



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)

### **PAYMENT OF ACQUISITION FEES BY WAY OF STAPLED SECURITIES IN FRASERS HOSPITALITY TRUST**

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 "**REIT Manager**"), and Fraser's Hospitality Trust Management Pte. Ltd., as trustee-manager of Fraser's Hospitality Business Trust ("**FH-BT**", together with FH-REIT, the stapled group, Fraser's Hospitality Trust or "**FHT**", and the trustee-manager of FH-BT, the "**Trustee-Manager**", and together with the REIT Manager, the "**Managers**"), wish to announce that 46,627 stapled securities in FHT (the "**Stapled Securities**") have been issued today at the theoretical "ex-rights" price ("**TERP**") of S\$0.726 per Stapled Security (the "**Issue Price**").

These 46,627 Stapled Securities have been issued as payment of the acquisition fee ("**Acquisition Fee**") of approximately S\$33,851 which is payable in respect of the Hotel Assets Acquisition<sup>1</sup> by FH-BT (through its indirect wholly-owned subsidiary, FH-BT NMCS Operations Pty Ltd (the "**FH-BT Lessee**")) which was completed on 19 October 2016.

As announced by the Managers on 31 October 2016, the Acquisition Fee is being paid upon finalisation of the post-completion adjustments which were made in accordance with the contract for sale entered into between FH-BT Lessee and 260 Collins Pty Ltd, the third party vendor (the "**Vendor**"), in respect of the Hotel Assets Acquisition (the "**Hotel Assets SPA**").

The Acquisition Fee is calculated at 1.0% of S\$3.4 million (approximately A\$3.2 million<sup>2</sup>), being the purchase consideration payable to the Vendor for the Hotel Assets Acquisition (the "**Net Hotel Assets Consideration**").

Further to the finalisation of the post-completion adjustments, the net liabilities to be assumed by the FH-BT Lessee under the Hotel Assets SPA (and which will be borne by the Vendor) has been

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1 "**Hotel Assets Acquisition**" refers to the acquisition by the FH-BT Lessee of the hotel assets, including the goodwill of the hotel business which is conducted from the land and buildings known as "Novotel Melbourne on Collins" located at 270 Collins Street, Melbourne, Victoria, Australia (the "**Hotel**"), the liquor licence, business licences, business intellectual property, occupancy documents and furniture, furnishings and equipment relating to the Hotel.

2 Unless otherwise stated, Singapore dollar amounts have been translated from Australian dollar amounts in this announcement based on an exchange rate of A\$1.00: S\$1.0438.

adjusted from the originally announced estimate of approximately A\$3.0 million to approximately A\$2.6 million. The Net Hotel Assets Consideration paid has correspondingly increased to take into account the aforementioned adjustments and is approximately A\$3.2 million (being approximately A\$0.4 million higher than the originally announced amount of A\$2.8 million). Accordingly, the Acquisition Fee of approximately A\$32,431 is thus A\$4,376 higher than the original amount of approximately A\$28,055.

FCL Investments Pte. Ltd. ("**FCL Investments**") has been nominated by the Trustee-Manager to receive the 46,627 Stapled Securities in its place today in accordance with the trust deed constituting FH-BT dated 20 June 2014, as supplemented by the first supplemental deed dated 19 September 2016 (the "**FH-BT Trust Deed**"), which allows the Trustee-Manager to nominate any person to receive such Stapled Securities.<sup>1</sup>

The payment of the Acquisition Fee in the form of Stapled Securities is provided for under the FH-BT Trust Deed. As announced by the Managers on 31 October 2016, notwithstanding the entitlement of the Trustee-Manager under the FH-BT Trust Deed to price the Acquisition Fee Stapled Securities at an issue price of S\$0.603, being the issue price under the Rights Issue<sup>2</sup>, the Trustee-Manager has elected to price the Issue Price of the Acquisition Fee Stapled Securities at the TERP of S\$0.726 per Stapled Security.

With the above-mentioned issue of Stapled Securities, FCL Investments holds an aggregate of 376,907,179 Stapled Securities. The total number of Stapled Securities in issue is 1,836,362,631 as at 30 December 2016.

#### **BY ORDER OF THE BOARD**

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

(Company Registration No. 201331351D)

(as manager of Frasers Hospitality Real Estate Investment Trust)

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

(Company Registration No. 201401270M)

(as trustee-manager of Frasers Hospitality Business Trust)

Catherine Yeo

Company Secretary

30 December 2016

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1 The Trustee-Manager has nominated FCL Investments to receive the 46,627 Stapled Securities which it is entitled to receive and pursuant to the agreement between the Trustee-Manager and FCL Investments dated 30 December 2016, in connection with such nomination, FCL Investments will pay to the Trustee-Manager S\$33,851.40, being an amount equal to the aggregate Issue Price of such Stapled Securities.

2 "**Rights Issue**" refers to the underwritten and renounceable rights issue of 441,549,281 new Stapled Securities which was launched on 9 September 2016

## IMPORTANT NOTICE

This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses, (including employee wages, benefits and training costs), property expenses and governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business.

Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Managers' current view on future events.

The value of 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 Managers, Perpetual (Asia) Limited, in its capacity as trustee of FH-REIT (the "**REIT Trustee**") or any of its/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.

This publication 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 Managers is not necessarily indicative of the future performance of FHT and the Managers.