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UNITED HAMPSHIRE US REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted on 18 September 2019 under the laws of the Republic of Singapore)
(Managed by United Hampshire US REIT Management Pte. Ltd.)

United Overseas Bank Limited was the sole financial adviser for the initial public offering of United Hampshire US Real Estate Investment Trust (the "**Offering**"). United Overseas Bank Limited, UOB Kay Hian Private Limited and UBS AG, Singapore Branch were 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 were the joint bookrunners and underwriters for the Offering.

ACQUISITION OF (I) PENROSE PLAZA IN PHILADELPHIA, PENNSYLVANIA AND (II) COLONIAL SQUARE, COLONIAL HEIGHTS IN RICHMOND, VIRGINIA

1. INTRODUCTION

United Hampshire US REIT Management Pte. Ltd., in its capacity as manager of United Hampshire US Real Estate Investment Trust (the "**Manager**", and "**UHREIT**"), is pleased to announce that UHREIT has today entered into:

- (i) a purchase agreement ("**PP Purchase Agreement**") with Penrose Property Investors, LLC (the "**PP Vendor**") to acquire the property known as Penrose Plaza located at 2900 Island Ave, Philadelphia, Pennsylvania ("**Penrose Plaza**") from the PP Vendor, and
- (ii) a purchase agreement ("**CS Purchase Agreement**") with Colonial Square Associates, LLC (the "**CS Vendor**") to acquire the property known as Colonial Square Shopping Center located at 3107 Boulevard, Colonial Heights, Virginia ("**Colonial Square**" together with Penrose Plaza, the "**Properties**" and each the "**Property**") from the CS Vendor;

(the acquisition of the Properties, the “**Acquisitions**”).

The CS Vendor and the PP Vendor are unrelated third-party vendors.

2. INFORMATION ON THE PROPERTIES

2.1 Penrose Plaza

Penrose Plaza is a shopping centre that is strategically positioned at the intersection of Island Avenue and Lindberg Boulevard and is minutes away from Philadelphia International Airport. Penrose Plaza provides direct access to Interstate 95 and there is also a SEPTA public bus stop in close proximity. The anchor tenant is ShopRite.

Purchase Consideration	US\$52.0 million ⁽¹⁾
Valuation	US\$55.2 million ⁽²⁾
NLA	258,494 square feet (“ sq ft ”)
Land Tenure	Freehold
Year Built	1970
Year of last refurbishment completion	2017
Occupancy⁽³⁾	90.4%
Number of Tenants	27
Implied Capitalisation Rate	6.7%
Weighted Average Lease Expiry (“WALE”) by Base Rental Income (as at 30 June 2021)⁽⁴⁾	9.2 years

Notes:

- (1) Subject to closing and post-closing adjustments in the ordinary close of business.
- (2) Based on valuation as at 30 August 2021 by CBRE, Inc., an independent valuer.
- (3) Committed Occupancy as at 30 September 2021 was 94.1%.
- (4) Forward committed WALE based on all leases, whether existing or committed.

2.2 Colonial Square

Colonial Square is strategically located in the centre of Colonial Heights, which is approximately a 20-minute drive to Downtown Richmond. Colonial Square has anchor tenants Publix Super Markets, Inc. and Locke Supply.

Purchase Consideration	US\$26.25 million ⁽¹⁾
Valuation	US\$26.25 million ⁽²⁾
Net Leasable Area (“NLA”)	168,326 sq ft
Land Tenure	Freehold
Year Built	1967

Year of last refurbishment completion	2017
Occupancy	99.1%
Number of Tenants	20
Implied Capitalisation Rate⁽²⁾	6.1%
WALE by Base Rental Income (as at 30 June 2021)	6.6 years

Notes:

- (1) Subject to closing and post-closing adjustments in the ordinary close of business.
(2) Based on valuation as at 31 August 2021 by Newmark Knight Frank Valuation & Advisory, LLC, an independent valuer.

3. DETAILS OF THE ACQUISITIONS

3.1 Valuation and Purchase Consideration

The aggregate purchase consideration (“**Aggregate Purchase Consideration**”) payable for the Acquisitions is US\$78.25 million, comprising US\$52.0 million for Penrose Plaza and US\$26.25 million for Colonial Square, and was negotiated on a willing-buyer and willing-seller basis taking into account the independent valuation of each Property.

The independent valuation conducted by an independent valuer, CBRE, Inc. (the “**PP Valuer**”), concluded a market value for Penrose Plaza of US\$55.2 million and US\$55.6 million as of 30 August 2021, based on the income capitalisation approach and sales comparison approach respectively.

The independent valuation conducted by an independent valuer, Newmark Knight Frank Valuation & Advisory, LLC (the “**CS Valuer**”), concluded a market value for Colonial Square of US\$26.25 million and US\$26.35 million as of 31 August 2021, based on the income capitalisation approach and sales comparison approach respectively.

The purchase consideration for Penrose Plaza represents approximately a 5.8% discount to the independent valuation conducted by the PP Valuer and the purchase consideration for Colonial Square matches the independent valuation conducted by the CS Valuer.

