



**COMMERCIAL
REIT**

**IMPORTANT MESSAGE TO
UNITHOLDERS OF OUE COMMERCIAL REIT**

EXTRAORDINARY GENERAL MEETING

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

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.**

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)

Steps to filling in the Proxy Form

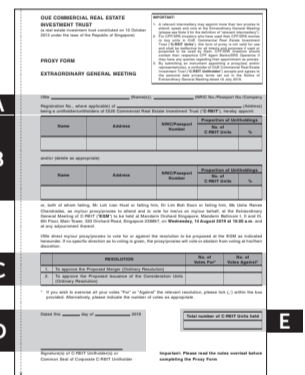
STEP 1: LOCATE THE PROXY FORM

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

- A. Fill in your name and particulars.
- B. 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.
- C. Indicate your vote in the box labelled **FOR** or **AGAINST** for each of the Resolutions.
- D. If you are an individual, you or your attorney **MUST SIGN** and indicate the date.
- E. 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 advertisement 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 advertisement and the Circular, the Circular shall prevail. Nothing in this reminder advertisement 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.

Investors have no right to request the C-REIT Manager to redeem or purchase their units in C-REIT for so long as the units in C-REIT are listed on Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). The value of the units in C-REIT and the income derived from them may fall or rise. The Units are not obligations, or deposits in, or guaranteed by the C-REIT Manager, or DBS Trustee Limited (as trustee of C-REIT). The past performance of C-REIT is not necessarily indicative of the future performance of C-REIT. It is intended that holders of units in C-REIT may only deal in their units in C-REIT through trading on the SGX-ST. Listing of the units in C-REIT on the SGX-ST does not guarantee a liquid market for the units in C-REIT. The information and opinions contained in this advertisement are subject to change without notice. This reminder advertisement has not been reviewed by the Monetary Authority of Singapore.

RESPONSIBILITY STATEMENT

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