



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

THE PROPOSED ACQUISITION OF AN INDIRECT INTEREST IN ONE RAFFLES PLACE

1. INTRODUCTION

1.1 The Proposed Acquisition of an Indirect Interest in One Raffles Place

OUE Commercial REIT Management Pte. Ltd. (in its capacity as manager of OUE Commercial Real Estate Investment Trust ("**OUE C-REIT**"), and as manager of OUE C-REIT, the "**Manager**") is pleased to announce that DBS Trustee Limited (in its capacity as trustee of OUE C-REIT) (the "**Trustee**"), has today entered into a conditional sale and purchase agreement (the "**Sale and Purchase Agreement**") with OUE Limited (the "**Sponsor**") with the aim of acquiring an effective interest of between 61.16% and 67.95% interest in One Raffles Place (the "**Property**") through the indirect acquisition of a 75.0% to 83.33% interest in OUB Centre Limited ("**OUBC**") (the "**Acquisition**").

OUBC is the registered owner of the Property and it owns 81.54% of the beneficial interest in the Property for itself (the "**OUBC Interest**").

1.2 Information on One Raffles Place

The Property is strategically located at the junction of Raffles Place and Chulia Street, in the heart of Singapore's main financial district, Raffles Place. It is situated above the Raffles Place Mass Rapid Transit ("**MRT**") interchange station, and has a direct and seamless link to the Raffles Place MRT interchange station via an underground pedestrian walkway.

The Property is an integrated commercial development comprising One Raffles Place Tower 1, One Raffles Place Tower 2 and One Raffles Place Shopping Mall, with approximately 860,000 square feet ("**sq ft**") of aggregate net lettable area ("**NLA**"). One Raffles Place Tower 1 was completed in 1986 and is one of the tallest buildings in the Singapore central business district ("**CBD**"). It comprises a 62-storey Grade-A office building with a rooftop restaurant and an observation deck. One Raffles Place Tower 2, which is the new tower completed in 2012, is a 38-storey

Standard Chartered Securities (Singapore) Pte. Limited, CIMB Bank Berhad, Singapore Branch and Oversea-Chinese Banking Corporation Limited were the joint global coordinators and issue managers for the initial public offering of OUE Commercial Real Estate Investment Trust.
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Grade-A office building. It has been awarded the Platinum Green Mark Award by the Building and Construction Authority (“**BCA**”) for its energy efficiency and environmentally sustainable design. One Raffles Place Shopping Mall is a six-storey retail podium that has undergone extensive refurbishment works which were completed in May 2014. Its basement level is seamlessly linked to the Raffles Place MRT interchange station. The Property has a total of 326 basement car park lots.

The table below sets out a summary of selected information on the Property (in respect of which OUE C-REIT will be acquiring a partial indirect interest):

Gross Floor Area ("GFA")	Approximately 119,725.8 sq m (1,288,717 sq ft)
NLA	One Raffles Place Tower 1: Approximately 38,090.3 sq m (410,000 sq ft) One Raffles Place Tower 2: Approximately 32,516.1 sq m (350,000 sq ft) One Raffles Place Shopping Mall: Approximately 9,290.3 sq m (100,000 sq ft) Total: Approximately 79,896.7 sq m (860,000 sq ft)
Car park	326 car park lots located in Basements 2 to 4
Title	One Raffles Place Tower 1: 841-year leasehold title commencing 1 November 1985 One Raffles Place Tower 2: 99-year leasehold title commencing 26 May 1983 One Raffles Place Shopping Mall - the retail podium straddles two land plots: <ul style="list-style-type: none"> - approximately 75% of the retail podium NLA is on a 99-year leasehold title commencing 1 November 1985 - the balance 25% is on the 841-year leasehold title commencing 1 November 1985

1.3 Manner of the Proposed Acquisition

The Sale and Purchase Agreement is for the proposed acquisition by the Trustee from the Sponsor of the entire issued share capital of Beacon Property Holdings Pte. Ltd. (“**BPHPL**”), a wholly-owned subsidiary of the Sponsor which holds a percentage of the issued share capital in OUBC.

As at the date of this announcement, the Sponsor and its wholly-owned subsidiary BPHPL collectively hold a 50.0% interest in OUBC¹. The remaining 50.0% interest is held by several third parties, including the Kuwait Investment Office (“**KIO**”), which holds a 33.33% interest in OUBC.

