



EAGLE HOSPITALITY TRUST
Comprising:

EAGLE HOSPITALITY REAL ESTATE INVESTMENT TRUST
(a real estate investment trust constituted on 11 April 2019
under the laws of the Republic of Singapore)
managed by
Eagle Hospitality REIT Management Pte. Ltd.

EAGLE HOSPITALITY BUSINESS TRUST
(a business trust constituted on 11 April 2019
under the laws of the Republic of Singapore)
managed by
Eagle Hospitality Business Trust Management Pte. Ltd.

NOTICE OF EXTRAORDINARY GENERAL MEETING

This Notice has been made available on SGXNET and EHT's website at <https://eagleht.com>. A printed copy of this Notice will NOT be despatched to Stapled Securityholders.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of Eagle Hospitality Trust ("EHT"), a stapled group comprising Eagle Hospitality Real Estate Investment Trust ("EH-REIT") and Eagle Hospitality Business Trust ("EH-BT"), will be held by way of electronic means on **Wednesday, 30 December 2020 at 2.00 p.m.**, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular to Stapled Securityholders dated 8 December 2020 (the "Circular").

RESOLUTION 1 (ORDINARY RESOLUTION)

THE PROPOSED APPOINTMENT OF SCCPRE HOSPITALITY REIT MANAGEMENT PTE. LTD. AS THE NEW REIT MANAGER OF EH-REIT

That, subject to and contingent upon the passing of Resolution 2, Resolution 3 and Resolution 4:-

- SCCPRE Hospitality REIT Management Pte. Ltd. be appointed as the new manager of the new REIT (the "New REIT Manager"), the details of which are set out in the Circular; and
- the EH-REIT Trustee and the New REIT Manager be and are hereby authorised and empowered to complete and do all acts and things, including without limitation, entering into all such transactions, arrangements and agreements and executing all such documents, as they may in their absolute discretion consider necessary, desirable or expedient in connection with the proposed appointment of SCCPRE Hospitality REIT Management Pte. Ltd. as the new manager of EH-REIT (including the entry into of the First Supplemental Deed of Appointment to the EH-REIT Trust Deed and the entry into of a new Stapling Deed by the New REIT Manager and EH-REIT Trustee) and to give effect to this resolution.

RESOLUTION 2 (EXTRAORDINARY RESOLUTION)

THE PROPOSED BASE FEE SUPPLEMENT (EH-REIT) TO THE EH-REIT TRUST DEED TO REFLECT THE PROPOSED BASE FEE STRUCTURE OF THE NEW REIT MANAGER AS AN INTERESTED PERSON TRANSACTION

That, subject to and contingent upon the passing of Resolution 1, Resolution 3 and Resolution 4:-

- approval be and is hereby given to supplement the existing EH-REIT Trust Deed with the Proposed Base Fee Supplement (EH-REIT), in the manner set out in Appendix D to the Circular; and
- the New REIT Manager, any director or the chief executive officer of the New REIT Manager and the EH-REIT Trustee be and are hereby severally authorised to complete and do all such acts and things as the New REIT Manager, such director or the chief executive officer or, as the case may be, the EH-REIT Trustee may consider expedient or necessary or in the interest of EH-REIT to give effect to the Proposed Base Fee Supplement (EH-REIT) and/or the transactions contemplated under this resolution, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required).

RESOLUTION 3 (ORDINARY RESOLUTION)

THE PROPOSED APPOINTMENT OF SCCPRE HOSPITALITY BUSINESS TRUST MANAGEMENT PTE. LTD. AS THE NEW TRUSTEE-MANAGER OF EH-BT AND WAIVER OF THE 14-DAYS' NOTICE PERIOD REQUIRED UNDER REGULATION 14(3)(B) OF THE FINANCIAL SERVICES AND MARKETS ACT

That, subject to and contingent upon the passing of Resolution 1, Resolution 2 and Resolution 4:-

