# AN IMPORTANT REMINDER TO STAPLED SECURITYHOLDERS OF EAGLE HOSPITALITY TRUST



## ✓ YOUR VOTE COUNTS. VOTING IS BY PROXY ONLY.

#### STABLISATION AND RECAPITALISATION OF EAGLE HOSPITALITY TRUST

On 8 December 2020, Eagle Hospitality REIT Management Pte. Ltd., as manager (the "EH-REIT Manager") of Eagle Hospitality Real Estate Investment Trust ("EH-REIT"), Eagle Hospitality Business Trust Management Pte. Ltd., as trustee-manager (collectively with the EH-REIT Manager, the "Managers") of Eagle Hospitality Business Trust ("EH-BT", collectively with EH-REIT, "EHT") and DBS Trustee Limited, as trustee of EH-REIT (the "EH-REIT Trustee") issued a circular (the "Circular") to stapled securityholders of EHT ("Stapled Securityholders") in relation to the Proposed Change of Managers and Related Matters and the Termination Proposal.

Further details can be found in the electronic copy of the Circular available on SGXNET and EHT's website at https://eagleht.com.

#### APPROVALS SOUGHT

#### **Proposed Change of Managers and Related Matters**

- Resolution 1: Proposed appointment of SCCPRE Hospitality REIT Management Pte. Ltd. as the new manager of EH-REIT ("New REIT Manager") (Ordinary Resolution)
- Resolution 2: Proposed amendments to the trust deed constituting EH-REIT to reflect the proposed Base Fee structure of the New REIT Manager (Extraordinary Resolution)
- Resolution 3: Proposed appointment of SCCPRE Hospitality Business Trust Management Pte. Ltd. as the new trustee-manager of EH-BT ("New Trustee-Manager") and waiver of the 14-days' notice period under Regulation 14(3)(b) of the Business Trusts Regulation (Ordinary
- Resolution 4: Proposed authority for the issuance of up to 140 million new Stapled Securities for payment of the Base Fees payable to the New REIT Manager and New Trustee-Manager for FY2021 and FY2022 (Ordinary Resolution)

#### **OR** Termination Proposal

Inter-conditional

Resolution 5: In the event that any of Resolution 1, Resolution 2, Resolution 3 and Resolution 4 is not passed and/or carried, the proposed (a) Voluntary Delisting of EHT, (b) Voluntary Termination and Winding-Up of EH-REIT and (c) Voluntary Winding-Up of EH-BT (Extraordinary Resolution)

Further details on the inter-conditionality of Resolution 1, Resolution 2, Resolution 3 and Resolution 4 can be found in the electronic copy of the Circular available on SGXNET and EHT's website at <a href="https://eagleht.com">https://eagleht.com</a>. You may submit questions relating to the business of the EGM in advance via email to EGM.QNA@eagleht.com.

#### **EXTRAORDINARY GENERAL MEETING ("EGM")**

# THE EGM WILL BE CONVENED AND HELD BY WAY OF ELECTRONIC MEANS

To pre-register for the EGM, please visit

https://eaglehtegm.listedcompany.com/eagle-hospitality-trust-2020-egm.

Alternatively, you can scan the QR code on the right to access the hyperlink.

You will only be able to **vote at the EGM by completing the Proxy Form** to appoint the Chairman of the EGM as your proxy to vote on your behalf. For further information, please refer to paragraph 7 of the Circular, the Notice of EGM and the Proxy Form.

#### **IMPORTANT DATES AND TIMES**

Deadline to pre-register for the EGM and submit Proxy Forms

Sunday 27 December 2020 2.00 p.m.

Date and time of EGM

Wednesday 30 December 2020 2.00 p.m.

#### WHO TO CONTACT IF YOU NEED HELP?

Professional Financial Adviser to the Managers and the EH-REIT Trustee
Moelis & Company

Project\_EagleHT\_Ext@moelis.com

### HOW DO I VOTE ON THE RESOLUTIONS?

Locate the Proxy Form

A copy of the Proxy Form has been despatched together with this

on the SGXNET and EHT's website at https://eagleht.com.

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Reminder Letter. An electronic copy of the Proxy Form is available

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2 Complete the Proxy Form

Fill in your name and particulars.

You <u>MUST APPOINT</u> the Chairman of the EGM as your proxy to attend, speak and vote on your behalf at the EGM if you wish to exercise your voting rights at the EGM.

If you wish to exercise all your votes <u>FOR</u>, <u>AGAINST</u> or to <u>ABSTAIN</u>, please indicate with a tick (<') within the relevant box provided. <u>If no specific direction as to voting is given for any particular resolution, the appointment of the Chairman of the EGM as your proxy will be treated as invalid for that particular resolution.</u>

If you are an individual, you or your attorney <u>MUST SIGN</u> and indicate the date. If you are a corporation, the Proxy Form must be executed under your common seal or under the hand of your duly authorised officer or attorney.

E Indicate the number of Stapled Securities you hold.

3 Return the completed Proxy Form NO LATER THAN 2.00 p.m. on 27 December 2020

#### If submitted electronically:

Scan and send the completed and signed Proxy Form via email to <a href="mailto:EGM.REG@eagleht.com">EGM.REG@eagleht.com</a>

#### If submitted by post:

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Mail the completed and signed Proxy Form to the Managers at 8 Marina Boulevard, #11-15/17 Marina Bay Financial Centre Tower 1, Singapore 018981

#### IMPORTANT NOTICE

The information in this Reminder Letter is qualified in its entirety by, and should be read in conjunction with, the full information contained in the Circular. All capitalised terms not defined herein shall have the same meaning as given to them in the Circular. In the event of any inconsistency or conflict between this Reminder Letter and the Circular, the Circular shall prevail. Nothing in this Reminder Letter is intended to be, or shall be taken as, investment or financial advice, a recommendation, an invitation, an offer or a solicitation to Stapled securityholders or any other party of any offer to acquire, purchase or subscribe for Stapled Securities. If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

This Reminder Letter is not an offer of securities for sale into the United States. The Stapled Securities have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States or other jurisdiction, and the Stapled Securities may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities and any public offering of securities of EHT in the United States would be made by means of a prospectus that would contain detailed information about EHT, the Managers as well as financial statements. There is no intention to conduct a public offering of securities in the United States.

#### RESPONSIBILITY STATEMENT

Where information in this presentation relating to the Proposed Change of Managers and Related Matters and the Termination Proposal has been extracted from published or otherwise publicly available sources or obtained from a named source (including SCCPRE and the New Managers), the sole responsibility of the EH-REIT Trustee has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this presentation in its proper form and context. Such information has not been independently verified by the EH-REIT Trustee and the EH-REIT Trustee does not make any representations as to the accuracy or completeness of such information.