

# SOARING BEYOND



**Proposed Combination with Ascott Residence Trust  
(the “Combination”)**

**October 2019**



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This presentation shall be read in conjunction with the scheme document dated 26 September 2019 (the “**Scheme Document**”), copy of which is available on [www.sgx.com](http://www.sgx.com)

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The directors of the Managers (including those who may have delegated detailed supervision of this presentation) have taken all reasonable care to ensure that facts stated and opinions expressed in this presentation (other than those relating to Ascott Residence Trust (“**Ascott Reit**”) and/or the manager of the Ascott Reit) are fair and accurate and that there are no material facts not contained in this presentation, the omission of which would make any statement in this presentation misleading. Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Managers or their advisers or a named source, the sole responsibility of the directors of the Managers has been to ensure that such information has been accurately and correctly extracted from such sources and/or reflected or reproduced in this presentation in its proper form and context.

**Any discrepancies in the figures included herein between the individual amounts and total thereof are due to rounding. All capitalised terms shall, if not otherwise defined, have the same meaning ascribed to them in the Scheme Document.**

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- Odd Lots Considerations





# 1. Transaction Overview

# Transaction Summary



**Proxy Hospitality  
Trust in Asia Pacific**

## Transaction Structure

- Ascott Reit to acquire all A-HTRUST Stapled Securities via a trust scheme of arrangement (the “**A-HTRUST Scheme**”)

## Scheme Consideration

- S\$1.0868 <sup>(1)</sup> per A-HTRUST Stapled Security on an ex-distribution basis (the “**Scheme Consideration**”)
- Scheme Consideration shall be satisfied by:
  - S\$0.0543 <sup>(2)</sup> in cash per A-HTRUST Stapled Security (the “**Cash Consideration**”); and
  - 0.7942 new Ascott Reit-BT Stapled Units <sup>(1)(3)(4)</sup> per A-HTRUST Stapled Security (the “**Consideration Units**”)

## Key Highlights

- Scheme Consideration represents 7% premium to NAV per A-HTRUST Stapled Security <sup>(5)</sup>
- A-HTRUST Stapled Securityholders to benefit from 1.8% *pro forma* DPU accretion

## Larger Combined Position to Deliver Growth

1. Based on new Ascott Reit-BT Stapled Units issued at S\$1.30 per Ascott Reit-BT Stapled Unit
2. The aggregate Cash Consideration to be paid to each A-HTRUST Stapled Securityholder shall be rounded to the nearest S\$0.01
3. The number of Consideration Units which each A-HTRUST Stapled Securityholder will be entitled to pursuant to the A-HTRUST Scheme will be rounded down to the nearest whole number, and fractional entitlements shall be disregarded in the calculation of the aggregate Consideration Units to be issued to any A-HTRUST Stapled Securityholder pursuant to the A-HTRUST Scheme
4. Prior to the issuance of new Ascott Reit-BT Stapled Units to the Ascott Reit-BT Stapled Unitholders, Ascott Reit Unitholders will receive distributions declared prior to the Implementation Agreement and for the period between 1 January 2019 and the day prior to the A-HTRUST Scheme becoming effective
5. Premium to NAV based on A-HTRUST’s audited financials for the year ended 31 March 2019 of S\$1.02 per A-HTRUST Stapled Security

# The Scheme Consideration

The Scheme Consideration of S\$1.0868 per A-HTRUST Stapled Security <sup>(1)(2)(3)</sup> will be satisfied entirely via:

**S\$0.0543**

**in cash per A-HTRUST Stapled Security**



**0.7942**

**new Ascott Reit-BT Stapled Units  
per A-HTRUST Stapled Security <sup>(3)(4)</sup>**



**The Scheme Consideration is based on a  
gross exchange ratio of 0.836x <sup>(5)</sup>**



**A-HTRUST Stapled Securityholders to  
continue receiving normal distributions  
until completion of the Combination**

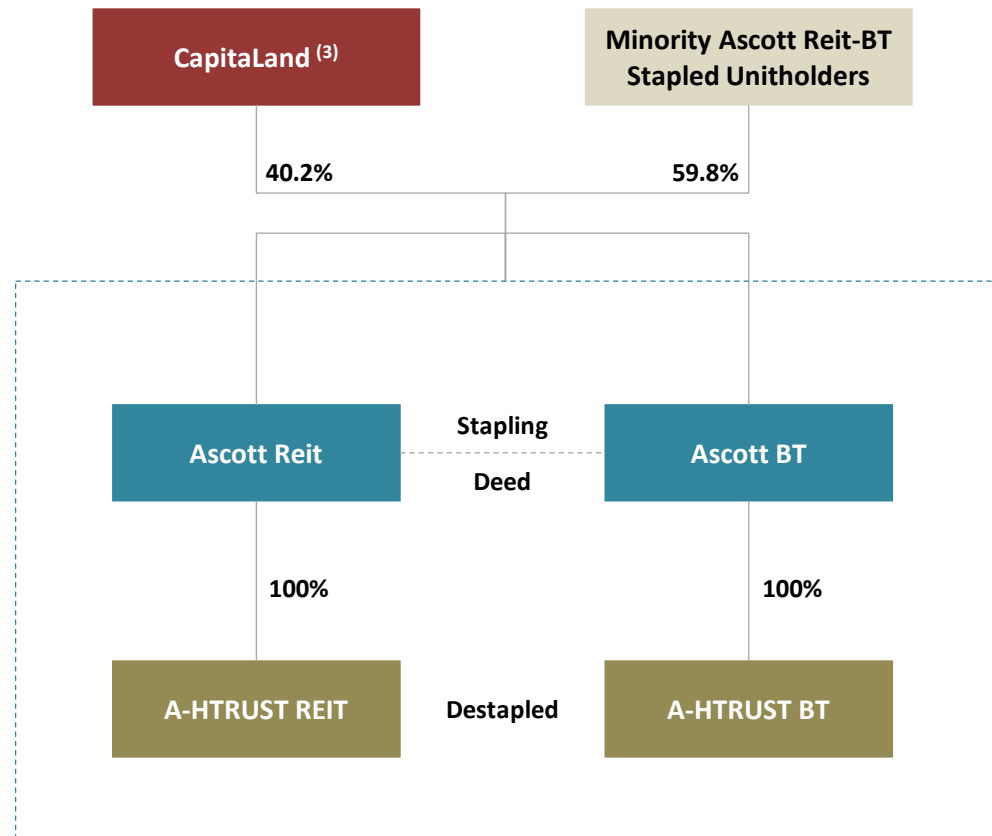
1. On an ex-distribution basis
2. Based on new Ascott Reit-BT Stapled Units issued at S\$1.30 per Ascott Reit-BT Stapled Unit
3. No fractions of a Consideration Unit will be issued and fractional entitlements shall be disregarded in the calculation of Consideration Units to be issued to any A-HTRUST Stapled Securityholder pursuant to the A-HTRUST Scheme
4. Prior to the issuance of new Ascott Reit-BT Stapled Units to the Ascott Reit-BT Stapled Unitholders, Ascott Reit Unitholders will receive distributions declared prior to the Implementation Agreement and for the period between 1 January 2019 and the day prior to the A-HTRUST Scheme becoming effective
5. Based on A-HTRUST's audited NAV per A-HTRUST Stapled Security as at 31 March 2019 of S\$1.02 divided by Ascott Reit's audited NAV per unit as at 31 December 2018 of S\$1.22

# Transaction Structure

## Steps

- Ascott Reit has established a wholly-owned business trust (“**Ascott BT**”)
- Ascott Reit to acquire all the A-HTRUST Stapled Securities via the A-HTRUST Scheme
- Ascott Reit will be restructured and Ascott Reit units will be stapled with Ascott BT units (together, the “**Ascott Reit-BT Stapled Units**”)
- Upon the A-HTRUST Scheme being approved and becoming effective, A-HTRUST will be destapled and de-listed <sup>(1)</sup>
- Ascendas Hospitality Real Estate Investment Trust (“**A-HTRUST REIT**”) will become a subtrust of Ascott Reit and Ascendas Hospitality Business Trust (“**A-HTRUST BT**”) will become a sub-trust of Ascott BT

## Combined Entity Structure <sup>(2)</sup>



1. Subject to regulatory approvals  
 2. Based on public information as at 2 July 2019 and including Consideration Units  
 3. Held through CapitaLand group of entities, namely Ascendas Land International Pte. Ltd., The Ascott Limited, Somerset Capital Pte Ltd and the Ascott Reit Manager

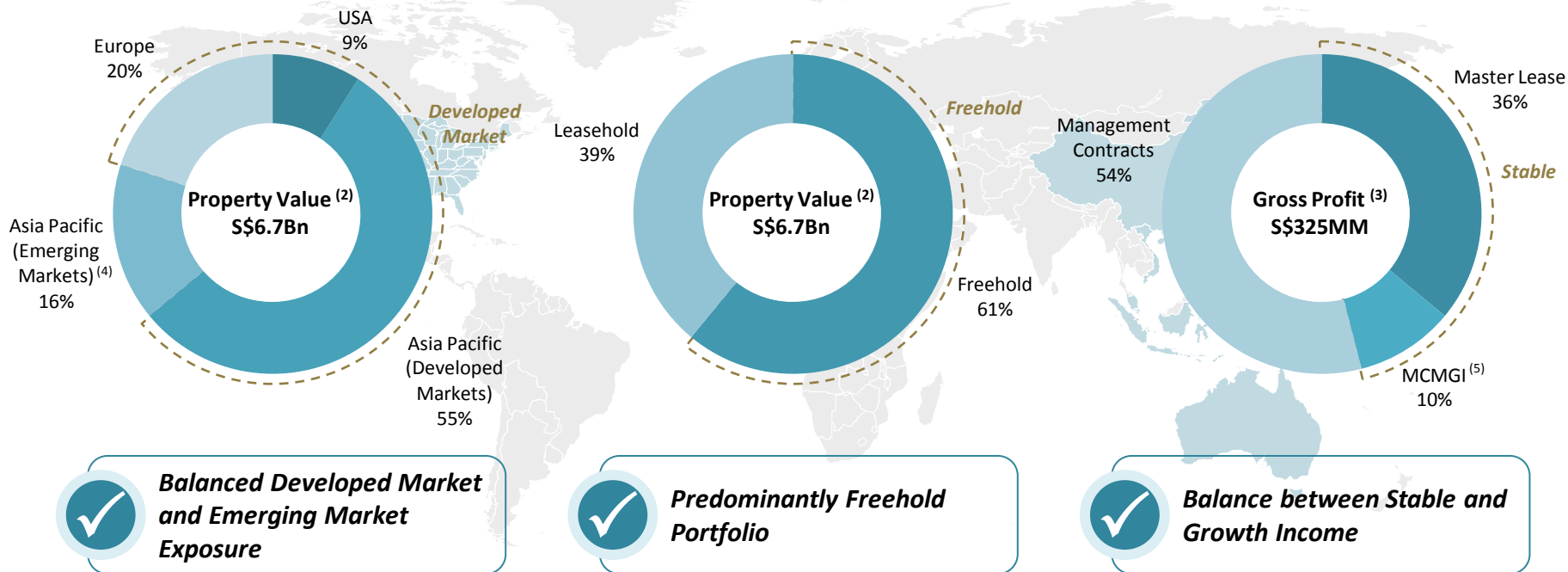
# A-HTRUST to Become Part of the Largest Hospitality Trust in Asia Pacific

