



A hospitality 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)

and

Frasers Hospitality Business Trust

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

**EXTENSION OF TIME TO HOLD THE NEXT ANNUAL GENERAL MEETING OF FRASERS
HOSPITALITY TRUST TO 31 JANUARY 2017**

1. Introduction

Frasers Hospitality Asset Management Pte. Ltd., as manager of Frasers Hospitality Real Estate Investment Trust ("**FH-REIT**", and the manager of FH-REIT, the "**REIT Manager**"), and Frasers Hospitality Trust Management Pte. Ltd., as trustee-manager of Frasers Hospitality Business Trust ("**FH-BT**", and the trustee-manager of FH-BT, the "**Trustee-Manager**", and together with the REIT Manager, the "**Managers**") wish to announce that the next annual general meeting ("**AGM**") of Frasers Hospitality Trust ("**FHT**", being the AGM in respect of the financial year ending 30 September 2016, will be held by 31 January 2017 (instead of 31 December 2016 as originally required).

The extension for the time to hold the next AGM of FHT to 31 January 2017 is pursuant to the following waivers and exemptions granted by the Monetary Authority of Singapore (the "**MAS**").

(a) In respect of FH-REIT

The MAS had granted a waiver in respect of FH-REIT from paragraph 4.1(c) of Appendix 6 of the Code on Collective Investment Schemes (the "**Property Funds Appendix**") on the condition that the next AGM is held no later than 31 January 2017 (the "**AGM Waiver**").

(b) In respect of FH-BT

The MAS had, in exercise of its powers under Section 112(2) of the Business Trusts Act, Chapter 31A of Singapore (the "**BTA**"), exempted the Trustee-Manager from compliance with the following:

- (i) Section 53(1) of the BTA only in respect of the AGM to be held in the calendar year of 2016 (the "**AGM Exemption**"); and
- (ii) Section 31(1)(a) of the BTA only in respect of the Trust Deed Modification (as defined herein) to the trust deed constituting FH-BT dated 20 June 2014 (the "**FH-BT Trust Deed**") to be approved by a special resolution of

stapled securityholders (“**Stapled Securityholders**”, and the exemption granted from Section 31(1)(a) of the BTA, the “**Trust Deed Exemption**”).

The grant of the AGM Exemption and Trust Deed Exemption by the MAS is subject to all of the following conditions:

- (iii) the financial year end for FHT (comprising both FH-REIT and FH-BT) remains as 30 September;
- (iv) the Trustee-Manager shall ensure that the second AGM of FHT is held on a date which is no later than 31 January 2017; and
- (v) the Trustee-Manager shall ensure that the Stapled Securityholders are notified, no later than 7 market days from the date of the grant of the AGM Exemption and Trust Deed Exemption, by way of an announcement to be made via SGXNET and published on FHT’s corporate website, of the details of the AGM Exemption and Trust Deed Exemption and the explanation as to the need for these exemptions.

Details of the AGM Waiver, the AGM Exemption and the Trust Deed Exemption are set out below.

2. **Background**

Both the Property Funds Appendix (which applies to FH-REIT) and the BTA (which applies to FH-BT) require that an AGM “*be held once in every calendar year*”.

Given that the financial year end of both FH-REIT and FH-BT is 30 September, the Managers would only have a period of approximately two months from 30 September each year to have FHT’s full year financial statements audited for purposes of publication in the annual report (“**Annual Report**”) to Stapled Securityholders and to prepare, print and despatch the Annual Report if the AGM is to be held by 31 December each calendar year. This is an extremely tight timeline which presents various practical difficulties if the Managers are to hold each AGM by 31 December each calendar year.

Accordingly, the Managers had sought the one-off AGM Waiver and AGM Exemption from the MAS. Once the next AGM of FHT is held in the month of January 2017, the Managers will then be able to comply with the requirement that an AGM “*be held once in every calendar year*” going forward.

Details of the submissions made to the MAS are set out below.

3. **Submissions made to the MAS in respect of the AGM Waiver and AGM Exemption**

The following submissions were made by the Managers to the MAS for the grant of the AGM Waiver and AGM Exemption.

