



BHG RETAIL REIT

(A real estate investment trust constituted on 18 November 2015
under the laws of the Republic of Singapore)

ANNUAL GENERAL MEETING TO BE HELD ON 28 APRIL 2022

1. **Background:** BHG Retail Trust Management Pte. Ltd., the manager of BHG Retail Real Estate Investment Trust (“**BHG Retail REIT**”, and the manager of BHG Retail REIT, the “**Manager**”), refers to:
 - (i) the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed entities in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
 - (ii) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”), which sets out the alternative arrangements in respect of, *inter alia*, general meetings of real estate investment trusts; and
 - (iii) the Joint Statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022), which provides guidance on the conduct of general meetings amid the evolving COVID-19 situation.
2. **Date, time and conduct of the Annual General Meeting:** The Manager is pleased to announce that pursuant to the Order, the annual general meeting (“**AGM**”) of the holders of units in BHG Retail REIT (“**Units**”, and the holders of Units, the “**Unitholders**”) will be convened and held by way of electronic means, on **Thursday, 28 April 2022 at 11.00 a.m.** (Singapore time).

The Manager’s Chairman, Mr Francis Siu Wai Keung, and Chief Executive Officer, Ms Chan Iz-Lynn, will conduct the proceedings of the AGM.
3. **Notice of AGM and proxy form:** The Notice of AGM dated 1 April 2022 (the “**Notice of AGM**”) and the proxy form will be sent to Unitholders by electronic means via publication on BHG Retail REIT’s corporate website at the URL <http://bhgreit.listedcompany.com/newsroom.html>, and will also be made available on the SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Notice of AGM and the proxy form will not be sent to Unitholders.
4. **No personal attendance at AGM:** As a precautionary measure due to the current COVID-19 situation in Singapore, to keep physical interactions and COVID-19 transmission risks to a minimum, the AGM will be convened and held by way of electronic means. Unitholders will not be able to attend the AGM in person.

5. Alternative arrangements for participation at the AGM:

Unitholders may participate at the AGM by:

- (i) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
- (ii) submitting questions in advance of the AGM; and
- (iii) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM.

Details of the steps are set out hereunder:

Pre-Registration to participate in the AGM

- I. **Pre-registration:** Unitholders must pre-register at BHG Retail REIT's pre-registration website at the URL <https://bhgreit.listedcompany.com/agm2022/register> from now till **11.00 a.m. on 25 April 2022** to enable the Manager to verify their status as Unitholders.
- II. **Receipt of Confirmation Email:** Following the verification, authenticated Unitholders will receive an email, which will contain user ID and password details as well as instructions on how to access the live audio-visual webcast and live audio-only stream of the AGM proceedings, by **5.00 p.m. on 27 April 2022** (the "**Confirmation Email**").
- III. **If Confirmation Email is not received:** Unitholders who do not receive the Confirmation Email by 5.00 p.m. on 27 April 2022, but have registered by the 25 April 2022 deadline should contact BHG Retail REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355, during its operating hours from Monday to Friday at 9.00 a.m. to 5.30 p.m., or via email at AGM.TeamE@boardroomlimited.com.

Pre-Submission of Questions

- I. **Submission of questions:** Unitholders may submit questions in advance of the AGM. Questions must be submitted in the following manner by **11.00 a.m. on 9 April 2022**:
 - (a) if submitted electronically, be submitted:
 - i. via the pre-registration website at the URL <https://bhgreit.listedcompany.com/agm2022/register>; or
 - ii. via email to BHG Retail REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at AGM.TeamE@boardroomlimited.com; or
 - (b) if submitted by post, be deposited at the office of BHG Retail REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632.
- II. **Information required:** Unitholders who submit questions via email or by post to BHG Retail REIT's Unit Registrar must provide the following information:
 - (a) the Unitholder's full name;
 - (b) the Unitholder's address; and
 - (c) the manner in which the Unitholder holds Units in BHG Retail REIT (e.g., via The Central Depository (Pte) Limited ("**CDP**"), scrip, Central Provident Fund ("**CPF**") or Supplemental Retirement Scheme ("**SRS**").

- III. **Addressing questions:** The Manager will endeavour to address all substantial and relevant questions submitted in advance of the AGM, prior to or during the AGM, and the Manager will publish the responses to those questions which the Manager will not be addressing during the AGM on BHG Retail REIT's corporate website and on SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements> prior to the AGM, latest by **22 April 2022**. Unitholders will not be able to ask questions at the AGM live during the audio visual-webcast or audio-only stream, and therefore it is important for Unitholders who wish to ask questions to submit their questions in advance of the AGM.
- IV. **Minutes:** The Manager will publish the minutes of the AGM on BHG Retail REIT's corporate website and on SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements> and the minutes will include the responses to the substantial and relevant questions if these questions are addressed during the AGM.

