713,517,544 <sup>(5)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
Pacific Landmark Holdings Limited ("Pacific Landmark")	-	-	713,517,544 <sup>(6)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
HKC Property Investment Holdings Limited ("HKC Property")	-	-	713,517,544 <sup>(7)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
Hongkong Chinese Limited	2,800,000	0.15 <sup>(24)</sup>	713,517,544 <sup>(8)</sup>	38.99 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>

Name of Substantial Stapled Securityholder	Direct Interest		Deemed Interest		Total No. of Stapled Securities held	
	No. of Stapled Securities held	%	No. of Stapled Securities held	%		%
("HCL")						
Hennessy Holdings Limited ("HHL")	-	-	716,317,544 <sup>(9)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Prime Success Limited ("PSL")	-	-	716,317,544 <sup>(10)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Lippo Limited ("LL")	-	-	716,317,544 <sup>(11)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Lippo Capital Limited ("LCL")	-	-	716,317,544 <sup>(12)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Lippo Capital Holdings Company Limited ("LCH")	-	-	716,317,544 <sup>(13)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Lippo Capital Group Limited ("LCG")	-	-	716,317,544 <sup>(14)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Dr Stephen Riady	-	-	716,317,544 <sup>(15)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
PT Trijaya Utama Mandiri ("PT Trijaya")	-	-	716,317,544 <sup>(16)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Mr James Tjahaja Riady	-	-	716,317,544 <sup>(17)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Admiralty Station Management Limited ("Admiralty")	-	-	713,517,544 <sup>(18)</sup>	38.99 <sup>(24)</sup>	716,317,544	38.99 <sup>(24)</sup>
Argyle Street Management Limited ("ASML")	-	-	713,517,544 <sup>(19)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
Argyle Street Management Holdings Limited ("ASMHL")	-	-	713,517,544 <sup>(20)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
Kin Chan ("KC")	-	-	713,517,544 <sup>(21)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
V-Nee Yeh ("VY")	-	-	713,517,544 <sup>(22)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
Tang Gordon @ Tang Yigang @ Tang Gordon ("GT")	86,370,120	4.72 <sup>(24)</sup>	86,000,000 <sup>(23)</sup>	4.70 <sup>(24)</sup>	172,370,120	9.42 <sup>(24)</sup>

**Note(s):**

- (1) OUE Limited is the holding company of the H-REIT Manager and has a deemed interest in the Stapled Securities held by the H-REIT Manager.
- (2) OUER is the immediate holding company of OUE Limited and has a deemed interest in the Stapled Securities in which OUE Limited has direct and deemed interest.
- (3) GCAL has a deemed interest in the Stapled Securities through the direct and deemed interests of its wholly-owned subsidiary, OUER.
- (4) FCL has a deemed interest in the Stapled Securities through the direct and deemed interests of its wholly-owned subsidiary, GCAL.
- (5) LAAPL is deemed to have an interest in the Stapled Securities in which its subsidiary, FCL, has a deemed interest.
- (6) LAAPL is jointly held by Pacific Landmark and Admiralty. Accordingly, Pacific Landmark is deemed to have an interest in the Stapled Securities in which LAAPL has a deemed interest.
- (7) HKC Property is the immediate holding company of Pacific Landmark. Accordingly, HKC Property is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest.
- (8) HCL is an intermediate holding company of Pacific Landmark. Accordingly, HCL is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest.
- (9) HHL is an intermediate holding company of Pacific Landmark and the immediate holding company of HCL. Accordingly, HHL is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the 2,800,000 Stapled Securities held by HCL (the "**HCL Stapled Securities**").
- (10) PSL is an intermediate holding company of Pacific Landmark and HCL. Accordingly, PSL is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (11) LL is an intermediate holding company of Pacific Landmark and HCL. Accordingly, LL is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (12) LCL is an intermediate holding company of Pacific Landmark and HCL. Accordingly, LCL is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (13) LCH is an intermediate holding company of Pacific Landmark and HCL. Accordingly, LCH is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (14) LCG is the holding company of LCH, which in turn is an intermediate holding company of Pacific Landmark and HCL. Accordingly, LCG is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (15) Dr Stephen Riady holds 100% of the issued share capital of LCG, which is the holding company of LCH. LCH in turn is an intermediate holding company of Pacific Landmark and HCL. Accordingly, Dr Stephen Riady is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (16) PT Trijaya holds more than 20% of the shares in LCL, which in turn is an intermediate holding company of Pacific Landmark and HCL. Accordingly, PT Trijaya is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (17) Mr James Tjahaja Riady effectively holds all the shares in PT Trijaya, which holds more than 20% of the shares in LCL. LCL in turn is an intermediate holding company of Pacific Landmark and HCL. Accordingly, Mr James Tjahaja Riady is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (18) LAAPL is jointly held by Pacific Landmark and Admiralty. Accordingly, Admiralty is deemed to have an interest in the Stapled Securities in which LAAPL has a deemed interest.
- (19) ASML owns 100% of the voting shares in the capital of Admiralty. Accordingly, ASML is deemed to have an interest in the Stapled Securities in which Admiralty has a deemed interest.

- (20) ASMHL is the immediate holding company of ASML. Accordingly, ASMHL is deemed to have an interest in the Stapled Securities in which ASML has a deemed interest.
- (21) KC is the beneficial holder of more than 20% of the issued share capital of ASMHL. Accordingly, KC is deemed to have an interest in the Stapled Securities in which ASMHL has a deemed interest.
- (22) VY is the beneficial holder of more than 20% of the issued share capital of ASMHL. Accordingly, VY is deemed to have an interest in the Stapled Securities in which ASMHL has a deemed interest.
- (23) GT's deemed interest in the 86,000,000 Stapled Securities held by Gold Pot Developments Limited arises from the powers granted to him under a power of attorney executed by Gold Pot Developments Limited dated 19 October 2016.
- (24) The stapled securityholding percentage is calculated based on 1,829,779,587 issued Stapled Securities as at 1 March 2019.

**8.5** Save as disclosed in this Announcement, none of the directors of the C-REIT Manager or substantial C-REIT Unitholders has any interest, direct or indirect, in the Proposed Merger.

