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**ARA US HOSPITALITY PROPERTY
TRUST**

(a real estate investment trust constituted on 24 September 2018 under the laws of the Republic of Singapore)

Managed by

ARA Trust Management (USH) Pte. Ltd.

**ARA US HOSPITALITY MANAGEMENT
TRUST**

(a business trust constituted on 29 October 2018 under the laws of the Republic of Singapore)

Managed by

**ARA Business Trust Management (USH)
Pte. Ltd.**

LISTING OF ARA US HOSPITALITY TRUST

DBS Bank Ltd. is the Sole Issue Manager for the Offering (the “**Sole Issue Manager**”). DBS Bank Ltd., Oversea-Chinese Banking Corporation Limited and United Overseas Bank Limited are the Joint Financial Advisers and Joint Global Coordinators for the Offering (collectively, the “**Joint Financial Advisers and Joint Global Coordinators**”). DBS Bank Ltd., Oversea-Chinese Banking Corporation Limited, United Overseas Bank Limited and Credit Suisse (Singapore) Limited are the Joint Bookrunners and Underwriters for the Offering (collectively, the “**Joint Bookrunners and Underwriters**”).

*Capitalised terms used herein, unless otherwise defined, have the meanings as defined in the prospectus of ARA US Hospitality Trust dated 2 May 2019 and registered by the Monetary Authority of Singapore on 2 May 2019 (the “**Prospectus**”).*

Issue of Stapled Securities in ARA US Hospitality Trust

ARA Trust Management (USH) Pte. Ltd., as manager of ARA US Hospitality Property Trust (“**ARA H-REIT**”), and the manager of ARA H-REIT, the “**REIT Manager**”) and ARA Business Trust Management (USH) Pte. Ltd., as trustee-manager of ARA US Hospitality Management Trust (“**ARA H-BT**”), and the trustee-manager of ARA H-BT, the “**Trustee-Manager**”, and collectively with the REIT Manager, the “**Managers**”), are pleased to announce that the Managers have issued 565,909,000 Stapled Securities in ARA US Hospitality Trust (“**Stapled Securities**”) comprising:

- (i) 379,776,300 Stapled Securities issued pursuant to the initial public offering of ARA US Hospitality Trust (the “**Offering**”), consisting of:
 - (a) an international placement of 328,640,300 Stapled Securities to investors, outside the United States of America (the “**Placement Tranche**”), including 8,585,000 Stapled Securities reserved for subscription by the directors, management, employees and business associates of the ARA Group; and
 - (b) an offering of 51,136,000 Stapled Securities to the public in Singapore (the “**Public Offer**”);
- (ii) an aggregate of 53,750,000 Stapled Securities (the “**Sponsor Subscription Stapled Securities**”) subscribed for by ARA Real Estate Investors 23 Pte. Ltd. pursuant to the subscription agreement dated 23 April 2019 with the Managers as disclosed in the Prospectus; and
- (iii) an aggregate of 132,382,700 Stapled Securities (the “**Cornerstone Stapled Securities**”) subscribed for by the cornerstone investors pursuant to separate subscription agreements with the Managers as disclosed in the Prospectus.

In addition to the abovementioned issuance of 565,909,000 new Stapled Securities today, the 198,392,305 existing Stapled Securities held by ARA Real Estate Investors XVI Limited (“**ARA XVI**”)¹ have been fully redeemed by the Managers immediately after the Listing today, at the Offering Price of US\$0.88 per Stapled Security (the “**Redemption**”).

The total number of Stapled Securities in issue after completion of the Offering, the issuance of the Sponsor Subscription Stapled Securities and the Cornerstone Stapled Securities and the Redemption is 565,909,000 Stapled Securities.

The Stapled Securities commenced trading on a “ready” basis at 2.00 p.m. on 9 May 2019.

Use of Proceeds

Gross proceeds of US\$498.0 million have been raised from the Offering and the issuance of the Cornerstone Stapled Securities and the Sponsor Subscription Stapled Securities, and an amount of US\$251.8 million has been drawn down from the New Loan Facilities (as defined herein). Of the gross proceeds raised and amount drawn down, approximately US\$749.8 million has been disbursed towards the following:

¹ Following the registration of the Prospectus on 2 May 2019, the two Stapled Securities held by ARA XVI were sub-divided, so that the total number of existing Stapled Securities in issue and held by ARA XVI prior to the Redemption was 198,392,305 Stapled Securities.