 **88**  
Properties <sup>(1)</sup>

 **15**  
Countries

 **>15**  
Global Brands

 **Sponsorship of Leading  
Owner-Operator  
Hospitality Platform**



1. Includes lyf one-north Singapore for Ascott Reit
2. Combined Entity's Property Value of S\$6.7Bn based on A-HTRUST's and Ascott Reit's financials as at 31 March 2019 and 31 December 2018 respectively
3. Combined Entity's Gross Profit of S\$325MM based on A-HTRUST's and Ascott Reit's financials for the year ended 31 March 2019 and 31 December 2018 respectively
4. Emerging markets include China, Indonesia, Malaysia, the Philippines and Vietnam based on FTSE EPRA Nareit classification
5. MCMGI means Management Contracts with Minimum Guaranteed Income





## 2. Key Benefits of the Combination

# Key Benefits of the Combination



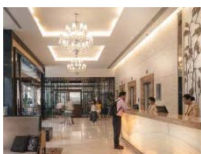
**1 Value Accretive to A-HTRUST Stapled Securityholders**



**2 Enlarged and Diversified Portfolio to Enhance Resilience**



**3 Participation in the Proxy Hospitality Trust in Asia Pacific**



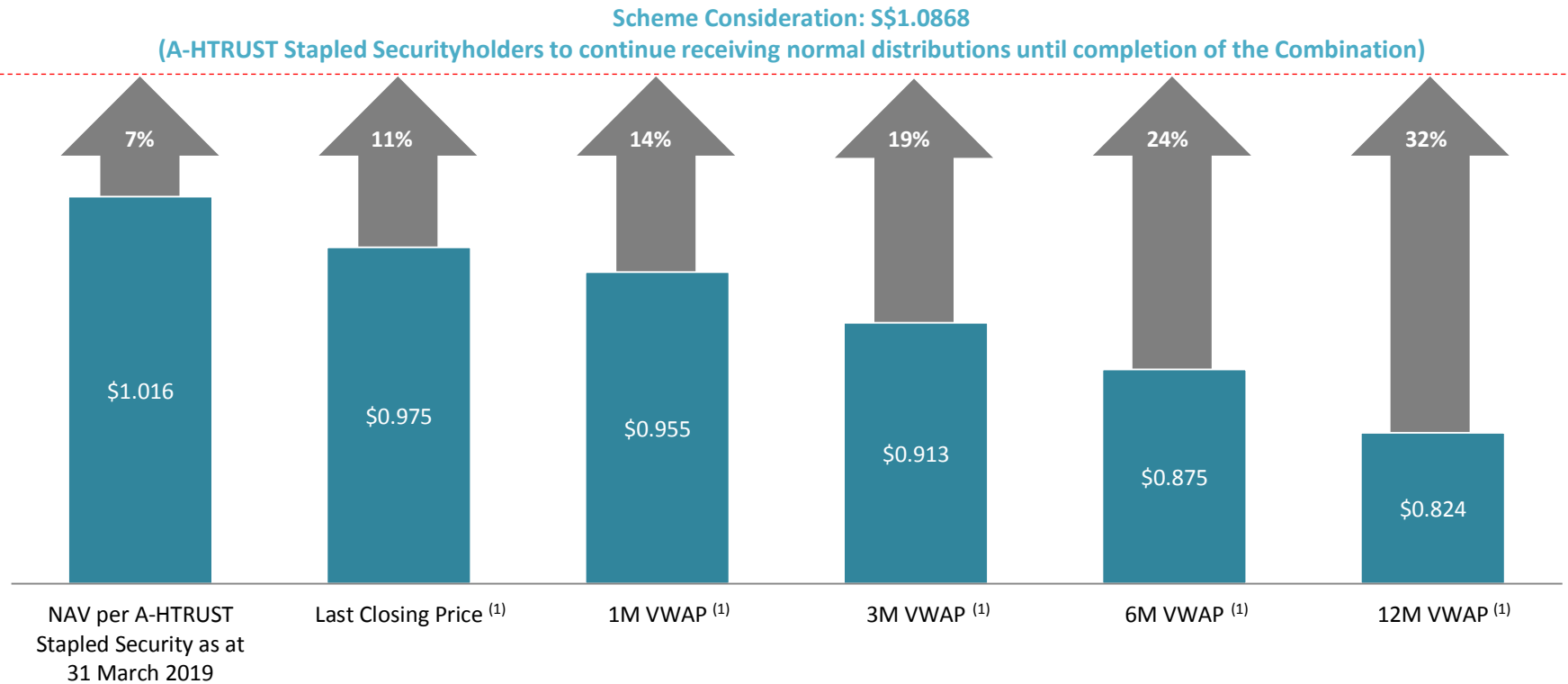
**4 Increased Flexibility and Ability to Drive Growth**



**5 Benefit from Ascott's Owner-Operator Hospitality Platform**

1

# Value Accretive to A-HTRUST Stapled Securityholders



**Attractive Premium to Historical Traded Prices**

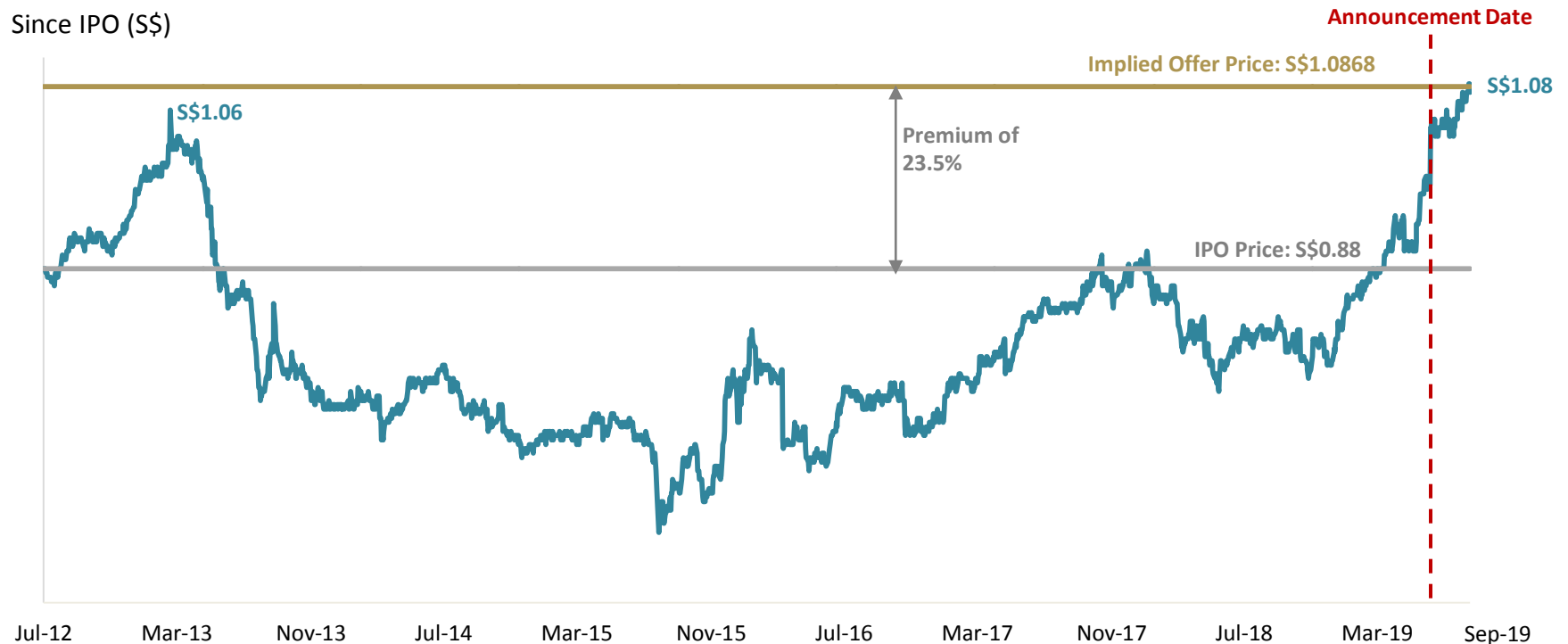
Source: Bloomberg

1. The last closing price refers to the closing price of the A-HTRUST Stapled Security as at 2 July 2019. The VWAPs are with reference to the relevant periods up to and including 2 July 2019

# 1 Value Accretive to A-HTRUST Stapled Securityholders (cont'd)

## Historical A-HTRUST Stapled Security Price

Since IPO (S\$)