## **9. INDEPENDENT DIRECTORS' AND AUDIT AND RISK COMMITTEE'S STATEMENTS**

The C-REIT Manager has appointed Deloitte & Touche Corporate Finance Pte Ltd (the "IFA") as the independent financial adviser to advise (i) the C-REIT Manager's Audit and Risk Committee (the "**ARC**") and its directors who are considered independent for the purposes of the interested person transaction and interested party transaction (the "**Independent Directors**") and (ii) the C-REIT Trustee as to whether the Proposed Merger is on normal commercial terms and is not prejudicial to the interests of C-REIT and its minority unitholders. The Independent Directors and the ARC will form their own views after reviewing the opinion of the IFA, which will be set out in the circular ("**Unitholders' Circular**") to be despatched to the C-REIT Unitholders in due course.

## **10. DIRECTORS' SERVICE CONTRACTS**

It is intended that following the completion of the Proposed Merger and subject to evaluation by the Nominating and Remuneration Committee of the C-REIT Manager and approval of the board of directors of the C-REIT Manager and the MAS, certain directors and key management staff of the H-Trust Managers may be joining the C-REIT Manager. Further details will be set out in the Unitholders' Circular.

## **11. EXTRAORDINARY GENERAL MEETING AND CIRCULAR**

C-REIT will convene an extraordinary general meeting ("**EGM**") to seek the approval of the C-REIT Unitholders for:

- (a) the Proposed Merger; and

(b) the proposed issuance of the Consideration Units,

and a circular containing, *inter alia*, details thereof, together with the opinions and recommendations of the Independent Directors in relation thereto and enclosing the notice of EGM in connection therewith, will be despatched to the C-REIT Unitholders in due course.

The C-REIT Manager is seeking approval for each of the above resolutions by way of an Ordinary Resolution, and the resolutions are all inter-conditional on one another. This means that if any of the resolutions is not approved, none of the resolutions will be carried and the C-REIT Manager shall not proceed with the Proposed Merger and the proposed issuance of the Consideration Units.

## **12. ABSTENTIONS FROM VOTING**

Under Rule 919 of the Listing Manual, where a meeting is held to obtain unitholders' approval, the interested person and any associate of the interested person must not vote on a resolution in respect of which such person is interested, nor accept appointments as proxies, unless specific instructions as to voting are given.

Accordingly, the Sponsor and its associates will abstain from voting (either in person or by proxy) on the resolutions listed in paragraph 11(a) and (b) of this Announcement.

C-REIT will also disregard any votes cast by persons required to abstain from voting, whether pursuant to a listing rule or a court order.

## **13. FINANCIAL ADVISERS**

Citigroup Global Markets Singapore Pte. Ltd., Credit Suisse (Singapore) Limited and Oversea-Chinese Banking Corporation Limited are the financial advisers to the C-REIT Manager in respect of the Proposed Merger and the Trust Scheme.

## **14. DOCUMENTS FOR INSPECTION**

Copies of the Implementation Agreement are available for inspection<sup>18</sup> during normal business hours at the registered office of the C-REIT Manager located at 50 Collyer Quay #04-08 OUE Bayfront Singapore 049321 from the Announcement Date up to and including the date falling three months after the Announcement Date.

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<sup>18</sup> Prior appointment will be appreciated.



The C-REIT Trust Deed will be available for inspection at the registered office of the C-REIT Manager for so long as C-REIT is in existence.

## **15. RESPONSIBILITY STATEMENT**

The directors of the C-REIT Manager (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement which relate to C-REIT and/or the C-REIT Manager (excluding information relating to H-Trust and/or the H-Trust Managers) are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading. The directors of the C-REIT Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from H-Trust and/or the H-Trust Managers, the sole responsibility of the directors of the C-REIT Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The directors of the C-REIT Manager do not accept any responsibility for any information relating to H-Trust and/or the H-Trust Managers or any opinion expressed by H-Trust and/or the H-Trust Managers.

## **16. FURTHER ANNOUNCEMENTS**

The C-REIT Manager will make further announcements, in compliance with the requirements of the Listing Manual, as and when there are material developments in respect of the Proposed Merger, the Trust Scheme, the Implementation Agreement and/or other matters contemplated by this Announcement.

C-REIT Unitholders and potential investors should note that the Proposed Merger is subject to the fulfilment of, *inter alia*, the Scheme Conditions set out in this Announcement, including the obtaining of the relevant regulatory approvals, and accordingly, should exercise caution when trading in the C-REIT Units. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other professional advisers.

### **By Order of the Board**

OUE Commercial REIT Management Pte. Ltd.  
(Registration Number: 201327018E)  
(as manager of OUE Commercial Real Estate Investment Trust)

8 April 2019

*Any queries relating to this Announcement, the Proposed Merger or the Trust Scheme should be directed to one of the following:*

**OUE Commercial REIT Management Pte. Ltd.**

**Citigroup Global Markets Singapore Pte. Ltd.**

Tel: +65 6657 1959

**Credit Suisse (Singapore) Limited**

Tel: +65 6212 2000

**Oversea-Chinese Banking Corporation Limited**

Tel: +65 6530 4825

#### **Forward-Looking Statements**

*All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of occupancy or property rental income, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in amounts and on terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the C-REIT Manager's current view of future events, and the C-REIT Manager undertakes no obligation to update publicly or revise any forward-looking statements.*

