



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)

ASCENDAS HOSPITALITY TRUST

Ascendas Hospitality Real Estate Investment Trust

(A real estate investment trust constituted on 13 March 2012 under the laws of the Republic of Singapore)

Managed by
Ascendas Hospitality Fund Management Pte. Ltd.
(Company Registration No. 201133966D)

Ascendas Hospitality Business Trust

(A business trust constituted on 13 March 2012 under the laws of the Republic of Singapore)

Managed by
Ascendas Hospitality Trust Management Pte. Ltd.
(Company Registration No. 201135524E)

JOINT ANNOUNCEMENT

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

RECEIPT OF APPROVAL-IN-PRINCIPLE FOR LISTING AND QUOTATION

AMENDMENTS TO SCHEME IMPLEMENTATION AGREEMENT

INTRODUCTION

On 3 July 2019, the respective boards of directors of Ascott Residence Trust Management Limited, as manager of Ascott Residence Trust, Ascendas Hospitality Fund Management Pte. Ltd., as manager of Ascendas Hospitality Real Estate Investment Trust and Ascendas Hospitality Trust Management Pte. Ltd., as trustee-manager of Ascendas Hospitality Business Trust, announced the proposed combination of Ascott Reit and A-HTRUST to be effected through the acquisition by Ascott Reit of all the issued and paid-up 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.

APPROVAL-IN-PRINCIPLE

The SGX-ST has, on 9 September 2019, given its approval in-principle for the listing and quotation of the following units, in each case, on the Main Board of the SGX-ST:

- (a) up to 2,183.2 million new Ascott Reit-BT Stapled Units, which will be issued to existing Ascott Reit Unitholders pursuant to the Ascott Reit Scheme;
- (b) up to 906.0 million new Ascott Reit-BT Stapled Units, which will be issued as part consideration for the Combination; and
- (c) new Ascott Reit-BT Stapled Units which may be issued to the Ascott Reit Manager and the Ascott BT Trustee-Manager ("**Ascott Reit-BT Managers**") from time to time pursuant to the general mandate for issuance of new Ascott Reit-BT Stapled Units, in full or part payment of fees payable to the Ascott Reit-BT Managers (including up to 7.3 million Ascott Reit-BT Stapled Units to be issued as payment for the Acquisition Fee in respect of the Combination).

The approval in-principle for the listing and quotation of such units is subject to the following conditions:

- (i) compliance with the SGX-ST's listing requirements;
- (ii) approval of the Ascott Reit Unitholders of all the resolutions to be approved for the purpose of effecting the Combination; and
- (iii) approval of the Court for the implementation of the Ascott Reit Scheme.

The SGX-ST's in-principle approval for the listing and quotation of such units is not to be taken as an indication of the merits of the Combination and the related proposals, the Ascott Reit-BT Stapled Units, Ascott Reit and/or its subsidiaries.

AMENDMENTS TO SCHEME IMPLEMENTATION AGREEMENT

The Parties have also agreed to make certain amendments to the Scheme Implementation Agreement, as summarised below¹:

- (a) to provide that the Ascott Reit Permitted Distributions and the A-HTRUST Permitted Distribution will be determined with respect to the period ending up to (and including) the date on which the A-HTRUST Scheme is implemented ("**A-HTRUST Scheme Implementation Date**"), as opposed to the day immediately before the Effective Date.

This amendment is intended to better reflect the principle that distributions to be made by Ascott Reit and A-HTRUST in respect of the period prior to the completion of the Combination should be distributed to the Ascott Reit Unitholders and the A-HTRUST Stapled Unitholders, respectively; and

- (b) to provide that the Ascott Reit Scheme Entitlement Date may fall on a different date than the A-

¹ All references to dates and times set out herein are based on the indicative timeline as presently envisaged by the Parties and are subject to change at the Parties' absolute discretion and pursuant to applicable regulatory requirements.

HTRUST Scheme Entitlement Date.

This amendment is intended to allow for greater flexibility in accommodating the logistics of settlement of the Combination.

Further details on the foregoing amendments, including the indicative dates and times with respect to the Ascott Reit Scheme and the A-HTRUST Scheme, will be set out in the Ascott Reit Composite Document and the A-HTRUST Scheme Document.

DOCUMENT FOR INSPECTION

Copies of the amended and restated Scheme Implementation Agreement will be made available for inspection during normal business hours at the offices of:

- (a) the Ascott Reit Manager at 168 Robinson Road, #30-01 Capital Tower, Singapore 068912²; and
- (b) the A-HTRUST Managers at 1 Fusionopolis Place, #10-10 Galaxis, Singapore 138522³,

in each case, from the date hereof until (and including) the Effective Date.

FURTHER DETAILS

The Ascott Reit Manager and the A-HTRUST Managers will make such further announcements, in compliance with the requirements of the Listing Manual, as and when there are material developments in respect of the Combination, the Ascott Reit Scheme, the Ascott Reit Acquisition, the A-HTRUST Scheme, the Scheme Implementation Agreement and/or other matters contemplated by this Announcement.

