

# ELITE COMMERCIAL REIT

(Constituted in the Republic of Singapore pursuant to a trust deed dated 7 June 2018)

**NOTE:** This Proxy Form may be accessed at Elite Commercial REIT's website at the URL [https://investor.elitecreit.com/agm\\_egm.html](https://investor.elitecreit.com/agm_egm.html) and will be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of this Proxy Form will also be sent to unitholders.

### Personal Data Privacy

By submitting an instrument appointing the Chairman of the EGM as proxy, the unitholder accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 28 December 2020.

## PROXY FORM EXTRAORDINARY GENERAL MEETING

### IMPORTANT:

1. The EGM (as defined below) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of EGM dated 28 December 2020 will not be sent to unitholders. Instead, the Notice of EGM will be sent to unitholders by electronic means via publication on Elite Commercial REIT's website at the URL [https://investor.elitecreit.com/agm\\_egm.html](https://investor.elitecreit.com/agm_egm.html), and will also be made available on Singapore Exchange Securities Trading Limited's (the "SGX-ST") website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Notice of EGM.
3. **Due to the current COVID-19 situation in Singapore, a unitholder will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM.**
4. If an SRS investor wishes to appoint the Chairman of the EGM as proxy, he/she should approach his/her respective SRS Operators to submit his/her votes by 13 January 2021, 4.00 p.m., being 7 working days before the date of the EGM.
5. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the EGM as a member's proxy to attend, speak and vote on his/her/its behalf at the EGM.

\*I/We \_\_\_\_\_ (Name)  
\_\_\_\_\_ (NRIC/Passport Number) of \_\_\_\_\_  
\_\_\_\_\_ (Address)

being a unitholder/unitholders of Elite Commercial REIT, hereby appoint the Chairman of the Extraordinary General Meeting ("EGM") as \*my/our proxy to attend, speak and vote for \*me/us on \*my/our behalf at the EGM of Elite Commercial REIT to be convened and held by way of electronic means on Monday, 25 January 2021 at 4.00 p.m. (Singapore Time) and at any adjournment thereof. \*I/We direct the Chairman of the EGM as \*my/our proxy to vote for or against, or to abstain from voting on, the resolutions to be proposed at the EGM as indicated hereunder.

No.	Ordinary Resolution	For**	Against**	Abstain**
1	To approve the Proposed Acquisition, as an interested person transaction			
2	To approve the issue of Consideration Units			
3	To approve the proposed transfer of a controlling interest to Elite UK Commercial Fund II as a result of the issue of Consideration Units			
4	To approve the proposed Whitewash Resolution			
5	To approve the General Mandate for the issue of New Units and/or Convertible Securities			

\* Delete where inapplicable

\*\* If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If in the absence of specified directions in respect of a resolution, the appointment of the Chairman of the EGM as your proxy for that resolution will be treated as invalid.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020/2021

Signature(s) of Unitholder(s)/Common Seal of Corporate Unitholder

Total number of Units held

IMPORTANT: PLEASE READ NOTES TO PROXY FORM ON REVERSE PAGE



Postage will be paid by addressee. For posting in Singapore only.

**BUSINESS REPLY SERVICE  
PERMIT NO. 09568**



**ELITE COMMERCIAL REIT MANAGEMENT PTE. LTD.**  
(as manager of Elite Commercial REIT)  
c/o Boardroom Corporate & Advisory Services Pte. Ltd.  
50 Raffles Place  
#32-01 Singapore Land Tower  
Singapore 048623

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IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW

**Notes to Proxy Form**

1. Unitholders should note that Resolutions 1, 2 and 3 are inter-conditional. Unitholders should also note that Resolutions 1, 2 and 3 are each conditional upon Resolution 4 relating to the proposed Whitewash Resolution. In the event that any of Resolutions 1, 2, 3 and 4 is not passed, the Manager will not proceed with the Proposed Acquisition. Unitholders should also note that in the event that the Equity Fund Raising (as defined in the circular to Unitholders dated 28 December 2020) to finance the Proposed Acquisition is not completed by the time of the EGM, Resolution 5 would be withdrawn and not tabled at the EGM.
2. Due to the current COVID-19 situation in Singapore, a unitholder will not be able to attend the EGM in person. If a unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. This Proxy Form may be accessed at Elite Commercial REIT's website at the URL [https://investor.elitecreit.com/agm\\_egm.html](https://investor.elitecreit.com/agm_egm.html), and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>. In appointing the Chairman of the EGM as proxy, a unitholder must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
3. SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective SRS Operators to submit their votes by 13 January 2021, 4.00 p.m., being 7 working days before the date of the EGM.
4. The Chairman of the EGM, as proxy, need not be a unitholder of Elite Commercial REIT.
5. A unitholder should insert the total number of units held. If the unitholder has units entered against the unitholder's name in the Depository Register maintained by The Central Depository (Pte) Limited ("CDP"), the unitholder should insert that number of units. If the unitholder has units registered in the unitholder's name in the Register of Unitholders of Elite Commercial REIT, the unitholder should insert that number of units. If the unitholder has units entered against the unitholder's name in the said Depository Register and registered in the unitholder's name in the Register of Unitholders of Elite Commercial REIT, the unitholder should insert the aggregate number of units. If no number is inserted, this Proxy Form will be deemed to relate to all the units held by the unitholder.
6. The Proxy Form must be submitted to the Manager c/o the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
  - (a) if submitted by post, be lodged at the office of the Unit Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
  - (b) if submitted electronically, be submitted via email to the Unit Registrar at [EliteEGM2021@boardroomlimited.com](mailto:EliteEGM2021@boardroomlimited.com),in either case, by 22 January 2021, 4.00 p.m., being 72 hours before the time fixed for the EGM.

A Unitholder who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

**In view of the current COVID-19 situation in Singapore, unitholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

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7. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or a duly certified copy thereof must (failing previous registration with the Manager), if the Proxy Form is submitted by post, be lodged with the Proxy Form, or, if the Proxy Form is submitted electronically via email, be emailed with the Proxy Form, failing which the Proxy Form may be treated as invalid.
8. Any reference to a time of the day is made by reference to Singapore time.

**General**

The Manager shall be entitled to reject any Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form (including any related attachment). In addition, in the case of unitholders whose units are entered against their names in the Depository Register, the Manager may reject any Proxy Form if the unitholder, being the appointor, is not shown to have units entered against the unitholder's name in the Depository Register not less than 72 hours before the time appointed for holding the EGM, as certified by CDP to the Manager.