**SCHEDULE 1**  
**SUBSTANTIAL STAPLED SECURITYHOLDERS**

**OUE Hospitality Trust**

List of Stapled Securityholders Interests as at 1 March 2019

Name of Substantial Stapled Securityholder	Direct Interest		Deemed Interest		Total No. of Stapled Securities held	
	No. of Stapled Securities held	%	No. of Stapled Securities held	%		%
OUE Limited	585,775,399	32.01 <sup>(24)</sup>	89,341,587 <sup>(1)</sup>	4.88 <sup>(24)</sup>	675,116,986	36.90 <sup>(24)</sup>
OUE Realty Pte. Ltd. ("OUE")	19,000,000	1.04 <sup>(24)</sup>	675,116,986 <sup>(2)</sup>	36.90 <sup>(24)</sup>	694,116,986	37.93 <sup>(24)</sup>
Golden Concord Asia Limited ("GCAL")	19,400,558	1.06 <sup>(24)</sup>	694,116,986 <sup>(3)</sup>	37.93 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
Fortune Code Limited ("FCL")	-	-	713,517,544 <sup>(4)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
Lippo ASM Asia Property Limited ("LAAPL")	-	-	713,517,544 <sup>(5)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
Pacific Landmark Holdings Limited ("Pacific Landmark")	-	-	713,517,544 <sup>(6)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
HKC Property Investment Holdings Limited ("HKC Property")	-	-	713,517,544 <sup>(7)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
Hongkong Chinese Limited ("HCL")	2,800,000	0.15 <sup>(24)</sup>	713,517,544 <sup>(8)</sup>	38.99 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Hennessy Holdings Limited ("HHL")	-	-	716,317,544 <sup>(9)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Prime Success Limited ("PSL")	-	-	716,317,544 <sup>(10)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Lippo Limited ("LL")	-	-	716,317,544 <sup>(11)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Lippo Capital Limited ("LCL")	-	-	716,317,544 <sup>(12)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Lippo Capital Holdings Company Limited ("LCH")	-	-	716,317,544 <sup>(13)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Lippo Capital	-	-	716,317,544 <sup>(14)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>

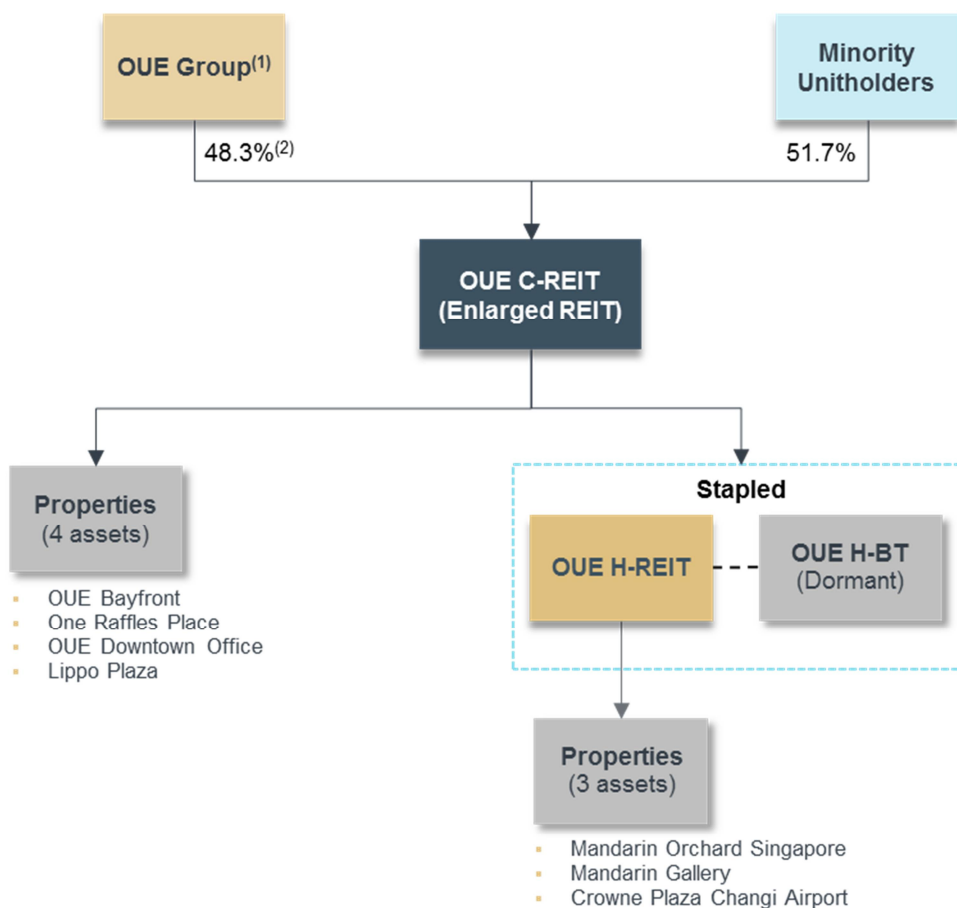
Name of Substantial Stapled Securityholder	Direct Interest		Deemed Interest		Total No. of Stapled Securities held	%
	No. of Stapled Securities held	%	No. of Stapled Securities held	%		
Group Limited ("LCG")						
Dr Stephen Riady	-	-	716,317,544 <sup>(15)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
PT Trijaya Utama Mandiri ("PT Trijaya")	-	-	716,317,544 <sup>(16)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Mr James Tjahaja Riady	-	-	716,317,544 <sup>(17)</sup>	39.15 <sup>(24)</sup>	716,317,544	39.15 <sup>(24)</sup>
Admiralty Station Management Limited ("Admiralty")	-	-	713,517,544 <sup>(18)</sup>	38.99 <sup>(24)</sup>	716,317,544	38.99 <sup>(24)</sup>
Argyle Street Management Limited ("ASML")	-	-	713,517,544 <sup>(19)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
Argyle Street Management Holdings Limited ("ASMHL")	-	-	713,517,544 <sup>(20)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
Kin Chan ("KC")	-	-	713,517,544 <sup>(21)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
V-Nee Yeh ("VY")	-	-	713,517,544 <sup>(22)</sup>	38.99 <sup>(24)</sup>	713,517,544	38.99 <sup>(24)</sup>
Tang Gordon @ Tang Yigang @ Tang Gordon ("GT")	86,370,120	4.72 <sup>(24)</sup>	86,000,000 <sup>(23)</sup>	4.70 <sup>(24)</sup>	172,370,120	9.42 <sup>(24)</sup>

**Note(s):**

- (1) OUE Limited is the holding company of the H-REIT Manager and has a deemed interest in the Stapled Securities held by the H-REIT Manager.
- (2) OUER is the immediate holding company of OUE Limited and has a deemed interest in the Stapled Securities in which OUE Limited has direct and deemed interest.
- (3) GCAL has a deemed interest in the Stapled Securities through the direct and deemed interests of its wholly-owned subsidiary, OUER.
- (4) FCL has a deemed interest in the Stapled Securities through the direct and deemed interests of its wholly-owned subsidiary, GCAL.
- (5) LAAPL is deemed to have an interest in the Stapled Securities in which its subsidiary, FCL, has a deemed interest.
- (6) LAAPL is jointly held by Pacific Landmark and Admiralty. Accordingly, Pacific Landmark is deemed to have an interest in the Stapled Securities in which LAAPL has a deemed interest.
- (7) HKC Property is the immediate holding company of Pacific Landmark. Accordingly, HKC Property is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest.
- (8) HCL is an intermediate holding company of Pacific Landmark. Accordingly, HCL is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest.
- (9) HHL is an intermediate holding company of Pacific Landmark and the immediate holding company of HCL. Accordingly, HHL is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the 2,800,000 Stapled Securities held by HCL (the "HCL Stapled Securities").