Source: Capital IQ as of 12 September 2019

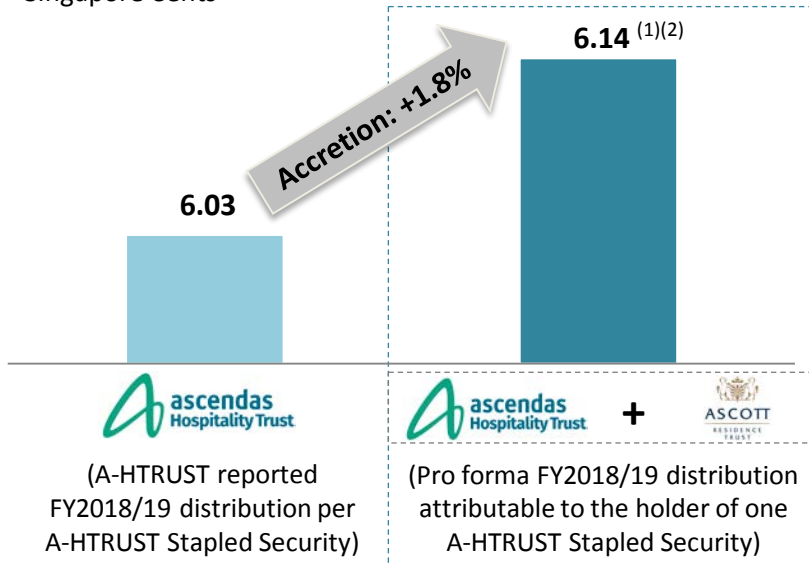


**Scheme Consideration of S\$1.0868 per A-HTRUST Stapled Security at a Premium to All Time High Closing Price**

# 1 Value Accretive to A-HTRUST Stapled Securityholders (cont'd)

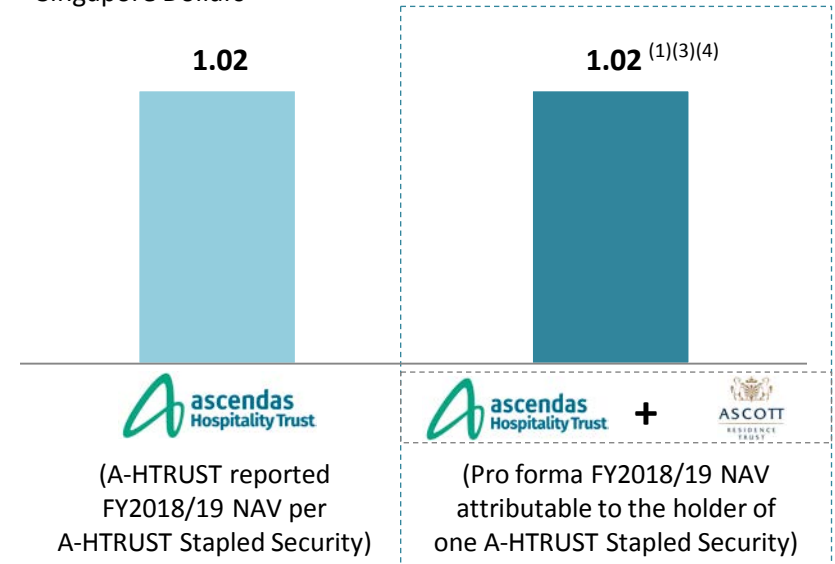
## Pro Forma Distribution Per A-HTRUST Stapled Security

Singapore Cents



## Pro Forma NAV Per A-HTRUST Stapled Security

Singapore Dollars

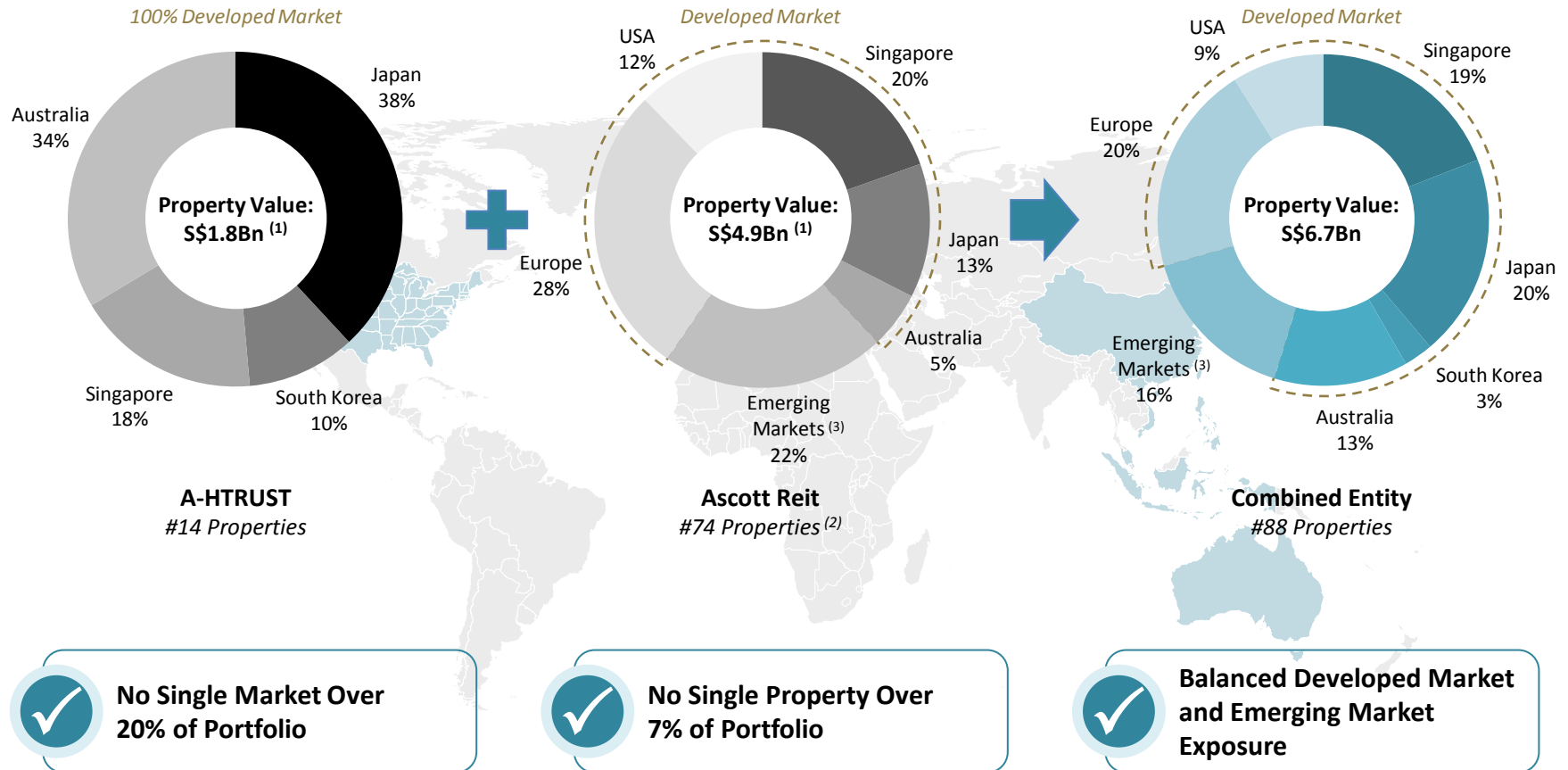


### 1.8% Accretion to Distribution per A-HTRUST Stapled Security and NAV per A-HTRUST Stapled Security Neutral

- Calculations computed for illustrative purposes only – not a forward looking projection. Key assumptions in preparing the *pro forma* financial effects include:
  - A-HTRUST Stapled Securityholders to receive in aggregate S\$61.8MM cash and 902.8MM Ascott Reit-BT Stapled Units based on 1,136.7MM A-HTRUST Stapled Securities as at 3 July 2019
  - The *pro forma* financial effects are prepared based on A-HTRUST's audited financials for the year ended 31 March 2019 and Ascott Reit's audited financials for the year ended 31 December 2018
  - The Combined Entity to have payout ratio in line with Ascott Reit's historical payout ratio of 100%. The S\$5.1MM of distributable income withheld for working capital by A-HTRUST for the year ended 31 March 2019 is assumed to be distributed on *pro forma* basis. The Combined Entity to fund such distribution from existing cash balances
  - The cash component and transaction expenses are funded through debt facilities
  - Ascott Reit Manager elects to waive 50% of its acquisition fee with respect to the Combination
  - Pro forma* distribution per security is calculated by multiplying the Combined Entity's *pro forma* distribution per security by the exchange ratio of 0.836 and assuming the Cash Consideration is reinvested in the Combined Entity at the issue price of S\$1.30 per Ascott Reit-BT Stapled Unit
- Assumes transaction was completed on 1 April 2018
- Assumes transaction was completed on 31 March 2019
- Assumes write-off of premium over NAV and excluding transaction costs. Including transaction costs, *pro forma* NAV per A-HTRUST Stapled Security would have been S\$1.01 implying a dilution of 0.7%

# 2 Enlarged and Diversified Portfolio to Enhance Resilience

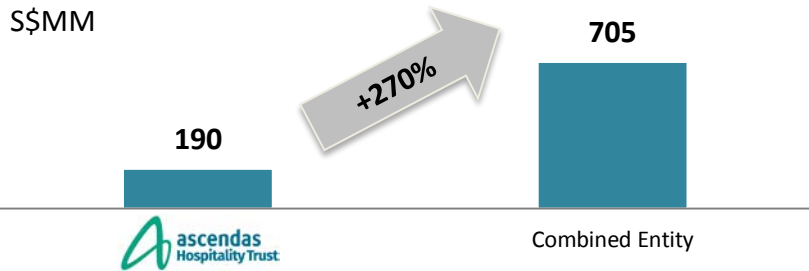
## Balanced Exposure of Developed / Emerging Markets



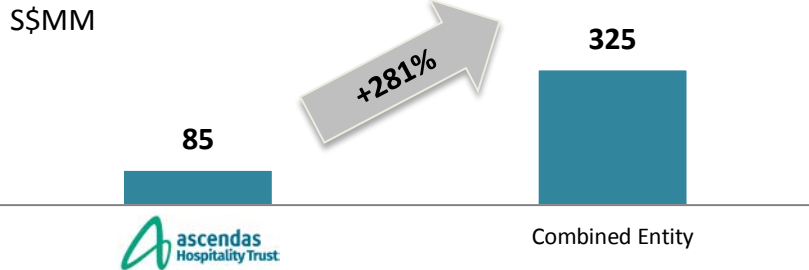
1. As at 31 March 2019 for A-HTRUST and 31 December 2018 for Ascott Reit  
 2. Includes lyf one-north Singapore for Ascott Reit  
 3. Emerging markets include China, Indonesia, Malaysia, the Philippines and Vietnam based on FTSE EPRA Nareit classification

