

SGX-ST ANNOUNCEMENT

For immediate release

A hospitality stapled group comprising:
Fraser's Hospitality Real Estate Investment Trust
(a real estate investment trust constituted on 12 June 2014 under the laws of the Republic of Singapore)
and
Fraser's Hospitality Business Trust
(a business trust constituted on 20 June 2014 under the laws of the Republic of Singapore)

**PROPOSED PRIVATISATION OF FRASERS HOSPITALITY TRUST
BY FRASERS PROPERTY HOSPITALITY TRUST HOLDINGS PTE. LTD.
BY WAY OF A TRUST SCHEME OF ARRANGEMENT**

**ELECTRONIC DESPATCH OF SCHEME DOCUMENT AND
ARRANGEMENTS RELATING TO THE EXTRAORDINARY GENERAL MEETING
AND SCHEME MEETING TO BE HELD ON 12 SEPTEMBER 2022**

1. INTRODUCTION

Fraser's Hospitality Asset Management Pte. Ltd. (as manager of Fraser's Hospitality Real Estate Investment Trust ("**FH-REIT**", and the manager of FH-REIT, the "**FH-REIT Manager**") and Fraser's Hospitality Trust Management Pte. Ltd. (as trustee-manager of Fraser's Hospitality Business Trust ("**FH-BT**", and the trustee-manager of FH-BT, the "**FH-BT Trustee-Manager**", and together with the FH-REIT Manager, the "**FHT Managers**") refer to:

- (a) the joint announcement dated 13 June 2022 issued by the respective board of directors of Fraser's Property Hospitality Trust Holdings Pte. Ltd. (the "**Offeror**") and the FHT Managers, in relation to, *among others*, the proposed privatisation of Fraser's Hospitality Trust ("**FHT**") through the acquisition ("**Acquisition**") by the Offeror of all the issued stapled securities (the "**Stapled Securities**") of FHT held by the stapled securityholders of FHT (the "**Stapled Securityholders**") (other than the Stapled Securities held by (a) TCC Group Investments Limited and (b) Fraser's Property Limited and/or its subsidiaries (including the Offeror) (collectively, the "**Excluded Stapled Securityholders**") (the "**Scheme Stapled Securities**"), by way of a trust scheme of arrangement (the "**Scheme**") in compliance with the Singapore Code on Take-overs and Mergers (the "**Code**"); and
- (b) the order of the Court dated 3 August 2022 convening the meeting of Stapled Securityholders to approve the Scheme (the "**Scheme Meeting**") (the "**Scheme Meeting Court Order**").

Unless otherwise defined, all capitalised terms in this Announcement shall bear the same meaning as set out in the Scheme Document (as defined below).

2. ELECTRONIC DESPATCH OF SCHEME DOCUMENT

2.1 Scheme Document

The FHT Managers wish to announce that they have today despatched to Stapled Securityholders a scheme document (the “**Scheme Document**”) dated 19 August 2022 by electronic means via publication on the website of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) at www.sgx.com/securities/company-announcements and the website of FHT at www.frasersproperty.com/reits/fht.

The Scheme Document contains, *inter alia*, the following:

- (a) details of the FHT Trust Deeds Amendments;
- (b) details of the Acquisition and the Scheme, including the recommendation of the FHT Independent Directors and the advice of the FHT IFA in relation to the Scheme;
- (c) the notice of the extraordinary general meeting of Stapled Securityholders (the “**FHT EGM**”) to be convened and held at Grand Ballroom, Level 2, InterContinental Singapore, 80 Middle Road, Singapore 188966 on 12 September 2022 at 10:00 a.m. (Singapore time) (the “**Notice of FHT EGM**”), for the purpose of considering, and if thought fit, passing with or without modifications, the FHT Trust Deeds Amendments Resolution; and
- (d) the notice of the Scheme Meeting, to be convened and held at the same venue as the FHT EGM on 12 September 2022 at 10:30 a.m. (Singapore time) (or as soon thereafter following the conclusion of the FHT EGM, whichever is later) (the “**Notice of Scheme Meeting**”), for the purpose of considering and, if thought fit, passing the Scheme Resolution.