- the 14-days' notice period required under Regulation 14(3)(b) of the BTR in relation to the tabling of this Resolution 3 in respect of, *inter alia*, the proposed appointment of SCCPRE Hospitality Business Trust Management Pte. Ltd. as the new trustee-manager of EH-BT at the EGM be waived by the Stapled Securityholders, such that the EH-BT Trustee-Manager's exemption from compliance with Regulation 14(3)(b) of the BTR pursuant to the MAS Regulation 14(3)(b) BTR Ruling applies;
- SCCPRE Hospitality Business Trust Management Pte. Ltd. be appointed as the new trustee-manager of EH-BT (the "New Trustee-Manager"), the details of which are set out in the Circular, with effect from the date of passing of Resolution 1, Resolution 2, Resolution 3 and Resolution 4; and
- Eagle Hospitality Business Trust Management Pte. Ltd. (as trustee-manager of EH-BT) and any director or the chief executive officer of Eagle Hospitality Business Trust Management Pte. Ltd. (as trustee-manager of EH-BT) as well as the New Trustee-Manager and any director or the chief executive officer of the New Trustee-Manager be and are hereby authorised and empowered to complete and do all acts and things, including without limitation, entering into all such transactions, arrangements and agreements and executing all such documents, as they may in their absolute discretion consider necessary, desirable or expedient in connection with the waiver of the 14-days' notice period required under Regulation 14(3)(b) of the BTR and the proposed appointment of SCCPRE Hospitality Business Trust Management Pte. Ltd. as the new trustee-manager of EH-BT (including the entry into of a new Stapling Deed by the New Trustee-Manager) and to give effect to this resolution.

RESOLUTION 4 (ORDINARY RESOLUTION)

THE PROPOSED AUTHORITY FOR THE ISSUANCE OF UP TO 140,000,000 NEW STAPLED SECURITIES AT THE ISSUE PRICE PER STAPLED SECURITY FOR PAYMENT OF THE NEW MANAGERS' BASE FEES PAYABLE TO THE NEW REIT MANAGER AND THE NEW TRUSTEE-MANAGER FOR THE FINANCIAL YEARS ENDING 31 DECEMBER 2021 AND 2022

That, subject to and contingent upon the passing of Resolution 1, Resolution 2 and Resolution 3:-

- authority be and is hereby given to the New REIT Manager and the New Trustee-Manager (collectively, the "New Managers") for the issue, notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of EHT, of up to 140,000,000 new stapled securities in EHT ("Stapled Securities") at an issue price per Stapled Security calculated in accordance with the EH-REIT Trust Deed and EH-BT Trust Deed respectively (as summarised in Paragraph 2.5.2 of the Circular) as payment of the Base Fees payable to the New Managers under the EH-REIT Trust Deed and the EH-BT Trust Deed respectively for the financial years ending 31 December 2021 and 2022, which the New Managers will agree are to be paid in the form of Stapled Securities, in the manner described in the Circular; and
- the New Managers, any director or chief executive officer of the New Managers and the EH-REIT Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the New Managers, such director or the chief executive officer of the New Managers or, as the case may be, the EH-REIT Trustee, may consider expedient or necessary or in the interests of EHT to give effect to this resolution.

RESOLUTION 5 (EXTRAORDINARY RESOLUTION)

PROPOSED (A) VOLUNTARY DELISTING OF EAGLE HOSPITALITY TRUST, (B) VOLUNTARY TERMINATION AND WINDING-UP OF EAGLE HOSPITALITY REAL ESTATE INVESTMENT TRUST, AND (C) VOLUNTARY WINDING-UP OF EAGLE HOSPITALITY BUSINESS TRUST

That subject to and contingent upon any of Resolution 1, Resolution 2, Resolution 3 and Resolution 4 not being passed and/or carried and this Resolution 5 being passed:-