- (10) PSL is an intermediate holding company of Pacific Landmark and HCL. Accordingly, PSL is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (11) LL is an intermediate holding company of Pacific Landmark and HCL. Accordingly, LL is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (12) LCL is an intermediate holding company of Pacific Landmark and HCL. Accordingly, LCL is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (13) LCH is an intermediate holding company of Pacific Landmark and HCL. Accordingly, LCH is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (14) LCG is the holding company of LCH, which in turn is an intermediate holding company of Pacific Landmark and HCL. Accordingly, LCG is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (15) Dr Stephen Riady holds 100% of the issued share capital of LCG, which is the holding company of LCH. LCH in turn is an intermediate holding company of Pacific Landmark and HCL. Accordingly, Dr Stephen Riady is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (16) PT Trijaya holds more than 20% of the shares in LCL, which in turn is an intermediate holding company of Pacific Landmark and HCL. Accordingly, PT Trijaya is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (17) Mr James Tjahaja Riady effectively holds all the shares in PT Trijaya, which holds more than 20% of the shares in LCL. LCL in turn is an intermediate holding company of Pacific Landmark and HCL. Accordingly, Mr James Tjahaja Riady is deemed to have an interest in the Stapled Securities in which Pacific Landmark has a deemed interest, as well as a deemed interest in the HCL Stapled Securities.
- (18) LAAPL is jointly held by Pacific Landmark and Admiralty. Accordingly, Admiralty is deemed to have an interest in the Stapled Securities in which LAAPL has a deemed interest.
- (19) ASML owns 100% of the voting shares in the capital of Admiralty. Accordingly, ASML is deemed to have an interest in the Stapled Securities in which Admiralty has a deemed interest.
- (20) ASMHL is the immediate holding company of ASML. Accordingly, ASMHL is deemed to have an interest in the Stapled Securities in which ASML has a deemed interest.
- (21) KC is the beneficial holder of more than 20% of the issued share capital of ASMHL. Accordingly, KC is deemed to have an interest in the Stapled Securities in which ASMHL has a deemed interest.
- (22) VY is the beneficial holder of more than 20% of the issued share capital of ASMHL. Accordingly, VY is deemed to have an interest in the Stapled Securities in which ASMHL has a deemed interest.
- (23) GT's deemed interest in the 86,000,000 Stapled Securities held by Gold Pot Developments Limited arises from the powers granted to him under a power of attorney executed by Gold Pot Developments Limited dated 19 October 2016.
- (24) The stapled securityholding percentage is calculated based on 1,829,779,587 issued Stapled Securities as at 1 March 2019.

**SCHEDULE 2**  
**STRUCTURE OF ENLARGED REIT IMMEDIATELY UPON**  
**COMPLETION OF PROPOSED MERGER AND THE TRUST SCHEME**



**Note(s):**

- (1) Refers to OUE Limited and its related corporations.
- (2) Illustrative pro forma unitholding structure (inclusive of the interests held by OUE Limited, OUE Realty Pte. Ltd. and Golden Concord Asia Limited) based on latest available information as at 8 April 2019. Based on the Scheme Consideration of S\$0.04075 in cash per Stapled Security and 1.3583 Consideration Units to be allotted and issued per Stapled Security. Under the C-REIT Trust Deed, the C-REIT Manager is entitled to receive an acquisition fee of 0.75% of the underlying value of the assets of H-Trust. The C-REIT Manager has voluntarily waived half of its acquisition fee entitlement.

### SCHEDULE 3 SCHEME CONDITIONS

All capitalised terms used and not defined in this Announcement shall have the same meanings given to them in the Implementation Agreement.

The Proposed Merger is conditional upon:

- (a) **Amendments to H-Trust Trust Deeds:** the approval by the Stapled Securityholders holding in aggregate not less than three-fourths of the total number of votes held by the Stapled Securityholders present and voting either in person or by proxy cast for and against the resolution to amend the H-Trust Trust Deeds to, among others, include provisions for the implementation of the Trust Scheme, in the form set out in the Implementation Agreement or otherwise agreed in writing by the Parties, at the extraordinary meeting of the Stapled Securityholders to be convened;
- (b) **Trust Scheme:** the approval of the Trust Scheme by a majority in number of the Stapled Securityholders representing at least three-fourths in value of the Stapled Securities held by the Stapled Securityholders present and voting either in person or by proxy at the Trust Scheme Meeting in compliance with the Trust Deeds Amendments;
- (c) **Court Approval for the Scheme:** the grant of the Trust Scheme Court Order by the Court;
- (d) **Regulatory Approvals:** the following Regulatory Approvals being obtained prior to the order from the Court to convene the Trust Scheme Meeting, and such approvals not being revoked or withdrawn on or before the Relevant Date:
  - (i) confirmation from IRAS that stamp duty is not chargeable on the transfer of Stapled Securities held by the Stapled Securityholders to the C-REIT Trustee and a tax ruling from IRAS that H-REIT will be an approved sub-trust and enjoy tax transparency;
  - (ii) confirmations from the MAS:
    - (A) that in the event the Proposed Merger is implemented, the MAS would have no objection to the withdrawal of the authorisation of H-REIT as an authorised collective investment scheme, and that H-REIT as a private sub-trust would no longer be subject to the requirements governing collective investment schemes; and
    - (B) that in the event the authorisation of H-REIT as an authorised collective investment scheme is withdrawn, the MAS would have no objections to granting H-REIT an exemption from Section 295(2) of the SFA;
  - (iii) confirmations from the SIC that:

- (A) Rules 14, 15, 16, 17, 20.1, 21, 22, 28, 29, 33.2 and Note 1(b) on Rule 19 of the Takeover Code do not apply to the Trust Scheme, subject to any conditions that the SIC may deem fit to impose; and
  - (B) it has no objections to the Scheme Conditions;
- (iv) the approval-in-principle from the SGX-ST of the Trust Scheme, the Trust Scheme Document and for the proposed delisting of H-Trust from the SGX-ST after the Trust Scheme becomes effective and binding in accordance with its terms; and
- (v) the approval-in-principle from the SGX-ST for the listing and quotation for the Consideration Units on the Main Board of the SGX-ST;
- (e) **Approval from C-REIT Unitholders:** approval of the C-REIT Unitholders for the Proposed Merger, the issue of Consideration Units as consideration for the Proposed Merger and such other resolutions as may be necessary to give effect to and implement the Proposed Merger and Trust Scheme;
- (f) **Authorisations and Consents:** in addition to the approvals aforementioned in paragraph (d) above, the receipt of all authorisations, consents, clearances, permissions and approvals as are necessary or required by any and all Parties under any and all applicable laws, from all Governmental Agencies and Third Parties, for or in respect of the implementation of the Trust Scheme and the transactions contemplated under the Implementation Agreement;
- (g) **No Legal or Regulatory Restraint:** between the date of the Implementation Agreement and up to the Relevant Date, no issuance of any order, injunction, judgment, decree or ruling issued by any Governmental Agencies or by any court of competent jurisdiction preventing the consummation of the Proposed Merger or the implementation of the Trust Scheme, being in effect as at the Relevant Date;
- (h) **No Prescribed Occurrence:** between the date of the Implementation Agreement and up to the Relevant Date, no Prescribed Occurrence in relation to the C-REIT Group Entities and/or H-Trust Group Entities (as the case may be) occurs other than as required or contemplated by the Implementation Agreement, the Trust Scheme or the Proposed Merger;
- (i) **H-Trust Representations, Warranties and Covenants.**
  - (i) there being no breach of the representations and warranties of the H-REIT Trustee and the H-Trust Managers set out in the Implementation Agreement which are material in the context of the Trust Scheme as at the date of the Implementation Agreement and as at the Relevant Date (as though made on and as at that date), except to the extent any such representation or warranty expressly relates to an earlier date (in which case as of such earlier date); and
  - (ii) the H-REIT Trustee and the H-Trust Managers shall have, as at the Relevant Date, performed and complied with all covenants and agreements contained in the Implementation Agreement which are required to be performed by or complied with



by them, on or prior to the Relevant Date and which are material in the context of the Trust Scheme;

**(j) C-REIT Representations, Warranties and Covenants.**

- (i) there being no breach of the representations and warranties of the C-REIT Trustee and the C-REIT Manager set out in the Implementation Agreement which are material in the context of the Trust Scheme as at the date of the Implementation Agreement and as at the Relevant Date (as though made on and as at that date), except to the extent any such representation or warranty expressly relates to an earlier date (in which case as of such earlier date); and
- (ii) the C-REIT Trustee and the C-REIT Manager shall have, as at the Relevant Date, performed and complied with all covenants and agreements contained in the Implementation Agreement which are required to be performed by or complied with by them, on or prior to the Relevant Date and which are material in the context of the Trust Scheme;

**(k) Material Adverse Event:** there being no event or events, whether individually or in aggregate, occurring from the date of the Implementation Agreement and up to the Relevant Date, which has or have the effect of causing a diminution:

- (i) in relation to the C-REIT Group, in the consolidated net tangible assets of the C-REIT Group by more than 10 per cent. as compared to the consolidated net tangible assets of S\$2,013.6 million as at 31 December 2018 as stated in the C-REIT FY2018 Financial Statements; and
- (ii) in relation to the H-Trust Group, in the consolidated net tangible assets of the H-Trust Group by more than 10 per cent. as compared to the consolidated net tangible assets of S\$1,372.1 million as at 31 December 2018 as stated in the H-Trust FY2018 Financial Statements.

**SCHEDULE 4**  
**BASES AND ASSUMPTIONS UNDERLYING THE PRO FORMA**  
**FINANCIAL EFFECTS OF THE PROPOSED MERGER ON THE ENLARGED REIT**

**Basis of Preparation**

The unaudited pro forma consolidated financial effects of the Proposed Merger on the Enlarged REIT have been prepared for illustrative purposes only, and based on certain assumptions directly attributable to the Proposed Merger after making certain adjustments, to show the pro forma financial effects of the Proposed Merger on:

- (a) the unaudited pro forma NAV and NTA of the Enlarged REIT as at 31 December 2018 as if the Proposed Merger had occurred on 31 December 2018; and
- (b) the unaudited pro forma DPU of the Enlarged REIT for the year ended 31 December 2018 as if the Proposed Merger had occurred on 1 January 2018.

The unaudited pro forma consolidated financial effects, because of its nature, may not give a true picture of the actual NAV, NTA and DPU of the Enlarged REIT.

The unaudited pro forma consolidated financial effects of the Proposed Merger on the Enlarged REIT for the year ended 31 December 2018 have been compiled based on the following:

- (i) the audited consolidated financial statements of C-REIT for the year ended 31 December 2018, which were prepared in accordance with the recommendations of Statement of Recommended Accounting Practice 7 “Reporting Framework for Unit Trusts”;
- (ii) the audited consolidated financial statements of H-REIT and H-Trust for the year ended 31 December 2018, which were prepared in accordance with the recommendations of Statement of Recommended Accounting Practice 7 “Reporting Framework for Unit Trusts”; and
- (iii) the audited consolidated financial statements of H-BT for the year ended 31 December 2018, which were prepared in accordance with the provisions of the Business Trusts Act, Chapter 31A of Singapore, and Singapore Financial Reporting Standards (International).

The auditors’ reports on the consolidated financial statements of C-REIT and H-Trust do not contain any qualifications.