Pursuant to an agreement entered into between the Sponsor and KIO in relation to KIO’s divestment of its 33.33% interest in OUBC, BPHPL will acquire an additional interest in OUBC of a minimum of 25.0% and up to a maximum of 33.33%. This is because pursuant to the articles of association of OUBC, if a shareholder wishes to divest its shares (the “**Divested Shares**”), the remaining shareholders are entitled to

¹ BPHPL currently holds a 45.0% interest in OUBC. The Sponsor holds the remaining 5.0% interest in OUBC and intends to transfer such interest to BPHPL prior to completion of the proposed Acquisition.

acquire the Divested Shares *pro rata* in accordance with their existing shareholding. Upon KIO giving notice of its intention to dispose of its 33.33% interest, BPHPL would have a *pro rata* entitlement to acquire a 25.0% interest in OUBC², bringing its total interest in OUBC to 75.0%. If the remaining shareholders do not exercise their entitlement to acquire the Divested Shares, then BPHPL would be able to acquire up to a maximum of 33.33% interest in OUBC², bringing its total interest in OUBC to 83.33%. Therefore, the final purchase consideration payable to the Sponsor for the proposed Acquisition (the “**Purchase Consideration**”) shall be determined based on the amount of the OUBC shares to be acquired by BPHPL, which is between 75.0% and 83.33% of the OUBC shares.

Since OUBC owns 81.54% of the beneficial interest in the Property, a 75.0% interest in OUBC translates into an effective interest of 61.16% in the Property and an 83.33% interest in OUBC translates into an effective interest of 67.95% in the Property.

1.4 Relationship with the Sponsor

As at the date of this announcement, the Sponsor, through its wholly-owned subsidiaries, Clifford Development Pte. Ltd. (“**CDPL**”) and the Manager, holds an aggregate interest in 422,018,928 units in OUE C-REIT (“**Units**”), which is equivalent to 48.3% of the total number of Units in issue, and is therefore regarded as a “controlling Unitholder” of OUE C-REIT under the Listing Manual of the SGX-ST (the “**Listing Manual**”) and Appendix 6 of the Code on Collective Investment Schemes (the “**Property Funds Appendix**”). In addition, as the Manager is a wholly-owned subsidiary of the Sponsor, the Sponsor is therefore regarded as a “controlling shareholder” of the Manager under both the Listing Manual and the Property Funds Appendix. As the Sponsor is the vendor of BPHPL under the Sale and Purchase Agreement, for the purposes of Chapter 9 of the Listing Manual and Paragraph 5 of the Property Funds Appendix, the Sponsor (being a “controlling Unitholder” and a “controlling shareholder” of the Manager) is (for the purposes of the Listing Manual) an “interested person” and (for the purposes of the Property Funds Appendix) an “interested party” of OUE C-REIT.

Therefore, the proposed Acquisition will constitute an Interested Person Transaction under Chapter 9 of the Listing Manual, as well as an Interested Party Transaction under the Property Funds Appendix, in respect of which approval of the unitholders of OUE C-REIT (“**Unitholders**”) is required.

A circular is expected to be issued to the Unitholders (the “**Circular**”) in due course, together with a notice of extraordinary general meeting (“**EGM**”), for the purpose of seeking the Unitholders’ approval for, among others, the proposed Acquisition.

2 BPHPL currently holds a 45.0% interest in OUBC. The Sponsor holds the remaining 5.0% interest in OUBC and intends to transfer such interest to BPHPL prior to completion of the proposed Acquisition. Upon the transfer of the Sponsor’s 5.0% interest in OUBC to BPHPL, BPHPL would have (i) a *pro rata* entitlement to acquire a 25.0% interest in OUBC and (ii) the ability to acquire the maximum of 33.33% interest in OUBC.

2. PRINCIPAL TERMS OF THE PROPOSED ACQUISITION

2.1 Purchase Consideration and Valuation

The Purchase Consideration shall be the net asset value (“**NAV**”) attributable to the controlling shareholder of the BPHPL Group³ after taking into account the agreed value of S\$1,715.0 million for the entire OUBC Interest (comprising 81.54% interest in the Property) and the shareholder’s loan to be repaid by BPHPL upon completion of the proposed Acquisition.