Voting through the submission of proxy forms

- I. **Appointment of Chairman as proxy:** If a Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.
- II. **Specific voting instructions to be given:** In appointing the Chairman of the AGM as proxy, a Unitholder must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
- III. **Submission of proxy forms:** The proxy form must be submitted to BHG Retail REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., by **11.00 a.m. on 26 April 2022** being forty-eight (48) hours before the time fixed for the AGM in the following manner:
- (a) if submitted by post, be lodged at the office of BHG Retail REIT's Unit Registrar at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to BHG Retail REIT's Unit Registrar at AGM.TeamE@boardroomlimited.com.

A Unitholder who wishes to submit a proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for Unitholders to submit completed proxy forms by post, Unitholders are strongly encouraged to submit completed proxy forms electronically via email.

- IV. **Persons who hold Units through relevant intermediaries, CPF and SRS Investors:** Persons who hold Units through relevant intermediaries (as defined in the Notice of AGM) and who wish to participate in the AGM, should contact the relevant intermediary through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the AGM. For the avoidance of

doubt, CPF and SRS Investors who wish to participate in the AGM should refer to the steps under “Pre-Registration to participate in the AGM” and “Pre-Submission of Questions” above. CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 18 April 2022**.

6. **Key dates/deadlines:** The table below sets out the key dates/deadlines for Unitholders to note:

Key dates	Actions
1 April 2022 (Friday)	Unitholders may begin to pre-register for the live audio-visual webcast or live audio-only stream of the AGM proceedings at the URL https://bhgreit.listedcompany.com/agm2022/register .
11.00 a.m. on 9 April 2022 (Saturday)	Deadline for Unitholders to submit questions in advance of the AGM.
5.00 p.m. on 18 April 2022 (Monday)	Deadline for CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
11.00 a.m. on 25 April 2022 (Monday)	Deadline for Unitholders to pre-register for the live audio-visual webcast or live audio-only stream of the AGM proceedings.
11.00 a.m. on 26 April 2022 (Tuesday)	Deadline for Unitholders to submit proxy forms.
5.00 p.m. on 27 April 2022 (Wednesday)	Authenticated Unitholders will receive the Confirmation Email (which will contain user ID and password details, as well as instructions on how to access the live audio-visual webcast and a toll-free telephone number to access the live audio-only stream of the AGM proceedings.)
11.00 a.m. on 28 April 2022 (Thursday)	<p>BHG Retail REIT’s AGM 2022</p> <ul style="list-style-type: none"> ▪ Click on the link in the Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the AGM proceedings; or ▪ Call the toll-free telephone number in the Confirmation Email to access the live audio-only stream of the AGM proceedings.

7. **Annual Report 2021:** The Annual Report 2021 may be accessed at BHG Retail REIT’s website at the URL <http://bhgreit.listedcompany.com/ar.html> by clicking on the link for “Annual Report 2021”.

8. **Further information:** For more information, Unitholders can refer to BHG Retail REIT’s corporate website at the URL <http://bhgreit.listedcompany.com/newsroom.html> or contact BHG

Retail REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355, during its operating hours from Monday to Friday at 9.00 a.m. to 5.30 p.m., or via email at AGM.TeamE@boardroomlimited.com.

- 9. Important reminder:** Due to the COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the AGM at short notice. Unitholders should check BHG Retail REIT's corporate website at the URL <http://bhgreit.listedcompany.com/newsroom.html> for the latest updates on the status of the AGM.

The Manager would like to thank all Unitholders for their patience and co-operation in enabling the Manager to hold the AGM with the optimum safe management measures amidst the current ongoing COVID-19 pandemic.

BY ORDER OF THE BOARD

BHG Retail Trust Management Pte. Ltd.
(as manager of BHG Retail Real Estate Investment Trust)
(Company Registration No. 201504222D)

Chan Iz-Lynn
Chief Executive Officer
1 April 2022

IMPORTANT NOTICE

This announcement is for information only and does not constitute an offer, invitation to purchase or subscribe for or solicitation of Units in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever. The value of the Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager, DBS Trustee Limited, as trustee of BHG Retail REIT, Beijing Hualian Department Store Co., Ltd., as the sponsor of BHG Retail REIT or any of their respective affiliates. An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Following the listing of the Units on the SGX-ST, investors have no right to request that the Manager redeem or purchase their Units while the Units are listed. It is intended that holders of Units may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This announcement is not an offer or sale of the Units in the United States or any other jurisdiction. The Units have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") and may not be offered or sold in the United States absent registration except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act. Any public offering of the Units in the United States would be made by means of a prospectus that would contain detailed information about BHG Retail REIT, the Manager and its management, as well as financial statements. There is no intention to register any portion of the offering in the United States or to conduct a public offering of securities in the United States. The Units are being offered and sold outside the United States (including to institutional and other investors in Singapore) in reliance on Regulations under the Securities Act.

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