

SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)
REGULATIONS 2012

**NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/
UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES**

**FORM
3**

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing the notification form.
2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
10. In this form, the term "Listed Issuer" refers to -
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").

11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

First Real Estate Investment Trust ("First REIT")

2. Type of Listed Issuer:

- ☐ Company/Corporation
☐ Registered/Recognised Business Trust
☒ Real Estate Investment Trust

Name of Trustee-Manager/Responsible Person:

Bowsprit Capital Corporation Limited ("Bowsprit")

3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

- ☐ No *(Please proceed to complete Part II)*
☒ Yes *(Please proceed to complete Parts III & IV)*

4. Date of notification to Listed Issuer:

29-Oct-2018

Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

Substantial Shareholder/Unitholder **A** 

1. Name of Substantial Shareholder/Unitholder:

OLH Healthcare Investments Pte. Ltd. ("OHI")

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

☐ Yes

☒ No

3. Notification in respect of:

☐ Becoming a Substantial Shareholder/Unitholder

☒ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

☐ Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

26-Oct-2018

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

26-Oct-2018

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

N.A.

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	83,593,683	83,593,683
As a percentage of total no. of voting shares/units: 	0	10.6	10.6
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	83,593,683	0	83,593,683
As a percentage of total no. of voting shares/units: 	10.6	0	10.6

8. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

On 18 September 2018, OHI had entered into a conditional units purchase agreement ("CUPA") as purchaser with Bridgewater International Limited ("Vendor") as vendor and PT Lippo Karawaci Tbk ("PT LK") as guarantor, pursuant to which OHI agreed to acquire from the Vendor 83,593,683 units in First REIT ("Vendor Units"), representing 10.63% of the total issued units of First REIT as at 18 September 2018. Pending completion of the CUPA, OHI was, pursuant to Section 4(7) of the Securities and Futures Act (Chapter 289) of Singapore, deemed to have an interest in the Vendor Units.

On 26 October 2018, OHI completed the acquisition of the Vendor Units. Accordingly, OHI now has a direct interest in the Vendor Units, representing 10.60% of the total issued units of First REIT as at 26 October 2018.

The change in percentage unitholding from the 10.63% initially stated in OHI's notification on 19 September 2018 is due to the issue of 835,485 units of First REIT to Bowsprit on 16 October 2018 as payment of 85% of the performance fee component of Bowsprit's management fee for the period from 1 July 2017 to 30 September 2017 and the issue of 959,814 units of First REIT to Bowsprit on 16 October 2018 as payment of 82% of the base fee component of Bowsprit's management fee for the period from 1 July 2018 to 30 September 2018. Following the abovementioned issues of units on 16 October 2018, the total number of units of First REIT in issue is 788,479,925.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

OHI is 100% owned by OUELH (Singapore) Pte. Ltd., which is in turn 100% owned by OUELH (SEA) Pte. Ltd., which is in turn 100% owned by OUE Lippo Healthcare Limited.

10. Attachments (*if any*): 



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (*the "Initial Announcement"*):

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- (b) Date of the Initial Announcement:

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- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (*if any*):

The percentage presented in Paragraph 7 is based on the total number of issued units of First REIT of 788,479,925 units.

Substantial Shareholder/Unitholder **B**



1. Name of Substantial Shareholder/Unitholder:

OUELH (Singapore) Pte. Ltd.

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

☐ Yes

☒ No

3. Notification in respect of:

☐ Becoming a Substantial Shareholder/Unitholder

☒ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

☐ Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

26-Oct-2018

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

26-Oct-2018

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

N.A.

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	83,593,683	83,593,683
As a percentage of total no. of voting shares/units: 	0	10.6	10.6
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	83,593,683	83,593,683
As a percentage of total no. of voting shares/units: 	0	10.6	10.6

8. Circumstances giving rise to deemed interests (if the interest is such):

[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Please see Paragraph 8 of Substantial Shareholder A's notification above.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

Please see Paragraph 9 of Substantial Shareholder A's notification above.

10. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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- (b) Date of the Initial Announcement:

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- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

Please see Paragraph 12 of Substantial Shareholder A's notification above.

Substantial Shareholder/Unitholder C

1. Name of Substantial Shareholder/Unitholder:

OUELH (SEA) Pte. Ltd.

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

☐ Yes

☒ No

3. Notification in respect of:

☐ Becoming a Substantial Shareholder/Unitholder

☒ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

☐ Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

26-Oct-2018

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest ⓘ (if different from item 4 above, please specify the date):

26-Oct-2018

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

N.A.

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	83,593,683	83,593,683
As a percentage of total no. of voting shares/units: ⓘ	0	10.6	10.6
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	83,593,683	83,593,683
As a percentage of total no. of voting shares/units: ⓘ	0	10.6	10.6

8. Circumstances giving rise to deemed interests (if the interest is such):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Please see Paragraph 8 of Substantial Shareholder A's notification above.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

Please see Paragraph 9 of Substantial Shareholder A's notification above.