3.2 Estimated Total Acquisition Cost

The estimated total cost of the Acquisitions (the “**Total Acquisition Cost**”) is approximately US\$82.05 million, comprising:

- 3.2.1 the Aggregate Purchase Consideration of US\$78.25 million;
- 3.2.2 the acquisition fee of approximately US\$0.8 million payable to the Manager for the Acquisitions pursuant to the trust deed dated 18 September 2019 constituting UHREIT, which the Manager has elected to be paid in units of UHREIT (“**Units**”); and
- 3.2.3 the estimated professional and other transaction fees and expenses incurred, or to be incurred, by UHREIT in connection with the Acquisitions of approximately US\$3.0 million.

3.3 Principal Terms of Purchase Agreements

3.3.1 PP Purchase Agreement

The principal terms of the PP Purchase Agreement include the following:

- customary provisions relating to the acquisition, including representations and warranties;
- the conditions precedent to the buyer's obligation to proceed with the closing are that (i) the lease with a particular tenant shall be fully executed and delivered by the PP Vendor and the tenant; and (ii) a major tenant shall be paying full, unabated, undiscounted rent under its lease;
- to the extent that the PP Vendor's obligations under the PP Purchase Agreement survive the closing, they will survive for 180 days following the closing date, and the PP Vendor will not have any liability to the buyer for most breaches until the buyer's claims aggregate more than US\$60,000, subject to a cap of US\$850,000.

3.3.2 CS Purchase Agreement

The principal terms of the CS Purchase Agreement include the following:

- customary provisions relating to the acquisition, including representations and warranties;
- the conditions precedent to the buyer's obligation to proceed with the closing are that (i) the representations and warranties of the vendor shall be true and correct in all material aspects; (ii) the seller shall have in all material respects performed its obligations; (iii) each of the documents required to be delivered by the seller shall have been delivered.

3.4 Structure of the Acquisitions and Transfer of the PP Purchase Agreement and CS Purchase Agreement

3.4.1 PP Purchase Agreement

HH Acquisition Partners LLC had previously entered into the PP Purchase Agreement with the PP Vendor. Under the terms of the PP Purchase Agreement the purchaser had until 5pm (Eastern time) on 5 October 2021 to determine whether it intends to complete the acquisition of Penrose Plaza. On 5 October 2021, HH Acquisition Partners LLC novated the PP Purchase Agreement to UH US Penrose 2021 LLC, a wholly-owned subsidiary of UHREIT.

3.4.2 CS Purchase Agreement

HH Acquisition Partners LLC had previously entered into the CS Purchase Agreement with the CS Vendor. Under the terms of the CS Purchase Agreement the purchaser had until 5.00pm (Eastern time) on 8 October 2021 to indicate whether it intends to complete the acquisition of Colonial Square. On 5 October 2021, HH Acquisition Partners LLC issued a notice to proceed to the CS Vendor that it intends to complete the acquisition of Colonial Square, and on the same day it assigned the CS Purchase Agreement to UH US Colonial Square 2021 LLC, a

wholly-owned subsidiary of UHREIT.

3.5 Rental Arrangement in relation to certain leases for Penrose Plaza

3.5.1 Terms of the arrangement

The PP Purchase Agreement provides for escrows to be deposited by the PP Vendor in relation to two leases to cover rent payments from those tenants for a period of time. One tenant has an option to terminate its lease, and the other lease has not yet been executed by the tenant and the PP Vendor. In relation to the first lease, an amount equal to (i) (if such tenant waives right to terminate lease before closing) US\$257,928 or (ii) (if such tenant does not waive its right to terminate lease before closing) US\$515,856 will be deposited in an escrow account by the PP Vendor. In relation to the other lease, an amount equal to US\$273,360 will be deposited in an escrow account by the PP Vendor. UHREIT will be able to draw down from the escrow account each month in an amount equal to the rental, CAM and tax for a period of up to 24-months (or, in the case of the first tenant if the first tenant does not waive its right to terminate lease before closing, a period of up to 48-months) or until the applicable tenant (or any substitute tenant) is required to commence paying rent under its lease.

In relation to a third tenant, which is an existing tenant at Penrose Plaza, such tenant has the right to terminate its lease if certain conditions are met, US\$500,000 will be deposited in an escrow account by the PP Vendor in relation to such lease. In the event that such lease is terminated, UHREIT will be able to draw down from the escrow account each month in an amount equal to the rental for a period of the lesser of 24 months after closing or six months after the date on which a new lease for the premises is executed. In addition, in relation to such lease, in the event that UHREIT grants such tenant any concession to remain as a tenant, an amount equal to such concession will be drawn down from the escrow amount up to US\$150,000.

3.5.2 Safeguards

The PP Vendor will deposit the rent escrow in the interest-bearing account of the escrow agent. On the last day of the rent escrow period, the escrow agent shall disburse the remainder of the rent escrow, if any, to the PP Vendor.

3.5.3 Directors' Opinions

The Directors are of the view that the rental arrangement is on normal commercial terms and is not prejudicial to the interests of UHREIT and its minority Unitholders.

4. RATIONALE FOR AND BENEFITS OF THE ACQUISITIONS

UHREIT's focus has been and continues to be on grocery-anchored and necessity-based retail properties and modern, climate-controlled self-storage facilities located in the United States of America ("U.S.").