2.2 Electronic Copies of the Scheme Document

Pursuant to the Public Statement on the Further Extension of the Temporary Measure to Allow for Electronic Despatch of Take-Over Documents under the Code issued by the Securities Industry Council on 29 June 2021 (the “**SIC Public Statement on Electronic Despatch**”), documents related to a take-over or merger transaction under the Code may be despatched electronically to the Stapled Securityholders through publication on SGXNET and FHT’s website. **No printed copies of the Scheme Document will be despatched to Stapled Securityholders unless requested for.**

Printed copies of the Notice of FHT EGM, the Notice of Scheme Meeting, the proxy form for the FHT EGM (the “**Proxy Form A (FHT EGM)**”) and the proxy form for the Scheme Meeting (the “**Proxy Form B (Scheme Meeting)**”) (collectively, the “**Notices and Proxy Forms**”) and the request form accompanying the Notices and Proxy Forms will still be despatched to Stapled Securityholders.

Electronic copies of the Scheme Document and the Notices and Proxy Forms are available on:

- (a) the website of the SGX-ST at www.sgx.com/securities/company-announcements; and

(b) the website of FHT at www.frasersproperty.com/reits/fht.

A Stapled Securityholder will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and FHT.

2.3 Request for Printed Copies of the Scheme Document

Stapled Securityholders may obtain printed copies of the Scheme Document by completing and returning the request form accompanying the Notices and Proxy Forms to the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or via email at FHT2022@boardroomlimited.com, which should reach the Stapled Security Registrar by no later than 8 September 2022, at 10:00 a.m. (Singapore time). A printed copy of the Scheme Document will then be sent to the address in Singapore specified by the Stapled Securityholder at his/her/its own risk.

2.4 Overseas Stapled Securityholders

Stapled Securityholders whose registered addresses (as recorded on the Register of Stapled Securityholders or in the records maintained by The Central Depository (Pte) Limited for the service of notice and documents) are outside of Singapore (an “**Overseas Stapled Securityholder**”) may write in to the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or via email at FHT2022@boardroomlimited.com to request for the Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his/her/its own risk, up to three (3) Market Days prior to the date of the FHT EGM and the Scheme Meeting.

It is the responsibility of any Overseas Stapled Securityholder who wishes to request for the Scheme Document and any related documents or participate in the Acquisition and the Scheme to satisfy himself/herself/itself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for the Scheme Document and any related documents or participating in the Acquisition and the Scheme, the Overseas Stapled Securityholder represents and warrants to the Offeror and the FHT Managers that he/she/it is in full observance of the laws of the relevant jurisdiction in that connection, and that he/she/it is in full compliance with all necessary formalities or legal requirements.

If any Overseas Stapled Securityholder is in any doubt about his/her/its position, he/she/it should consult his/her/its professional adviser in the relevant jurisdiction.

3. SIAS-FHT DIALOGUE SESSION

A dialogue session (“**Dialogue Session**”) will be held by the FHT Managers in conjunction with the Securities Investors Association (Singapore) (“**SIAS**”) at 7:00 p.m. (Singapore time) on 31 August 2022 at Grand Ballroom III, Level 2, InterContinental Singapore, 80 Middle Road, Singapore 188966 and via a live webcast on Zoom.

In order to participate in the Dialogue Session in person, or by way of electronic means via the Zoom live webcast, Stapled Securityholders and persons (including SRS Investors) who hold

Stapled Securities through relevant intermediaries must pre-register online at the website <https://bit.ly/3PScFmp> by 24 August 2022 (Wednesday) at 12:00 p.m. (Singapore time) to enable the FHT Managers to verify their status as Stapled Securityholders and persons (including SRS Investors) who hold Stapled Securities through relevant intermediaries. Pre-registration for the Dialogue Session is compulsory and any registration received after the deadline will not be accepted.

