

Keppel Pacific Oak US REIT

(a real estate investment trust constituted on 22 September 2017 under the laws of the Republic of Singapore)

Notice Of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of the Unitholders of Keppel Pacific Oak US REIT will be held at Level 3, Rooms 324 – 326, Suntec Singapore Convention and Exhibition Centre, 1 Raffles Boulevard, Singapore 039593 on Tuesday, 15 October 2019 at 2.30 p.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular dated 30 September 2019 to Unitholders (the "Circular")):

1. THE PROPOSED ACQUISITION OF THE PROPERTY (ORDINARY RESOLUTION 1)

RESOLVED THAT:

- (a) approval be and is hereby given for the acquisition of the Property, which consists of 2 buildings, namely 125 East John Carpenter and 5100 North O'Connor, for a purchase consideration of US\$101.5 million, on the terms and conditions set out in the Purchase and Sale Agreement dated 6 September 2019;
- (b) the entry into of the Purchase and Sale Agreement be and is hereby approved and ratified;
- (c) approval be and is hereby given for the payment of all fees and expenses relating to the Acquisition; and
- (d) Keppel Pacific Oak US REIT Management Pte. Ltd. (as manager of Keppel Pacific Oak US REIT) (the "Manager"), any Director or Chief Executive Officer or Chief Financial Officer of the Manager, and Perpetual (Asia) Limited (in its capacity as trustee of Keppel Pacific Oak US REIT) (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 Chief Executive Officer or Chief Financial Officer of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Keppel Pacific Oak US REIT to give effect to the Acquisition and all transactions in connection therewith).

2. THE PROPOSED KEPPEL PLACEMENT (ORDINARY RESOLUTION 2)

RESOLVED that, subject to and contingent upon the passing of Resolution 1:

- (a) approval be and is hereby given for the issue and placement of up to such number of New Units to KCIH as part of the Private Placement, in the manner described in the Circular; and
- (b) the Manager, any Director or Chief Executive Officer or Chief Financial Officer of the Manager 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 Chief Executive Officer or Chief Financial Officer of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Keppel Pacific Oak US REIT to give effect to the Keppel Placement and all transactions in connection therewith).

3. THE PROPOSED KBS SOR PLACEMENT (ORDINARY RESOLUTION 3)

RESOLVED that, subject to and contingent upon the passing of Resolution 1:

- (a) approval be and is hereby given for the issue and placement of up to such number of New Units to KBS SOR Properties LLC as part of the Private Placement, in the manner described in the Circular; and
- (b) the Manager, any Director or Chief Executive Officer or Chief Financial Officer of the Manager 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 Chief Executive Officer or Chief Financial Officer of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Keppel Pacific Oak US REIT to give effect to the KBS SOR Placement and all transactions in connection therewith).

By Order of the Board
Keppel Pacific Oak US REIT Management Pte. Ltd.
(Company Registration Number: 201719652G)
as manager of Keppel Pacific Oak US REIT

Kelvin Chua
Company Secretary
30 September 2019

Notes:

1. A Unitholder entitled to attend and vote at the EGM and who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder.
2. If the appointer is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its authorised officer or attorney.
3. The instrument appointing a proxy must be lodged at the Unit Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, not later than Saturday, 12 October 2019 at 2.30 p.m. being not less than seventy-two (72) hours before the time appointed for the EGM.
4. A Unitholder who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than one proxy to attend and vote instead of the Unitholder, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints more than one proxy, the appointments shall be invalid unless the Unitholder specifies the number of Units in relation to which each proxy has been appointed.
"relevant intermediary" means:
 - (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds Units in that capacity; or
 - (c) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for EGM in order for the Depositor to be entitled to attend and vote at the EGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of proxies and representatives appointed 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 the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee (or their agents) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.