The Manager believes that the Acquisition will bring the following key benefits to unitholders of UHREIT ("Unitholders"):

4.1 Grocery Anchored Assets with Limited Competition and Barriers to Entry for New Retail Developments




The Acquisitions will continue UHREIT's focus on grocery-anchored properties. Both Penrose Plaza and Colonial Square are anchored by superior tenants, including Publix, one of the largest U.S. grocery chains and ShopRite, a leading supermarket brand in the region as well as other large home improvement and Fortune 500 discount variety stores.

4.2 Superior Tenant Profiles Augment Income Visibility

The Properties have a stable stream of superior tenants providing essential services¹ on long term leases which will augment UHREIT's income visibility. Key tenants providing essential services include:

Penrose Plaza	
	<ul style="list-style-type: none"> A large supermarket brand comprising 321 stores in 6 states. Largest retailer of food in Greater Philadelphia, New Jersey and New York metropolitan area 20 year lease expiring in 2038
	<ul style="list-style-type: none"> Retail chain selling discounted clothing, shoes, home décor, DIY products and more, owned by Ross Stores, listed on the NASDAQ >10 year lease expiring in 2028
	<ul style="list-style-type: none"> A Fortune 500 American chain of discount variety stores, listed on the NASDAQ with 15,115 stores across 48 states in the US and Canada
	<ul style="list-style-type: none"> Retail chain selling discounted clothing, shoes, home décor, DIY products and more, owned by Ross Stores, listed on the NASDAQ
Colonial Square	
	<ul style="list-style-type: none"> One of the largest US grocery chains with 1,272 locations in the Southeastern US Approximately 15 year lease expiring in 2031

¹ Based on the definition of "Essential Retail Businesses" by the State of New Jersey

	<ul style="list-style-type: none"> ▪ Large home improvement company providing plumbing, electrical, HVAC distribution services across 180 locations in 7 states ▪ >11 year lease expiring in 2033
	<ul style="list-style-type: none"> ▪ Leading American multinational financial services company providing a diversified set of banking, investment, mortgage products and services as well as consumer and commercial finance, listed on the NYSE
	<ul style="list-style-type: none"> ▪ Discount retailer offering merchandise, including consumable items, seasonal items, home products and apparel over 17,000 stores across the continental United States

4.2.1 Penrose Plaza

Penrose Plaza enjoys the effects of positive demographics, with the 5-mile radius trade area (“**Trade Area**”) exhibiting a high and stable population, coupled with the residents’ mid-level spending power.

According to the independent market research report for Colonial Square and Penrose Plaza by Cushman & Wakefield Western, Inc. (the “**IMR**”), Penrose Plaza’s Trade Area has a median household income of \$50,263, and a population of approximately 581,400 residents as of 2021, which is expected to grow by 0.7% to approximately 585,600 residents by 2026.

More than 20,000 businesses employing nearly 194,000 people are in the Trade Area. Major employers in the Trade Area include the U.S. Postal Service, Amazon and the Philadelphia International Airport.

Community / neighbourhood centres in the Trade Area have generally performed better than those in the Philadelphia metro area, with much lower vacancy rates. Vacancy rates for community / neighbourhood centres in the Trade Area averaged 6.6% in 3Q 2021, roughly 2.6% below the Philadelphia metro area average, and 0.9% higher than Penrose Plaza.



Source: IMR

Penrose Plaza is conveniently located near major highway arteries such as I-95, I-476 and I-76. In 2020, the average daily volume of vehicles along Island Ave at Lindbergh Boulevard (northeast corner of Penrose Plaza property) was 21,203.

Penrose Plaza serves the immediate local area with little competition and will enjoy enhanced visibility and access from the Island Avenue Road Improvement Project. The neighbourhood is densely populated with limited options compared to other neighbourhoods in the area, with many consumers within walking distance of Penrose Plaza as illustrated by the map below. ShopRite, the anchor tenant of Penrose Plaza dominates the grocery sales in its immediate precinct and has little, if any, direct competition. Within a 2-mile radius, consumer spending on food at home is above average at approximately 17.6% of all consumer spending.



Source: Google Maps

4.2.2 Colonial Square

Colonial Square benefits from above average local and regional accessibility, with strong prospects for long-term stability in the Trade Area.

According to the IMR, Colonial Square's Trade Area has a median household income of \$53,481, and a population of approximately 87,400 residents as of 2021, which is expected to grow by 2.1% to approximately 89,200 residents by 2026.

More than 3,000 businesses employing over 32,000 are in the Trade Area. Primary demand drivers include Virginia State University and Fort Lee.

Community / neighbourhood centres in the Trade Area have slightly higher vacancy rates than those in the Richmond metro area as the Trade Area include certain inferior properties compared to Colonial Square's superior tenant quality and store

