SECURITIES AND FUTURES ACT (CAP. 289) SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN

FORM

3
(Electronic Format)

Explanatory Notes

- 1. Please read the explanatory notes carefully before completing the notification form.
- 2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
- 5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
- 7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
- 9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 10. In this form, the term "Listed Issuer" refers to -
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
- 11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at http://www.mas.gov.sg (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

Talti-Scholal
Name of Listed Issuer:
United Hampshire US Real Estate Investment Trust
Type of Listed Issuer: Company/Corporation
Registered/Recognised Business Trust
✓ Real Estate Investment Trust
Name of Trustee-Manager/Responsible Person:
United Hampshire US REIT Management Pte. Ltd.
Is more than one Substantial Shareholder/Unitholder giving notice in this form?
✓ No (Please proceed to complete Part II)
Yes (Please proceed to complete Parts III & IV)
Date of notification to Listed Issuer:
09-Apr-2020

Part II - Substantial Shareholder/Unitholder and Transaction(s) Details

[To be used for single Substantial Shareholder/Unitholder to give notice]

	Yes No					
Tra	Transaction A					
1.	nsaction A Notification in respect of:					
••	Becoming a Substantial Shareholder/Unitholder					
	Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder					
	Ceasing to be a Substantial Shareholder/Unitholder					
2.	Date of acquisition of or change in interest:					
	08-Apr-2020					
3.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 2 above, please specify the date):					
	08-Apr-2020					
4.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):					
	NA					
5.	Type of securities which are the subject of the transaction (more than one option may be chosen):					
	✓ Voting shares/units					
	Rights/Options/Warrants over voting shares/units					
	Convertible debentures over voting shares/units (conversion price known)Others (please specify):					
	Uniters (piease specify).					

7. 8.	Amount of consideration paid or received by Substantial Shareholder/Unitholder (excludin brokerage and stamp duties): US\$0.80 per Unit Circumstance giving rise to the interest or change in interest: Acquisition of: Securities via market transaction
8.	US\$0.80 per Unit Circumstance giving rise to the interest or change in interest: Acquisition of:
8.	Acquisition of:
8.	Acquisition of:
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	Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
	Securities via physical settlement of derivatives or other securities
	Securities pursuant to rights issue
	Securities via a placement
	Securities following conversion/exercise of rights, options, warrants or other convertibles
	Disposal of:
	Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
	Other circumstances:
	Acceptance of take-over offer for the Listed Issuer
	Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not
	✓ Others (please specify):
	Please see item 10 under Part II.

9. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	18,084,900	7,399,100	25,484,000
As a percentage of total no. of voting shares/units:	3.7	1.5	5.2
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	Direct Interest 25,484,000	Deemed Interest 0	Total 25,484,000

10. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 11 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

As stated in the prospectus of United Hampshire US Real Estate Investment Trust, concurrently with, but separate from the Offering, HGF Investors Fund II, LLC subscribed for 25,484,000 Units pursuant to a subscription agreement dated 25 February 2020 with the Manager, and received 25,484,000 Units.

Pursuant to a unit lending agreement dated 3 March 2020 between HGF Investors Fund II, LLC, U.S. RE Fund II Offshore Feeder 1 Ltd and UBS AG, Singapore Branch ("UBS") (as the stabilising manager for the Offering), UBS borrowed 7,399,100 Units from HGF Investors Fund II, LLC on 6 March 2020.

On 3 April 2020, UBS had bought on SGX-ST an aggregate of 14,798,200 Units to undertake stablising actions, and the over-allotment option under the unit lending agreement has lapsed. Accordingly, UBS had on 8 April 2020 re-delivered the 7,399,100 Units to HGF Investors Fund II, LLC as full and final settlement of the abovementioned loan. Therefore, HGF Investors Fund II, LLC has a direct interest in 25,484,000 Units.

11.	Attachments	(if any)	
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(The total file size for all attachment(s) should not exceed 1MB.)

12. If this is a **replacement** of an earlier notification, please provide:

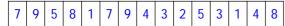
(a)	SGXNet announcement reference of the <u>first</u> notification which was announced or SGXNet (the "Initial Announcement"):						
(b)	Date of the Initial Announcement:						
(c)	15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:						

13. Remarks (if any):

The percentage of unitholding set out above is calculated on the basis of 493,277,002 outstanding Units immediately after the completion of the Offering.

United Overseas Bank Limited is the sole financial adviser for the Offering. United Overseas Bank Limited, UOB Kay Hian Private Limited and UBS AG, Singapore Branch are the joint issue managers and global coordinators for the Offering. United Overseas Bank Limited, UOB Kay Hian Private Limited, UBS AG, Singapore Branch, Credit Suisse (Singapore) Limited and The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch are the joint bookrunners and underwriters for the Offering.

Transaction Reference Number (auto-generated):



Item 14 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholder/Unitholder.

- 14. Particulars of Individual submitting this notification form to the Listed Issuer:
 - (a) Name of Individual:

James Ernest Edwin Hanson II

(b) Designation (if applicable):

President and Chief Executive Officer

(c) Name of entity (if applicable):

HGF Investors Fund II, LLC