Following verification, a confirmation email to attend in person or via webcast will be sent to authenticated Stapled Securityholders and persons (including SRS Investors) who hold Stapled Securities through relevant intermediaries by 5:00 p.m. (Singapore time) no later than Tuesday, 30 August 2022. Authenticated Stapled Securityholders and persons (including SRS Investors) who have elected to attend via webcast will receive the login details and instructions on how to access the Zoom live webcast for the Dialogue Session in the confirmation email. Stapled Securityholders and persons (including SRS Investors) who hold Stapled Securities through relevant intermediaries who do not receive any confirmation email by 5.00 p.m. on 30 August 2022 (Tuesday) but have registered by the 12.00 p.m. deadline on 24 August 2022 should contact SIAS via email at admin@sias.org.sg.

For the purposes of the Dialogue Session, Stapled Securityholders are encouraged to submit their questions by 12:00 p.m. (Singapore time) on Wednesday, 24 August 2022 in order for the FHT Managers to be able to respond to all substantial and relevant questions at the Dialogue Session. All Stapled Securityholders may submit all substantial and relevant questions related to the resolutions to be tabled for approval at the FHT EGM and/or the Scheme Meeting to the FHT Managers in the following manner:

- (a) via the link provided in the confirmation email;
- (b) via email at ir@frasershospitality.com; or
- (c) if submitted by post, be deposited at the office of the FHT Managers at 438 Alexandra Road, #21-00 Alexandra Point, Singapore 119958.

Stapled Securityholders may also submit or raise substantial and relevant questions related to the resolutions to be tabled for approval at the FHT EGM and/or the Scheme Meeting during the Dialogue Session in the following manner:

- (a) if attending through the Zoom live webcast, via the Zoom chat function during the Dialogue Session; or
- (b) if attending in person, directly at the Dialogue Session.

The FHT Managers will endeavour to consolidate and address the substantial and relevant questions received at the Dialogue Session.

4. NOTICES AND PROXY FORMS

Printed copies of the Notices and Proxy Forms will be despatched to Stapled Securityholders. The Notices and Proxy Forms are also available on the website of the SGX-ST at www.sgx.com/securities/company-announcements and on the website of FHT at

www.frasersproperty.com/reits/fht.

Stapled Securityholders can also scan the QR Code below to access the Notices and Proxy Forms:



5. ARRANGEMENTS FOR PARTICIPATION IN THE FHT EGM AND THE SCHEME MEETING

The FHT EGM and Scheme Meeting are proposed to be held at Grand Ballroom, Level 2, InterContinental Singapore, 80 Middle Road, Singapore 188966, in accordance with and subject to such vaccinated-differentiated safe management measures and other measures which may be prescribed by any prevailing regulations, directives, measures or guidelines that may be issued by any government and regulatory agency in light of the COVID-19 situation from time to time.

Stapled Securityholders may participate in the FHT EGM and the Scheme Meeting either in person or by proxy by completing, signing and depositing the Proxy Form A (FHT EGM) and the Proxy Form B (Scheme Meeting) (as the case may be) with the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. in accordance with the instructions set out in the Scheme Document, Notice of FHT EGM, Notice of Scheme Meeting, Proxy Form A (EGM) and Proxy Form B (Scheme Meeting) (as the case may be).

Persons (including SRS Investors) who hold Stapled Securities through relevant intermediaries who wish to vote at the FHT EGM and/or the Scheme Meeting should not use the Proxy Form A (FHT EGM) and/or Proxy Form B (Scheme Meeting) and should instead approach their respective relevant intermediaries as soon as possible to specify voting instructions. SRS investors who wish to vote at the FHT EGM and/or the Scheme Meeting are advised to consult their respective SRS Agent Banks as soon as possible by 5:00 p.m. (Singapore time) on 1 September 2022, being seven (7) Business Days before the date of the FHT EGM and Scheme Meeting (12 September 2022).