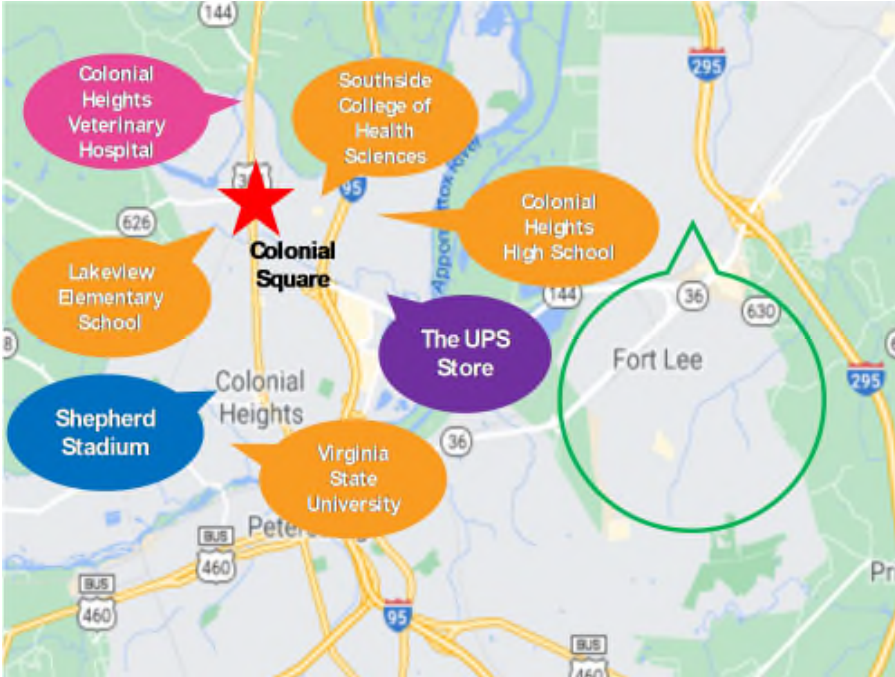
performance. Community / neighbourhood centres vacancy rate in the trade area dropped to 6.7% in 3Q 2021, while Colonial Square was almost fully occupied with only 0.9% vacancy. Within a 2-mile radius, consumer spending on food at home is above average at approximately 14.1% of all consumer spending.



Source: IMR

Colonial Square has excellent visibility and access along Boulevard and is conveniently located near I-95 and the I-85/I-95 interchange. In 2020, the average daily volume of vehicles on Boulevard at Pickett Avenue (directly in front of Colonial Square) was 21,462.

Publix (Colonial Square’s grocery anchor tenant) has continued to expand and gain market share since entering the Richmond market. There are relatively few grocery stores in the Trade Area, and they do not have the reputational strength and superior inventory offerings of Publix.



Source: Google Maps

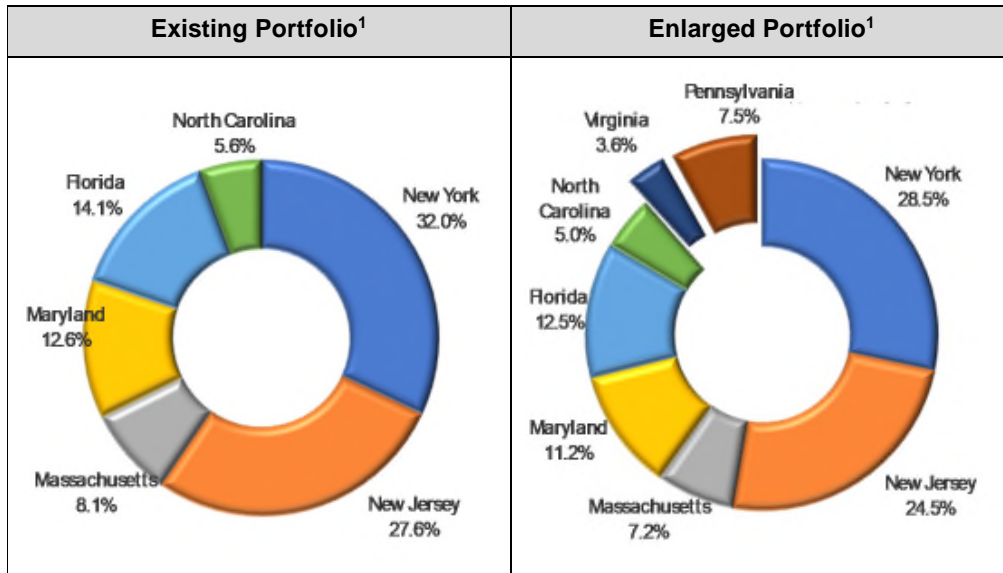
4.3 Enhances Portfolio Diversification and Income Resilience

4.3.1 Extends UHREIT’s Presence on the Eastern Seaboard and Enhances Portfolio Diversification

The Acquisitions will enhance UHREIT’s portfolio diversification by extending UHREIT’s presence on the Eastern Seaboard and providing entry into the states of Pennsylvania and Virginia.



Post the Acquisitions, no single state’s contribution to base rental income will exceed 30.0%.



Note:

(1) By base rental income of Grocery & Necessity Properties for the month of June 2021, based on existing leases as at 30 June 2021.

4.4 Reduces Tenant Concentration Risk and Enhance Income Resilience

Post the Acquisitions, the portfolio will exhibit reduced tenant concentration risk and enhanced income resilience as the contribution to base rental income from the Top 10 Tenants decreases from 66.2% to 61.0%, while maintaining the portfolio's focus on cycle agnostic tenants providing essential services as illustrated by the tables below.