The Purchase Consideration has been negotiated on a willing-buyer and willing-seller basis, after taking into account the independent valuations of Savills Valuation and Professional Services (S) Pte Ltd (“**Savills**”) and Cushman & Wakefield VHS Pte. Ltd. (“**Cushman & Wakefield**”) (collectively, the “**Independent Valuers**”). The Independent Valuers had conducted their valuations based on the income capitalisation approach and the market comparison method.

The Trustee has commissioned Savills and the Manager has commissioned Cushman & Wakefield to value the OUBC Interest and their valuations are as follows.

Valuation of the OUBC Interest by Savills (as at 5 June 2015)	S\$1,734.0 million
Valuation of the OUBC Interest by Cushman & Wakefield (as at 5 June 2015)	S\$1,733.0 million
Agreed Value for the OUBC Interest	S\$1,715.0 million
Agreed Value for 75.0% of the OUBC Interest	S\$1,286.3 million
Agreed Value for 83.33% of the OUBC Interest	S\$1,429.2 million

Assuming that:

- (a) OUE C-REIT acquires BPHPL which owns a 75.0% interest in OUBC; and
- (b) the proposed Acquisition is completed on 1 October 2015;
- (c) BPHPL Group’s expected NAV as at 30 September 2015 based on the agreed value of S\$1,286.3 million for the 75.0% interest in OUBC; and
- (d) the repayment of a shareholder’s loan which shall be extended by the Sponsor to BPHPL for the acquisition of the Divested Shares,

the expected Purchase Consideration shall be S\$1,034.0 million.

Assuming that:

- (a) OUE C-REIT acquires BPHPL which owns a 83.33% interest in OUBC;

3 “**BPHPL Group**” refers to BPHPL and its shareholding in OUBC as at the date of completion of the proposed Acquisition.

- (b) the proposed Acquisition is completed on 1 October 2015;
- (c) BPHPL Group's expected NAV as at 30 September 2015 based on the agreed value of S\$1,429.2 million for the 83.33% interest in OUBC; and
- (d) the repayment of a shareholder's loan which shall be extended by the Sponsor to BPHPL for the acquisition of the Divested Shares,

the expected Purchase Consideration shall be S\$1,148.8 million.

The expected Purchase Consideration shall be adjusted to reflect the actual NAV attributable to the controlling shareholder of the BPHPL Group on the date of completion of the proposed Acquisition.

2.2 Estimated Total Acquisition Cost

Depending on the shareholding interest in OUBC acquired by BPHPL, the estimated total cost of the proposed Acquisition (the "**Total Acquisition Cost**") will range from approximately S\$1,061.3 million to S\$1,178.3 million, comprising:

- (i) the assumed Purchase Consideration of S\$1,034.0 million to S\$1,148.8 million;
- (ii) the acquisition fee ("**Acquisition Fee**") of approximately S\$9.6 million to S\$10.6 million to be paid in Units⁴; and
- (iii) the estimated debt and/or equity financing related costs, stamp duty, professional and other fees and expenses incurred or to be incurred by OUE C-REIT in connection with the proposed Acquisition of approximately S\$17.7 million to S\$18.9 million.

2.3 Principal Terms of the Sale and Purchase Agreement

The principal terms of the Sale and Purchase Agreement include, among others, the following conditions precedent:

- (i) BPHPL having acquired the additional 25.0% to 33.33% interest in OUBC and being the legal and beneficial owner of the 75.0% to 83.33% shares in OUBC;
- (ii) no statute, regulation or decision which would prohibit the sale and purchase of the shares of BPHPL or the operation of any of OUBC and its subsidiaries having been proposed, enacted or taken by any governmental or official authority;
- (iii) the approval of the Sponsor's shareholders for the disposal of BPHPL and transactions in connection with such disposal;
- (iv) the approval of the Unitholders for the proposed Acquisition and transactions in connection with such proposed Acquisition (including the issuance of

⁴ As the proposed Acquisition is an "interested party transaction" under the Property Funds Appendix, the Acquisition Fee will be in the form of Units which shall not be sold within one year of the date of issuance in accordance with Paragraph 5.6 of the Property Funds Appendix.

convertible perpetual preferred units (“**CPPUs**”) to the Sponsor and/or its nominees (the “**CPPU Issue**”) and any applicable whitewash resolution to be obtained from Unitholders in connection with such issuance);

- (v) the approval and confirmation being received by OUE C-REIT from Inland Revenue Authority of Singapore that the CPPUs will be treated as equity;
- (vi) the approval and confirmation being received by OUE C-REIT from the Monetary Authority of Singapore that the CPPUs will not count towards OUE C-REIT’s aggregate leverage limit under the Property Funds Appendix; and
- (vii) (a) no event or circumstance shall have occurred in respect of or in connection with the affairs of OUBC and/or One Raffles Place, and (b) there being no breach of any clause of the Sale and Purchase Agreement (including any of the warranties), which adversely affects the NAV of OUBC by 25% when compared to that reflected in the audited consolidated financial statement of OUBC for the financial year ended 31 December 2014.

