

REMINDER LETTER
Dated 30 July 2019

Your vote counts



Please vote in person or by proxy

Resolutions to be approved



- (1) The proposed merger of OUE Commercial Real Estate Investment Trust ("**C-REIT**") and OUE Hospitality Trust ("**H-Trust**") by way of a trust scheme of arrangement (the "**Proposed Merger**"); and
- (2) The proposed allotment and issuance of new units in C-REIT to the stapled securityholders of H-Trust as part of the consideration for the Proposed Merger

Overview of the Proposed Merger

On 8 April 2019, the respective boards of directors of OUE Commercial REIT Management Pte. Ltd., in its capacity as manager of C-REIT (the "**C-REIT Manager**"), OUE Hospitality REIT Management Pte. Ltd., as manager of OUE Hospitality Real Estate Investment Trust (the "**H-REIT Manager**") and OUE Hospitality Trust Management Pte. Ltd., as trustee-manager of OUE Hospitality Business Trust (the "**H-BT Trustee-Manager**") and together with the H-REIT Manager, the "**H-Trust Managers**") jointly announced the Proposed Merger.

The Proposed Merger is to be effected through the acquisition by DBS Trustee Limited, in its capacity as trustee of C-REIT, of all the issued and paid-up stapled securities in H-Trust held by the stapled securityholders of H-Trust in exchange for a combination of cash and new units in C-REIT by way of a trust scheme of arrangement in compliance with the Singapore Code on Take-overs and Mergers.

An electronic copy of the circular to unitholders of C-REIT dated 10 July 2019 (the "**Circular**") is available on the website of C-REIT at www.ouect.com and the website of Singapore Exchange Securities Trading Limited at <https://www2.sgx.com>.

Who to contact if you need help



Financial Advisers to C-REIT

Citigroup Global Markets Singapore Pte. Ltd.
Investment Banking
Telephone: +65 6657 1959

Credit Suisse (Singapore) Limited
Investment Banking & Capital Markets
Telephone: +65 6212 2000

Oversea-Chinese Banking Corporation Limited
Global Investment Banking
Telephone: +65 6530 4825

(During office hours only from 9.00 a.m. to 6.00 p.m., Monday to Friday)

How to vote if you are a unitholder of C-REIT



If you are able to attend the Extraordinary General Meeting ("**EGM**")

Date and time of EGM
Date: **Wednesday, 14 August 2019**
Time: **10.00 a.m.**
Venue: **Mandarin Orchard Singapore Mandarin Ballroom I, II, and III 6th Floor, Main Tower 333 Orchard Road Singapore 238867**



If you are unable to attend the EGM

Last date and time for lodgement of Proxy Form
Date: **Monday, 12 August 2019**
Time: **10.00 a.m.**

Steps to filling in the Proxy Form

STEP 1: LOCATE THE PROXY FORM

The Proxy Form is enclosed within the Circular or can be obtained from C-REIT's Unit Registrar:

Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

STEP 2: COMPLETE THE PROXY FORM

- Fill in your name and particulars.
- You may fill in the details of the appointee(s) or leave this section blank. Mr. Loh Lian Huat or failing him, Dr. Lim Boh Soon or failing him, Ms. Usha Raneer Chandradas will be the appointee if this section is left blank.
- Indicate your vote in the box labelled **FOR** or **AGAINST** for each of the Resolutions.
- If you are an individual, you or your attorney **MUST SIGN** and indicate the date.
- Indicate the number of units in C-REIT you hold.

STEP 3: RETURN THE COMPLETED PROXY FORM

Return the completed and signed Proxy Form in the pre-addressed envelope enclosed with the Circular to C-REIT's Unit Registrar, **NO LATER THAN Monday, 12 August 2019 at 10.00 a.m.** The envelope is prepaid for posting in Singapore only. Please affix sufficient postage if posting from outside of Singapore.

IMPORTANT NOTICE

The information in this reminder letter is qualified in its entirety by, and should be read in conjunction with, the full information contained in the Circular. All capitalised terms not defined herein shall have the same meaning as given to them in the Circular. In the event of any inconsistency or conflict between this reminder letter and the Circular, the Circular shall prevail. Nothing in this reminder letter is intended to be, or shall be taken as, investment or financial advice, a recommendation, an invitation, an offer or a solicitation to the unitholders of C-REIT or any other party of any offer to acquire, purchase or subscribe for units in C-REIT. If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

RESPONSIBILITY STATEMENT

The directors of the C-REIT Manager (including those who may have delegated detailed supervision of this reminder letter) have taken all reasonable care to ensure that the facts stated and opinions expressed in this reminder letter 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 reminder letter, the omission of which would make any statement in this reminder letter 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 reminder letter. 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.

