

**REPL::EXTRAORDINARY/ SPECIAL GENERAL MEETING::VOLUNTARY**

## Issuer &amp; Securities

## Issuer/ Manager

OUE COMMERCIAL REIT MANAGEMENT PTE. LTD.

## Security

OUE COMMERCIAL REIT - SG2G60000004 - TSOU

## Announcement Details

## Announcement Title

Extraordinary/ Special General Meeting

## Date &amp; Time of Broadcast

14-Aug-2019 12:51:21

## Status

Replacement

## Announcement Reference

SG190710XMETHQCW

## Submitted By (Co./ Ind. Name)

Jackie Thia

## Designation

Company Secretary, OUE Commercial REIT Management Pte. Ltd. (as Manager of OUE Commercial REIT)

## Event Narrative

Narrative Type	Narrative Text
Additional Text	Please refer to the attached for the following documents: 1. Results of Extraordinary General Meeting held on 14 August 2019; and 2. Presentation Slides for Extraordinary General Meeting held on 14 August 2019.

## Event Dates

## Meeting Date and Time

14/08/2019 10:00:00

## Response Deadline Date

12/08/2019 10:00:00

## Event Venue(s)

## Place

Venue(s)	Venue details
Meeting Venue	Mandarin Orchard Singapore Mandarin Ballroom I, II and III 6th Floor, Main Tower 333 Orchard Road Singapore 238867

## Attachments

---

[QUECT SGX%20Announcement EGM%20Results.pdf](#)

---

[QUECT Presentation Slides for EGM 14Aug2019.pdf](#)

---

Total size =4213K MB

## Related Announcements

---

[Related Announcements](#)

---

[10/07/2019 07:26:31](#)

---

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

## RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 14 AUGUST 2019

Unless otherwise stated, capitalised terms used in this announcement shall have the meanings set out in the circular to unitholders of C-REIT (as defined herein) dated 10 July 2019 (the "**Circular**").

OUE Commercial REIT Management Pte. Ltd., in its capacity as manager (the "**C-REIT Manager**") of OUE Commercial Real Estate Investment Trust ("**C-REIT**"), is pleased to announce that at the Extraordinary General Meeting ("**EGM**") of C-REIT held today, the resolutions relating to the following matters as set out in the Notice of EGM dated 10 July 2019 have been duly passed by the unitholders of C-REIT ("**C-REIT Unitholders**").

The information as required under Rule 704(16) of the Listing Manual of Singapore Exchange Securities Trading Limited (the "**Listing Manual**") is set out below:

### (a) Breakdown of all valid votes cast at the EGM

Resolution number and details	Total number of units in C-REIT ("C-REIT Units") represented by votes for and against the relevant resolution	For		Against	
		Number of C-REIT Units	As a percentage of total number of votes for and against the resolution (%)	Number of C-REIT Units	As a percentage of total number of votes for and against the resolution (%)
1. To approve the proposed merger of C-REIT and OUE Hospitality Trust (" <b>H-Trust</b> ") by way of a trust scheme of arrangement (the " <b>Proposed Merger</b> ") (Ordinary Resolution)	570,227,434	545,650,075	95.69	24,577,359	4.31

Resolution number and details	Total number of units in C-REIT ("C-REIT Units") represented by votes for and against the relevant resolution	For		Against	
		Number of C-REIT Units	As a percentage of total number of votes for and against the resolution (%)	Number of C-REIT Units	As a percentage of total number of votes for and against the resolution (%)
2. To approve the proposed allotment and issuance of new C-REIT Units to the stapled securityholders of H-Trust as part of the consideration for the Proposed Merger (Ordinary Resolution)	574,997,305	551,155,021	95.85	23,842,284	4.15

Please refer to the Notice of EGM dated 10 July 2019 for the full details of the resolutions. As more than 50.0% of votes were cast in favour of each of the resolutions, the above resolutions were duly passed at the EGM.

**(b) Details of parties who are required to abstain from voting on any resolution(s), including the number of C-REIT Units held and the individual resolution(s) on which they are required to abstain from voting**

Under Rule 919 of the Listing Manual, the interested person and its associates must not vote on a resolution in relation to a matter in respect of which such persons are interested in at the EGM, nor accept appointments as proxies, unless specific instructions as to voting are given.

Accordingly, OUE Limited (the "**Sponsor**") and its associates (as defined in the Listing Manual) have abstained from voting (either in person or by proxy) on Resolutions 1 and 2 and have declined to accept appointments as proxies in respect of Resolutions 1 and 2 unless specific instructions as to voting are given.

Based on the information available to the C-REIT Manager as at the date of the EGM on 14 August 2019, the following table sets out the parties that are required to abstain and did in fact abstain from voting on Resolutions 1 and 2:

Name	Number of C-REIT Units held	As a percentage of total C-REIT Units in issue (%)
OUE Commercial REIT Management Pte. Ltd.	141,749,442	4.94

Name	Number of C-REIT Units held	As a percentage of total C-REIT Units in issue (%)
Clifford Development Pte. Ltd.	1,471,601,271	51.34
Hongkong Chinese Limited	164,700	0.01
Hongkong China Treasury Limited	3,111,732	0.11

For the purposes of good corporate governance, Mr Christopher James Williams, being a director of both of the Sponsor and the C-REIT Manager, has also voluntarily abstained from voting on Resolutions 1 and 2 in respect of the C-REIT Units in which he has a deemed interest.

**(c) Name of firm and/or person appointed as scrutineer**

Voting on all resolutions at the EGM was conducted by way of electronic poll voting. DrewCorp Services Pte Ltd was appointed scrutineer at the EGM for the purpose of the electronic poll.

By Order of the Board

Jackie Thia  
Company Secretary

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

(Registration Number: 201327018E)

(as manager of OUE Commercial Real Estate Investment Trust)

14 August 2019

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

**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

## **IMPORTANT NOTICE**

The value of the C-REIT Units and the income derived from them may fall or rise. The C-REIT Units are not obligations or deposits in, or guaranteed by, the C-REIT Manager or DBS Trustee Limited (as trustee of C-REIT). An investment in the C-REIT Units is subject to investment risks, including the possible loss of the principal amount invested. The past performance of C-REIT is not necessarily indicative of the future performance of C-REIT.

C-REIT Unitholders have no right to request that the C-REIT Manager redeems or purchases their C-REIT Units while the C-REIT Units are listed on Singapore Exchange Securities Trading Limited (the "SGX-ST"). It is intended that C-REIT Unitholders may only deal in their C-REIT Units through trading on the SGX-ST. The listing of the C-REIT 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 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.

This announcement is not an offer of securities for sale in the United States. The Consideration Units (as defined in the Circular) have not been, and will not be, registered under the Securities Act (as defined in the Circular), or the securities laws of any state of the United States or other jurisdiction, and the Consideration Units may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws. Any public offering of securities of C-REIT in the United States would be made by means of a prospectus that would contain detailed information about C-REIT and the C-REIT Manager, as well as financial statements. The C-REIT Manager does not intend to register any portion of the offering in the United States or to conduct a public offering of securities in the United States.