Completion of the proposed Acquisition is conditional upon the above condition precedents being fulfilled or waived by the relevant party (other than paragraphs 2.3(iii) and 2.3(iv) above which cannot be waived) to the Sale and Purchase Agreement on or prior to the Long Stop Date. For the purpose of the Sale and Purchase Agreement, “**Long Stop Date**” refers to the date falling three months after the date of the EGM convened to seek Unitholders’ approval for, among others, the acquisition of BPHPL or such other earlier date as may be mutually agreed by OUE C-REIT and the Sponsor.

3. RATIONALE FOR THE PROPOSED ACQUISITION

The Manager believes that the proposed Acquisition will bring the following key benefits to Unitholders:

3.1 Acquisition of a majority interest in a landmark commercial property in the Singapore CBD

The proposed Acquisition represents a unique opportunity for OUE C-REIT to acquire a majority interest in One Raffles Place. It is expected to increase OUE C-REIT’s exposure to its core Singapore office market and the Property possesses the following competitive strengths arising from its positioning as a Grade-A commercial property:

- (i) it is strategically located in the heart of Raffles Place, which is the traditional financial and business hub within Singapore’s CBD. Raffles Place is perceived as the most accessible office location within the CBD, and is expected to remain as a focal point of the CBD even with the expansion of the Marina Bay precinct, with One Raffles Place’s strategic location being a strong pull-factor for prospective tenants;

One Raffles Place is situated above and linked to the Raffles Place MRT interchange station, one of Singapore's major MRT interchange stations, via underground pedestrian access through the basement of its retail podium which is also connected to a comprehensive underground network of pedestrian walkways linking to other developments within Raffles Place as well as Marina Bay. The Property also enjoys enhanced accessibility to other parts of Singapore via its proximity to the Marina Coastal Expressway, the Central Expressway and the East Coast Parkway;

- (ii) it is a prominent iconic development with Grade-A building specifications. One Raffles Place Tower 1 comprises a 62-storey office tower and is one of the tallest buildings in the CBD, with its upper levels enjoying a 360-degree panoramic view of the city. One Raffles Place Shopping Mall, a six-storey retail podium that has undergone extensive refurbishment works which completed recently, faces the entire length of the Raffles Place Park, within the very heart of Raffles Place, and offers a diverse range of shopping, dining and leisure options catering to the needs of the working population in the CBD. The main anchor tenants of One Raffles Place Shopping Mall include H&M, Uniqlo and other well-known local and international brand names such as Paris Baguette Café, The Hour Glass, Pandora and Tumi;
- (iii) the two office towers offer quality and efficient column-free office space with regular floor plates. As a result, the Property enjoys an established blue-chip tenant base which include reputable banking, insurance, financial, information and technology, media and telecommunications companies and multi-national corporations ("**MNCs**"). Key tenants include Petrobras Singapore Pte Ltd, Alipay Singapore E-commerce Private Limited, Virgin Active Singapore Pte Ltd, Pramerica Investment Management (Singapore) Pte Ltd and China Merchant Bank Co. Ltd;
- (iv) One Raffles Place Tower 2 has been accredited with the prestigious BCA Green Mark Platinum Certification for its environmentally sustainable features, and such accreditation is increasingly sought after by blue-chip tenants and MNCs when sourcing potential office space; and
- (v) the Property is situated primarily on three land plots with three different tenures with remaining long land leases of about 812 years, 69 years and 67 years respectively, translating to a remaining weighted average land lease expiry (by value) of 435 years. The long land leases provide an attractive investment opportunity and the proposed Acquisition is expected to increase the remaining land lease expiry of OUE C-REIT, from its current remaining weighted average land lease expiry of approximately 72 years to 258 years, which is approximately 3.6 times from its current remaining weighted average land lease expiry.