- the voluntary delisting of EHT from the Official List of the SGX-ST under Clause 9.2 and Paragraph 5(i) of Schedule 1 to the EH-REIT Trust Deed, Clause 8.2 of the EH-BT Trust Deed and Clause 10.2 of the Stapling Deed, pursuant to which the EH-REIT Manager and/or the EH-REIT Trustee (as the case may be) will terminate and wind-up EH-REIT in accordance with Clauses 26.2.3 and 26.5 of the EH-REIT Trust Deed respectively, be and is hereby approved, and the EH-REIT Manager and the EH-REIT Trustee (as the case may be) be and are hereby authorised to proceed with the voluntary termination and winding-up of EH-REIT in accordance with the EH-REIT Trust Deed;
- the voluntary winding-up of EH-BT under Clause 24.1 of the EH-BT Trust Deed and Section 45 of the BTA be and is hereby approved, and the EH-BT Trustee-Manager be and is hereby authorised to proceed with the voluntary winding-up of EH-BT in accordance with the BTA and the EH-BT Trust Deed; and
- the Managers, any director or the chief executive officer of the Managers and the EH-REIT Trustee (in respect of EH-REIT) be and are hereby authorised and empowered to complete and do all acts and things, including without limitation, entering into all such transactions, arrangements and agreements and executing all such documents, as they may in their absolute discretion consider necessary, desirable or expedient in connection with the voluntary delisting of EHT, voluntary termination and winding-up of EH-REIT and voluntary winding-up of EH-BT and to give effect to this resolution.

BY ORDER OF THE BOARD

Mr. Lau Chun Wah @ Davy Lau
Lead Independent Director and Independent Non-Executive Director

Eagle Hospitality REIT Management Pte. Ltd.
(as manager of Eagle Hospitality Real Estate Investment Trust)
(Company Registration Number: 201829789W)

Eagle Hospitality Business Trust Management Pte. Ltd.
(as trustee-manager of Eagle Hospitality Business Trust)
(Company Registration Number: 201929816K)

Singapore
8 December 2020

Notes:

- The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. A Stapled Securityholder will not be able to attend the EGM in person. A Stapled Securityholder (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such Stapled Securityholder wishes to exercise his/her/its voting rights at the EGM.
- A Stapled Securityholder who is a relevant intermediary entitled to vote at the EGM must appoint the Chairman of the EGM to attend and vote instead of the Stapled Securityholder.
"Relevant intermediary" means:
 - a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Stapled Securities in that capacity;
 - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds Stapled Securities in that capacity; or
 - the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of Stapled Securities purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Stapled Securities in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- The Chairman of the EGM, as proxy, need not be a Stapled Securityholder of EHT.
- The instrument appointing the Chairman of the EGM as proxy (the "Proxy Form") must be deposited with the registered office address of the REIT Manager of Eagle Hospitality Real Estate Investment Trust and the Trustee-Manager of Eagle Hospitality Business Trust, at **8 Marina Boulevard, #11-15/17 Marina Bay Financial Centre Tower 1, Singapore 018981** or sent by email to EGM.REG@eagleht.com, not less than seventy-two (72) hours before the time appointed for the EGM, i.e. by **2.00 p.m. on 27 December 2020**.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the EGM as a proxy to vote at the EGM and/or any adjournment thereof, or (b) complete the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the EGM in accordance with this Notice, a Stapled Securityholder of EHT consents to the collection, use and disclosure of the Stapled Securityholders' personal data by EHT, the Managers and the EH-REIT Trustee (or their agents or service providers) for the following purposes:

- the processing and administration by EHT, the Managers and the EH-REIT Trustee (or their agents or service providers) of proxy forms appointing the Chairman of the EGM as a proxy for the EGM (including any adjournment thereof);
- the processing of the Pre-registration for purposes of granting access to Stapled Securityholders (or their corporate representatives in the case of Stapled Securityholders which are legal entities) to observe the EGM proceedings and providing them with any technical assistance where necessary;
- addressing relevant and substantial questions from Stapled Securityholders received before the EGM and if necessary, following up with the relevant Stapled Securityholders in relation to such questions;
- the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- enabling EHT, the Managers and the EH-REIT Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Participation in the EGM via "live" audio-and-video webcast or "live" audio feed