## 2 Enlarged and Diversified Portfolio to Enhance Resilience (cont'd)

### Gross Revenue <sup>(1)</sup>



### Gross Profit <sup>(1)</sup>



**Enlarged Earnings Base to Enhance Resilience**

### Collection of Trusted and Well-Known Global Brands

A-HTRUST	Ascott Reit
<ul style="list-style-type: none"> <li>Courtyard by Marriott</li> <li>ibis</li> <li>Novotel</li> <li>Mercure</li> <li>Park Hotel</li> <li>Pullman</li> <li>Sotetsu Grand Fresa</li> <li>Sunroute</li> <li>The Splaisir</li> <li>WBF</li> </ul>	<ul style="list-style-type: none"> <li>Ascott The Residence</li> <li>Citadines Apart'hotel</li> <li>Citadines Connect</li> <li>DoubleTree by Hilton</li> <li>Element Hotels</li> <li>lyf</li> <li>Quest Apartment Hotels</li> <li>Sheraton</li> <li>Somerset Serviced Residence</li> <li>The Crest Collection</li> </ul>

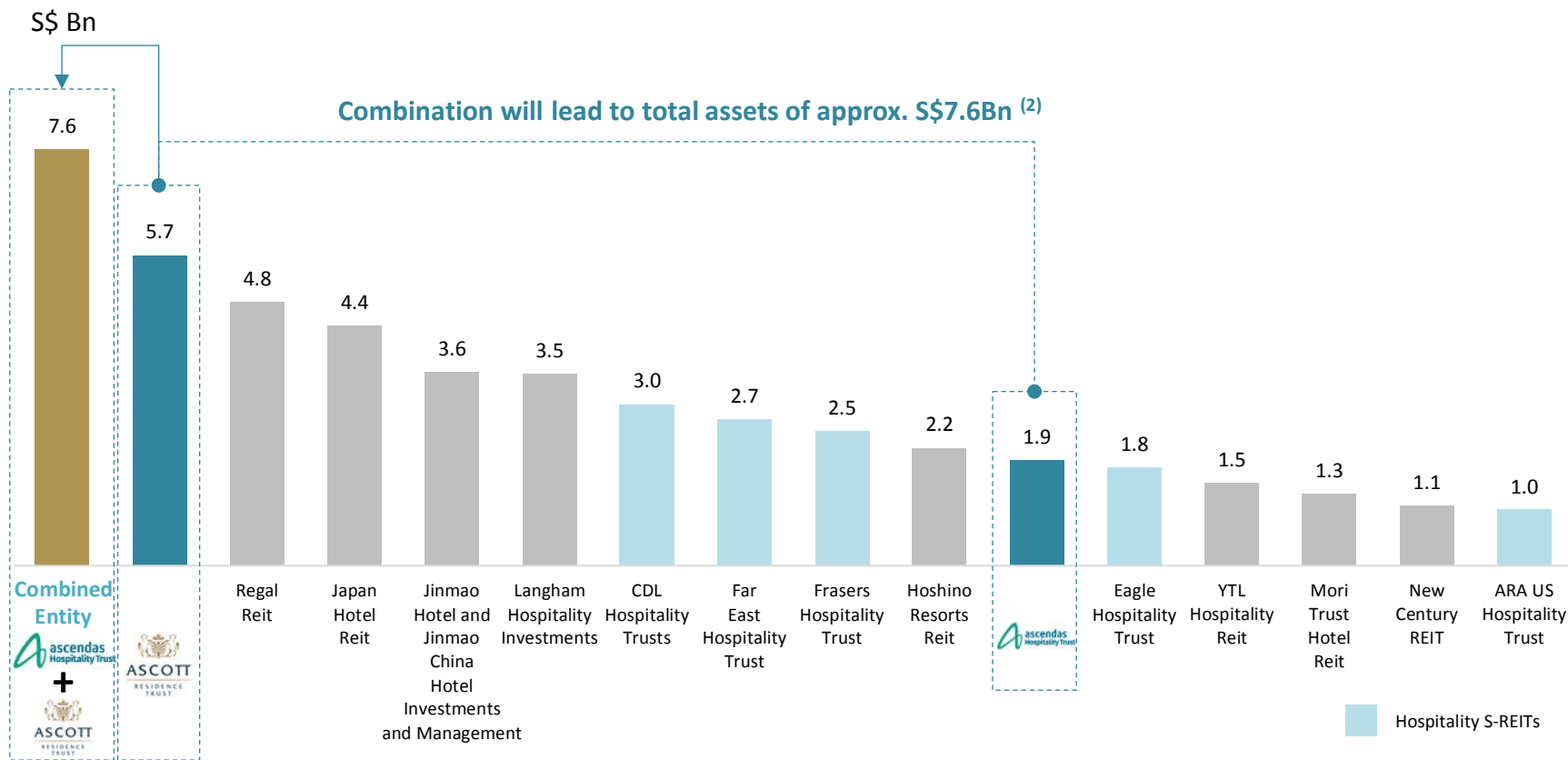


**Collection of Trusted and Well-Known Global Brands Across Short-Stay and Long-Stay Segments**

1. Based on A-HTRUST's and Ascott Reit's financials for the year ended 31 March 2019 and 31 December 2018 respectively

# 3 Participation in the Proxy Hospitality Trust in Asia Pacific

## Total Assets <sup>(1)</sup>



**Combined Entity is Expected to become the Largest Hospitality Trust in Asia Pacific  
~2.5x Larger Than The Next Hospitality S-REIT**

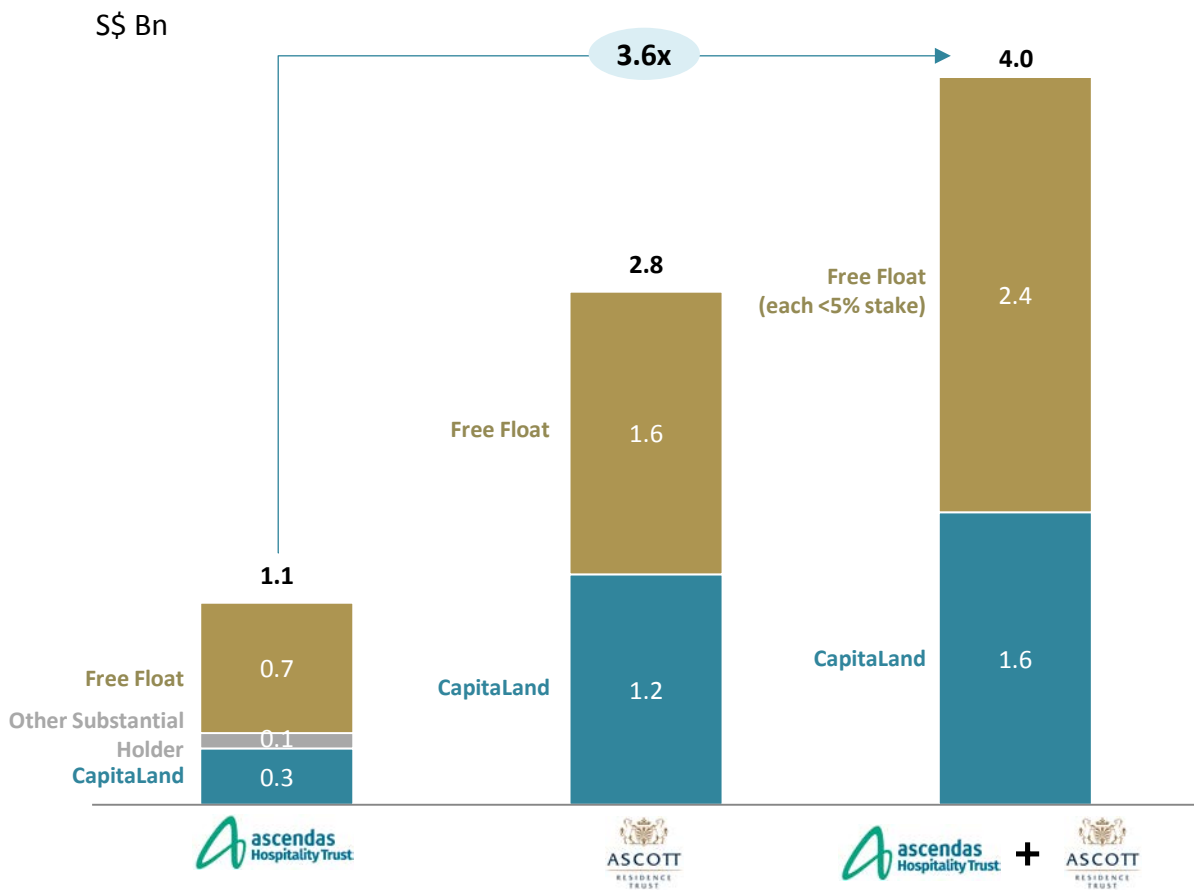
Source: Bloomberg

1. Reflecting only pure-play hospitality trusts with total assets of at least S\$1.0 billion as at 28 June 2019. Assuming an exchange rate of S\$1 = US\$0.739 = HK\$5.771 = RMB5.077 = JPY79.61 = RM3.054 = A\$1.055 as at June 2019
2. Based on the combined assets of the A-HTRUST Group and the Ascott Reit Group as at 31 March 2019



# 3 Participation in the Proxy Hospitality Trust in Asia Pacific (cont'd)

## Market Capitalisation & Free Float <sup>(1)(2)</sup>



- ✓ Significant Increase In Market Capitalisation and Free Float
  - ✓ Larger Investor Base
  - ✓ Facilitate inclusion into FTSE EPRA NAREIT Developed Index
  - ✓ Potentially More Analyst Coverage
- Potential Positive Re-rating and More Competitive Cost of Capital

