



ASCOTT RESIDENCE TRUST

(A real estate investment trust constituted on 19 January 2006 under the laws of the Republic of Singapore)

Managed by

Ascott Residence Trust Management Limited

(Company Registration No. 200516209Z)

ASCOTT RESIDENCE TRUST ANNOUNCEMENT

PROPOSED COMBINATION OF ASCOTT RESIDENCE TRUST AND ASCENDAS HOSPITALITY TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT

IRREVOCABLE UNDERTAKING

INTRODUCTION

On 3 July 2019, the board of directors of Ascott Residence Trust Management Limited, as manager of Ascott Residence Trust (“**Ascott Reit**”), announced the proposed combination of Ascott Reit and Ascendas Hospitality Trust (“**A-HTRUST**”) to be effected through the acquisition by Ascott Reit of all the A-HTRUST Stapled Units for an aggregate consideration of S\$1.0868 for each A-HTRUST Stapled Unit, comprising S\$0.0543 in cash and 0.7942 Ascott Reit-BT Stapled Units (such announcement, the “**Joint Announcement**”). Terms defined in the Joint Announcement have the same meanings when used in this Announcement.

IRREVOCABLE UNDERTAKING

Pursuant to Rule 8.1 of the Code, the Ascott Reit Manager wishes to announce that AHDF Pte Ltd (“**AHDF**”) has today executed an irrevocable deed of undertaking to vote:

- (a) all of its A-HTRUST Stapled Units as at the date hereof; and
- (b) any other A-HTRUST Stapled Units which it may become the beneficial owner of or in respect of which it may otherwise become entitled to exercise all rights attaching thereto (including voting rights) after the date hereof,

(such units, the “**Relevant A-HTRUST Stapled Units**” and such obligations, the “**Relevant Obligations**”) in favour of the resolutions to approve the amendment of the A-HTRUST Trust Deeds to facilitate the implementation of the A-HTRUST Scheme and the resolutions to approve the A-HTRUST Scheme at the A-HTRUST EGM and the A-HTRUST Scheme Meeting, respectively, and against any resolution or proposal to adjourn such meetings, on the terms set out in such deed (such deed, the “**Deed of Undertaking**”).

As at the date hereof, AHDF is the legal and beneficial owner of the following number of A-HTRUST Stapled Units:

Name	Number of A-HTRUST Stapled Units	Percentage of total A-HTRUST Stapled Units (%) ¹
AHDF	46,160,000	4.1

AHDF has agreed not to, amongst other things, prior to the A-HTRUST Scheme becoming effective or its obligations under the Deed of Undertaking terminating in accordance with the terms of the Deed of Undertaking (whichever is earlier):

- (a) except pursuant to the A-HTRUST Scheme, (v) offer, (w) sell, transfer, give or otherwise dispose of, (x) grant or sell any option, right or warrant to purchase in respect of, (y) charge, mortgage, pledge or otherwise create an encumbrance over or (z) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the legal, beneficial or economic consequences of ownership of, all or any of the Relevant A-HTRUST Stapled Units or any interest therein (or enter into any arrangement, agreement or commitment with a view to effecting any of the foregoing), in each case, in such a manner that AHDF will not be able to fulfil the Relevant Obligations;
- (b) acquire any A-HTRUST Stapled Units unless the SIC determines and confirms in writing that in respect of such acquisition, AHDF is not acting in concert with the Ascott Reit Trustee or the Ascott Reit Manager in connection with the Combination under the Code;
- (c) accept any A-HTRUST Competing Offer for any or all of the Relevant A-HTRUST Stapled Units, and AHDF has agreed to vote all of the Relevant A-HTRUST Stapled Units against any A-HTRUST Competing Offer;
- (d) exercise any voting rights attached to the Relevant A-HTRUST Stapled Units to vote in favour of any resolution to approve any other transaction in competition with, or which would or would reasonably be expected to frustrate, restrict, impede or delay, the Combination or the A-HTRUST Scheme becoming effective;
- (e) in relation to the Relevant A-HTRUST Stapled Units, requisition, or join in requisitioning, any general or class meeting of the A-HTRUST Stapled Unitholders which would or would reasonably be expected to frustrate, restrict, impede or delay the Combination or the A-HTRUST Scheme becoming effective; or
- (f) enter into any agreement or arrangement in relation to the Relevant A-HTRUST Stapled Units, which would or would reasonably be expected to restrict or impede its ability to comply with its obligations under the Deed of Undertaking.