Top Ten Tenants by Base Rental Income¹			
	Tenant	Existing Portfolio	Enlarged Portfolio
1	Wakefern Food Corporation / ShopRite	12.0%	12.2%
2	BJ's Wholesale Club Holdings	13.3%	11.7%
3	Ahold Delhaize / Stop & Shop	10.2%	9.0%
4	Lowe's Companies	6.7%	5.9%
5	Walmart / Sam's Club	5.6%	4.9%
6	LA Fitness	5.5%	4.8%
7	Home Depot	4.7%	4.1%
8	Price Chopper Supermarkets	3.9%	3.4%
9	Publix Super Markets	2.5%	3.3%
10	PetSmart	1.9%	1.7%
	Total	66.2%	61.0%

Note:

(1) By base rental income of Grocery & Necessity Properties for the month of June 2021, based on existing leases as at 30 June 2021.

Trade Sectors by Base Rental Income¹			
	Trade Sector	Existing Portfolio	Enlarged Portfolio
1	Grocery and Wholesale	43.6%	41.3%
2	Home Improvement	10.8%	10.0%
3	Food and Beverage	8.2%	9.4%
4	Consumer Services	6.9%	8.0%
5	Self-Storage	8.4%	7.5%
6	Consumer Goods	7.1%	7.4%
7	Discounter/Outlet	6.4%	6.8%
8	Fitness	5.6%	5.6%
9	Financial Services	1.1%	2.3%
10	Others	1.0%	0.9%
11	Auto Supply	0.9%	0.8%

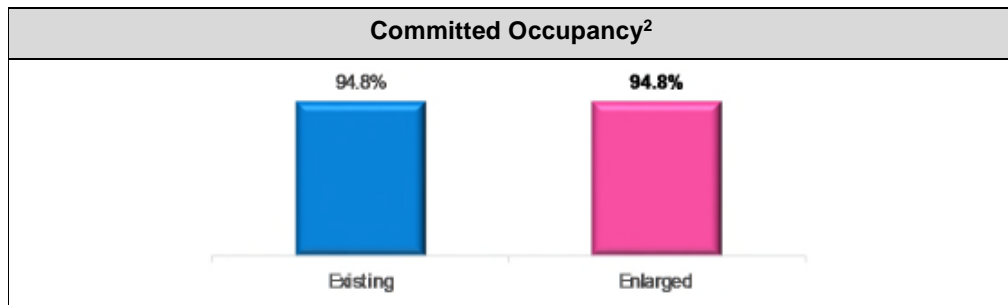
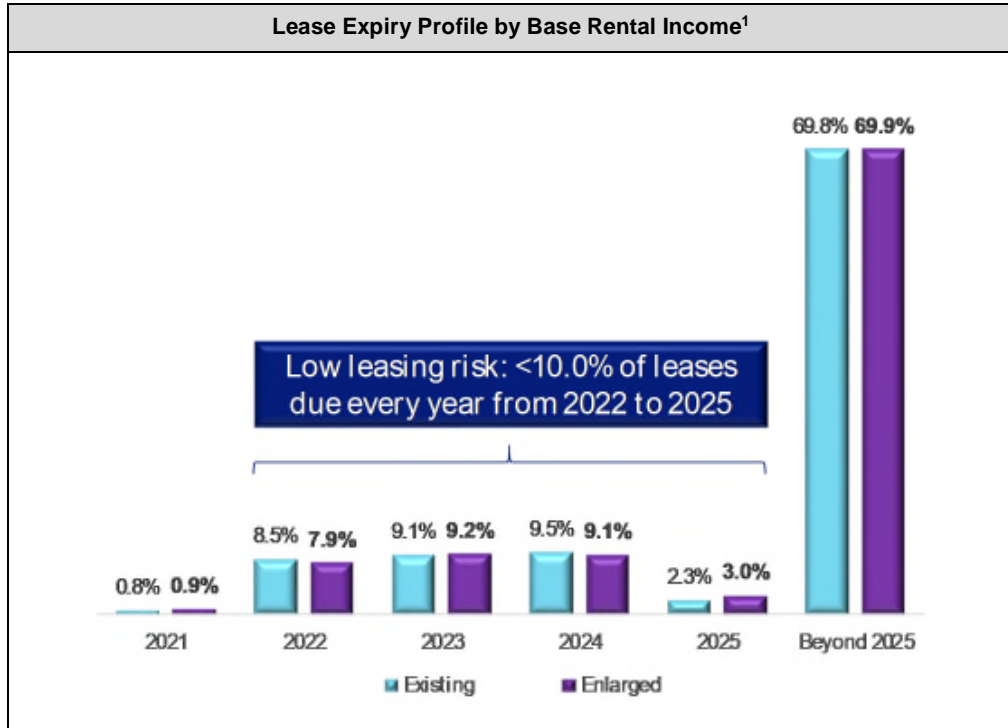
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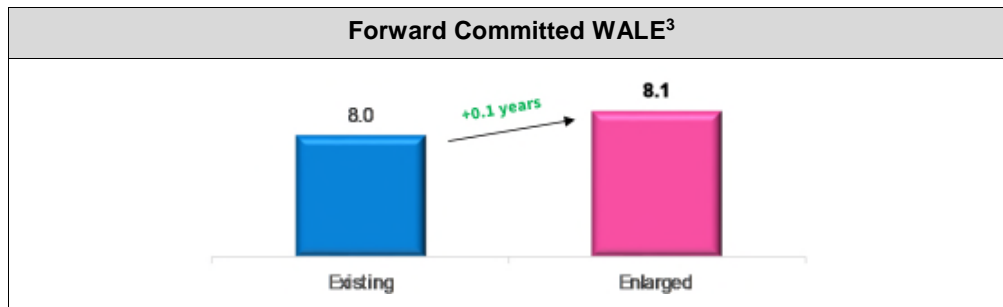
(1) By base rental income of Grocery & Necessity Properties for the month of June 2021, based on existing leases

as at 30 June 2021.