10. Attachments (if any):



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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- (b) Date of the Initial Announcement:

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- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

Please see Paragraph 12 of Substantial Shareholder A's notification above.

Substantial Shareholder/Unitholder D

1. Name of Substantial Shareholder/Unitholder:

OUE Lippo Healthcare Limited ("OLH")

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

☐ Yes

☒ No

3. Notification in respect of:

☐ Becoming a Substantial Shareholder/Unitholder

☒ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

☐ Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

26-Oct-2018

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):

26-Oct-2018

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

N.A.

7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/Unitholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	138,645,491	138,645,491
As a percentage of total no. of voting shares/units: ⓘ	0	17.58	17.58
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	140,440,790	140,440,790
As a percentage of total no. of voting shares/units: ⓘ	0	17.81	17.81

8. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

On 18 September 2018, OHI had entered into the CUPA as purchaser with the Vendor and PT LK as guarantor, pursuant to which OHI agreed to acquire from the Vendor the Vendor Units, representing 10.63% of the total issued units of First REIT as at 18 September 2018. Pending completion of the CUPA, OHI was, pursuant to Section 4(7) of the Securities and Futures Act (Chapter 289) of Singapore, deemed to have an interest in the Vendor Units. On 26 October 2018, OHI completed the acquisition of the Vendor Units. Accordingly, OHI now has a direct interest in the Vendor Units, representing 10.60% of the total issued units of First REIT as at 26 September 2018. As OHI is an indirect wholly-owned subsidiary of OLH, OLH is deemed to be interested in the Vendor Units.

The change in percentage unitholding from the 10.63% initially stated in OLH's notification on 19 September 2018 is due to the issue of 835,485 units of First REIT to Bowsprit on 16 October 2018 as payment of 85% of the performance fee component of Bowsprit's management fee for the period from 1 July 2017 to 30 September 2017 and the issue of 959,814 units of First REIT to Bowsprit on 16 October 2018 as payment of 82% of the base fee component of Bowsprit's management fee for the period from 1 July 2018 to 30 September 2018. Following the abovementioned issues of units on 16 October 2018, the total number of units of First REIT in issue is 788,479,925.

In addition, OLH had on 18 September 2018 entered into a conditional share purchase agreement ("CSPA") with, inter alia, LK REIT Management Pte. Ltd. ("LKRM") as vendor and PT LK as guarantor, pursuant to which OLH agreed to acquire from LKRM 400,000 ordinary shares in Bowsprit, representing 40% of the total issued share capital of Bowsprit. Given that Bowsprit has a direct interest in 56,847,107 units in First REIT ("Bowsprit Units"), OLH is deemed to have an interest in the Bowsprit Units.

Accordingly, OLH is deemed to be interested in a total of 140,440,790 units in First REIT.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

Please see Paragraph 9 of Substantial Shareholder A's notification above.

10. Attachments (if any):



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (*the "Initial Announcement"*):

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- (b) Date of the Initial Announcement:

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- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

Please see Paragraph 12 of Substantial Shareholder A's notification above.

Part IV - Transaction details

1. Type of securities which are the subject of the transaction (*more than one option may be chosen*):

- ☒ Voting shares/units
☐ Rights/Options/Warrants over voting shares/units
☐ Convertible debentures over voting shares/units (*conversion price known*)
☐ Others (*please specify*):

2. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:

140,440,790 (83,593,683 Vendor Units and 56,847,107 Bowsprit Units)

3. Amount of consideration paid or received by Substantial Shareholders/Unitholders (*excluding brokerage and stamp duties*):

OHI paid a purchase consideration of S\$102,653,043 for the Vendor Units.

4. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- ☐ Securities via market transaction
☒ Securities via off-market transaction (*e.g. married deals*)
☐ Securities via physical settlement of derivatives or other securities
☐ Securities pursuant to rights issue
☐ Securities via a placement
☐ Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- ☐ Securities via market transaction
☐ Securities via off-market transaction (*e.g. married deals*)

Other circumstances:

- ☐ Acceptance of take-over offer for the Listed Issuer
☐ Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (*please specify*):

- ☐ Others (*please specify*):

Item 5 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholders/Unitholders.

5. Particulars of Individual submitting this notification form to the Listed Issuer:

(a) Name of Individual:

Victor Chong

(b) Designation (if applicable):

Vice President, Legal & Compliance

(c) Name of entity (if applicable):

OUE Lippo Healthcare Limited

Transaction Reference Number (auto-generated):

7	9	3	6	3	5	3	4	3	7	6	5	0	9	3
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