Further details on the Combination, the Ascott Reit Scheme, the Ascott Reit Acquisition, the A-HTRUST Scheme, the Scheme Implementation Agreement and/or other matters contemplated by this Announcement will be set out in the Ascott Reit Composite Document and the A-HTRUST Scheme Document to be issued to the Ascott Reit Unitholders and the A-HTRUST Stapled Unitholders, respectively, in due course. The Ascott Reit Composite Document and the A-HTRUST Scheme Document will give notice of (in the case of the Ascott Reit Composite Document) the Ascott Reit EGM and the Ascott Reit Scheme Meeting and (in the case of the A-HTRUST Scheme Document) the A-HTRUST EGM and the A-HTRUST Scheme Meeting that the Ascott Reit Manager and the A-HTRUST Managers, respectively, propose(s) to convene for the purposes of seeking the relevant approvals of Ascott Reit Unitholders and A-HTRUST Stapled Unitholders, respectively, in relation to the Combination.

In the meantime, Ascott Reit Unitholders and A-HTRUST Stapled Unitholders are advised to refrain from taking any action in relation to their Ascott Reit Units and A-HTRUST Stapled Units, respectively, which may be prejudicial to their interests until they or their advisers have considered the information and the recommendation of the Ascott Reit Independent Directors and the A-HTRUST Independent Directors, respectively, on the Combination, as well as the advice of the Ascott Reit IFA and the A-

² Prior appointment with the Ascott Reit Manager is required. Please contact (Ms) Kang Wei Ling, Investor Relations (Tel: +65 6713 3317).

³ Prior appointment with the A-HTRUST Managers is required. Please contact (Mr) Chee Kum Tin, Investor Relations (Tel: +65 6508 4927).

HTRUST IFA, respectively, which will each be set out in the Ascott Reit Composite Document and the A-HTRUST Scheme Document, respectively.

RESPONSIBILITY STATEMENTS

Ascott Reit Manager

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.

A-HTRUST REIT Manager and A-HTRUST BT Trustee-Manager

The directors of the A-HTRUST REIT Manager and the A-HTRUST BT Trustee-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 A-HTRUST and/or A-HTRUST REIT Manager and/or the A-HTRUST BT Trustee-Manager (excluding those relating to Ascott Reit and/or the Ascott Reit 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 A-HTRUST REIT Manager and the A-HTRUST BT Trustee-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 Ascott Reit and/or the Ascott Reit Manager, the sole responsibility of the directors of the A-HTRUST REIT Manager and the A-HTRUST BT Trustee-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 A-HTRUST REIT Manager and the A-HTRUST BT Trustee-Manager do not accept any responsibility for any information relating to Ascott Reit and/or the Ascott Reit Manager or any opinion expressed by Ascott Reit and/or the Ascott Reit Manager.

By Order of the Board

ASCOTT RESIDENCE TRUST MANAGEMENT LIMITED

(Company Registration No. 200516209Z)
As Manager of Ascott Residence Trust

By Order of the Board

ASCENDAS HOSPITALITY FUND MANAGEMENT PTE. LTD.

(Company Registration No. 201133966D)
As Manager of Ascendas Hospitality Real Estate Investment Trust

ASCENDAS HOSPITALITY TRUST MANAGEMENT PTE. LTD.

(Company Registration No. 201135524E)
As Trustee-Manager of Ascendas Hospitality Business Trust

9 September 2019

Any queries relating to this Announcement and 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 A-HTRUST Stapled Units and the income derived from them may fall as well as rise. The Ascott Reit Units and the A-HTRUST Stapled Units are not obligations of, deposits in, or guaranteed by, the Ascott Reit Manager or the A-HTRUST REIT Manager or the A-HTRUST BT Trustee-Manager (as the case may be) or any of their respective affiliates. An investment in the Ascott Reit Units or the A-HTRUST Stapled 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 or the A-HTRUST REIT Manager or the A-HTRUST BT Trustee-Manager to redeem their Ascott Reit Units or A-HTRUST Stapled Units (as the case may be) while the Ascott Reit Units or the A-HTRUST Stapled Units (as the case may be) are listed. It is intended that Ascott Reit Unitholders and A-HTRUST Stapled Unitholders may only deal in their Ascott Reit Units and A-HTRUST Stapled Units (as the case may be) through trading on the SGX-ST. Listing of the Ascott Reit Units and A-HTRUST Stapled Units on the SGX-ST does not guarantee a liquid market for the Ascott Reit Units and A-HTRUST Stapled Units (as the case may be). This Announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Ascott Reit Units or A-HTRUST Stapled Units. The past performance of Ascott Reit or

A-HTRUST is not necessarily indicative of the future performance of Ascott Reit or A-HTRUST (as the case may be). 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, the A-HTRUST REIT Manager and/or the A-HTRUST BT Trustee-Manager's current view on future events.