

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** of First Real Estate Investment Trust ("**First REIT**", and holders of units in First REIT, the "**Unitholders**") will be convened and held by way of electronic means on Tuesday, 19 January 2021 at 2:30 p.m. (the "**EGM**"), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

### ORDINARY RESOLUTION

#### 1. THE PROPOSED LPKR MLA RESTRUCTURING

That:

- (i) the proposed restructuring of the master lease agreements for all of the hospitals which First REIT had leased to either PT. Lippo Karawaci Tbk ("**LPKR**") or LPKR and certain subsidiaries of PT Siloam International Hospitals Tbk (the "**Proposed LPKR MLA Restructuring**"), on the terms and conditions set out in a memorandum of understanding entered into between Perpetual (Asia) Limited, as trustee of First REIT (the "**Trustee**"), and LPKR dated 28 November 2020 (the "**LPKR MOU**") in respect of, among other things, the Proposed LPKR MLA Restructuring (as described in the circular to Unitholders dated 28 December 2020 (the "**Circular**"), a copy of which may be accessed at First REIT's website at the URL [https://www.first-reit.com/ir\\_egm.html](https://www.first-reit.com/ir_egm.html)) and the entry into the LPKR MOU be and are hereby approved and/or ratified; and
- (ii) First REIT Management Limited, as manager of First REIT (the "**Manager**"), any director of the Manager ("**Director**") and the Trustee, be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of First REIT to give effect to the Proposed LPKR MLA Restructuring and the LPKR MOU and all transactions in connection therewith.

### ORDINARY RESOLUTION

#### 2. THE PROPOSED WHITEWASH RESOLUTION

That subject to and contingent upon the conditions in the letter from the Securities Industry Council being fulfilled, the Unitholders, other than Clifford Development Pte. Ltd. ("**CDPL**"), which is a direct wholly-owned subsidiary of OUE Limited, and its concert parties, hereby (on a poll taken) waive their rights to receive a general offer from CDPL pursuant to Rule 14 of The Singapore Code on Take-overs and Mergers as a result of the receipt of the Rights Units (as defined in the Circular) by CDPL pursuant to the OUE Irrevocable Undertaking (as defined in the Circular).

BY ORDER OF THE BOARD

First REIT Management Limited  
(as manager of First Real Estate Investment Trust)  
(Company Registration No. 200607070D)

Mr Chester Leong Chang Hong  
Company Secretary  
Singapore  
28 December 2020

## Important Notice:

1. The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended). In addition to printed copies of this Notice that will be sent to Unitholders, this Notice will also be sent to Unitholders by electronic means via publication on First REIT's website at the URL [https://www.first-reit.com/ir\\_egm.html](https://www.first-reit.com/ir_egm.html). This Notice will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the accompanying First REIT announcement dated 28 December 2020. This announcement may be accessed at First REIT's website at the URL [https://www.first-reit.com/ir\\_egm.html](https://www.first-reit.com/ir_egm.html) and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

A Unitholder who wishes to watch the "live" audio-visual webcast or "live" audio-only stream must pre-register by **2:30 p.m. (Singapore time) on Saturday, 16 January 2021**, at the URL [https://www.first-reit.com/ir\\_egm.html](https://www.first-reit.com/ir_egm.html) to enable the Manager to verify his/her/its status as Unitholders.

Following the verification, authenticated Unitholders will receive an email containing instructions on how to access the "live" audio-visual webcast and "live" audio-only stream of the proceedings of the EGM by **2:30 p.m. (Singapore time) on Monday, 18 January 2021** (the "Confirmation Email").

Unitholders who do not receive the Confirmation Email by **2:30 p.m. (Singapore time) on Monday, 18 January 2021** but have registered by the **2:30 p.m. (Singapore time) on Saturday, 16 January 2021** deadline, should contact First REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355 from **9:00 a.m. to 4:00 p.m. (Singapore time) on Monday, 18 January 2021**.