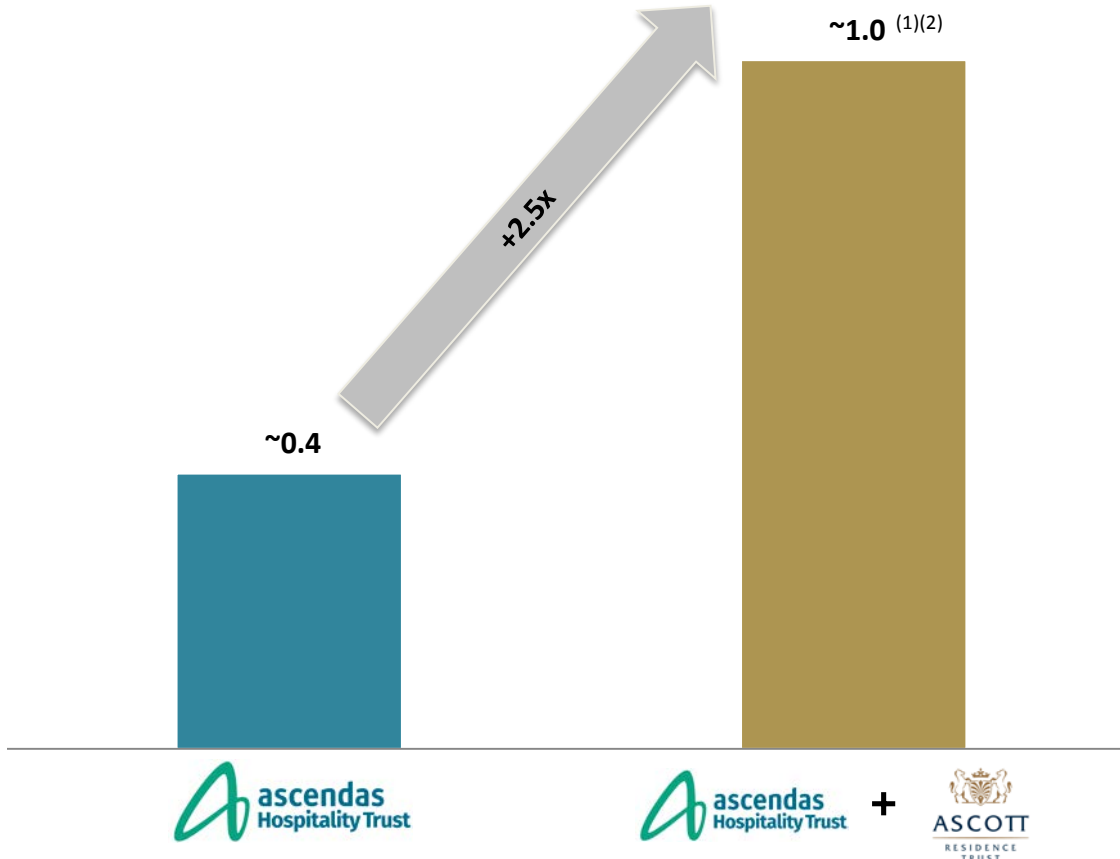
1. As at 2 July 2019  
 2. Combined Entity market capitalisation based on approximately 3,086.3 million Ascott Reit-BT Stapled Units, using an issue price of S\$1.30 for each Ascott Reit-BT Stapled Unit issued as a Consideration Unit, and giving a free float of approximately 1,846.6 million Ascott Reit-BT Stapled Units (each <5% stake)

## 4

# Increased Flexibility and Ability to Drive Growth

## Capital Flexibility from Larger Debt Headroom for Future Growth

S\$ Bn



**Enlarged Capital Base to Consider Larger Transactions**



**Enhanced Ability to Seize Potential Investment Opportunities** (Greater Speed and Flexibility)



**Increased Capacity to Undertake Developments / Conversions**

**Enhanced Flexibility and Ability of Combined Entity to Drive Long Term Growth for All A-HTRUST Stapled Securityholders**

1. Based on an aggregate leverage limit of 45% under the Property Funds Appendix

2. Assumes transaction was completed on 31 March 2019. Computed based on the financial position of A-HTRUST and Ascott Reit as at 31 March 2019 and 31 December 2018 respectively and assumes that additional S\$85.1MM debt was drawn down to fund the cash component of the estimated total transaction costs

# 5 Benefit from Ascott's Owner-Operator Hospitality Platform

## Support from Strong and Committed Sponsor

### The Ascott Limited – One of the Leading International Lodging Owner – Operators



Wholly-owned by CapitaLand – one of Asia's largest diversified real estate groups

175 Cities across 32 Countries

>106,000 <sup>(1)</sup> Units in >695 Properties

Award Winning Properties (46 Awards in 2018)

### Potential Benefits from Ascott's Operating Platforms and Brands



Ability to Leverage Ascott's Global Presence for Portfolio Expansion



Combined Entity to be CapitaLand's Sole Hospitality Trust



Access to Ascott Pipeline Properties via ROFR

1. Figures updated as at 30 June 2019 and includes A-HTRUST



### **3. Approvals Required**

# A-HTRUST Stapled Securityholders' Approvals for the Combination

No.	Resolutions	Voting Majority
1.	<p><b>To amend the A-HTRUST BT Trust Deed, A-HTRUST REIT Trust Deed and A-HTRUST Stapling Deed to facilitate the implementation of the A-HTRUST Scheme</b></p>	<ul style="list-style-type: none"> <li>• ≥75% votes</li> <li>• Irrevocable undertaking received from ALI <sup>(3)</sup>, GT and AHDF <sup>(1)</sup> (in respect of 38.5% of A-HTRUST Stapled Securities, collectively) <sup>(2)</sup></li> </ul>
2.	<p><b>To approve the A-HTRUST Scheme</b></p>	<ul style="list-style-type: none"> <li>• ≥75% votes; and</li> <li>• 50%+1 majority in number</li> <li>• ALI <sup>(3)</sup> will abstain from voting</li> <li>• Irrevocable undertaking received from GT and AHDF <sup>(1)</sup> (in respect of 10.4% of A-HTRUST Stapled Securities, collectively) <sup>(2)</sup></li> </ul>

1. Refers to Tang Yígang (a.k.a Gordon Tang) and AHDF Pte Ltd. respectively. As at the Latest Practicable Date, GT holds 6.78% of the total A-HTRUST Stapled Securities and has given an irrevocable undertaking in respect of 6.3% of the total A-HTRUST Stapled Securities

2. As at 12 September 2019

3. Refers to Ascendas Land International Pte Ltd.



## 4. Recommendations

# Opinion of the A-HTRUST IFA

## A-HTRUST IFA Opinion on the A-HTRUST Scheme

**DELOITTE &  
TOUCHE  
CORPORATE  
FINANCE PTE LTD**  
A-HTRUST IFA

“Based on our analysis and after having considered carefully the information available to us as at the Latest Practicable Date, we are of the opinion that the financial terms of the A-HTRUST Scheme are **fair and reasonable**. Accordingly, we advise the A-HTRUST Independent Directors to recommend that the A-HTRUST Stapled Securityholders **vote in favour** of the A-HTRUST Scheme Resolution.”

IT IS IMPORTANT THAT YOU READ THIS EXTRACT TOGETHER WITH AND IN THE CONTEXT OF THE LETTER TO A-HTRUST STAPLED SECURITYHOLDERS AND THE A-HTRUST IFA LETTER, WHICH CAN BE FOUND ON PAGES 1 TO 99 AND APPENDIX A OF THE SCHEME DOCUMENT RESPECTIVELY. YOU ARE ADVISED AGAINST RELYING SOLELY ON THIS EXTRACT, WHICH IS ONLY MEANT TO DRAW ATTENTION TO THE OPINION OF THE A-HTRUST IFA.

# Recommendation of the A-HTRUST Directors

## Recommendation of the A-HTRUST Directors



“Having regard to the above and the rationale for the A-HTRUST Trust Deeds Amendments as set out in Paragraph 3 of the Letter to A-HTRUST Stapled Securityholders, the A-HTRUST Directors are of the opinion that the A-HTRUST Trust Deeds Amendments would be beneficial to, and be in the interests of A-HTRUST.

Accordingly, the A-HTRUST Directors recommend that A-HTRUST Stapled Securityholders **VOTE IN FAVOUR** of the A-HTRUST Trust Deeds Amendments Resolution at the Extraordinary General Meeting.”

IT IS IMPORTANT THAT YOU READ THIS EXTRACT TOGETHER WITH AND IN THE CONTEXT OF THE LETTER TO A-HTRUST STAPLED SECURITYHOLDERS AND THE A-HTRUST IFA LETTER, WHICH CAN BE FOUND ON PAGES 1 TO 99 AND APPENDIX A OF THE SCHEME DOCUMENT RESPECTIVELY. YOU ARE ADVISED AGAINST RELYING SOLELY ON THIS EXTRACT, WHICH IS ONLY MEANT TO DRAW ATTENTION TO THE RECOMMENDATION OF THE A-HTRUST DIRECTORS.



