

# NOTICE OF ANNUAL GENERAL MEETING

## FRASERS HOSPITALITY TRUST

A stapled group comprising:

### FRASERS HOSPITALITY REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted  
on 12 June 2014 under the laws of  
the Republic of Singapore)

### FRASERS HOSPITALITY BUSINESS TRUST

(a business trust constituted  
on 20 June 2014 under the laws of  
the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 6<sup>th</sup> annual general meeting (the “**AGM**”) of Frasers Hospitality Trust (“**FHT**”) (a stapled group comprising Frasers Hospitality Real Estate Investment Trust (“**FH-REIT**”) and Frasers Hospitality Business Trust (“**FH-BT**”)) will be held by way of electronic means on 20 January 2021 at 10.00 a.m. for the following purposes:

### ROUTINE BUSINESS

#### Ordinary Resolution (1)

1. To receive and adopt the Report of the Trustee-Manager issued by Frasers Hospitality Trust Management Pte. Ltd., in its capacity as trustee-manager of FH-BT (the “**Trustee-Manager**”), the Statement by the Chief Executive Officer of the Trustee-Manager, the Report of the Trustee issued by Perpetual (Asia) Limited, in its capacity as trustee of FH-REIT (the “**REIT Trustee**”), the Statement by the Manager issued by Frasers Hospitality Asset Management Pte. Ltd., as manager of FH-REIT (the “**REIT Manager**”, and together with the Trustee-Manager, the “**Managers**”) and the Audited Financial Statements of FHT, FH-BT and FH-REIT for the financial year ended 30 September 2020 and the Auditors’ Report thereon.

#### Ordinary Resolution (2)

2. To re-appoint KPMG LLP as Auditors of FHT (a stapled group comprising FH-REIT and FH-BT) and to authorise the REIT Manager and the Trustee-Manager to fix their remuneration.

# NOTICE OF ANNUAL GENERAL MEETING

## SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modifications, the following Ordinary Resolution:

### Ordinary Resolution (3)

3. That authority be and is hereby given to the REIT Manager and the Trustee-Manager, to:

- (a) (i) issue new units in FH-REIT ("**FH-REIT Units**") and new units in FH-BT ("**FH-BT Units**", together with FH-REIT Units, the "**Stapled Securities**") 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 Stapled Securities to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Stapled Securities,

at any time and upon such terms and conditions and for such purposes and to such persons as the REIT Manager and the Trustee-Manager may in their absolute discretion deem fit; and

- (b) issue Stapled Securities in pursuance of any Instrument made or granted by the REIT Manager and the Trustee-Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force),

provided that:

- (1) the aggregate number of Stapled Securities to be issued pursuant to this Resolution (including Stapled Securities 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 Stapled Securities (excluding treasury FH-REIT Units and FH-BT Units, if any) as calculated in accordance with sub-paragraph (2) below, of which the aggregate number of Stapled Securities to be issued other than on a *pro rata* basis to holders of the Stapled Securities ("**Stapled Securityholders**") does not exceed twenty per cent (20%) of the total number of issued Stapled Securities (excluding treasury FH-REIT Units and FH-BT Units, if any) as calculated in accordance with sub-paragraph (2) below;

## NOTICE OF ANNUAL GENERAL MEETING

- (2) subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the purpose of determining the aggregate number of Stapled Securities that may be issued under sub-paragraph (1) above, the total number of issued Stapled Securities (excluding treasury FH-REIT Units and FH-BT Units, if any) shall be based on the number of issued Stapled Securities (excluding treasury FH-REIT Units and FH-BT Units, if any) at the time this Resolution is passed, after adjusting for:
- (a) any new Stapled Securities 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 Stapled Securities;
- (3) in exercising the authority conferred by this Resolution, the REIT Manager and Trustee-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), the Business Trusts Act, Chapter 31A of Singapore for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore (the "**MAS**")), trust deed constituting FH-REIT (as amended) (the "**FH-REIT Trust Deed**") for the time being in force (unless otherwise exempted or waived by the MAS), the trust deed constituting FH-BT (as amended) (the "**FH-BT Trust Deed**") for the time being in force (unless otherwise exempted or waived by the MAS) and the stapling deed (the "**Stapling Deed**") entered into between the REIT Manager, the REIT Trustee and the Trustee-Manager for the time being in force (unless otherwise exempted or waived by the MAS);
- (4) unless revoked or varied by Stapled Securityholders in a general meeting, the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next annual general meeting of FHT or (ii) the date by which the next annual general meeting of FHT is required by the applicable law or regulations to be held, whichever is earlier;