4.5 Improves Portfolio WALE and Lease Expiry Profile while Maintaining Committed Occupancy

Post the Acquisitions, the Enlarged Portfolio's committed WALE will improve from 8.0 years to 8.1 years in conjunction with an improved lease expiry profile that has less than 10% of leases expiring in any one year from 2021 to 2025, while maintaining a high committed occupancy of 94.8% as illustrated by the charts below.



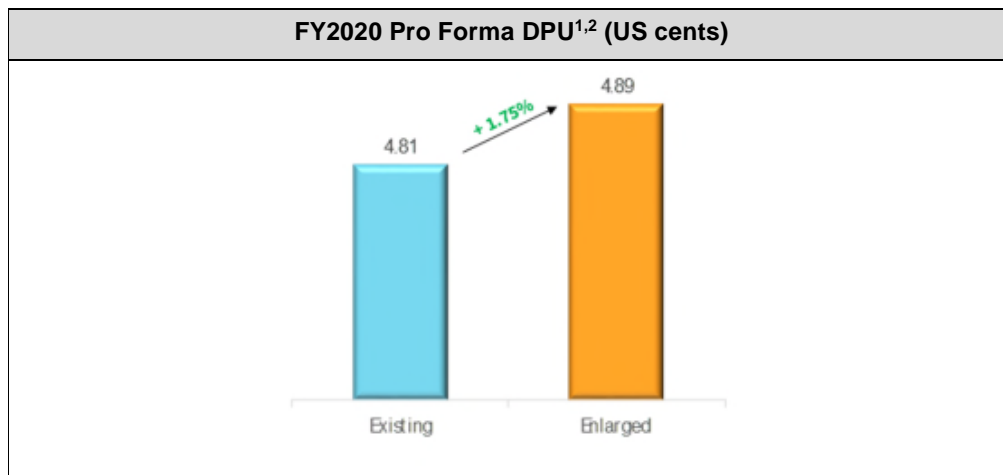


Notes:

- (1) By base rental income of Grocery & Necessity Properties for the month of June 2021, based on existing leases as at 30 June 2021.
- (2) Based on executed leases of Grocery & Necessity Properties, whether existing or committed, as at 30 June 2021.
- (3) Based on executed leases of Grocery & Necessity Properties by base rental income, whether existing or committed, as at 30 September 2021.

4.6 DPU Accretive Acquisitions that Strengthen Portfolio Scale, Free Float and Liquidity

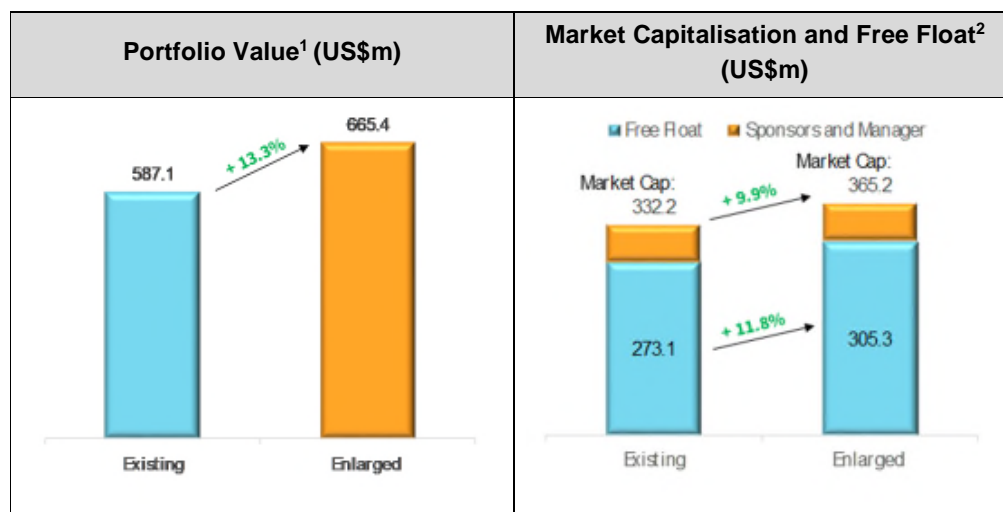
The Acquisitions will improve unitholder returns as they are DPU accretive while maintaining a prudent capital structure. The FY2020 (as defined herein) pro forma DPU is expected to increase by 1.75% after the Acquisitions from 4.81 US cents to 4.89 US cents.



Notes:

- (1) Assumes UHREIT had purchased, held and operated Colonial Square and Penrose Plaza for the entire financial period 12 March 2020 to 31 December 2020, had an occupancy rate of 99.1% and 94.1% respectively for the entire financial period from 12 March 2020 to 31 December 2020 and all leases, whether existing or committed as at 30 September 2021, were in place since 12 March 2020, the date of the Offering. Includes (a) approximately 48.4 million New Units issued at the Illustrative Issue Price (as defined herein), (b) approximately 0.3 million New Units issued to the Manager as payment of 100% of the base fees in Units in relation to the services rendered to the Properties for the periods 12 March 2020 to 30 June 2020 and 1 July 2020 to 30 September 2020, based on the historical issue prices of management fees paid in Units for UHREIT for such periods, and (c) approximately 1.2 million New Units issued to the Manager as payment of 100% of the acquisition fees in Units in relation to the acquisitions of Penrose Plaza and Colonial Square.
- (2) Assuming that the upside option of US\$5 million is exercised, the FY2020 pro forma DPU will be 4.84 US cents, which translates to a DPU accretion of 0.62%.

