

MANULIFE US REAL ESTATE INVESTMENT TRUST

(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 27 March 2015 (as amended and restated))

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) 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 Stephen Riady Auditorium @ NTUC, NTUC Centre, Level 7, One Marina Boulevard, Singapore 018989 on Thursday, **20 April 2023 at 10:00 a.m.** (Singapore time) to transact the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Report of DBS Trustee Limited, as trustee of Manulife US REIT (the “**Trustee**”), the Statement by Manulife US Real Estate Management Pte. Ltd., as manager of Manulife US REIT (the “**Manager**”) and the Audited Financial Statements of Manulife US REIT for the financial year ended 31 December 2022 together with the Auditors’ Report thereon.

(Ordinary Resolution 1)
2. To re-appoint Ernst & Young LLP as the Auditors of Manulife US REIT and to hold office until the conclusion of the next AGM of Manulife US REIT, and to authorise the Manager to fix their remuneration.

(Ordinary Resolution 2)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions:

3. That pursuant to Clause 5 of the trust deed constituting Manulife US REIT (as amended and restated) (the “**Trust Deed**”) and listing rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Manager be authorised and empowered to:
 - (a) (i) issue units in Manulife US REIT (“**Units**”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and
 - (b) issue Units in pursuance of any Instruments made or granted by the Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a *pro rata* basis to Unitholders shall not exceed twenty per cent (20%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) subject to such manner of calculation as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) shall be based on the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for:
 - (a) any new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Units;

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- (3) in exercising the authority conferred by this Resolution, the Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Trust Deed for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) unless revoked or varied by the Unitholders in a general meeting of Manulife US REIT, the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next AGM of Manulife US REIT, or (ii) the date by which the next AGM of Manulife US REIT is required by applicable laws or regulations to be held, whichever is the earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (6) 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 or, as the case may be, the Trustee may consider expedient or necessary or in the interest of Manulife US REIT to give effect to the authority conferred by this Resolution.

(Ordinary Resolution 3)

[See Explanatory Note (i)]

BY ORDER OF THE BOARD
Manulife US Real Estate Management Pte. Ltd.
(Company Registration No.: 201503253R)
As Manager of Manulife US REIT

Ling Chui Shee
Company Secretary

Singapore
29 March 2023

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EXPLANATORY NOTE:

(i) Ordinary Resolution 3

Ordinary Resolution 3 above, if passed, will empower the Manager from the date of this AGM until (i) the conclusion of the next AGM of Manulife US REIT, or (ii) the date by which the next AGM of Manulife US REIT is required by applicable laws or regulations to be held, or (iii) the date on which such authority is revoked or varied by the Unitholders in a general meeting, whichever is the earliest, to issue Units, make or grant instruments (such as securities, warrants or debentures) convertible into Units and to issue Units pursuant to such Instruments, up to a number not exceeding fifty per cent (50%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any), of which up to twenty per cent (20%) may be issued other than on a pro rata basis to Unitholders (excluding treasury Units and subsidiary holdings, if any).

For determining the aggregate number of Units that may be issued, the percentage of issued Units (excluding treasury Units and subsidiary holdings, if any) will be calculated based on the issued Units (excluding treasury Units and subsidiary holdings, if any) at the time this Ordinary Resolution 3 above is passed, after adjusting for new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Units.

Fund raising by issuance of new Units may be required in instances of property acquisition or debt repayments. In any event, if the approval of Unitholders is required under the Listing Manual of the SGX-ST and the Trust Deed or any applicable laws and regulations in such instances, the Manager will then obtain the approval of Unitholders accordingly.

NOTES:

(1) This AGM is being convened, and will be held in a wholly physical format. There will be no option for Unitholders to participate virtually. Printed copies of this Notice will be sent to Unitholders and will also be made available via publication on Manulife US REIT's website at the URL <http://www.manulifeusreit.sg>. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

(2) Appointment of Proxies

A Unitholder who wishes to submit an instrument of proxy must complete and sign the Proxy Form, before submitting it in the manner set out below.

A Unitholder, who is not a relevant intermediary, is entitled to appoint not more than two proxies to attend, speak and vote at the AGM in his/her/its stead. Where such Unitholder's Proxy Form appoints more than one proxy, the proportion of his/her/its unitholding to be represented by each proxy must be specified in the accompanying proxy form for the AGM published alongside this Notice ("**Proxy Form**").

A Unitholder, who is a relevant intermediary, is entitled to appoint more than two proxies to attend, speak and vote at the AGM 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 two proxies, the proportion of unitholdings held in relation to which each proxy has been appointed must be specified in the Proxy Form.

The accompanying Proxy Form is available on Manulife US REIT's website at the URL <http://www.manulifeusreit.sg>, and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

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The Proxy Form must be submitted in the following manner:

- (a) If submitted by post, be submitted to the registered office of Manulife US REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) If submitted electronically via email, by attaching and sending a clear, completed and signed PDF copy of the Proxy Form to Manulife US REIT's Unit Registrar at AGM.TeamE@boardroomlimited.com.

in either case, by **10:00 a.m. on Monday, 17 April 2023**, being not less than seventy-two (72) hours before the time appointed for holding the AGM.