3.2 Acquisition of a quality commercial property at an attractive price

The agreed value for the OUBC Interest of S\$1,715.0 million translates to approximately S\$2,382 per square foot (“**psf**”), which is attractive compared to the recently transacted prices of Grade-A properties in the Raffles Place area, as illustrated in the following table⁵.

Property	Remaining Land Tenure	Date of Transaction	Transacted Price	Transacted Price
The OUBC Interest	Weighted average of 435 years	In progress	S\$1,715.0 million	S\$2,382 psf
Straits Trading Building	847 years	September 2014	S\$450.0 million	S\$2,830 psf
Prudential Tower	74 years	May 2014	S\$512.0 million	S\$2,316 psf
OUE Bayfront	92 years	January 2014	S\$1,005.0 million	S\$2,498 psf
Hitachi Tower	Over 840 years	January 2013	S\$660.0 million	S\$2,374 psf

3.3 Achievement of transformational scale for OUE C-REIT through the proposed Acquisition which significantly enlarges the size of its portfolio and strengthens its competitive position in Singapore

Following the completion of the proposed Acquisition, the value of OUE C-REIT’s assets-under-management (“**AUM**”) is expected to increase from S\$1,630.6 million as at 31 December 2014 to S\$3,364.6 million, representing an increase of 106.3%.

The larger asset base post-Acquisition is expected to enhance OUE C-REIT’s overall capital management flexibility. This will, among others, facilitate future acquisitions and asset enhancement initiatives by OUE C-REIT.

Further, the proposed Acquisition is expected to increase OUE C-REIT’s proportion of Singapore AUM from 69.6% to 85.3%, as well as increase the total net lettable area of OUE C-REIT’s asset portfolio from approximately 825,000 sq ft to approximately 1,545,000 sq ft, thereby enlarging OUE C-REIT’s footprint within the Singapore CBD and strengthening its competitive position as a landlord in the Singapore office market.

3.4 Favourable growth profile from potential strong positive rental reversion, increase in occupancy and limited new office supply in Raffles Place

There are no known premium and Grade-A offices in the pipeline in Raffles Place from 2015 to 2018. In addition, existing Grade-A offices in Raffles Place are uniquely positioned, offering mainly mid-sized floor plates, compared with recent and future office developments that offer floor plates of 20,000 sq ft and above. This, coupled

5 Based on information provided in the valuation report by Cushman & Wakefield dated 9 June 2015.

with the average office rent at Raffles Place being significantly lower than in Marina Bay, provides a strong value proposition for businesses to be located in Raffles Place. The Manager expects rents for Grade-A office buildings in Raffles Place, especially those which are well-located e.g. with direct access to the MRT station, to be resilient.

The Manager estimates that the current in-place office rent and occupancy at One Raffles Place is significantly lower than the average rent and average occupancy for Grade-A offices in Raffles Place. The Manager believes that OUE C-REIT can potentially achieve strong positive rental reversions to market rents and an increase in occupancy levels to the market level. This is expected to deliver significant net property income growth to Unitholders.

3.5 Enhanced portfolio diversification and resilience, as well as reduced asset concentration risk

The proposed Acquisition is expected to benefit Unitholders by enhancing the diversification and resilience of OUE C-REIT's existing portfolio through the following ways:

(i) Increasing OUE C-REIT's gross revenue contribution denominated in Singapore dollars

The proposed Acquisition is expected to increase the gross revenue contribution denominated in Singapore dollars, and in turn reduce the impact of foreign exchange fluctuations on OUE C-REIT's total distributable income.

(ii) Reducing the concentration risk of OUE C-REIT's income stream from any single property

The proposed Acquisition is expected to enhance OUE C-REIT's income diversification and reduce its asset concentration risk.

(iii) Enhancing the quality of OUE C-REIT's tenant base

The proposed Acquisition is expected to enhance the quality of OUE C-REIT's tenant base, with the addition of several established MNCs which include Petrobras Singapore Pte Ltd, Alipay Singapore E-commerce Private Limited, Virgin Active Singapore Pte Ltd, Pramerica Investment Management (Singapore) Pte Ltd and China Merchant Bank Co. Ltd, thereby adding to OUE C-REIT's existing core of blue chip tenants. The stronger and more diverse tenant base is also expected to improve the resilience of OUE C-REIT's cashflows.