提醒函

日期：2019年7月30日

请投下关键的一票



本人或由代理投票

待批方案

- (1) 华联企业商业房地产投资信托 (OUE Commercial Real Estate Investment Trust, “华联商业房地产投资信托”) 和华联酒店信托 (OUE Hospitality Trust, “华联酒店信托”) 计划以信托协议安排的方式合并 (“拟议合并”); 以及
- (2) 拟分配并发行华联商业房地产投资信托的新单位给华联酒店信托的合订证券持有人, 作为拟议合并的部分对价

拟议合并概览

2019年4月8日, 华联企业商业房地产投资信托管理私人有限公司 (OUE Commercial REIT Management Pte. Ltd.), 作为华联商业房地产投资信托的管理人 (“华联商业房地产投资信托管理人”), 华联酒店房地产投资信托管理私人有限公司 (OUE Hospitality REIT Management Pte. Ltd.), 作为华联酒店房地产投资信托 (OUE Hospitality Real Estate Investment Trust) 的管理人 (“华联酒店房地产投资信托管理人”), 与华联酒店信托管理私人有限公司 (OUE Hospitality Trust Management Pte. Ltd.), 作为华联酒店商业信托 (OUE Hospitality Business Trust) 的受托管理人 (“华联酒店商业信托受托管理人”, 与华联酒店房地产投资信托管理人合称 “华联酒店信托管理人”) 的相关董事局共同宣布了拟议合并交易。

拟议合并的生效方式则由星展信托有限公司 (DBS Trustee Limited), 作为华联商业房地产投资信托受托人, 以现金与华联商业房地产投资信托新单位作为交易对价, 收购华联酒店信托合订证券持有人所持有的全部已发行实付华联酒店信托合订证券, 交易按照信托协议安排方式与《新加坡收购及合并守则》的规定执行。

2019年7月10日致华联商业房地产投资信托单位持有人通函 (“通函”) 已在华联商业房地产投资信托网站 www.ouect.com 和新加坡证券交易所网站 <https://www2.sgx.com> 公示。

如需帮助, 请垂询

华联商业房地产投资信托财务顾问

花旗环球金融新加坡私人有限公司
投资银行部
电话: +65 6657 1959

瑞士信贷 (新加坡) 有限公司
投资银行及资本市场部
电话: +65 6212 2000

华侨银行有限公司
环球投资银行部
电话: +65 6530 4825

(仅在周一至周五早上9点至下午6点工作时间内接受来电垂询)

华联商业房地产投资信托单位持有人如何投票



如您能够列席单位持有人特别大会

单位持有人特别大会召开日期和时间

日期: 2019年8月14日, 星期三

时间: 上午10点

地点: Mandarin Orchard Singapore
Mandarin Ballroom I, II, and III
6th Floor, Main Tower
333 Orchard Road
Singapore 238867

如您无法列席单位持有人特别大会

代理人委托表格的提交截止日和截至时间

日期: 2019年8月12日, 星期一

时间: 上午10点

代理人委托表格提交步骤

第1步: 获取代理人委托表格

代理人委托表格附在通函中。您也可以在以下华联商业房地产投资信托单位登记处获取有关表格:

宝德隆企业与咨询服务私人有限公司
(Boardroom Corporate & Advisory Services Pte. Ltd.)
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

第2步: 完整填写代理人委托表格

- 填写您的姓名和个人资料。
- 您可以填写受托人的详细资料或将此部分留空不填。若此项留空不填, 则Loh Lian Huat先生; 若其无法列席, 则Lim Boh Soon博士; 若其无法列席, 则Usha Rane Chandradas女士将作为受托人。
- 针对每项方案在标有赞成或反对的方框中表达您的投票意向。
- 如您为个人, 您或您的律师须签字并填写日期。
- 填写您所持有的华联商业房地产投资信托单位数量。

第3步: 寄回填写完毕的代理人委托表格

敬请必须在不迟于2019年8月12日星期一上午10点前将完整填写并签字的代理人委托表格通过使用通函中随附的预先印有地址的回邮信封寄回给华联商业房地产投资信托单位登记处。回邮信封已预付邮费, 仅限新加坡境内邮寄。如果从新加坡境外邮寄, 请补足邮费。

重要通知

本提醒函中的所有信息应当结合通函中的全部信息仔细阅读。本提醒函中所有未定义的术语和通函中的定义相同。本提醒函与通函若有任何不一致或矛盾之处, 则以通函为准。本提醒函中的任何内容均不构成、亦不得视为投资或财务建议; 也不得视为向华联商业房地产投资信托单位持有人或任何其他方要约收购、购买或认购华联商业房地产投资信托份额的推荐、要约邀请或要约。如您对于您应采取的行动存有任何疑问, 敬请立即垂询您的股票经纪人、银行经理、律师、会计师或其他专业顾问。

本中文版提醒函中的所有信息与术语源自与英文版的提醒函。若此中文版与英文版存在不一致之处, 则以英文版为准。

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