The Deed of Undertaking shall terminate and be of no further force and effect on the earliest of the following: (a) if the A-HTRUST Scheme becomes effective in accordance with its terms, such effective date, (b) if the Implementation Agreement lapses or is terminated for any reason without the A-HTRUST Scheme becoming effective, the date on which the Implementation Agreement lapses or

¹ Calculated based on a total of approximately 1,136.7 million A-HTRUST Stapled Units as at the date hereof.

is terminated and (c) 5.00 p.m. (Singapore time) on 31 December 2019.

AHDF has confirmed that, save for the Deed of Undertaking, there is no agreement, arrangement or understanding, or any significant relationships, between it and/or its concert parties, on the one hand, and the Ascott Reit Manager and/or its concert parties, on the other hand, that would give rise to a presumption that AHDF is acting in concert with the Ascott Reit Trustee and the Ascott Reit Manager (and *vice versa*) with respect to the Combination or the A-HTRUST Scheme.

Copies of the Deed of Undertaking will be made available for inspection during normal business hours at the offices of the Ascott Reit Manager at 168 Robinson Road, #30-01 Capital Tower, Singapore 068912² from the date hereof until (and including) the Effective Date.

RESPONSIBILITY STATEMENT

The directors of the Ascott Reit Manager (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 which relate to Ascott Reit and/or the Ascott Reit Manager (excluding those relating to A-HTRUST and/or the A-HTRUST REIT Manager and/or the A-HTRUST BT Trustee-Manager) 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 Ascott Reit Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from A-HTRUST and/or the A-HTRUST REIT Manager and/or the A-HTRUST BT Trustee-Manager, the sole responsibility of the directors of the Ascott Reit Manager 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. The directors of the Ascott Reit Manager do not accept any responsibility for any information relating to A-HTRUST and/or the A-HTRUST REIT Manager and/or the A-HTRUST BT Trustee-Manager or any opinion expressed by A-HTRUST and/or the A-HTRUST REIT Manager and/or the A-HTRUST BT Trustee-Manager.

By Order of the Board

ASCOTT RESIDENCE TRUST MANAGEMENT LIMITED

(Company Registration No. 200516209Z)

As Manager of Ascott Residence Trust

Karen Chan

Company Secretary

11 July 2019

² Prior appointment with the Ascott Reit Manager is required. Please contact (Ms) Kang Wei Ling, Investor Relations (Tel: +65 6713 2888).

Any queries relating to this Announcement or the Combination should be directed to one of the following:

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IMPORTANT NOTICE

The value of the Ascott Reit Units and the income derived from them may fall as well as rise. The Ascott Reit Units are not obligations of, deposits in, or guaranteed by, the Ascott Reit Manager or any of its affiliates. An investment in the Ascott Reit Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request the Ascott Reit Manager to redeem their Ascott Reit Units while the Ascott Reit Units are listed. It is intended that Ascott Reit Unitholders may only deal in their Ascott Reit Units through trading on the SGX-ST. Listing of the Ascott Reit Units on the SGX-ST does not guarantee a liquid market for the Ascott Reit Units. This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Ascott Reit Units. The past performance of Ascott Reit is not necessarily indicative of the future performance of Ascott Reit. This announcement may contain forward-looking statements that involve assumptions, 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 other developments or companies, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Ascott Reit Manager's current view on future events.