4. METHOD OF FINANCING AND FINANCIAL EFFECTS

4.1 Method of Financing

The Manager intends to finance the Total Acquisition Cost (excluding the Acquisition Fee which shall be paid in Units) through a combination of debt and equity financing, including the proposed CPPU Issue. The Manager will consider factors such as the

prevailing market conditions, the cost of debt and equity and the impact on OUE C-REIT's aggregate leverage in determining the optimal funding structure for the proposed Acquisition. Additional details of the funding structure will be disclosed in the Circular.

4.2 Pro Forma Financial Effects

The pro forma financial effects of the proposed Acquisition will be disclosed in the Circular once the Manager has decided on the optimal funding structure for the proposed Acquisition. Relevant information relating to the pro forma financial effects, including the proposed Acquisition's impact on the NAV per Unit, the distribution per Unit and OUE C-REIT's aggregate leverage, will also be disclosed in the Circular.

5. AUDIT AND RISK COMMITTEE STATEMENT

The Audit and Risk Committee of the Manager will obtain an opinion from the independent financial adviser on the proposed Acquisition and the proposed CPPU Issue (if applicable) before forming its view, which will be disclosed in the Circular, as to whether the proposed Acquisition and the proposed CPPU Issue (if applicable) are on normal commercial terms and are not prejudicial to the interests of OUE C-REIT and its minority Unitholders.

6. OTHER INTERESTED PERSON TRANSACTIONS

As at the date of this announcement, the value of all interested person transactions entered into between (i) OUE C-REIT and (ii) the Sponsor and their subsidiaries and associates during the course of the current financial year is approximately S\$1,890,000. OUE C-REIT has not entered into transactions with other interested persons which are the subject of aggregation under Rules 905 or 906 of the Listing Manual in the current financial year.

7. INTERESTS OF DIRECTORS AND CONTROLLING UNITHOLDERS

As at the date of this announcement and based on information available to the Manager as at the date of this announcement, certain directors of the Manager collectively hold an aggregate direct and indirect interest in 875,000 Units.

Mr Christopher James Williams is a director of the Sponsor, as well as a director of the Manager.

As at the date of this announcement and based on information available to the Manager as at the date of this announcement, the Sponsor, through its wholly-owned subsidiaries, CDPL and the Manager, holds an aggregate interest in 422,018,928 Units, which is equivalent to 48.3% of the total number of Units in issue. CDPL holds a direct interest in 414,006,000 Units, which is equivalent to 47.4% of the total number of Units in issue.

Saved as disclosed above and based on information available to the Manager as at the date of this announcement, none of the directors of the Manager or the controlling Unitholders has an interest, direct or indirect, in the proposed Acquisition.

8. OTHER INFORMATION

8.1 Directors' Service Contracts

No person is proposed to be appointed as a director of the Manager in connection with the proposed Acquisition or any other transactions contemplated in relation to the proposed Acquisition.

8.2 Disclosure under Rule 1010(13) of the Listing Manual

Chapter 10 of the Listing Manual classifies transactions by OUE C-REIT into (i) non-discloseable transactions, (ii) discloseable transactions, (iii) major transactions and (iv) very substantial acquisitions or reverse takeovers, depending on the size of the relative figures computed on, *inter alia*, the following bases or comparison set out in Rules 1006(b) and 1006(c) and Rule 1006(d) of the Listing Manual:

- (i) the net profits attributable to the assets acquired, compared with OUE C-REIT's net profits;
- (ii) the aggregate value of the consideration given, compared with OUE C-REIT's market capitalisation; and
- (iii) the number of Units issued by OUE C-REIT as consideration for the proposed Acquisition, compared with the number of Units previously in issue.

The relative figures for the proposed Acquisition using the applicable bases of comparison described above are set out in the tables below.

Scenario A (Acquisition of a 75.0% Indirect Interest in OUBC)

Comparison of	Proposed Acquisition ⁽¹⁾	OUE C-REIT ⁽²⁾	Relative figure (%)
Profits (S\$ million)	83.0 ⁽³⁾	293.0 ⁽⁴⁾	28.3
Consideration against market capitalisation (S\$ million)	1,034.0 ⁽⁵⁾	712.8 ⁽⁶⁾	145.1
Units issued as consideration against Units previously in issue ('000)	This is not applicable as no ordinary Units are expected to be issued as consideration for the proposed Acquisition.		