A Unitholder who wishes to submit a Proxy Form may either download, complete and sign the Proxy Form, or complete and sign the printed copy of the Proxy Form mailed to each Unitholder. Thereafter, the Unitholder may submit the completed and signed Proxy Form by post to the address provided above, or by scanning and sending it by email to the email address provided above. For the avoidance of doubt, persons holding Units through relevant intermediaries, including SRS investors, should **not** submit the Proxy Form in the manner stated above and should instead refer to paragraph (5) below for the voting arrangements.

Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email.

(3) Submission of questions in advance of the AGM

Unitholders, including SRS investors, or, where applicable, their appointed proxy(ies) will be able to ask questions in person at the AGM.

Unitholders can also submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM in advance of the AGM. In order to do so, Unitholders must submit their questions in the following manner by **10.00 a.m. on Thursday, 6 April 2023**.

- (a) If submitted electronically via email to AGM.TeamE@boardroomlimited.com (with subject title "**AGM Questions**"); or
- (b) If questions are submitted by post, the letter to be addressed to and deposited at the registered office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd, at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

Unitholders who submit questions by email or by post must provide the following information:

- (i) the Unitholder's full name;
- (ii) the Unitholder's address; and
- (iii) the manner in which the Unitholder holds Units in Manulife US REIT (e.g., via CDP or SRS).

The Manager will endeavour to address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM), received from Unitholders in advance of the AGM, prior to or during the AGM. The Manager will publish the responses to those questions which the Manager will not be addressing during the AGM, on Manulife REIT's website at the URL <http://www.manulifeusreit.sg>, and on SGXNet prior to the AGM. The minutes of the AGM will be published on Manulife US REIT's website at the URL <http://www.manulifeusreit.sg>, and on the SGXNet within 1 month from the date of the AGM.

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(4) Voting

Unitholders or, where applicable, their duly appointed proxy(ies) attending the AGM may cast their votes in real time for each resolution to be tabled at the AGM.

Where a Unitholder appoints proxy(ies), he/she/it may give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her/their discretion, as he/she/they may on any other matter arising at the AGM.

(5) Persons who hold Units through relevant intermediaries

Persons who hold Units through relevant intermediaries (as defined below), other than SRS investors, and who wish to participate in the AGM are not to use the Proxy Form and should contact the relevant intermediary through which they hold such Units as soon as possible in order for the necessary arrangements to be made. Persons who hold Units through relevant intermediaries, other than SRS investors, may vote at the AGM (i) by being appointed as proxies by their respective relevant intermediaries, or (ii) specify their voting instructions to / arrange for their votes to be submitted with their respective relevant intermediaries.

SRS investors:

- (a) may vote at the AGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) specify their voting instructions to / arrange for their votes to be submitted with their respective SRS Operators, and should approach their respective SRS Operators by **5:00 p.m. on Monday, 10 April 2023**, being at least seven (7) working days before the date of the AGM, to ensure their votes are submitted.

For avoidance of doubt, SRS investors will not be able to use the Proxy Forms and appoint third party proxy(ies) to vote at the AGM on their behalf.

“**relevant intermediary**” means:

- (i) a banking corporation licensed under the Banking Act 1970, 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 market services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds Units in that capacity; or
- (iii) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953, 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.

- (6) A proxy need not be a Unitholder.
- (7) The Annual Report 2022 may be accessed at Manulife US REIT’s website at the URL <http://www.manulifeusreit.sg>.
- (8) Due to the constantly evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the AGM at short notice. Unitholders should check Manulife US REIT’s website at the URL <http://www.manulifeusreit.sg> for the latest updates on the status of the AGM.

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PERSONAL DATA PRIVACY:

By (i) submitting an instrument appointing a proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof and/or (ii) submitting any questions to the Chairman of the AGM in advance of, or at, the AGM in accordance with this Notice, a Unitholder including a SRS investor (a) consents to the collection, use and disclosure of the Unitholder's (including a SRS investor's) personal data by the Manager and the Trustee (or their agents or service providers) for the following purposes (collectively, "Purposes"); (b) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) to the Manager (or its agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Manager and the Trustee (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes; and (c) agrees to provide the Manager with written evidence of such prior consent upon reasonable request:

- (1) the processing, administration and analysis by the Manager and the Trustee (or their agents or service providers) of instruments appointing a proxy(ies) for the AGM (including any adjournment thereof);
- (2) the addressing of relevant and substantial questions received from Unitholders (including SRS investors) or, where applicable, their appointed proxies, before and/or during the AGM and, if necessary, the following up with the relevant Unitholders in relation to such questions;
- (3) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (4) in order for the Manager and the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

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