## Assumptions

The pro forma financial effects of the Proposed Merger on the Enlarged REIT have been prepared on the following key assumptions:

### 1. DPU Assumptions

- (a) DPU before and after the Proposed Merger adjusted to reflect the following assuming OUE Downtown Office was acquired on 1 January 2018:
  - (i) 1,288,438,981 new C-REIT Units issued in relation to the renounceable rights issue;
  - (ii) 11,947,368 new C-REIT Units issued as acquisition fee payable to the C-REIT Manager in relation to the acquisition of OUE Downtown Office;
  - (iii) 4,973,684 new C-REIT Units assumed as payment of the C-REIT Manager's base management fee at 0.3% of the value of the Deposited Property (as defined in the Trust Deed) per annum for the period from 1 January 2018 to 31 December 2018 for OUE Downtown Office (paid 100% in new C-REIT Units); and
  - (iv) Full year contribution from OUE Downtown Office.
- (b) H-Trust's management fee structure is replaced with the fee structure in the C-REIT Trust Deed;
- (c) Incremental interest costs and related financing costs associated with the debt drawdown on 1 January 2018 to fund 5% of the illustrative Scheme Consideration in cash of S\$73.9 million; and
- (d) Increase in C-REIT Units due to the following:
  - (i) 11,569,966 new C-REIT Units issued as payment of the base management fee associated with the Proposed Merger 100% in new C-REIT Units;
  - (ii) 14,592,105 new C-REIT Units issued at an issue price of S\$0.57 per C-REIT Unit as acquisition fee payable to the C-REIT Manager in relation to the Proposed Merger; and
  - (iii) 2,463,859,741 Consideration Units issued at an issue price of S\$0.57 per Consideration Unit. The Scheme Consideration payable for each Stapled Security (inclusive of the Cash Consideration) implies a gross exchange ratio of 1.430x.

## **2. NAV Assumptions**

- (a) Incremental borrowings from the debt drawdown on 31 December 2018 to fund 5% of the illustrative Scheme Consideration in cash of S\$74.6 million;
- (b) Adjusted for S\$15.0 million of the transaction costs funded by cash at bank;
- (c) Increase in number of issued C-REIT Units due to 14,592,105 new C-REIT Units issued at an issue price of S\$0.57 per C-REIT Unit as acquisition fee in relation to the Proposed Merger and 2,485,450,605 Consideration Units issued at an issue price of S\$0.57 per Consideration Unit. The Scheme Consideration payable for each Stapled Security (inclusive of the Cash Consideration) implies a gross exchange ratio of 1.430x; and
- (d) Write-off of acquisition-related costs and premium over net assets of H-Trust allocated to H-Trust's investment properties and the dilution from the Consideration Units and the acquisition fee payable to the C-REIT Manager in relation to the Proposed Merger.

## **3. NTA Assumptions**

- (a) Incremental borrowings from the debt drawdown on 31 December 2018 to fund 5% of the illustrative Scheme Consideration in cash of S\$74.6 million;
- (b) Adjusted for S\$15.0 million of the transaction costs funded by cash at bank;
- (c) Increase in number of issued C-REIT Units due to 14,592,105 new C-REIT Units issued at an issue price of S\$0.57 per C-REIT Unit as acquisition fee in relation to the Proposed Merger and 2,485,450,605 Consideration Units issued at an issue price of S\$0.57 per Consideration Unit. The Scheme Consideration payable for each Stapled Security (inclusive of the Cash Consideration) implies a gross exchange ratio of 1.430x; and
- (d) Write-off of acquisition-related costs and premium over net assets of H-Trust allocated to H-Trust's investment properties and the dilution from the Consideration Units and the acquisition fee payable to the C-REIT Manager in relation to the Proposed Merger.

**SCHEDULE 5**  
**H-TRUST'S AUDITED FINANCIAL INFORMATION**

The summary of financial information of H-Trust set out below is extracted from the audited financial statements of H-Trust for the financial years ended 31 December 2018, 31 December 2017 and 31 December 2016.

**OUE Hospitality Trust**  
**Statement of Total Return of the Stapled Group**  
**Year ended 31 December**

	<u><b>2018</b></u> <u><b>S\$'000</b></u>	<u><b>2017</b></u> <u><b>S\$'000</b></u>	<u><b>2016</b></u> <u><b>S\$'000</b></u>
Gross revenue	129,734	131,063	122,494
Property tax	(6,929)	(8,671)	(6,919)
Insurance	(215)	(224)	(222)
Other property expenses	(9,832)	(9,423)	(7,958)
<b>Net property income</b>	<b>112,758</b>	<b>112,745</b>	<b>107,395</b>
Other income	-	4,818	2,682
Amortisation of intangible asset	-	(4,908)	(1,292)
REIT Manager's base fees	(6,780)	(6,759)	(6,562)
REIT Manager's performance fees	(4,510)	(4,510)	(4,296)
REIT Trustee's fees	(417)	(415)	(410)
Other trust expenses	(1,523)	(1,238)	(1,254)
Finance income	67	1,718	255
Finance expenses	(23,837)	(33,619)	(25,190)
Net finance expenses	(23,770)	(31,901)	(24,935)
<b>Net income</b>	<b>75,758</b>	<b>67,832</b>	<b>71,328</b>
Net change in fair value of investment properties	(2,763)	8,110	(53,915)
<b>Total return for the period</b>	<b>72,995</b>	<b>75,942</b>	<b>17,413</b>