6. KEY DATES/DEADLINES FOR DIALOGUE SESSION

Key Dates	Actions for Dialogue Session
<p>24 August 2022 (Wednesday), 12.00 p.m.</p>	<p>Deadline for Stapled Securityholders and persons (including SRS Investors) who hold Stapled Securities through relevant intermediaries to pre-register to participate in the Dialogue Session in-person, or by way of electronic means via the Zoom live webcast.</p> <p>Deadline for Stapled Securityholders and persons (including SRS Investors) who hold Stapled Securities through relevant</p>

Key Dates	Actions for Dialogue Session
	intermediaries to submit all substantial and relevant questions related to the resolutions to be tabled for approval at the FHT EGM and the Scheme Meeting respectively (either (a) via the link provided in the confirmation email, (b) via email at ir@frasershospitality.com ; or (c) by post to the office of the FHT Managers at 438 Alexandra Road, #21-00 Alexandra Point, Singapore 119958), in order for the FHT Managers to be able to respond to such substantial and relevant questions at the Dialogue Session.
30 August 2022 (Tuesday), 5.00 p.m.	<p>Authenticated Stapled Securityholders and persons (including SRS Investors) who hold Stapled Securities through relevant intermediaries will receive a confirmation email to attend in person or via webcast. Authenticated Stapled Securityholders and persons (including SRS Investors) who have elected to attend via webcast will receive the login details as well as instructions on how to access the Zoom live webcast of the Dialogue Session in the confirmation email.</p> <p>Stapled Securityholders and persons (including SRS Investors) who hold Stapled Securities through relevant intermediaries who do not receive any confirmation email by 5.00 p.m. on 30 August 2022 (Tuesday) but have registered by the 12.00 p.m. deadline on 24 August 2022 should contact SIAS via email at admin@sias.org.sg.</p>
31 August 2022 (Wednesday), 7.00 p.m.	Dialogue Session held by the FHT Managers in conjunction with SIAS.

7. KEY DATES/DEADLINES FOR THE FHT EGM AND THE SCHEME MEETING

Key Dates	Actions for the FHT EGM and/or the Scheme Meeting
1 September 2022 (Thursday), 5.00 p.m.	Deadline for SRS Investors who wish to vote at the FHT EGM and/or the Scheme Meeting (as the case may be) to approach their respective SRS Agent Banks.
10 September 2022 (Saturday), 10.00 a.m.	Deadline for Stapled Securityholders to submit the Proxy Form A (FHT EGM) via email at FHT2022@boardroomlimited.com or by post to the address provided in the Notice of FHT EGM.
10 September 2022 (Saturday), 10.30 a.m.	Deadline for Stapled Securityholders to submit the Proxy Form B (Scheme Meeting) via email at FHT2022@boardroomlimited.com or by post to the address provided in the Notice of Scheme Meeting.
12 September 2022 (Monday), 10.00 a.m. (FHT EGM)	The FHT EGM will be held at Grand Ballroom, Level 2, InterContinental Singapore, 80 Middle Road, Singapore 188966.

<p>12 September 2022 (Monday), 10.30 a.m. (or as soon thereafter following the conclusion of the FHT EGM, whichever is later) (Scheme Meeting)</p>	<p>If the FHT Trust Deeds Amendments Resolution is passed by way of an extraordinary resolution at the FHT EGM, the Scheme Meeting will be held as set out at the same venue as the FHT EGM.</p>
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Note: Any reference to a time of day above is made by reference to Singapore time.

An indicative timetable for the events which are scheduled to take place after the FHT EGM and the Scheme Meeting is set out in the Scheme Document.

8. FURTHER INFORMATION

For more information, Stapled Securityholders can refer to FHT’s website at www.frasersproperty.com/reits/fht.

9. IMPORTANT REMINDER

Due to the evolving COVID-19 situation in Singapore, the FHT Managers may be required to change the arrangements for the FHT EGM and the Scheme Meeting at short notice. Stapled Securityholders and persons (including SRS Investors) who hold Stapled Securities through a Relevant Intermediary should check FHT’s website at www.frasersproperty.com/reits/fht for the latest updates on the status of the FHT EGM and the Scheme Meeting.

The FHT Managers would like to thank all Stapled Securityholders for their patience and co-operation in enabling FHT to hold the FHT EGM and the Scheme Meeting in accordance with the prevailing regulations, directives, measures or guidelines (including any vaccinated-differentiated safe management measures and other measures) in light of the current COVID-19 situation.