- (a) **Practical difficulties faced by the Managers in holding the AGM within a three-month period from FHT’s financial year end.**

As highlighted above, the timeline for preparing, printing and despatching the

Annual Report to Stapled Securityholders is extremely tight if the AGM is to be held by 31 December in each calendar year. In addition, Rule 707(2) of the Listing Manual of the SGX-ST requires FHT to issue its Annual Report to its Stapled Securityholders at least 14 days before the date of its AGM. Given the year-end festive period, the Managers would have to arrange for the AGM to be held by mid-December to allow more Stapled Securityholders to attend the AGM. This further tightens the timeline.

Certain practical difficulties faced by the Managers include the following:

(i) ***The auditors of FHT require time to audit the full-year financial statements of FHT for publication in the Annual Report***

The auditors of FHT would require some time from the end of the financial year (being 30 September) to review and audit FHT's financial statements.

Given the tight timeline, the auditors of FHT would be required to devote substantially more resources to FHT's audit than would be the typical market practice. This would also result in higher costs incurred for the audit process.

(ii) ***The Managers require time to prepare and print the Annual Report***

The Managers require substantial time for the production, proofreading, printing and despatch of the Annual Report. In addition to the audit and financial reporting requirements, there is also the time needed for preparation of the required disclosures and report write-ups (such as the independent market research study and sustainability report) to be included in the Annual Report.

(iii) ***The Managers had to devote extensive manpower and internal resources to the preparation and holding of the first AGM of FHT***

While the first AGM of FHT in respect of the first financial year ended 30 September 2015 was successfully held on 9 December 2015, extensive manpower and internal resources had to be devoted to the preparation of the AGM in order to meet the required timeline. The tight timeline would also not have allowed for the resolution of unforeseen issues arising during the audit process or the tabling of additional resolutions to be considered at the AGM (if desired).

(b) **Stapled Securityholders' Interests would not be prejudiced by the slight postponement of the AGM**

Stapled Securityholders' interests would not be prejudiced by the slight postponement in the date of the second AGM (i.e. from the month of December 2016 to January 2017).

FHT would still be able to comply with Rule 707(1) of the Listing Manual and would also release its unaudited full-year financial results in accordance with the requirements of the Listing Manual no later than 60 days after 30 September 2016, by the end of November 2016.

For the avoidance of doubt, distributions will also be paid out by FHT as per the declared distribution policies of FH-REIT and FH-BT¹ and in accordance with the FH-REIT Trust Deed and FH-BT Trust Deed respectively.

(c) Typical practice for other listed REITs, business trusts and companies to hold their AGMs approximately four months from the last day of the preceding financial year

It is not out of line with market practice for FHT to hold its AGMs in the month of January, being a period within four months from the last day of the preceding financial year as it is also typical for other REITs, business trusts and companies listed on the SGX-ST to hold their AGMs in the period approximately four months from the last day of the preceding financial year.

In addition, holding the AGM of FHT in the month of January would be in line with the practice of FHT's sponsor, Frasers Centrepoint Limited ("**FCL**") and other real estate investment trusts managed by FCL.

4. The Trust Deed Exemption

In respect of FH-BT, the requirement that an AGM "*be held once in every year*" is set out in the FH-BT Trust Deed.

Accordingly, the Trustee-Manager will be entering into a supplemental deed of trust for the purposes of modifying the FH-BT Trust Deed. This is in order to effect the AGM Exemption to provide for an exemption for the AGM relating to the financial year ending on 30 September 2016 to be held in 2017 instead (the "**Trust Deed Modification**").

Section 31(1)(a) of the BTA requires that a modification of the FH-BT Trust Deed be approved by a special resolution of Stapled Securityholders. The Managers note that it would be impractical and unduly onerous and costly to convene an extraordinary general meeting solely for purposes of approving the Trust Deed Modification, especially since FH-BT is currently dormant.

In addition, the entry into the supplemental deed of trust and the Trust Deed Modification is entirely to facilitate the implementation of the AGM Exemption and to enable the second AGM to be held in January 2017. The Trust Deed Modification is therefore a technical amendment which is necessary and consequential to the grant of the AGM Exemption by the MAS.

Accordingly, the Managers had applied to the MAS for, and have been granted, the Trust Deed Exemption. Accordingly, Stapled Securityholders' approval would not be required for the Trust Deed Modification.

¹ FH-BT is currently dormant and will not make any distributions for so long as it remains dormant.

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)

Piya Treruangrachada

Company Secretary

3 August 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 in FHT ("**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 (formerly known as The Trust Company (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.