# Recommendation of the A-HTRUST Independent Directors

## Recommendation of the A-HTRUST Independent Directors



A Member of CapitaLand

**A-HTRUST Independent  
Directors**

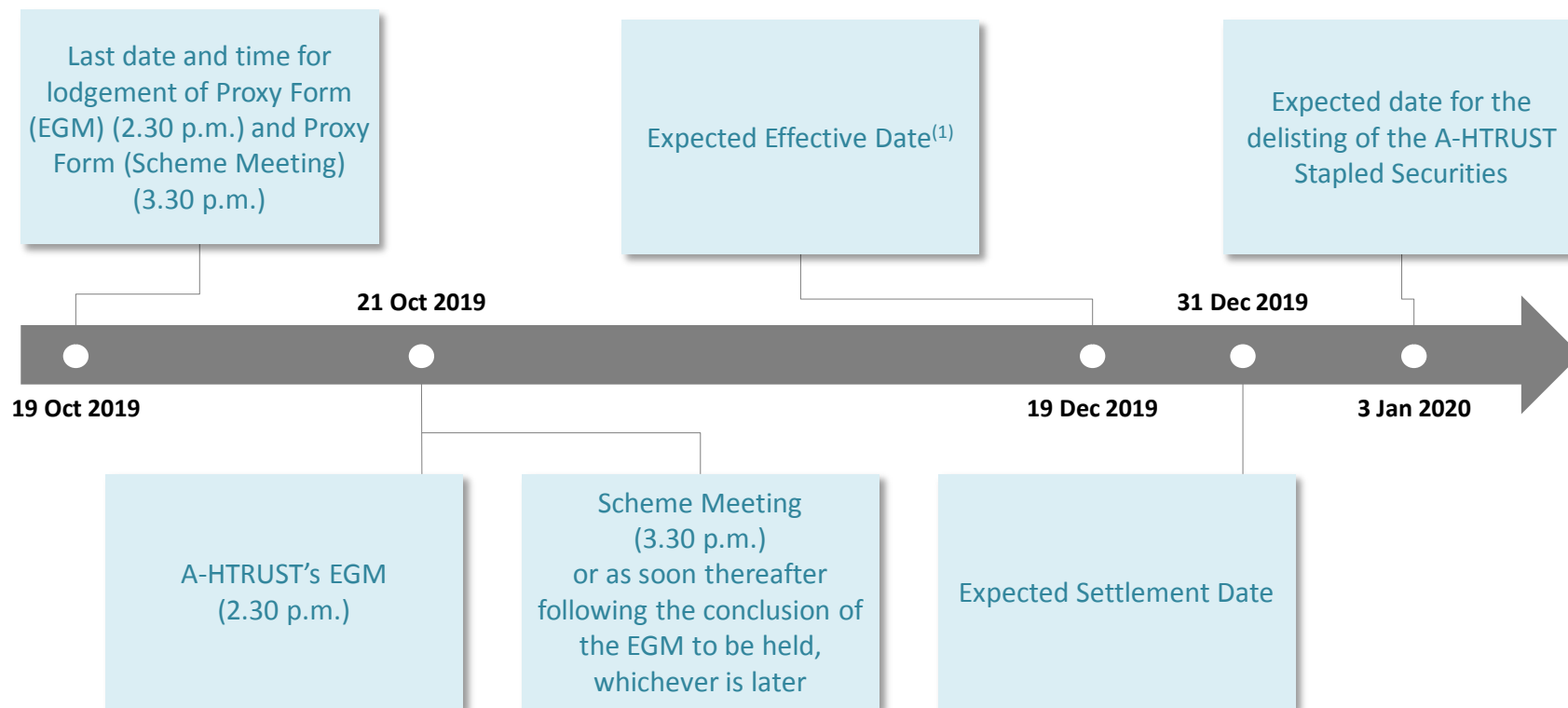
“Further, the A-HTRUST Independent Directors, having considered carefully the terms of the A-HTRUST Scheme, the advice given by the A-HTRUST IFA in the A-HTRUST IFA Letter and having taken into account the various factors set out in the A-HTRUST IFA Letter (an extract of which is set out in Paragraph 18.2 above), including the A-HTRUST Auditors Opinion and the independent valuation undertaken by HVS for the properties owned by Ascott Reit as of 30 June 2019, recommend that A-HTRUST Stapled Securityholders **VOTE IN FAVOUR** of the A-HTRUST Scheme at the Scheme Meeting.”

IT IS IMPORTANT THAT YOU READ THIS EXTRACT TOGETHER WITH AND IN THE CONTEXT OF THE LETTER TO A-HTRUST STAPLED SECURITYHOLDERS AND THE A-HTRUST IFA LETTER, WHICH CAN BE FOUND ON PAGES 1 TO 99 AND APPENDIX A OF THE SCHEME DOCUMENT RESPECTIVELY. YOU ARE ADVISED AGAINST RELYING SOLELY ON THIS EXTRACT, WHICH IS ONLY MEANT TO DRAW ATTENTION TO THE RECOMMENDATION OF THE A-HTRUST INDEPENDENT DIRECTORS.



## 5. Timeline and Next Steps

# Indicative Combination Timeline



1. The A-HTRUST Scheme will become effective upon the lodgement of the A-HTRUST Scheme Court Order with the MAS or the notification to the MAS of the grant of the A-HTRUST Scheme Court Order, as the case may be, which shall be effected by the A-HTRUST Managers:
- within 10 Business Days from the date that the last of the Combination Conditions set out in Paragraphs 2.5(a)(i), 2.5(a)(ii) and 2.5(a)(iii) of the Letter to A-HTRUST Stapled Securityholders in the Scheme Document is satisfied or waived, as the case may be, in accordance with the terms of the Implementation Agreement; and
  - provided that the Combination Conditions set out in Paragraphs 2.5(a)(iv), 2.5(a)(v), 2.5(a)(vi) and 2.5(a)(vii) of the Letter to A-HTRUST Stapled Securityholders in the Scheme Document are satisfied or waived on the Relevant Date, as the case may be, in accordance with the terms of the Implementation Agreement.

# What do I Need to do in Relation to the Combination?

The EGM and the Scheme Meeting are **two different meetings** to be held on the same day. Each meeting has a separate proxy form, with different instructions and different approval thresholds. If you wish to appoint a proxy for both the EGM and the Scheme Meeting, you are required to **submit both proxy forms**.

It is important that you read the instructions for the two meetings carefully.



## Your Vote Counts

Please vote in person or by proxy



You Now Have this Scheme Document

EGM: 21 October 2019 (Monday) at 2.30 p.m.  
Scheme Meeting: 21 October 2019 (Monday) at 3.30 p.m.  
*(or as soon thereafter following the conclusion of the EGM to be held, whichever is later)*  
Venue: Raffles City Convention Centre, Canning Ballroom, Level 4, 2 Stamford Road, Singapore 178882



Attend the EGM and Scheme Meeting in Person



Appoint a Proxy to Vote at the EGM and Scheme Meeting



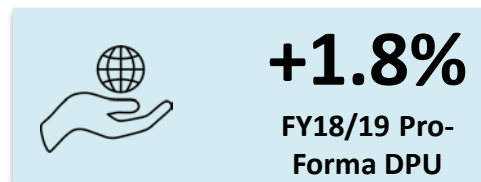
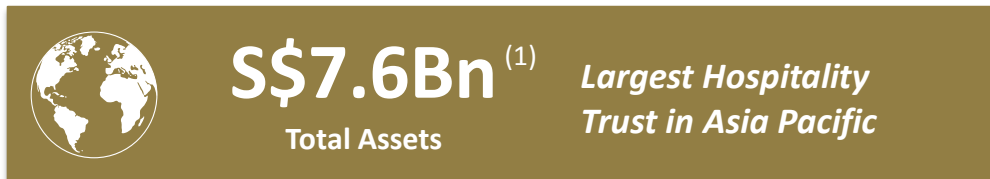
A-HTRUST Stapled Securityholders Vote at the EGM and Scheme Meeting





## 6. Conclusion

# Conclusion



✓ Value Accretive to A-HTRUST Stapled Securityholders

✓ Enlarged and Diversified Portfolio to Enhance Resilience

✓ Participation in the Proxy Hospitality Trust in Asia Pacific

✓ Increased Flexibility and Ability to Drive Growth

✓ Benefit from Ascott's Owner-Operator Hospitality Platform

1. As at 31 March 2019  
2. Includes Iyf one-north Singapore for Ascott Reit  
3. Premium to NAV based on A-HTRUST's audited financials for the year ended 31 March 2019

# Investor and Media Contacts

## Investor Contact

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Ms Joan Tan, Group Communications

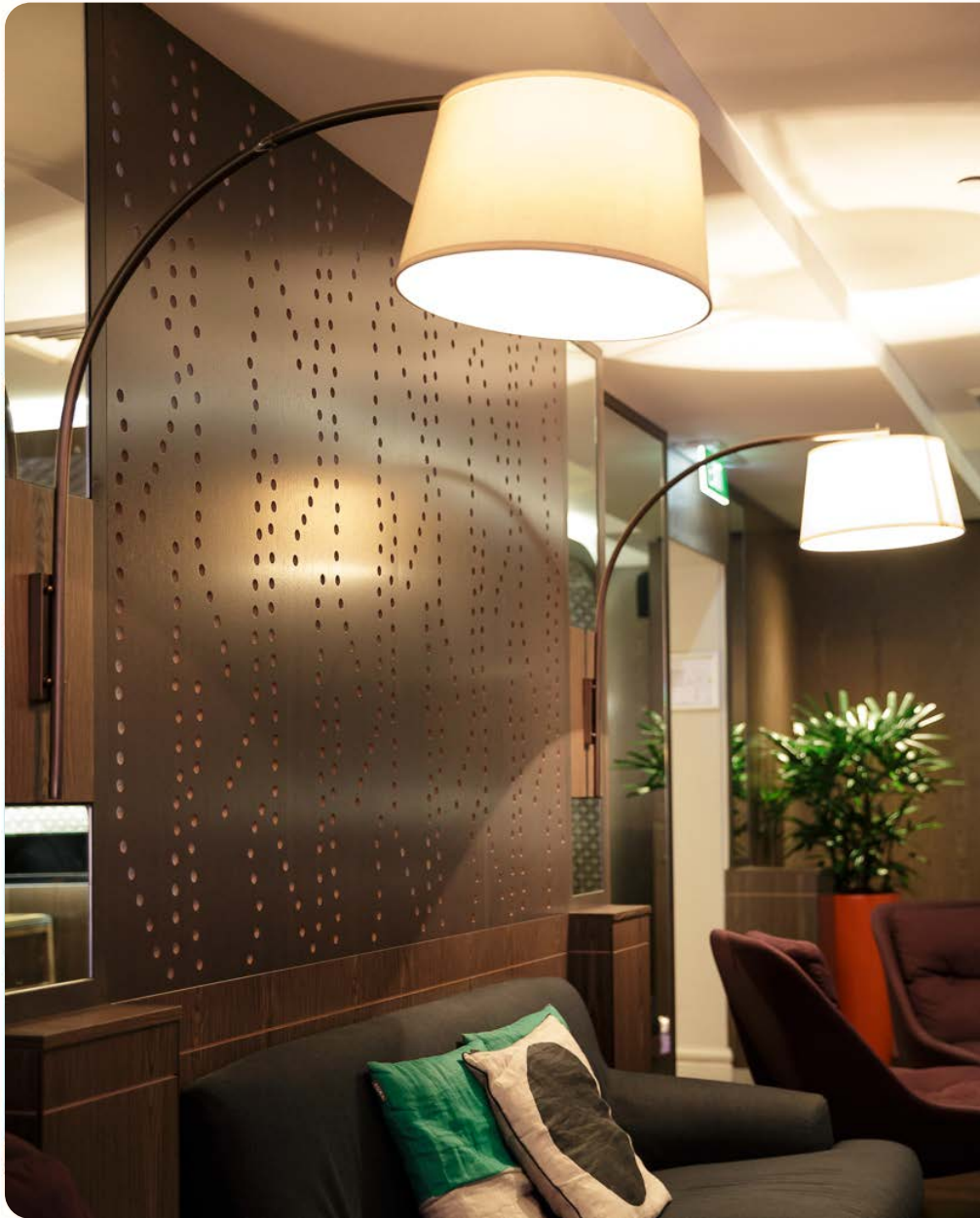
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Email: [chen.meihui@capitaland.com](mailto:chen.meihui@capitaland.com)

