



Comprising:

**OUE HOSPITALITY
REAL ESTATE INVESTMENT TRUST**

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

OUE Hospitality REIT Management Pte. Ltd.

**OUE HOSPITALITY
BUSINESS TRUST**

(a business trust constituted on 10 July 2013 under the laws of the Republic of Singapore) managed by

OUE Hospitality Trust Management Pte. Ltd.

**ENTRY INTO FACILITY AGREEMENT AND DISCLOSURE PURSUANT TO RULE 704(31) OF THE
LISTING MANUAL**

1. INTRODUCTION

OUE Hospitality REIT Management Pte. Ltd., as manager of OUE Hospitality Real Estate Investment Trust ("**OUE H-REIT**") (the "**REIT Manager**") and OUE Hospitality Trust Management Pte. Ltd., as trustee-manager of OUE Hospitality Business Trust ("**OUE H-BT**") (the "**Trustee-Manager**"), wish to announce that RBC Investor Services Trust Singapore Limited, as trustee of OUE H-REIT (the "**REIT Trustee**"), has entered into a facility agreement with BNP Paribas and Standard Chartered Bank for the grant of a S\$295.0 million five-year secured transferable term loan facility (the "**Facility**").

The Facility will be used to finance OUE H-REIT's proposed acquisition of Crowne Plaza Changi Airport from OUE Airport Hotel Pte. Ltd. (a subsidiary of OUE Limited (the "**Sponsor**")) and related acquisition and finance costs.

2. DISCLOSURE UNDER RULE 704(31) OF THE LISTING MANUAL

Pursuant to Rule 704(31) of the Listing Manual of Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the REIT Manager and the Trustee-Manager (collectively, the "**Managers**") wish to announce that:

- (i) it is a term of the Facility that if the Sponsor ceases to own (directly or indirectly) at least 51% of the issued and fully paid ordinary shares in the REIT Manager without the prior agreement of the relevant lending banks under the Facility (the "**Majority Lenders**"), there shall be mandatory prepayment of the loan and interest and all other amounts accrued or outstanding under the Facility if so required by the Majority Lenders;
- (ii) it is a term of the Facility that OUE H-REIT is required to ensure that the Sponsor, any of its affiliates or any property manager of reputable standing shall at all times be the property manager of Mandarin Gallery;

Credit Suisse (Singapore) Limited, Goldman Sachs (Singapore) Pte. and Standard Chartered Securities (Singapore) Pte. Limited are the joint global coordinators and issue managers for the initial public offering of OUE Hospitality Trust ("**OUE H-Trust**").

- (iii) it shall be an event of default under the Facility if:
- (a) the Sponsor does not or ceases to hold (directly or indirectly) at least 20% of the Stapled Securities issued by OUE H-Trust;
 - (b) the Sponsor, any of its affiliates or any property manager of reputable standing ceases to be the property manager of Mandarin Gallery; or
 - (c) the REIT manager resigns or is removed as a manager of OUE H-REIT without the prior written consent of the lending banks and a replacement manager which is a direct (or indirect) subsidiary of the Sponsor is not appointed in accordance with the terms of the trust deed constituting OUE H-REIT.

As at the date of this announcement, none of the abovementioned events in paragraph (iii) have occurred. The aggregate amount of facilities which may be affected by the aforementioned events in paragraph (iii) (including facilities which will be affected as a result of cross-defaults) is approximately S\$882 million¹ (excluding interest and fees) as at the date of this announcement.

By Order of the Board
Ng Ngai
Company Secretary

OUE Hospitality REIT Management Pte. Ltd.
(Registration Number: 201310245G)
(as manager of OUE Hospitality Real Estate Investment Trust)

OUE Hospitality Trust Management Pte. Ltd.
(Registration Number: 201310246W)
(as trustee-manager of OUE Hospitality Business Trust)

27 January 2015

¹ This amount includes the S\$295.0 million to be drawn down under the Facility.

IMPORTANT NOTICE

The value of the Stapled Securities and the income derived from them may fall or rise. The Stapled Securities are not obligations, or deposits in, or guaranteed by the Managers or RBC Investor Services Trust Singapore Limited (as trustee of OUE H-REIT). An investment in the Stapled Securities is subject to investment risks, including the possible loss of the principal amount invested. Stapled Securityholders have no right to request that the Managers redeem or purchase their Stapled Securities while the Stapled Securities are listed. It is intended that Stapled Securityholders may only deal in their Stapled Securities through trading on the SGX-ST. Listing of the Stapled Securities on the SGX-ST does not guarantee a liquid market for the Stapled Securities.

This announcement may contain forward-looking statements that involve assumptions, 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. Predictions, projections or forecasts of the economy or economic trends of the markets are not necessarily indicative of the future or likely performance of OUE H-Trust. The forecast financial performance of OUE H-Trust is not guaranteed. A potential investor is cautioned not to place undue reliance on these forward-looking statements, which are based on the Managers' current view of future events.