- (i) approximately US\$715.2 million towards the Redemption proceeds and repayment of Existing Loan Facilities; and
- (ii) approximately US\$28.1 million towards the payment of transaction costs.

The balance of the gross proceeds of approximately US\$6.5 million is held for working capital purposes. The foregoing is in accordance with the stated use and amount allocated in the Prospectus. The Managers will make periodic announcements on the utilisation of the balance of the gross proceeds as and when such funds are materially disbursed.

Disclosures pursuant to Rule 704(31) of the Listing Manual

The Managers have put in place debt facilities for ARA US Hospitality Trust obtained from DBS Bank Ltd., Oversea-Chinese Banking Corporation Limited and United Overseas Bank Limited (collectively, the “**Lenders**”) aggregating approximately US\$270.8 million, which comprises:

- (i) a five-year secured term and letter of credit facilities of up to approximately US\$260.8 million (collectively, the “**Secured Facilities**”); and
- (ii) a three-year unsecured revolving credit facility of up to US\$10.0 million (the “**Unsecured Facility**”, and together with the Secured Facilities, the “**New Loan Facilities**”).

Pursuant to Rule 704(31) of the Listing Manual of the SGX-ST (the “**Listing Manual**”), the Managers wish to disclose that the terms of the New Loan Facilities contain a condition making reference to the shareholding interests in the Managers. Under the terms of the New Loan Facilities, ARA USH Investment Holdings, a subsidiary of ARA US Hospitality Property Trust is required to pay all outstanding loans within five business days if ARA Asset Management Limited ceases to own (directly or indirectly) an effective shareholding of 51% of each of the Managers.

As of the Listing Date, there has not been any breach of the above conditions. Assuming that a breach of the above condition occurs, the aggregate sum of the Facilities that may be affected will be US\$270.8 million.

By Order of the Board
Lee Jin Yong
Chief Executive Officer

ARA Trust Management (USH) Pte. Ltd.
(Company Registration No.: 201829676W)
As manager of ARA US Hospitality Property Trust

ARA Business Trust Management (USH) Pte. Ltd.
(Company Registration No.: 201829682G)
As trustee-manager of ARA US Hospitality Management Trust

9 May 2019

IMPORTANT NOTICE

This announcement is for information purposes only and does not constitute or form part of an offer, invitation or solicitation of any securities of ARA US Hospitality Trust in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment or investment decision whatsoever.

The value of the Stapled Securities and the income derived from them may fall as well as rise. Stapled Securities are not obligations of, deposits in, or guaranteed by, the Managers, DBS Trustee Limited, in its capacity as trustee of ARA H-REIT, ARA Real Estate Investors 23 Pte. Ltd., as the sponsor of ARA US Hospitality Trust, the Sole Issue Manager, the Joint Financial Advisers and Joint Global Coordinators or the Joint Bookrunners and Underwriters or any of their respective affiliates.

An investment in the Stapled Securities is subject to investment risks, including the possible loss of the principal amount invested. Holders of Stapled Securities ("**Stapled Securityholders**") have no right to request that the Managers redeem or purchase 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 Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). Listing of the Stapled Securities on the SGX-ST does not guarantee a liquid market for the Stapled Securities.

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. Predictions, projections or forecasts of the economy or economic trends of the markets are not necessarily indicative of the future or likely performance of ARA US Hospitality Trust. The forecast financial performance of ARA US Hospitality Trust is not guaranteed. A potential investor is cautioned not to place undue reliance on these forward-looking statements, which are based on the Managers' current view of future events.

This announcement is not an offer or sale of the Stapled Securities in the United States. The Stapled Securities have not been and will not be registered under the Securities Act, or the securities laws of any state of the United States, and may not be offered or sold in the United States absent registration except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act. Any public offering of the Stapled Securities in the United States would be made by means of a prospectus that would contain detailed information about ARA US Hospitality Trust, ARA H-REIT, ARA H-BT, the Managers and their management, as well as financial statements. The Managers do not intend to conduct a public offering of the Stapled Securities in the United States. The Stapled Securities are being offered and sold outside the United States (including to institutional and other investors in Singapore) in reliance on Regulation S under the Securities Act.

This announcement is not to be distributed or circulated outside of Singapore. Any failure to comply with this restriction may constitute a violation of United States securities laws or the laws of any other jurisdiction.