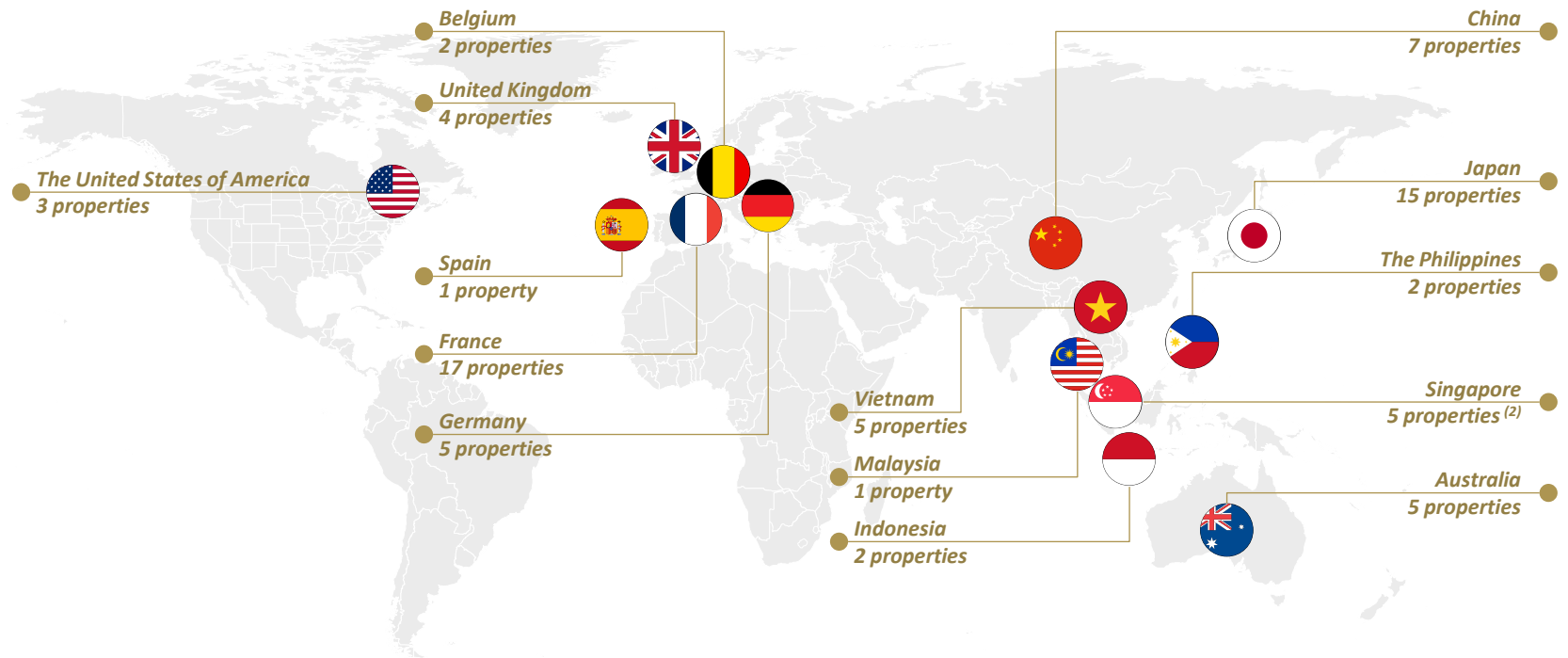
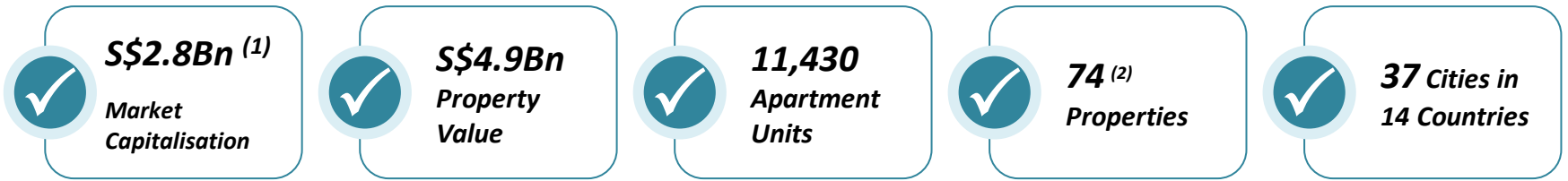


# Appendix A: About Ascott Residence Trust



# Ascott Reit – A Leading Global Hospitality REIT

Well-diversified portfolio of quality hospitality assets located in major gateway cities



Source: Company filings

Notes:

Figures above as at 31 December 2018 (unless otherwise indicated)

1. Based on closing share price of S\$1.31 as at 23 September 2019
2. Including lyf one-north Singapore (currently under development)

# Ascott Reit's Well-Diversified and Resilient Portfolio



**Geographical diversification**

~60% : 40%  
Asia Pacific Europe / US

**Diversified income Streams**



~44% : 56%  
Stable Income Growth Income

**Valuable portfolio of properties with**

>50% Freehold



**Range of product offering includes...**

serviced residences, hotels, rental housing and coliving properties

...catering to

long- and short-stay, business and leisure guests



**Award-winning properties managed by Sponsor, The Ascott Limited...**



citadines

citadines



QUEST

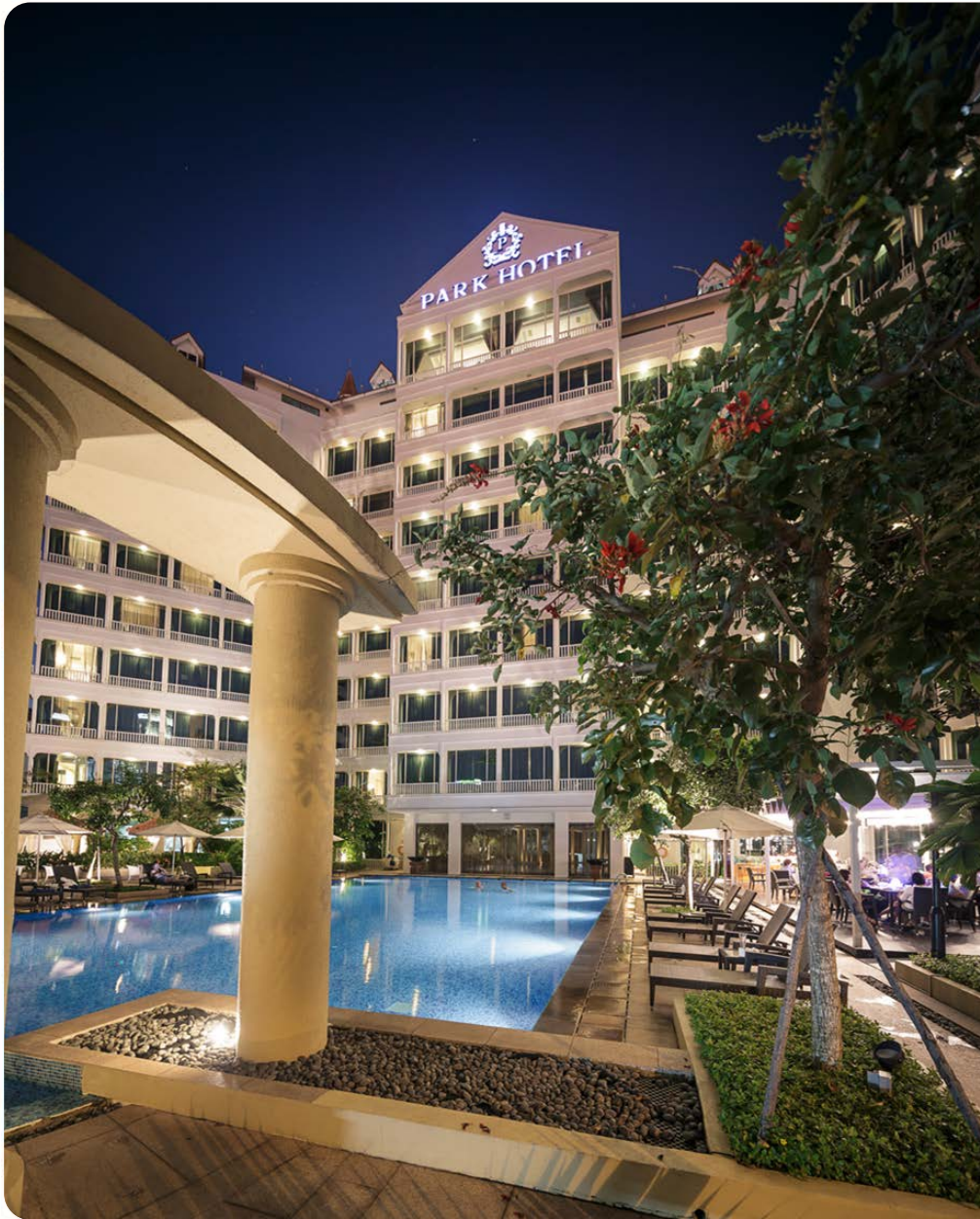
The Crest Collection

lyf

**...operating under established brands**

Source: Company filings

Note: Figures above as at 31 December 2018 (unless otherwise indicated)



**Appendix B:  
Voting at EGM and  
Scheme Meeting  
(If Unable to  
Attend)**

# What if I am unable to attend the EGM?

If you are unable to attend the EGM in person, you may appoint someone you know, or the Chairman of the EGM, to vote on your behalf by completing the Proxy Form (EGM).