**OUE Hospitality Trust**  
**Statement of Financial Position of the Stapled Group**  
**Year ended 31 December**

	<b><u>2018</u></b> <b><u>S\$'000</u></b>	<b><u>2017</u></b> <b><u>S\$'000</u></b>	<b><u>2016</u></b> <b><u>S\$'000</u></b>
<b><u>Non current Assets</u></b>			
Investment properties	2,218,000	2,218,000	2,208,100
Deposit	3,826	2,295	4,908
Financial derivative assets	1,215	-	2,295
<b>Total Non current assets</b>	<b>2,223,041</b>	<b>2,220,295</b>	<b>2,215,303</b>
<b><u>Current assets</u></b>			
Trade and other receivables	10,109	11,017	12,508
Cash and cash equivalents	22,314	25,559	28,559
<b>Total current assets</b>	<b>32,423</b>	<b>36,576</b>	<b>41,067</b>
<b>Total assets</b>	<b>2,255,464</b>	<b>2,256,871</b>	<b>2,256,370</b>
<b><u>Non-current liabilities</u></b>			
Borrowings	868,038	865,312	853,995
Financial derivative liabilities	-	1,046	3,176
Rental deposits	3,288	3,076	2,913
<b>Total non current liabilities</b>	<b>871,326</b>	<b>869,434</b>	<b>860,084</b>
<b><u>Current liabilities</u></b>			
Rental deposits	1,495	1,432	1,479
Financial derivative liabilities	-	-	704
Trade and other payables	10,517	9,936	12,125
<b>Total current liabilities</b>	<b>12,012</b>	<b>11,368</b>	<b>14,308</b>
<b>Total liabilities</b>	<b>883,338</b>	<b>880,802</b>	<b>874,392</b>
<b>Net assets</b>	<b>1,372,126</b>	<b>1,376,069</b>	<b>1,381,978</b>
Represented by:			
Unitholders' funds of OUE H-REIT Group	1,372,121	1,376,061	1,381,968
Unitholders' funds of OUE H-BT	5	8	10
<b>Total</b>	<b>1,372,126</b>	<b>1,376,069</b>	<b>1,381,978</b>

## GLOSSARY

<b>“2018 C-REIT Audited Financial Statements”</b>	:	The audited financial statements of the C-REIT Group for the financial year ended 31 December 2018
<b>“AARMF”</b>	:	ASM Asia Recovery (Master) Fund
<b>“AARF”</b>	:	ASM Asia Recovery Fund
<b>“Admiralty”</b>	:	Admiralty Station Management Limited
<b>“AEI”</b>	:	Asset enhancement initiative
<b>“AGM”</b>	:	Annual general meeting
<b>“Announcement Date”</b>	:	The date of this Announcement, being 8 April 2019
<b>“ARC”</b>	:	The Audit and Risk Committee of the C-REIT Manager
<b>“ASMHL”</b>	:	Argyle Street Management Holdings Limited
<b>“ASML”</b>	:	Argyle Street Management Limited
<b>“Books Closure Date”</b>	:	The date to be announced by the H-Trust Managers on which the transfer books and the register of Stapled Securityholders of H-Trust will be closed in order to determine the entitlements of the Stapled Securityholders in respect of the Trust Scheme
<b>“C-REIT”</b>	:	OUE Commercial Real Estate Investment Trust
<b>“C-REIT Group”</b>	:	C-REIT and its subsidiaries
<b>“C-REIT Manager”</b>	:	OUE Commercial REIT Management Pte. Ltd., as manager of C-REIT
<b>“C-REIT Permitted Distributions”</b>	:	The distributions declared, paid or made by the C-REIT Manager to the C-REIT Unitholders in the ordinary course of business in respect of the period from 1 January 2019 up to the day immediately before the Effective Date (including any clean-up distribution to the C-REIT Unitholders in respect of the period from the day following the latest completed financial half of C-REIT preceding the Effective Date for which a half-year distribution has been declared, up to the day immediately before the Effective Date).
<b>“C-REIT Trust Deed”</b>	:	The trust deed dated 10 October 2013 made between the C-REIT Manager and the C-REIT Trustee, constituting C-REIT (as amended and supplemented)
<b>“C-REIT Trustee”</b>	:	DBS Trustee Limited, in its capacity as trustee of C-REIT
<b>“C-REIT Units”</b>	:	The issued and paid-up units of C-REIT
<b>“C-REIT Unitholders”</b>	:	The unitholders of C-REIT

<b>“Cash Consideration”</b>	: The payment by the C-REIT Trustee of a sum of S\$0.04075 in cash per Stapled Security
<b>“CBD”</b>	: Central Business District
<b>“CDPL”</b>	: Clifford Development Pte. Ltd.
<b>“CMS Licence”</b>	: Capital markets services licence for REIT management
<b>“Court”</b>	: The High Court of the Republic of Singapore or where applicable on appeal, the Court of Appeal of the Republic of Singapore
<b>“Consideration Units”</b>	: The allotment and issuance (as the case may be) of new C-REIT Units for every one Stapled Security
<b>“CT”</b>	: Celine Tang @ Chen Huaidan @ Celine Tang
<b>“DPU”</b>	: Distribution per C-REIT Unit
<b>“Effective Date”</b>	: The date on which the Trust Scheme becomes effective in accordance with its terms
<b>“EGM”</b>	: Extraordinary general meeting
<b>“Encumbrances”</b>	: Any charge, mortgage, lien, hypothecation, judgment, encumbrance, easement, right of pre-emption, security, title retention, preferential right, trust arrangement or other security interest or any other agreement or arrangement having a commercial effect analogous to the conferring of security or a similar right in favour of any person
<b>“Enlarged REIT”</b>	: The enlarged REIT entity following the Proposed Merger
<b>“EPRA”</b>	: The European Public Real Estate Association
<b>“Existing Interested Person Transactions”</b>	: The interested person transactions entered into between C-REIT and the Sponsor and its associates during the course of the current financial year up to the Announcement Date
<b>“FCL”</b>	: Fortune Code Limited
<b>“FY2018”</b>	: The financial year of C-REIT ended 31 December 2018
<b>“GCAL”</b>	: Golden Concord Asia Limited
<b>“GT”</b>	: Tang Gordon @ Tang Yigang @ Tang Gordon
<b>“H-BT”</b>	: OUE Hospitality Business Trust
<b>“H-BT Trustee-Manager”</b>	: OUE Hospitality Trust Management Pte. Ltd., as trustee-manager of H-BT
<b>“H-REIT”</b>	: OUE Hospitality Real Estate Investment Trust
<b>“H-REIT Manager”</b>	: OUE Hospitality REIT Management Pte. Ltd., as manager of H-REIT



