



## BHG RETAIL REIT

(a real estate investment trust constituted on 18 November 2015 in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an EXTRAORDINARY GENERAL MEETING of the holders of units of BHG Retail Real Estate Investment Trust ("**BHG Retail REIT**"), and the holders of units of BHG Retail REIT, "**Unitholders**") will be held on 18 December 2018 at 10.00 a.m. at InterContinental Singapore, Level 2, Ballroom 3, 80 Middle Road, Singapore 188966, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular to Unitholders dated 30 November 2018):

#### ORDINARY RESOLUTION

##### THE PROPOSED ACQUISITION OF HEFEI CHANGJIANGXILU MALL

RESOLVED that:

- (i) approval be and is hereby given for the proposed acquisition of all the issued shares in Fuchsia (China) Mall Pte. Ltd. ("**SG SPV**"), which indirectly owns Hefei Changjiangxilu Mall in the Shushan District of Hefei, Anhui Province, the People's Republic of China (the "**Acquisition**") from Guok Chin Huat Samuel (the "**Vendor**") for a transaction amount<sup>1</sup> of RMB328.3 million (S\$65.7 million) on the terms and subject to the conditions set out in the share purchase agreement dated 5 November 2018 (the "**SG SPA**") entered into between the Vendor and DBS Trustee Limited (in its capacity as trustee of BHG Retail REIT) (the "**Trustee**");
- (ii) approval be and is hereby given for the proposed issue of new units in BHG Retail REIT for the payment of the acquisition fee to BHG Retail Trust Management Pte. Ltd., as manager of BHG Retail REIT (the "**Manager**"), for the proposed Acquisition;
- (iii) approval be and is hereby given for the payment of all fees and expenses relating to the proposed Acquisition;
- (iv) approval be and is hereby given for the entry by BHG Retail REIT (whether directly or indirectly through its subsidiaries) into all agreements and transactions in connection with the proposed Acquisition and all ancillary agreements contemplated thereby or incidental thereto, or which are necessary to give effect to the proposed Acquisition; and
- (v) the Manager, any director of the Manager ("**Director**"), the Chief Executive Officer of the Manager (the "**CEO**") and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director, the CEO or, as the case may be, the Trustee may consider expedient or necessary or in the interests of BHG Retail REIT to give effect to the proposed Acquisition, the SG SPA and all transactions in connection therewith.

#### BY ORDER OF THE BOARD

BHG Retail Trust Management Pte. Ltd.  
(as manager of BHG Retail Real Estate Investment Trust)  
(Company Registration No. 201504222D)

Chan Iz-Lynn  
Chief Executive Officer  
30 November 2018

#### IMPORTANT NOTICE

**The value of Units and the income derived from them, if any, may fall or rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.**

**Investors should note that they have no right to request the Manager to redeem or purchase their Units for so long as the Units are listed on the SGX-ST. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. The listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.**

**The past performance of BHG Retail REIT is not necessarily indicative of the future performance of BHG Retail REIT.**

#### PERSONAL DATA PRIVACY:

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

<sup>1</sup> The transaction amount comprises (i) S\$65.7 million that the Trustee will extend to the SG SPV via a shareholder's loan from the Trustee and/or a subscription of shares in the capital of the SG SPV and (ii) S\$100.00 for the issued share capital of the SG SPV.