SECURITIES AND FUTURES ACT (CAP. 289) SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES

FORM

3
(Electronic Format)

Explanatory Notes

- 1. Please read the explanatory notes carefully before completing the notification form.
- 2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
- 5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
- 7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
- 9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 10. In this form, the term "Listed Issuer" refers to -
 - a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
- 11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at http://www.mas.gov.sg (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General 1. Name of Listed Issuer: Hotel Properties Limited 2. Type of Listed Issuer: ✓ Company/Corporation Registered/Recognised Business Trust □ Real Estate Investment Trust 3. Is more than one Substantial Shareholder/Unitholder giving notice in this form? ✓ No (Please proceed to complete Part II) Yes (Please proceed to complete Parts III & IV) Date of notification to Listed Issuer: 4. 23-Sep-2016

Part II - Substantial Shareholder/Unitholder and Transaction(s) Details

[To be used for single Substantial Shareholder/Unitholder to give notice]

	ne of Substantial Shareholder/Unitholder:
Borr	Free Investments Limited ("BF")
sec	substantial Shareholder/Unitholder a fund manager or a person whose interest in the urities of the Listed Issuer are held solely through fund manager(s)?
	∕es
✓	No
Tra	nsaction A 🕠
1.	Notification in respect of:
	Becoming a Substantial Shareholder/Unitholder
	☐ Ceasing to be a Substantial Shareholder/Unitholder
2.	Date of acquisition of or change in interest:
	21-Sep-2016
3.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 2 above, please specify the date):
	21-Sep-2016
4.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):
5.	Type of securities which are the subject of the transaction (more than one option may be chosen):
5.	chosen): ✓ Voting shares/units
5.	chosen):✓ Voting shares/units☐ Rights/Options/Warrants over voting shares/units
5.	 chosen): ✓ Voting shares/units ☐ Rights/Options/Warrants over voting shares/units ☐ Convertible debentures over voting shares/units (conversion price known)
5.	chosen):✓ Voting shares/units☐ Rights/Options/Warrants over voting shares/units
 6. 	 chosen): ✓ Voting shares/units ☐ Rights/Options/Warrants over voting shares/units ☐ Convertible debentures over voting shares/units (conversion price known)
	 chosen): ✓ Voting shares/units ☐ Rights/Options/Warrants over voting shares/units ☐ Convertible debentures over voting shares/units (conversion price known) ☐ Others (please specify):

	Please see paragraph 10 (Circumstances giving rise to deemed interests) below.
3.	Circumstance giving rise to the interest or change in interest:
	Acquisition of:
	Securities via market transaction
	Securities via off-market transaction (<i>e.g. married deals</i>)
	Securities via physical settlement of derivatives or other securities
	Securities pursuant to rights issue
	Securities via a placement
	Securities following conversion/exercise of rights, options, warrants or other convertibles
	Disposal of:
	Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
	Other circumstances: Acceptance of take-over offer for the Listed Issuer
	Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not
	participate in (please specify):
	✓ Others (please specify):
	✓ Others (please specify): Please see paragraph 10 (Circumstances giving rise to deemed interests) below.

9. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	36,459,390	34,120,900	70,580,290
As a percentage of total no. of voting shares/units:	7.01	6.56	13.57
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	Direct Interest 36,459,390	Deemed Interest 0	<i>Total</i> 36,459,390

Circumstances giving rise to deemed interests (if the interest is such):
 [You may attach a chart in item 11 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

On 21 September 2016, BF ceased to have deemed interest in the above 34,120,900 Shares of the Listed Issuer ("Shares") held by Holmshaw Services Limited ("Holmshaw"), and maintained its direct interest in 36,459,390 Shares pursuant to the following transactions which were simultaneously completed on 21 September 2016:

- (1) 19,761,770 Shares held by Holmshaw were divested via in specie distributions by Holmshaw and its holding Company, Kuo Investments Limited ("KI"), to their respective shareholder(s), for which no consideration was payable;
- (2) Transfer by BF of its entire entitlement under the in specie distribution of KI (being 3,952,354 Shares and the benefit of US\$3,184,293 of indebtedness owed by Holmshaw to KI) to each of Coldharbour Ltd. ("CH") and Ong Beng Seng ("OBS") in equal proportions, for a total consideration of US\$1,592,146.50 payable by each of CH and OBS to BF; and
- (3) 14,359,130 Shares held by Holmshaw were divested pursuant to the transfer of 7,179,565 Shares to each of CH and OBS in discharge of indebtedness of US\$7,960,734.50 owed by Holmshaw to each of them. For information, prior to 21 September 2016, BF had a direct interest in the 36,459,390 Shares and may have had a deemed interest in the 34,120,900 Shares held by Holmshaw by virtue of its shareholding in Holmshaw's holding company, KI.

11.	Attachments	(if any)	6
11.	Allachments	(II ariy).	6



(The total file size for all attachment(s) should not exceed 1MB.)

12. If this is a **replacement** of an earlier notification, please provide:

(a)			Net Net											th	е	firs	<u>t</u>	notific	ation	whi	ch	was	ann	ounce	ed	on
(b)	Da	ate	of	the	In	itial	l Aı	nnc	our	ice	me	ent:	7													

	which was attached in the Initial Announcement:
13.	Remarks (if any):
	The shareholding percentages in this form are computed based on a total number of 520,082,651 issued ordinary shares of the Listed Issuer as set out in the business profile of the Listed Issuer extracted from the Accounting and Corporate Regulatory Authority on 22 September 2016.
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	nsaction Reference Number (auto-generated): 3 7 9 1 4 6 4 2 3 5 3 2 2 9
m 11 io	to be completed by an individual submitting this natification form on behalf of the Substantial
	to be completed by an individual submitting this notification form on behalf of the Substantial er/Unitholder.
l. Par	ticulars of Individual submitting this notification form to the Listed Issuer:
(a)	Name of Individual:
	Yeow Ooh Kiong
(b)	Designation (if applicable):
(c)	Name of entity (if applicable):
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