<b>“H-REIT Trust Deed”</b>	: The trust deed dated 10 July 2013 made between the H-REIT Manager and the H-REIT Trustee, constituting H-REIT (as amended and supplemented)
<b>“H-REIT Trustee”</b>	: RBC Investor Services Trust Singapore Limited, as trustee of H-REIT
<b>“H-Trust”</b>	: OUE Hospitality Trust
<b>“H-Trust Managers”</b>	: The H-REIT Manager and the H-BT Trustee-Manager
<b>“H-Trust Permitted Distributions”</b>	The distributions declared, paid or made by the H-REIT Manager to the Stapled Securityholders in the ordinary course of business in respect of the period from 1 January 2019 up to the day immediately before the Effective Date (including any clean-up distribution to the Stapled Securityholders in respect of the period from the day following the latest completed financial quarter of H-Trust preceding the Effective Date, up to the day immediately before the Effective Date)
<b>“HCL”</b>	: Hongkong Chinese Limited
<b>“HCL Stapled Securities”</b>	: The Stapled Securities held by HCL
<b>“HCL Units”</b>	: The C-REIT Units held directly by HCL
<b>“HHL”</b>	: Hennessy Holdings Limited
<b>“HKC Property”</b>	: HKC Property Investment Holdings Limited
<b>“HKCTL”</b>	: Hongkong China Treasury Limited
<b>“IFA”</b>	: Deloitte & Touche Corporate Finance Pte Ltd
<b>“Implementation Agreement”</b>	: The implementation agreement entered into between the Parties on 8 April 2019 to effect the Proposed Merger of C-REIT and H-Trust by way of the Trust Scheme
<b>“Independent Directors”</b>	: The directors of the C-REIT Manager who are considered independent for the purposes of the interested person transaction and interested party transaction
<b>“Joint Announcement”</b>	: The joint announcement released by the C-REIT Manager and the H-Trust Managers on 8 April 2019 titled “Proposed Merger of OUE Commercial REIT and OUE Hospitality Trust by way of a Trust Scheme of Arrangement”
<b>“JY”</b>	: Yang Chanzhen @ Janet Yeo
<b>“KC”</b>	: Kin Chan
<b>“LAAPL”</b>	: Lippo ASM Asia Property Limited
<b>“LCG”</b>	: Lippo Capital Group Limited

<b>“LCH”</b>	:	Lippo Capital Holdings Company Limited
<b>“LCL”</b>	:	Lippo Capital Limited
<b>“Listing Manual”</b>	:	The listing manual of the SGX-ST
<b>“LL”</b>	:	Lippo Limited
<b>“MAS”</b>	:	Monetary Authority of Singapore
<b>“NAV”</b>	:	Net asset value
<b>“NTA”</b>	:	Net tangible assets
<b>“OUE”</b>	:	OUE Realty Pte. Ltd.
<b>“OUE Downtown Office”</b>	:	OUE Downtown (Office Component)
<b>“OUE Group”</b>	:	The Sponsor and its related corporations
<b>“Pacific Landmark”</b>	:	Pacific Landmark Holdings Limited
<b>“Parties”</b>	:	The parties to the Implementation Agreement, being the C-REIT Trustee, the C-REIT Manager, the H-REIT Trustee and the H-Trust Managers (each a <b>“Party”</b> )
<b>“Property Funds Appendix”</b>	:	Appendix 6 of the Code on Collective Investment Schemes issued by the MAS
<b>“Proposed Merger”</b>	:	The proposed merger of all the Stapled Securities of H-Trust held by the Stapled Securityholders and the C-REIT Units held by the C-REIT Unitholders
<b>“PSL”</b>	:	Prime Success Limited
<b>“PT Trijaya”</b>	:	PT Trijaya Utama Mandiri
<b>“REIT”</b>	:	Real estate investment trust
<b>“S-REIT”</b>	:	A REIT listed on the SGX-ST
<b>“Scheme Conditions”</b>	:	The conditions precedent to the Trust Scheme, set out in <b>Schedule 2</b> to this Announcement
<b>“Scheme Consideration”</b>	:	The scheme consideration for the Proposed Merger which shall be satisfied by the Consideration Units and the Cash Consideration
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“SIC”</b>	:	Securities Industry Council
<b>“Sponsor”</b>	:	OUE Limited
<b>“Stapled Securities”</b>	:	The securities in H-Trust
<b>“Stapled Securityholders”</b>	:	The stapled securityholders of H-Trust
<b>“Stapling Deed”</b>	:	The stapling deed of H-Trust dated 10 July 2013 entered into between the H-REIT Trustee and the H-Trust Managers

(as amended and supplemented)

<b>“Takeover Code”</b>	:	Singapore Code on Take-overs and Mergers
<b>“Trust Scheme”</b>	:	The trust scheme of arrangement to effect the Proposed Merger
<b>“Trust Scheme Court Order”</b>	:	The order of the Court sanctioning the Trust Scheme under Order 80 of the Rules of Court (Chapter 322, Rule 5 of Singapore)
<b>“Unitholders’ Circular”</b>	:	The circular to be despatched to C-REIT Unitholders in due course.
<b>“VY”</b>	:	V-Nee Yeh

All capitalised terms used and not defined in this Announcement shall have the same meanings given to them in the Implementation Agreement, a copy of which is available for inspection during normal business hours at the office of the C-REIT Manager in Singapore from the Announcement Date up to and including the date falling three months after the Announcement Date.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include firms, corporations and other entities.

Any reference in this Announcement to any enactment is a reference to that statute or enactment for the time being amended or re-enacted up to the Announcement Date. Any term defined under the Listing Manual, the Code, the Property Funds Appendix or any modification thereof and used in this Announcement shall, where applicable, have the meaning assigned to it under the Listing Manual, the Code, the Property Funds Appendix or any modification thereof, as the case may be, unless otherwise provided.

The headings in this Announcement are inserted for convenience only and shall be ignored in construing this Announcement.

Any discrepancies in the tables included herein between the amounts listed and the totals thereof and respective percentages (if any), or discrepancies between figures included in the tables and figures in the text of this Announcement, are due to rounding. Accordingly, figures shown as totals in this Announcement may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of day or date in this Announcement shall be a reference to time of day or date, as the case may be, in Singapore, unless otherwise stated.

Where information has been sourced from a third party, the relevant third party has not provided its consent to the inclusion of the information extracted from the relevant report(s) published by it and therefore is not liable for such information. While the C-REIT Manager has taken reasonable action to ensure that the information from the relevant report(s) published by the relevant third party is reproduced in its proper form and context, and that the information is extracted accurately and fairly,

neither the C-REIT Manager nor any other party has conducted an independent review of the information contained in such report(s) or verified the accuracy of the contents of the relevant information.