SOARING BEYOND

Proposed Combination with Ascott Residence Trust (the "Combination") 21 October 2019



Disclaimer

This presentation shall be read in conjunction with the scheme document dated 26 September 2019 (the "Scheme Document"), copy of which is available on <u>www.sgx.com</u>

The value of the stapled securities issued by Ascendas Hospitality Trust ("A-HTRUST") (the "A-HTRUST Stapled Securities") and the income derived from them may fall as well as rise. A-HTRUST Stapled Securities are not obligations of, deposits in, or guaranteed by, Ascendas Hospitality Fund Management Pte. Ltd. (the "A-HTRUST REIT Manager"), Ascendas Hospitality Trust Management Pte. Ltd. (the "A-HTRUST REIT Manager"), Ascendas Hospitality Trust Management Pte. Ltd. (the "A-HTRUST REIT Manager"), Perpetual (Asia) Limited (as the trustee of Ascendas Hospitality Real Estate Investment Trust) (the "A-HTRUST REIT Trustee"), or any of their respective affiliates.

An investment in the A-HTRUST Stapled Securities is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request that the Managers redeem or purchase their A-HTRUST Stapled Securities while the A-HTRUST Stapled Securities are listed. It is intended that stapled securityholders of A-HTRUST may only deal in their A-HTRUST Stapled Securities through trading on the SGX-ST. Listing of the A-HTRUST Stapled Securities on the SGX-ST does not guarantee a liquid market for the A-HTRUST Stapled Securities. The past performance of A-HTRUST is not necessarily indicative of the future performance of A-HTRUST.

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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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1. Transaction Overview

Transaction Summary

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 Ascott Reit to acquire all A-HTRUST Stapled Securities via a trust scheme of arrangement (the "A-HTRUST Scheme") 			
Scheme Consideration	 S\$1.0868 ⁽¹⁾ per A-HTRUST Stapled Security on an ex-distribution basis (the "Scheme Consideration") Scheme Consideration shall be satisfied by: S\$0.0543 ⁽²⁾ in cash per A-HTRUST Stapled Security (the "Cash Consideration"); and 0.7942 new Ascott Reit-BT Stapled Units ⁽¹⁾⁽³⁾ per A-HTRUST Stapled Security (the "Consideration Units") 		
Key Highlights	 Scheme Consideration represents 7% premium to NAV per A-HTRUST Stapled Security ⁽⁴⁾ 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 \$\$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. Premium to NAV based on A-HTRUST's audited financials for the year ended 31 March 2019 of \$\$1.02 per A-HTRUST Stapled Security



The Scheme Consideration

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



^{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. Based on A-HTRUST's audited NAV per A-HTRUST Stapled Security as at 31 March 2019 of \$\$1.02 divided by Ascott Reit's audited NAV per unit as at 31 December 2018 of \$\$1.22



Transaction Structure

Steps

Combined Entity Structure ⁽²⁾

- Ascott Reit has established a whollyowned 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 (1)
- 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



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



1. Includes lyf one-north Singapore for Ascott Reit

- 2. Combined Entity's Property Value of \$\$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 \$\$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



Attractive Premium to Historical Traded Price

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



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

Historical A-HTRUST Stapled Security Price



Source: Capital IQ as of 12 September 2019





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

Pro Forma Distribution Per A-HTRUST Stapled Security



Pro Forma NAV Per A-HTRUST Stapled Security



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

per A-HTRUST Stapled Security Neutral

- 1. Calculations computed for illustrative purposes only not a forward looking projection. Key assumptions in preparing the pro forma financial effects include:
 - a) A-HTRUST Stapled Securityholders to receive in aggregate \$\$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
 - b) 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
 - c) The Combined Entity to have payout ratio in line with Ascott Reit's historical payout ratio of 100%. The \$\$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
 - d) The cash component and transaction expenses are funded through debt facilities
 - e) Ascott Reit Manager elects to waive 50% of its acquisition fee with respect to the Combination
 - f) 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 \$\$1.30 per Ascott Reit-BT Stapled Unit
- 2. Assumes transaction was completed on 1 April 2018
- 3. Assumes transaction was completed on 31 March 2019
- 4. 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



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



Collection of Trusted and Well-Known Global Brands

- Courtyard by Marriott
- ibis •
- Novotel
- Mercure
- Park Hotel
- Ascott The Residence
- Citadines Apart'hotel ٠
- Citadines Connect
- DoubleTree by Hilton
- Element Hotels •

- Pullman
- Sotetsu Grand Fresa
- Sunroute
- The Splaisir
- WBF
- lyf
- Quest Apartment Hotels
- Sheraton
- Somerset Serviced Residence
- The Crest Collection



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

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



³ Increased Flexibility and Ability to Drive Growth



Capital Flexibility from Larger Debt Headroom for Future Growth

- 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



⁴ Participation in the Proxy Hospitality Trust in Asia Pacific

Total Assets (1)



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 \$\$1.0 billion as at 28 June 2019. Assuming an exchange rate of \$\$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



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





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 \$\$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)



5 Benefit from Ascott's Owner-Operator Hospitality Platform

Support from Strong and Committed Sponsor

Potential Benefits from Ascott's Operating The Ascott Limited – One of the Leading **Platforms and Brands** International Lodging Owner – Operators Wholly-owned by CapitaLand -**175** Cities across one of Asia's ASCOT SOMERSET largest **32** Countries THE RESIDENCE SERVICED RESIDENCE diversified real estate groups citadines citadines ASCOT LIMITED APART'HOTEL Award Winning CONNECT >106,000 (1) A Member of CapitaLand **Properties** Units in >695 (46 Awards in **Properties** The Crest Collection 2018) by The Ascott Limited APARTMENT HOTELS

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





A-HTRUST Stapled Securityholders' Approvals for the Combination

No.	Resolutions	Voting Majority
1.	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	 ≥75% votes Irrevocable undertaking received from ALI ⁽³⁾, GT and AHDF ⁽¹⁾ (in respect of 38.5% of A-HTRUST Stapled Securities, collectively) ⁽²⁾
2.	To approve the A-HTRUST Scheme	 ≥75% votes; and 50%+1 majority in number ALI ⁽³⁾ will abstain from voting Irrevocable undertaking received from GT and AHDF ⁽¹⁾ (in respect of 10.4% of A-HTRUST Stapled Securities, collectively) ⁽²⁾

1. Refers to Tang Yigang (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 <u>fair and reasonable</u>. Accordingly, we advise the A-HTRUST Independent Directors to recommend that the A-HTRUST Stapled Securityholders <u>vote in favour</u> 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



A Member of CapitaLand 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 <u>VOTE IN FAVOUR</u> 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 date of the Court hearing of the application to sanction the A-HTRUST Scheme will depend on the date that is allocated by the Court
- 2. 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:
 - a) 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
 - b) provided that the Combination Conditions set out in Paragraphs 2.5(a)(iv), 2.5(a)(v), 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





6. Conclusion

Conclusion



1. As at 31 March 2019

- 2. Includes lyf 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

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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







Appendix B: 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 \$\$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") ⁽¹⁾ ⁽²⁾ 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 traded 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.

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