# NOTICE OF ANNUAL GENERAL MEETING

- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Stapled Securities into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the REIT Manager and the Trustee-Manager are authorised to issue additional Instruments or Stapled Securities 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 Stapled Securities are issued; and
- (6) the REIT Manager, the Trustee-Manager, any director of the REIT Manager or the Trustee-Manager (each a “**Director**” and collectively, the “**Directors**”) and the REIT 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 REIT Manager, the Trustee-Manager, such Director, or, as the case may be, the REIT Trustee may consider expedient or necessary or in the interest of FHT, FH-REIT and FH-BT to give effect to the authority conferred by this Resolution.

## BY ORDER OF THE BOARD

### **Frasers Hospitality Asset Management Pte. Ltd.**

(as manager of Frasers Hospitality Real Estate Investment Trust)  
(Company Registration No. 201331351D)

### **Frasers Hospitality Trust Management Pte. Ltd.**

(as trustee-manager of Frasers Hospitality Business Trust)  
(Company Registration No. 201401270M)

### **Catherine Yeo**

Company Secretary

21 December 2020

# NOTICE OF ANNUAL GENERAL MEETING

## NOTES:

1. The AGM is being convened, and will be held, by 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 this Notice of AGM will be sent to Stapled Securityholders and will also be made available via publication on FHT's website at the URL [www.frasershospitalitytrust.com](http://www.frasershospitalitytrust.com) and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. **Due to the current COVID-19 restriction orders in Singapore, a Stapled Securityholder will not be able to attend the AGM in person.** Alternative arrangements relating to the attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audiovisual webcast or live audio-only streaming), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are as set out in the following notes.
3. Stapled Securityholders will be able to observe and/or listen to the AGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, Stapled Securityholders must pre-register at FHT's pre-registration website at the URL [www.frasershospitalitytrust.com](http://www.frasershospitalitytrust.com) from now till 10.00 a.m. on 18 January 2021 to enable the Managers to verify their status as Stapled Securityholders.

Following the verification, authenticated Stapled Securityholders will each receive an email, which will contain a user ID and password details as well as instructions on how to access the live audio-visual webcast and live audio-only stream of the AGM proceedings, by 10.00 a.m. on 19 January 2021. Stapled Securityholders who do not receive an email by 10.00 a.m. on 19 January 2021 but have registered by 10.00 a.m. on 18 January 2021 should contact the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355 (during office hours) or by email to [FHTAGM2021@boardroomlimited.com](mailto:FHTAGM2021@boardroomlimited.com).

## NOTICE OF ANNUAL GENERAL MEETING

4. Stapled Securityholders may 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, their questions must be submitted in the following manner by 10.00 a.m. on 17 January 2021:
- (a) via FHT's pre-registration website at [www.frasershospitalitytrust.com](http://www.frasershospitalitytrust.com); or
  - (b) via email to the Managers, at [ir@fraserhospitality.com](mailto:ir@fraserhospitality.com); or
  - (c) if submitted by post, be deposited at the office of the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

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

- (1) the Stapled Securityholder's full name;
- (2) the Stapled Securityholder's address; and
- (3) the manner in which the Stapled Securityholders holds Stapled Securities in FHT (e.g., via SRS).

The Managers will address all substantial and relevant questions received at least 72 hours before the AGM prior to or during the AGM. The Managers will publish the responses to the substantial and relevant questions which the Managers are unable to address during the AGM, on FHT's website and on SGXNET prior to the AGM. The Managers will publish the minutes of the AGM on FHT's website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions which are addressed during the AGM. Stapled Securityholders will not be able to ask questions at the AGM live during the audio-visual webcast or audio-stream, and therefore it is important for Stapled Securityholders who wish to ask questions to submit their questions in advance of the AGM.

## NOTICE OF ANNUAL GENERAL MEETING

5. If a Stapled Securityholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In addition to the printed copies of the Proxy Form for the AGM which will be sent to Stapled Securityholders, the Proxy Form is available on FHT's website and at the website of SGX-ST at the URLs [www.frasershospitalitytrust.com](http://www.frasershospitalitytrust.com) and <https://www.sgx.com/securities/company-announcements>, respectively. Additional printed copies of the Proxy Form, if required, can be requested from Boardroom Corporate & Advisory Services Pte. Ltd. by calling +65 6536 5355 (during office hours). Requests for printed copies of the Proxy Form should be made by 8 January 2021.