Notes:

- (1) Assuming that BPHPL was incorporated on 27 January 2014 and has held and consolidated OUBC from 27 January 2014 to 31 December 2014.
- (2) OUE C-REIT was constituted on 10 October 2013 but it was dormant until 27 January 2014 when it was listed on the SGX-ST.

- (3) This figure is derived from OUE Limited's Annual Report 2014 and represents OUBC's net profit after tax, pro-rated for the period from 27 January 2014 to 31 December 2014 to align with the operating period of OUE C-REIT.
- (4) This figure represents total return and is based on OUE C-REIT's audited consolidated financial statements for the period from 10 October 2013 to 31 December 2014. OUE C-REIT was constituted on 10 October 2013 but it was dormant until 27 January 2014 when it was listed on the SGX-ST.
- (5) This figure represents the expected Purchase Consideration for the 75.0% indirect interest in OUBC.
- (6) This figure is based on OUE C-REIT's volume weighted average price of S\$0.8155 per Unit on 9 June 2015, being the market day preceding the date of this announcement.

Scenario B (Acquisition of an 83.33% Indirect Interest in OUBC)

Comparison of	Proposed Acquisition ⁽¹⁾	OUE C-REIT ⁽²⁾	Relative figure (%)
Profits (S\$ million)	92.2 ⁽³⁾	293.0 ⁽⁴⁾	31.5
Consideration against market capitalisation (S\$ million)	1,148.8 ⁽⁵⁾	712.8 ⁽⁶⁾	161.2
Units issued as consideration against Units previously in issue ('000)	This is not applicable as no ordinary Units are expected to be issued as consideration for the proposed Acquisition.		

Notes:

- (1) Assuming that BPHPL was incorporated on 27 January 2014 and has held and consolidated OUBC from 27 January 2014 to 31 December 2014.
- (2) OUE C-REIT was constituted on 10 October 2013 but it was dormant until 27 January 2014 when it was listed on the SGX-ST.
- (3) This figure is derived from OUE Limited's Annual Report 2014 and represents OUBC's net profit after tax, pro-rated for the period from 27 January 2014 to 31 December 2014 to align with the operating period of OUE C-REIT.
- (4) This figure represents total return and is based on OUE C-REIT's audited consolidated financial statements for the period from 10 October 2013 to 31 December 2014. OUE C-REIT was constituted on 10 October 2013 but it was dormant until 27 January 2014 when it was listed on the SGX-ST.
- (5) This figure represents the expected Purchase Consideration for the 83.33% indirect interest in OUBC.
- (6) This figure is based on OUE C-REIT's volume weighted average price of S\$0.8155 per Unit on 9 June 2015, being the market day preceding the date of this announcement.

As the relative figure for the basis of comparison set out in sub-paragraph 8.2(ii) exceeds 100.0%, the Manager had submitted an application to the SGX-ST regarding the waiver of Rule 1015 relating to very substantial acquisitions. The reasons for the waiver application were as follows:

- (i) the proposed Acquisition has been foreshadowed prior to OUE C-REIT's listing on the SGX-ST;
- (ii) Unitholders' approval will be sought for the proposed Acquisition;
- (iii) the proposed Acquisition will not result in a change of control in OUE C-REIT;
- (iv) the proposed Acquisition is in OUE C-REIT's ordinary course of business; and

- (v) OUE C-REIT is not able to produce three years of historical pro forma financial information for the proposed Acquisition as it was only listed on the SGX-ST on 27 January 2014.

In light of the reasons stated above, the SGX-ST has on 20 March 2015 advised that it has no objection to the waiver from Rule 1015 with respect to the proposed Acquisition, subject to OUE C-REIT announcing the waiver granted, the reasons for seeking the waiver and the conditions, if any, of the waiver.

8.3 Documents for Inspection

A copy of the following documents is available for inspection⁶ during normal business hours at the registered office of the Manager located at 50 Collyer Quay #04-08, OUE Bayfront, Singapore 049321 for a period of three months commencing from the date of this announcement:

- (i) the Sale and Purchase Agreement; and
- (ii) the independent valuation reports of Savills and Cushman & Wakefield.

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)

10 June 2015

IMPORTANT NOTICE

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

⁶ Prior appointment will be appreciated.

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.