The Acquisitions will increase the size of UHREIT's portfolio by 13.3% from US\$587 million to US\$665 million post Acquisitions. The Manager intends to issue up to 48.4 million New Units pursuant to the Private Placement (as defined herein) to partially fund the Acquisitions. The strengthened portfolio scale, enlarged market capitalisation and free float are expected to improve the trading liquidity of UHREIT.



Notes:

- (1) As at 30 June 2021, as if the Acquisitions were completed on 30 June 2021.
- (2) Computation of market capitalisation and free float are based on: (a) 499,534,815 Units in issue as at 4 October 2021, of which 88,802,611 Units were held by the Sponsors and Manager as at 4 October 2021 (b) closing price of US\$0.665 on 4 October 2021, and (c) assumes 48.4 million New Units will be issued for the Private Placement and 1.2 million New Units issued to the Manager as payment of 100% of the acquisition fees in Units in relation to the acquisitions of Penrose Plaza and Colonial Square.

5. METHOD OF FINANCING AND PRO FORMA FINANCIAL EFFECTS OF THE ACQUISITIONS

5.1 Method of Financing

The Total Acquisition Cost will be funded by a combination of (a) loans, and (b) the proceeds from a proposed private placement to institutional, accredited and other investors (“**Private Placement**”) of new Units in UHREIT (“**New Units**”). (See the announcement titled “Launch of Private Placement to Raise Gross Proceeds of No Less than Approximately US\$30.0 million” dated 5 October 2021 for further details of the Private Placement.)

5.2 Pro Forma Financial Effects of the Acquisitions

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Acquisitions on the distributions per unit (“**DPU**”) and net asset value (“**NAV**”) per Unit presented below are strictly for illustrative purposes and were prepared based on the audited financial statements of UHREIT and its subsidiaries for the financial period ended 31 December 2020 (“**FY2020**”) (the “**UHREIT Group 2020 Financial Statements**”) as well as the following assumptions that:

- (i) UHREIT had purchased, held and operated the Properties for the entire financial period 12 March 2020 to 31 December 2020, Colonial Square and Penrose Plaza had an occupancy rate of 99.1% and 94.1% respectively for the entire financial

period from 12 March 2020 to 31 December 2020 and all leases, whether existing or committed as at 30 September 2021, were in place since 12 March 2020, the date of the Offering and all tenants were paying their rents in full;

- (ii) the Manager's acquisition fee is paid in the form of approximately 1.2 million acquisition fee units at an issue price of US\$0.6524 per acquisition fee unit; (i) the Manager's management fee in relation to the Acquisition is paid entirely in the form of fee units;
- (iii) approximately 48.4 million New Units were issued in the Private Placement at an illustrative Unit price of approximately US\$0.6200 (the "**Illustrative Issue Price**") to raise gross proceeds of approximately US\$30.0 million and the net proceeds will be used to partially finance the Total Acquisition Cost; and
- (iv) the remainder of the Total Acquisition Cost will be funded by new loans secured by the Acquisitions with an aggregate amount of US\$55.0 million.

The pro forma financial effects are for **illustrative purposes only** and do not represent UHREIT's DPU and NAV per Unit following the completion of the Acquisitions.

5.3 Pro Forma DPU

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Acquisition on UHREIT's DPU for FY2020, as if the Acquisitions were completed on 12 March 2020 and UHREIT held and operated the Properties in FY2020 are as follows:

	Effects of the Acquisitions	
	Before the Acquisitions	After the Acquisitions ⁽¹⁾
Net Property Income (US\$'000)	31,075	35,181
Distributable Income (US\$'000)	23,826	26,681
Units in Issue ('000)	496,055	545,979 ⁽²⁾
DPU (US cents)	4.81	4.89 ⁽³⁾
DPU Accretion (%)	-	1.75% ⁽³⁾

Notes:

- (1) Based on Colonial Square and Penrose Plaza's occupancy rate of 99.1% and 94.1% respectively as at 30 September 2021. This illustration assumes that the leases had commenced from 12 March 2020 to 31 December 2020, and all leases, whether existing or committed as at 30 September 2021, were in place since 12 March 2020 and all tenants were paying their rents in full. The profit before tax were after deducting the borrowing costs associated with the New Loan Facilities, the Manager's management fees, Trustee's fees and other trust expenses incurred in connection with the Acquisition.
- (2) Includes (a) approximately 48.4 million New Units issued at the Illustrative Issue Price and (b) approximately 0.3 million New Units issued to the Manager as payment of 100% of the base fees in Units in relation to the services rendered to the Properties for the periods 12 March 2020 to 30 June 2020 and 1 July 2020 to 30 September 2020, based on the historical issue prices of management fees paid in Units for UHREIT for such quarters.
- (3) Assuming that the upside option of US\$5.0 million is exercised, the pro forma post-acquisition DPU will be 4.84 US cents, which translates to a DPU accretion of 0.62%.

