

# 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 7<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 19 January 2022 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 and the Statement by 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 2021 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) to hold office until the conclusion of the next annual general meeting of FHT and to authorise the REIT Manager and the Trustee-Manager to fix their remuneration.

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## 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;

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- (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;

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- (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-BT and FH-REIT 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  
20 December 2021

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## 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. Alternative arrangements relating to:
  - (a) attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream);
  - (b) submission of questions to the Chairman of the AGM in advance of, or "live" at, the AGM, and addressing of substantial and relevant questions in advance of, or "live" at, the AGM;
  - (c) voting by appointing the Chairman of the AGM as proxy to vote on the Stapled Securityholder's behalf at the AGM,

are set out in the accompanying FHT's announcement dated 20 December 2021. This announcement may be accessed at the FHT's website at the URL [www.frasershospitalitytrust.com](http://www.frasershospitalitytrust.com) and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

3. **As a precautionary measure due to the current COVID-19 situation in Singapore, a Stapled Securityholder will not be able to attend the AGM in person.** A Stapled Securityholder who wishes to exercise his/her/its voting rights at the AGM must (whether the Stapled Securityholder is an individual or a corporate) appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM.

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The accompanying proxy form for the AGM ("**Proxy Form**") may be downloaded from the FHT's website at the URL [www.frasershospitalitytrust.com](http://www.frasershospitalitytrust.com) and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of the Proxy Form will also be sent by post to Stapled Securityholders. 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 7 January 2022. A Stapled Securityholder may also appoint the Chairman as a proxy via the online process through the pre-registration website at the URL [www.frasershospitalitytrust.com](http://www.frasershospitalitytrust.com).

A Stapled Securityholder (whether individual or corporate) who appoints the Chairman of the AGM as his/her/its proxy must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form appointing the Chairman of the AGM as a proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

4. 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:
    - (i) via email to the Stapled Security Registrar at [FHTAGM2022@boardroomlimited.com](mailto:FHTAGM2022@boardroomlimited.com); or
    - (ii) via the online process through the pre-registration website at the URL [www.frasershospitalitytrust.com](http://www.frasershospitalitytrust.com),

in each case, by 10.00 a.m. on 17 January 2022, being 48 hours before the time fixed for the AGM.

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A Stapled Securityholder who wishes to submit a Proxy Form appointing the Chairman of the AGM as a proxy by post or via email can either use the printed copy of the Proxy Form which is sent to him/her/it by post or download a copy of the Proxy Form from FHT's website or the SGX website, and 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. A Stapled Securityholder may also appoint the Chairman of the AGM as a proxy via the online process through the pre-registration website at the URL [www.frasershospitalitytrust.com](http://www.frasershospitalitytrust.com).

**Due to the current COVID-19 situation in Singapore, Stapled Securityholders are strongly encouraged to submit completed Proxy Forms electronically via email or appoint the Chairman of the AGM as a proxy via the online process through the pre-registration website at the URL [www.frasershospitalitytrust.com](http://www.frasershospitalitytrust.com).**

5. 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 10 January 2022.
6. The Chairman of the AGM, as proxy, need not be a Stapled Securityholder of FHT.
7. The Annual Report for the financial year ended 30 September 2021 may be accessed at FHT's website at the URL <https://fht.frasersproperty.com/misc/ar2021.pdf>.
8. 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.

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## **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 annual general meeting of FHT or (ii) the date by which the next annual general meeting 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.

## **PERSONAL DATA PRIVACY:**

By submitting a Proxy Form 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.



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## **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.