

**MANULIFE US REAL ESTATE INVESTMENT TRUST**

(a real estate investment trust constituted on 27 March 2015 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 holders of units of Manulife US Real Estate Investment Trust (“**Manulife US REIT**”, and the holders of units of Manulife US REIT, “**Unitholders**”) will be held at Raffles City Convention Centre, Olivia Ballroom (Level 4), 80 Bras Basah Road, Singapore 189560, on Tuesday, 19 September 2017 at 10.00 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

**ORDINARY RESOLUTIONS:****1. THE PROPOSED ACQUISITION OF 10 EXCHANGE PLACE, JERSEY CITY, HUDSON COUNTY, NEW JERSEY**

That subject to and contingent upon the passing of Resolution 2:

- (a) approval be and is hereby given for the proposed acquisition of the office building located at 10 Exchange Place, Jersey City, Hudson County, New Jersey (the “**Property**”) and the proposed acquisition of the Property, the “**Acquisition**”) from John Hancock Life Insurance Company (U.S.A.) (“**JHUSA**”) an indirect, wholly-owned subsidiary of The Manufacturers Life Insurance Company (the “**Sponsor**”), on the terms and conditions set out in the purchase agreement entered into between Hancock S-REIT JCITY Corp., an indirect, wholly owned subsidiary of Manulife US REIT and JHUSA;
- (b) approval be and is hereby given for the payment of all fees and expenses relating to the Acquisition; and
- (c) Manulife US Real Estate Management Pte. Ltd., as the manager of Manulife US REIT, (the “**Manager**”), any director of the Manager, and DBS Trustee Limited, in its capacity as the trustee of Manulife 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 of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Manulife US REIT to give effect to the Acquisition.

**2. THE PROPOSED RIGHTS ISSUE**

That subject to and contingent upon the passing of Resolution 1:

- (a) approval be and is hereby given for issue of new units in Manulife US REIT (the “**Rights Units**”) under the underwritten renounceable rights issue (the “**Rights Issue**”) on a basis of 41 Rights Units for every 100 existing units in Manulife US REIT (“**Existing Unit**”, and the basis of the Rights Issue, the “**Rights Ratio**”) held as at the time and date on which the transfer books and register of Unitholders will be closed to determine the provisional allotments of the Rights Units to the Eligible Unitholders (as defined in the Circular), at an issue price of US\$0.695 per Rights Unit, in the manner described in the Circular; and
- (b) the Manager and any director of the Manager, and DBS Trustee Limited, in its capacity as 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 or, as the case may be, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Manulife US REIT to give effect to the issuance of the Rights Units.

Unitholders should note that Resolution 1 and Resolution 2 are inter-conditional. This means that if any of Resolution 1 or Resolution 2 is not approved, the other Resolution would not be carried.

In the event the Unitholders do not approve Resolution 1, the Manager will not proceed with Resolution 2.

BY ORDER OF THE BOARD

**Manulife US Real Estate Management Pte. Ltd.**

(Registration Number: 201503253R)

As manager of Manulife US Real Estate Investment Trust

**HSIEH TSUN-YAN**

Chairman and Non-Executive Director

Singapore

2 September 2017

**Notes:**

1. A Unitholder who is not a relevant intermediary (as defined herein) entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
2. A Unitholder who is a relevant intermediary is entitled to appoint more than one proxy to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder's Proxy Form appoints more than one proxy, the number of Units in relation to which each proxy has been appointed shall be specified in the Proxy Form.

“**relevant intermediary**” means:

- (i) 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;
- (ii) 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
- (iii) 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.

3. The instrument appointing a proxy or proxies (the “**Proxy Form**”) must be deposited at the Registered Office of Manulife US REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than seventy-two (72) hours before the time appointed for 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 of Manulife US REIT 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 of Manulife US REIT (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM of Manulife US REIT (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) to 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 in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.