5.4 Pro Forma NAV

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Acquisitions on the NAV per Unit as at 31 December 2020, as if the Acquisitions were completed on 31 December 2020, are as follows:

	Before the Acquisitions	After the Acquisitions
NAV (US\$'000)	375,319	400,994
Units in Issue and to be Issued ('000)	497,354	545,741 ⁽¹⁾
NAV per Unit (US\$)	0.75	0.73 ⁽²⁾

Notes:

- (1) Includes approximately 48.4 million New Units issued at the Illustrative Issue Price.
(2) Assuming that the upside option of US\$5.0 million is exercised, the pro forma post-acquisition NAV per Unit will be US\$0.73.

5.5 Pro Forma Aggregate Leverage

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Acquisitions on the UHREIT's aggregate leverage as at 30 June 2021, as if the Acquisitions were completed on 30 June 2021, are as follows:

	Effects of the Acquisitions	
	Before the Acquisitions	After the Acquisitions
Aggregate Leverage (%)	36.4%	40.3 ⁽¹⁾

Note:

- (1) Assuming that the upside option of US\$5.0 million is exercised, the pro forma post-acquisition aggregate leverage will be 39.5%.

6. OTHER INFORMATION

6.1 Disclosure under Rule 1010(13) of the Listing Manual

The relative figures for the Acquisitions using the applicable bases of comparison in Rule 1006 of the Listing Manual are set out in the table below.

Comparison of	Acquisitions (US\$ million)	UHREIT (US\$ million)	Relative figure (%)
Rule 1006(b) Net property income ⁽¹⁾ attributable to the assets acquired compared to UHREIT's net property income	4.1	31,075 ⁽³⁾	13.2%
Rule 1006(c) Aggregate value of consideration ⁽²⁾ to be given compared with UHREIT's market capitalisation ⁽³⁾	78.3	334,638 ⁽⁴⁾	23.4%

Notes:

- (1) In the case of a real estate investment trust, the net property income is a close proxy to the net profits attributable to its assets.

- (2) For the purposes of computation under Rule 1006(c), the aggregate consideration given by UHREIT is the purchase consideration for the Properties.
- (3) Based on the UHREIT Group 2020 Audited Financial Statements.
- (4) Based on 499,534,815 Units in issue and the weighted average price of US\$0.6699 per Unit on the SGX-ST on 4 October 2021, being the market day immediately prior to the date of the PP Purchase Agreement and the CS Purchase Agreement.

The relative figure in Rule 1006(d) in relation to the number of Units issued by UHREIT as consideration for the Acquisitions, compared with the number of Units previously in issue, is not applicable to the Acquisitions as the Aggregate Purchase Consideration is payable entirely in cash.

The Manager is of the view that the Acquisitions are in the ordinary course of UHREIT's business as the Properties are within the investment mandate of UHREIT and are in the same asset class and country as the existing properties in UHREIT's portfolio and accordingly, the Acquisitions do not change the risk profile of UHREIT. As such the Acquisitions are not subject to Chapter 10 of the Listing Manual notwithstanding that the relative figure calculated under Rule 1006(C) exceeds 20.0%.

6.2 Directors' Service Contracts

No person is proposed to be appointed as a director of the Manager in connection with the Acquisitions or any other transactions contemplated in relation to the Acquisitions.

6.3 Interest of Directors and Controlling Unitholders

Save for the Units in UHREIT held by the directors, none of the directors has an interest, direct or indirect, in the Acquisitions. There are no controlling Unitholders in UHREIT.

7. DOCUMENTS FOR INSPECTION

A copy of the following is available for inspection during normal business hours at the registered office of the Manager located at 80 Raffles Place, #28-21, UOB Plaza 2, Singapore 048624 for a period of three months commencing from the date of this announcement, prior appointment would be appreciated:

- (i) a copy of the PP Purchase Agreement;
- (ii) a copy of the CS Purchase Agreement;
- (iii) a copy of the valuation report by the PP Valuer;
- (iv) a copy of the valuation report by the CS Valuer;
- (v) a copy of the independent market research report for Penrose Plaza and Colonial Square by Cushman & Wakefield Western, Inc..

BY ORDER OF THE BOARD

Robert T. Schmitt
Chief Executive Officer

United Hampshire US REIT Management Pte. Ltd.
(Company Registration No. 201916768W)
(as Manager of United Hampshire US Real Estate Investment Trust)

5 October 2021

IMPORTANT NOTICE

This announcement is for information purposes only and does not constitute or form part of an offer, invitation or solicitation of any offer to purchase or subscribe for any securities of UHREIT in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever.

This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from other companies and venues for the sale or distribution of goods and services, shifts in customer demands, customers and partners, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's view of future events.

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, European Economic Area, Canada or Japan, and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States unless registered under the Securities Act, or except pursuant to an applicable exemption from registration. There will be no public offer of securities in the United States.

The value of the Units and the income derived from them may fall as well as rise. The Units are not obligations of, deposits in, or guaranteed by the Manager, Perpetual (Asia) Limited (as trustee of UHREIT) or any of their respective affiliates.

An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Unitholders have no right to request that the Manager redeem or purchase their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units. The past performance of UHREIT is not necessarily indicative of the future performance of UHREIT.