A Unitholder who pre-registers to watch the "live" audio-visual webcast or "live" audio-only stream may also submit questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted in the following manner:

- (a) if submitted electronically, be submitted:
  - (i) via the pre-registration website at the URL [https://www.first-reit.com/ir\\_egm.html](https://www.first-reit.com/ir_egm.html); or
  - (ii) via email by completing the Submission of Questions Form provided by the Manager on First REIT's website at the URL [https://www.first-reit.com/ir\\_egm.html](https://www.first-reit.com/ir_egm.html) and on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and sending the same to First REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at [FREGM2021@boardroomlimited.com](mailto:FREGM2021@boardroomlimited.com);
- (b) in hard copy by completing the Submission of Questions Form provided by the Manager on First REIT's website at the URL [https://www.first-reit.com/ir\\_egm.html](https://www.first-reit.com/ir_egm.html) and on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and sending the same by post to the office of First REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623,

**in either case not later than 2:30 p.m. (Singapore time) on Saturday, 16 January 2021.**

3. **Due to the current COVID-19 restriction orders in Singapore, a Unitholder will not be able to attend the EGM in person. A Unitholder (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such Unitholder wishes to exercise his/her/its voting rights at the EGM.** The instrument appointing the Chairman of the EGM as proxy ("Proxy Form") may be accessed at First REIT's website at the URL [https://www.first-reit.com/ir\\_egm.html](https://www.first-reit.com/ir_egm.html) and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

Where a Unitholder (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

Unitholders who hold their Units through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore and, who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through "live" audio-visual webcast or "live" audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should approach their respective relevant intermediaries through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

For the avoidance of doubt, CPF and SRS investors who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through "live" audio-visual webcast or "live" audio-only stream and/or (b) submitting questions in advance of the EGM should refer to paragraph 2 above. However, CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **Thursday, 7 January 2021**, being seven (7) working days before the date of the EGM.

4. The Chairman of the EGM, as proxy, need not be a Unitholder of First REIT.
5. The Proxy Form must be submitted in the following manner:
  - (a) if submitted electronically, be submitted via email to First REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at [FREGM2021@boardroomlimited.com](mailto:FREGM2021@boardroomlimited.com); or
  - (b) if in hard copy submitted by post, be lodged at First REIT's Unit Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623,

**in either case not later than 2:30 p.m. (Singapore time) on Saturday, 16 January 2021.**

A Unitholder who wishes to submit the 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 current COVID-19 situation 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.**

The Proxy Form must be signed by the appointer or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a notorially certified copy thereof must be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid. A corporation, being a Unitholder, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the EGM and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

The Manager shall have the right to reject any Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of Units entered in the Depository Register, the Manager (a) may reject any Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his or her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by CDP to the Manager; and (b) shall be entitled and bound to accept as accurate the number of Units entered against the name of that Unitholder as shown in the Depository Register as at a time not earlier than 72 hours prior to the time of the EGM, supplied by CDP to the Trustee and to accept as the maximum number of votes which in aggregate that Unitholder and his proxy are able to cast on poll a number which is the number of Units entered against the name of that Unitholder as shown in the Depository Register, whether that number is greater or smaller than that specified by the Unitholder or in the Proxy Form.

6. The Circular has been uploaded on the website of the SGX-ST on 28 December 2020 at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at First REIT's website at the URL [https://www.first-reit.com/ir\\_egm.html](https://www.first-reit.com/ir_egm.html).
7. Due to the constantly evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the EGM at short notice. Unitholders should check First REIT's website at the URL [https://www.first-reit.com/ir\\_egm.html](https://www.first-reit.com/ir_egm.html) for the latest updates on the EGM.

#### **Personal Data Privacy:**

By submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a Unitholder consents to the collection, use and disclosure of the Unitholder's personal data by First REIT (or its agents) for the purpose of the processing and administration by First REIT (or its agents) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for First REIT (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.