10. DIRECTORS’ RESPONSIBILITY STATEMENT

The directors of the FHT Managers (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading. The directors of the FHT Managers jointly and severally accept responsibility accordingly.

Where any information in this Announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors of the FHT Managers has been to ensure, through reasonable enquiries, that

such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

By Order of the Board

Fraser's Hospitality Asset Management Pte. Ltd.

(as manager of Fraser's Hospitality Real Estate Investment Trust)

(Company registration no. 201331351D)

Fraser's Hospitality Trust Management Pte. Ltd.

(as trustee-manager of Fraser's Hospitality Business Trust)

(Company registration no. 201401270M)

Catherine Yeo

Company Secretary

19 August 2022

ABOUT FRASERS HOSPITALITY TRUST (“FHT”)

FHT is a global hotel and serviced residence trust that is listed on the SGX-ST, and is a stapled group comprising FH-REIT and FH-BT. FHT invests globally (excluding Thailand) on a long-term basis in income-producing real estate assets used predominantly for hospitality purposes. FHT’s portfolio comprises 15 properties as at 30 September 2021, and post completion of the divestment of Sofitel Sydney Wentworth on 29 April 2022, 14 quality assets in prime locations in nine (9) key cities in Asia, Australia and Europe, with a combined appraised value of approximately S\$2.0 billion.

For more information, please visit www.frasersproperty.com/reits/fht.

ABOUT THE FHT MANAGERS

FH-REIT and FH-BT are managed by Frasers Hospitality Asset Management Pte. Ltd. (“**FH-REIT Manager**”) and Frasers Hospitality Trust Management Pte. Ltd. (“**FH-BT Trustee-Manager**”, together with the FH-REIT Manager, the “**FHT Managers**”) respectively.

The FH-REIT Manager was incorporated in Singapore on 20 November 2013 and currently holds a capital markets services licence for real estate investment trust management pursuant to the Securities and Futures Act 2001 of Singapore. FH-REIT is managed by the FH-REIT Manager, whose main responsibility is to manage FH-REIT’s assets and liabilities for the benefit of Stapled Securityholders, through setting the strategic direction of FH-REIT and making recommendations to the FH-REIT Trustee on acquisitions, divestments and enhancement of the assets of FHT.

The FH-BT Trustee-Manager was incorporated in Singapore on 13 January 2014. FH-BT is managed by the FH-BT Trustee-Manager, which has the dual responsibilities of safeguarding the interests of the Stapled Securityholders and managing the business conducted by FH-BT. The FH-BT Trustee-Manager has general powers of management over the business and assets of FH-BT and its main responsibility is to manage FH-BT’s assets and liabilities for the benefit of the Stapled Securityholders as a whole.

Both of the FHT Managers are wholly-owned subsidiaries of Frasers Property Limited (“**FPL**”). FPL is a multinational developer-owner-operator of real estate products and services across the property value chain. Listed on the Main Board of the SGX-ST and headquartered in Singapore, FPL and its subsidiaries (the “**FPL Group**”) have total assets of approximately S\$40.7 billion as at 31 March 2022. FPL’s multinational businesses operate across five (5) asset classes, namely, residential, retail, commercial & business parks, industrial & logistics and hospitality. The FPL Group has businesses in Southeast Asia, Australia, Europe and China, and its well-established hospitality business owns and/or operates serviced apartments and hotels in over 70 cities and 20 countries across Asia, Australia, Europe, the Middle East and Africa. FPL is also the sponsor of FHT.

For any enquiries relating to this Announcement, please contact:**FHT**

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IMPORTANT NOTICE

The value of the Stapled Securities and the income derived from them, if any, may fall or rise. Stapled Securities are not obligations of, deposits in, or guaranteed by, the FHT Managers 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 FHT Managers to redeem their Stapled Securities while the Stapled Securities are listed. It is intended that holders of Stapled Securities 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.

This Announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Stapled Securities. The past performance of FHT and the FHT Managers is not necessarily indicative of the future performance of FHT and the FHT Managers.

This Announcement has not been reviewed by the Monetary Authority of Singapore.