In appointing the Chairman of the AGM as proxy, a Stapled Securityholder 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 AGM as proxy for that resolution will be treated as invalid.

6. The Proxy Form must be submitted to the Managers c/o the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
- (a) if submitted by post, be lodged at the office of the Stapled Security Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
  - (b) if submitted electronically, be submitted via email to the Stapled Security Registrar at [FHTAGM2021@boardroomlimited.com](mailto:FHTAGM2021@boardroomlimited.com),

in either case, by 10.00 a.m. on 18 January 2021, being 48 hours before the time fixed for the AGM.

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

**In view of the COVID-19 restriction orders in Singapore and the related safe distancing measures which may make it difficult for Stapled Securityholders to submit completed Proxy Forms by post, Stapled Securityholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

## NOTICE OF ANNUAL GENERAL MEETING

7. Persons who hold Stapled Securities through relevant intermediaries (as defined below), and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings through live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such Stapled Securities as soon as possible in order to make the necessary arrangements for them to participate in the AGM. For the avoidance of doubt, SRS Investors who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings through live audio-visual webcast or live audio-only stream and/or (b) submitting questions in advance of the AGM should refer to notes 3 and 4 above respectively. However, SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their SRS Operators to submit their votes by 5.00 p.m. on 8 January 2021, being seven (7) working days before the date of the AGM.

**“relevant intermediary”** means:

- (a) 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 Stapled Securities in that capacity; or
  - (b) 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 Stapled Securities in that capacity.
8. The Chairman of the AGM, as proxy, need not be a Stapled Securityholder of FHT.
9. The Annual Report for the financial year ended 30 September 2020 may be accessed at FHT’s website at the URL [www.frasershospitalitytrust.com](http://www.frasershospitalitytrust.com).
10. Due to the constantly evolving COVID-19 situation in Singapore, the Managers may be required to change the arrangements for the AGM at short notice. Stapled Securityholders should check FHT’s website at the URL [www.frasershospitalitytrust.com](http://www.frasershospitalitytrust.com) for the latest updates on the status of the AGM.



# NOTICE OF ANNUAL GENERAL MEETING

## EXPLANATORY NOTE:

### ***Ordinary Resolution 3***

Ordinary Resolution 3 above, if passed, will empower the Managers from the date of this AGM until the earliest of (i) the conclusion of the next AGM of FHT or (ii) the date by which the next AGM of FHT is required by the FH-REIT Trust Deed, the FH-BT Trust Deed and the Stapling Deed or any applicable laws and regulations to be held, whichever is earlier, or (iii) the date on which such authority is revoked or varied by the Stapled Securityholders in a general meeting, to issue Stapled Securities and to make or grant instruments (such as securities, warrants or debentures) convertible into Stapled Securities and issue Stapled Securities pursuant to such instruments, up to a number not exceeding 50% of the total number of issued Stapled Securities (excluding treasury Stapled Securities, if any), with a sub-limit of 20% for issues other than on a *pro rata* basis to Stapled Securityholders.

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

Fund raising by issuance of new Stapled Securities may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Stapled Securityholders is required under the Listing Manual of the SGX-ST, the FH-REIT Trust Deed, the FH-BT Trust Deed and the Stapling Deed or any applicable laws and regulations in such instances, the REIT Manager and the Trustee-Manager will then obtain the approval of Stapled Securityholders accordingly.

# NOTICE OF ANNUAL GENERAL MEETING

## **PERSONAL DATA PRIVACY:**

By submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a Stapled Securityholder consents to the collection, use and disclosure of the Stapled Securityholder's personal data by the Managers and the REIT Trustee (or their agents or service providers) for the purpose of the processing and administration by the Managers and the REIT Trustee (or their agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Managers and the REIT Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.

## **Important Notice**

**The value of the Stapled Securities and the income derived from them, if any, may fall or rise. The Stapled Securities are not obligations of, deposits in, or guaranteed by, the Managers, the REIT Trustee or any of their affiliates. An investment in Stapled Securities is subject to investment risks, including the possible loss of the principal amount invested.**

**Investors should note that they have no right to request the Managers to redeem their Stapled Securities while the Stapled Securities are listed. It is intended that Stapled Securityholders may only deal in their Stapled Securities through trading on the SGX-ST. Listing of the Stapled Securities on the SGX-ST does not guarantee a liquid market for the Stapled Securities.**

**The past performance of FHT and the Managers is not necessarily indicative of the future performance of FHT and the Managers.**