## 1. Locate the Proxy Form (EGM)

The Proxy Form (EGM) is enclosed in the Scheme Document, and can also be obtained from:

**Boardroom Corporate & Advisory Services Pte. Ltd.**

50 Raffles Place, Singapore Land Tower, #32-01 Singapore 048623

Operating hours: Monday to Friday, 8.30 a.m. to 5.30 p.m.

## 2. Complete the Proxy Form (EGM)

**A** Fill in your name and particulars

\*I/We \_\_\_\_\_ (Name)  
 \_\_\_\_\_ (NRIC/Passport/Company Registration No.)  
 of \_\_\_\_\_ (Address)  
 being a Staped Securityholder/Staped Securityholders of Ascendas Hospitality Trust ("A-HTRUST"), hereby appoint:

**B** You may fill in the details of the appointee or leave this section blank. The Chairman of the EGM will be the appointee if this section is left blank

Name	Address	NRIC/ Passport No.	Proportion of A-HTRUST Staped Securityholdings	
			No. of A-HTRUST Staped Securities	%

**C** If you wish to exercise all your votes FOR or AGAINST, tick within the box provided. Alternatively, indicate the number of votes as appropriate

Extraordinary Resolution	No. of Votes For	No. of Votes Against
To approve the A-HTRUST Trust Deeds Amendments		

**D** If you are an individual, you or your attorney MUST SIGN and indicate the date. If you are a corporation, the Proxy Form (EGM) must be executed under your common seal or signed by a duly authorised officer or attorney

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019


Signature(s) of A-HTRUST Staped Securityholder(s)/  
 Common Seal of Corporate A-HTRUST Staped Securityholder

**Total number of A-HTRUST Staped Securities held**

# What if I am unable to attend the EGM? (cont'd)

## 3. Return the Completed Proxy Form (EGM)

Return the completed and signed Proxy Form (EGM) in the endorsed pre-addressed envelope so that it arrives at Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, by **NO LATER THAN 2.30 p.m. on 19 October 2019**. The envelope is prepared for posting in Singapore only. Please affix sufficient postage if posting from outside of Singapore.

<p><b>BUSINESS REPLY SERVICE</b> <b>PERMIT NO. 09545</b></p>	<p>Postage will be paid by addressee. For posting in Singapore only.</p>
	
<p><b>Ascendas Hospitality Fund Management Pte. Ltd.</b> (as manager of Ascendas Hospitality Real Estate Investment Trust) &amp; <b>Ascendas Hospitality Trust Management Pte. Ltd.</b> (as trustee-manager of Ascendas Hospitality Business Trust)  c/o: <b>Boardroom Corporate &amp; Advisory Services Pte. Ltd.</b> 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623</p>	

# What if I am unable to attend the Scheme Meeting?

If you are unable to attend the Scheme Meeting in person, you may appoint someone you know, or the Chairman of the Scheme Meeting, to vote on your behalf by completing the Proxy Form (Scheme Meeting)

## 1. Locate the Proxy Form (Scheme Meeting)

The Proxy Form (Scheme Meeting) is enclosed in this Scheme Document, and can also be obtained from:

**Boardroom Corporate & Advisory Services Pte. Ltd.**

50 Raffles Place, Singapore Land Tower, #32-01 Singapore 048623

Operating hours: Monday to Friday, 8.30 a.m. to 5.30 p.m.

## 2. Complete the Proxy Form (Scheme Meeting)

**A** Fill in your name and particulars

**B** You may fill in the details of the appointee or leave this section blank. The Chairman of the Scheme Meeting will be the appointee if this section is left blank

**C** Indicate your vote in the box labelled FOR or AGAINST

**D** If you are an individual, you or your attorney MUST SIGN and indicate the date. If you are a corporation, the Proxy Form (Scheme Meeting) must be executed under your common seal or signed by a duly authorised officer or attorney

**A** Fill in your name and particulars

\*I/We \_\_\_\_\_ (Name)  
 \_\_\_\_\_ (NRIC/Passport/Company Registration No.)  
 of \_\_\_\_\_ (Address)  
 being a Stapled Securityholder/Stapled Securityholders of Ascendas Hospitality Trust ("A-HTRUST"), hereby appoint:

**B** You may fill in the details of the appointee or leave this section blank. The Chairman of the Scheme Meeting will be the appointee if this section is left blank

Name	Address	NRIC/Passport No.

**C** Indicate your vote in the box labelled FOR or AGAINST

Resolution	For	Against
To approve the proposed A-HTRUST Scheme		

**D** If you are an individual, you or your attorney MUST SIGN and indicate the date. If you are a corporation, the Proxy Form (Scheme Meeting) must be executed under your common seal or signed by a duly authorised officer or attorney

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019


Signature(s) of A-HTRUST Stapled Securityholder(s)/  
 Common Seal of Corporate A-HTRUST Stapled Securityholder

<b>Total number of A-HTRUST Stapled Securities held</b>
---

# What if I am unable to attend the Scheme Meeting? (cont'd)

## 3. Return the Completed Proxy Form (Scheme Meeting)

Return the completed and signed Proxy Form (Scheme Meeting) in the endorsed pre-addressed envelope so that it arrives at Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, by **NO LATER THAN 3.30 p.m. on 19 October 2019**. The envelope is prepared for posting in Singapore only. Please affix sufficient postage if posting from outside of Singapore.

<p data-bbox="683 679 1041 746" style="text-align: center;"><b>BUSINESS REPLY SERVICE PERMIT NO. 09545</b></p> <p data-bbox="749 782 973 811" style="text-align: center;">••••••••••••••••••••</p> <p data-bbox="537 839 1190 891" style="text-align: center;"><b>Ascendas Hospitality Fund Management Pte. Ltd.</b> (as manager of Ascendas Hospitality Real Estate Investment Trust)</p> <p data-bbox="857 891 877 911" style="text-align: center;">&amp;</p> <p data-bbox="571 915 1155 966" style="text-align: center;"><b>Ascendas Hospitality Trust Management Pte. Ltd.</b> (as trustee-manager of Ascendas Hospitality Business Trust)</p> <p data-bbox="571 991 1155 1096" style="text-align: center;"><i>c/o:</i> <b>Boardroom Corporate &amp; Advisory Services Pte. Ltd.</b> 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623</p>	<p data-bbox="1547 518 1731 618" style="text-align: center;">Postage will be paid by addressee. For posting in Singapore only.</p> <div data-bbox="1595 662 1649 1176" style="text-align: center;"></div>
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# Appendix C: Odd Lots Considerations



# Odd Lots Considerations

## Overview

- The A-HTRUST Managers noted that A-HTRUST Stapled Securityholders may receive odd lots of Ascott Reit-BT Stapled Units (i.e. 99 Ascott Reit-BT Stapled Units and below) pursuant to the A-HTRUST Scheme
- In this regard, the A-HTRUST Managers are pleased to inform the A-HTRUST Stapled Securityholders that concessionary brokerage fees will be offered by OCBC Securities Private Limited ("**OCBC Securities**") to facilitate the trading of the Consideration Units in odd lots

## Concessionary Brokerage Rate for a Limited Period

- Following the Combination, OCBC Securities has agreed to offer a concessionary brokerage rate of 0.15% (subject to a minimum charge of S\$15) per odd lot contract of up to 99 Ascott Reit-BT Stapled Units traded on OCBC Securities' online trading platform ("**Concessionary Brokerage Rate**") for the period of one (1) month commencing from the first date of trading of the Ascott Reit-BT Stapled Units (the "**Applicable Period**")<sup>(1) (2)</sup>
- This amount excludes goods and services tax, clearing fees and other regular trading fees imposed by the SGX-ST, which shall be based on customary rates imposed from time to time and which the A-HTRUST Stapled Securityholders will be required to continue to bear

## Odd Lots Trading Arrangement

- To further facilitate the trading of odd lots, arrangements have also been made for a facility to be maintained for trading of Ascott Reit-BT Stapled Units in odd lots ("**Odd Lots Trading Arrangement**") during the Applicable Period
- A-HTRUST Stapled Securityholders should note that the Odd Lots Trading Arrangement does not guarantee that the Ascott Reit-BT Stapled Units in odd lots will be traded at the same or similar levels of prices at which the Ascott Reit-BT Stapled Units will be trading at in board lots

1. A-HTRUST Stapled Securityholders who intend to use OCBC Securities' online trading platform to trade in their Ascott Reit-BT Stapled Units in odd lots should note that if they do not have an existing account with OCBC Securities, they must personally apply to open such an account with OCBC Securities by obtaining, completing and signing the account opening forms of OCBC Securities and any other documentation as may be prescribed by OCBC Securities in its absolute discretion (the "**Relevant Forms**") and presenting the Relevant Forms in person or by post to OCBC Securities' address at 18 Church Street, #01-00, OCBC Centre South, Singapore 049479
2. After the Applicable Period, the Concessionary Brokerage Rate will no longer be applicable to any trades of the Ascott Reit-BT Stapled Units in odd lots undertaken on OCBC Securities' online trading platform



**Ascendas Hospitality Fund Management Pte. Ltd.**  
**Ascendas Hospitality Trust Management Pte. Ltd.**

**Managers of A-HTRUST**  
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**Galaxis, Singapore 138522**  
**Tel: +65 6774-1033**  
**[www.a-htrust.com](http://www.a-htrust.com)**