- As the EGM will be held by way of electronic means, Stapled Securityholders will NOT be able to attend the EGM in person. All Stapled Securityholders or their corporate representatives (in the case of Stapled Securityholders which are legal entities) will be able to participate in the EGM proceedings by accessing a "live" audio-and-video webcast or listening to a "live" audio feed. To do so, Stapled Securityholders are required to pre-register their participation in the EGM ("Pre-registration") at <https://eaglehtegm.listedcompany.com/eagle-hospitality-trust-2020-egm> ("EGM Registration") by **2.00 p.m. on 27 December 2020** ("Registration Deadline") for verification of their status as Stapled Securityholders (or the corporate representatives of such Stapled Securityholders).
- Upon successful verification, each such Stapled Securityholder or its corporate representative will receive an email by **6.00 p.m. on 28 December 2020**. The email will contain instructions to access the "live" audio-and-video webcast or "live" audio feed of the EGM proceedings. Stapled Securityholders or their corporate representatives must not forward the email to other persons who are not Stapled Securityholders and who are not entitled to participate in the EGM proceedings. Stapled Securityholders or their corporate representatives who have pre-registered by the Registration Deadline in accordance with paragraph 1 above but do not receive an email by 6.00 p.m. on 28 December 2020 may contact the Managers for assistance at enquiry@eagleht.com.
- Stapled Securityholders holding Stapled Securities through relevant intermediaries (other than CPF or SRS investors) will not be able to pre-register for the "live" audio-and-video webcast or "live" audio feed of the EGM. Such Stapled Securityholders who wish to participate in the "live" audio-and-video webcast or "live" audio feed of the EGM should instead approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements.

Voting by proxy

- Stapled Securityholders may only exercise their voting rights at the EGM via proxy voting (see paragraphs 5 to 8 below).
- Stapled Securityholders who wish to vote on any or all of the resolutions at the EGM must appoint the Chairman of the EGM as their proxy to do so on their behalf, indicating how the Stapled Securityholder wishes to vote for or vote against or abstain from voting on each resolution. **If a Stapled Securityholder does not give a specific direction as to voting for a particular resolution, the appointment of the Chairman of the EGM as proxy for that particular resolution will be treated as invalid. Stapled Securityholders should note that Resolution 1, Resolution 2, Resolution 3 and Resolution 4 are inter-conditional. Therefore, if any of Resolution 1, Resolution 2, Resolution 3 or Resolution 4 is not passed and/or carried, ALL of Resolution 1, Resolution 2, Resolution 3 and Resolution 4 will not be passed and/or carried and Resolution 5 will be put forth for voting.**
- The duly executed proxy form must be deposited at the registered office address of the Managers, at **8 Marina Boulevard, #11-15/17 Marina Bay Financial Centre Tower 1, Singapore 018981** or sent by email to EGM.REG@eagleht.com not less than seventy-two (72) hours before the time appointed for the holding of the EGM, i.e. by **2.00 p.m. on 27 December 2020**.
- CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 2.00 p.m. on 18 December 2020) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.
- Please note that Stapled Securityholders will not be able to vote through the "live" audio-and-video webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.

Submission of questions prior to the EGM

- Stapled Securityholders may submit questions related to the resolutions to be tabled at the EGM via the EGM Q&A email at EGM.QNA@eagleht.com so that they may be addressed before or during the EGM proceedings. All questions must be submitted by 2.00 p.m. on 23 December 2020.
- The Managers shall only address relevant and substantial questions (as may be determined by the Managers in its sole discretion) received in advance of the EGM either before or during the EGM. The managers of EHT and/or the EH-REIT Trustee will publish the minutes of the EGM on SGXNET and EHT's website within one (1) month after the date of the EGM.
- Please note that Stapled Securityholders will not be able to ask questions at the EGM "live" during the audio-and-video webcast and the audio feed, and therefore it is important for Stapled Securityholders to pre-register their participation in order to be able to submit their questions in advance of the EGM.

Important reminder

- Due to the constantly evolving COVID-19 situation, the Managers of EHT may be required to change its EGM arrangements at short notice. Stapled Securityholders are advised to regularly check the Managers' website or announcements released on SGXNET for updates on the EGM. Further, in light of the current COVID-19 measures, which may make it difficult for Stapled Securityholders to submit completed proxy forms by post, Stapled Securityholders are strongly encouraged to submit completed proxy forms electronically via email.**

Stapled Securityholders may make a request for a copier-generated Circular, the Notice of EGM and the Proxy Form via email at enquiry@eagleht.com. Arrangements will be made for the collection of the document(s) from the registered office of the Managers located at 8 Marina Boulevard, #11-15/17, Marina Bay Financial Centre Tower 1, Singapore 018981. Please note that copier-generated documents shall be provided up to 23 December 2020 only.