

NOT FOR DISTRIBUTION IN THE UNITED STATES. Nothing in this announcement (“Announcement”) constitutes an offer to buy, or a solicitation of an offer to sell, securities in the United States or any other jurisdiction in which such offer or solicitation would be unlawful. Securities may not be offered or sold in the United States absent registration pursuant to the U.S. Securities Act of 1933, as amended (the “Securities Act”), or an exemption from registration under the Securities Act. There will be no public offering of securities in the United States.



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

NOTICE OF CONDITIONAL BOOKS CLOSURE DATE

Further to the announcement dated 10 September 2018 relating to the proposed underwritten and renounceable rights issue (the “**Rights Issue**”) of 1,288,438,981 new units (“**Rights Units**”) in OUE Commercial Real Estate Investment Trust (“**OUE C-REIT**”) and the receipt of the approval in-principle for the listing and quotation of the Rights Units on the Main Board of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), OUE Commercial REIT Management Pte. Ltd. (in its capacity as manager of OUE C-REIT) (the “**Manager**”) wishes to announce that, subject to the approval of unitholders of OUE C-REIT (“**Unitholders**”) for the proposed Transactions¹ at the extraordinary general meeting (the “**EGM**”) of Unitholders to be held on 28 September 2018 at Raffles City Convention Centre, Stamford Ballroom, Level 4, Fairmont Singapore, 80 Bras Basah Road, Singapore 189560, the transfer books and register of Unitholders will be closed on 4 October 2018 at 5.00 p.m. to determine the provisional allotments of Rights Units to Eligible Unitholders under the proposed Rights Issue (the “**Books Closure Date**”).

If any of the resolutions to be voted on at the EGM is not approved, the proposed Transactions will not be carried.

“**Eligible Unitholders**” are Unitholders with units in OUE C-REIT (“**Units**”) standing to the credit of their securities accounts with The Central Depository (Pte) Limited (“**CDP**”) and the securities account with CDP, the “**Securities Account**”) and (a) whose registered addresses with CDP are in Singapore as at the Books Closure Date or who have, at least three Market Days² prior to the Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents; or (b) who the Manager, on behalf of OUE C-REIT, may determine, may be offered Rights Units without

1 “**Transactions**” means the proposed acquisition of the office components (the “**Office Components**”) of OUE Downtown comprising Strata Lot U4629V and Strata Lot U4629P, both of Town Subdivision 30, and all the plant, machinery, equipment and all component parts in the Office Components (but excluding certain excluded furniture, fixtures and equipment), the proposed Rights Issue and the proposed payment by Credit Suisse (Singapore) Limited and Oversea-Chinese Banking Corporation Limited (collectively, the “**Joint Lead Managers and Underwriters**”) to OUE Limited (the “**Sponsor**”) of the sub-underwriting commission of 1.80% of the issue price of S\$0.456 per Rights Unit multiplied by 66% of the total number of the Rights Units excluding the Rights Units which are the subject of the irrevocable undertaking provided by the Sponsor to the Manager and the Joint Lead Managers and Underwriters.

2 “**Market Day**” as defined in the Listing Manual of the SGX-ST refers to a day on which the SGX-ST is open for securities trading.

breaching applicable securities laws.

In connection with the proposed Rights Issue, each Eligible Unitholder is entitled to subscribe for 83 Rights Units for every 100 Units standing to the credit of his Securities Account as at the Books Closure Date, fractional entitlements to be disregarded.

The Units will trade on a “cum-rights” basis on the SGX-ST up to 5.00 p.m. (Singapore time) on 1 October 2018. The Units will trade on an “ex-rights” basis from 9.00 a.m. (Singapore time) on 2 October 2018 and any person who purchases Units on and from 9.00 a.m. (Singapore time) on 2 October 2018 will not be entitled to any provisional allotment of the Rights Units under the proposed Rights Issue.

OUE C-REIT’s current distribution policy is to distribute its amount available for distribution on a semi-annual basis to Unitholders. The Rights Units will, upon allotment and issue, rank *pari passu* in all respects with the Units in issue as at the date of issue of the Rights Units. Eligible Unitholders who validly accept, in full, their provisional allotments of Rights Units, will receive distributions in respect of the period from 1 July 2018 to 31 December 2018 to which they would have been entitled had the Rights Issue not occurred.

For practical reasons and in order to avoid any violation of the securities legislation or other relevant laws applicable in countries (other than in Singapore) where Unitholders may have as their addresses registered with CDP, the proposed Rights Issue will not be extended to Unitholders other than the Eligible Unitholders (“**Ineligible Unitholders**”). Accordingly, no provisional allotment of Rights Units will be made to Ineligible Unitholders and no purported acceptance thereof or application for Excess Rights Units (as defined in the circular issued to Unitholders dated 10 September 2018 (the “**Circular**”)) therefor by Ineligible Unitholders will be valid.

By Order of the Board

Ng Ngai
Company Secretary

OUE Commercial REIT Management Pte. Ltd.

(Registration Number: 201327018E)

(as manager of OUE Commercial Real Estate Investment Trust)

26 September 2018

IMPORTANT NOTICE

This Announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units.

Any offering of Rights Units will be made in and accompanied by the offer information statement in connection with the proposed Rights Issue to be lodged with the Monetary Authority of Singapore (the “MAS”) and issued to Eligible Unitholders (the “**Offer Information Statement**”). A potential investor should read the Offer Information Statement before deciding whether to subscribe for Rights Units under the proposed Rights Issue. The Offer Information Statement may be accessed online at the website of the MAS at <<http://masnet.mas.gov.sg/opera/sdrprosp.nsf>> when it is lodged with the MAS. The MAS assumes no responsibility for the contents of the Offer Information Statement. The availability of the Offer Information Statement on the MAS website does not imply that the Securities and Futures Act, Chapter 289 of Singapore, or any other legal or regulatory requirements, have been complied with. The MAS has not, in any way, considered the investment merits of OUE C-REIT. This Announcement is qualified in its entirety by, and should be read in conjunction with the full text of the Circular and its appendices as well as the Offer Information Statement when it is lodged with the MAS.

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. The past performance of OUE C-REIT is not necessarily indicative of the future performance of OUE C-REIT.

Investors 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 holders of Units 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.

This Announcement may contain forward-looking statements that involve risks and uncertainties. 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 property rental income, changes in operating expenses (including employee wages, benefits and training costs), property expenses and governmental and public policy changes. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager’s current view of future events.

This Announcement is not an offer for sale of securities in the United States or elsewhere. The Rights Entitlements (as defined in the Circular) and Rights Units are not being registered under the Securities Act, and may not be offered or sold in the United States unless registered under the Securities Act or pursuant to an exemption from registration under the Securities Act. There will be no public offering of securities in the United States.