



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)

EAGLE HOSPITALITY BUSINESS TRUST

(a business trust constituted on 11 April 2019 under the laws of
the Republic of Singapore)

Disposal of Crowne Plaza Dallas Near Galleria-Addison

1. INTRODUCTION

1.1. Proposed Disposal of Crowne Plaza Dallas Near Galleria-Addison

DBS Trustee Limited, in its capacity as trustee (the “**REIT Trustee**”) of Eagle Hospitality Real Estate Investment Trust (“**EH-REIT**”) wishes to announce that EH-REIT’s wholly-owned indirect subsidiary, 14315 Midway Road Addison LLC (the “**Seller-Owner**”), has on 7 April 2021 (Singapore time) entered into a purchase and sale agreement (the “**Purchase and Sale Agreement**”) with Lockwood Development Partners LLC (the “**Buyer**”) for the sale of the Crowne Plaza Dallas Near Galleria-Addison property located at 14315 Midway Road, Addison, Texas 75001 (“**CPDG**”), being one (1) of 18 of the hotels in Eagle Hospitality Trust’s (“**EHT**”) portfolio, for a purchase price of US\$18 million (approximately S\$24.1 million)¹ (the “**Sale Consideration**”) and upon the terms and subject to the conditions of the Purchase and Sale Agreement (the “**CPDG Disposal**”).

1.2. Background Information on CPDG

CPDG is a freehold property comprising a four (4) storey 428-room hotel located in close proximity to Downtown Dallas and Dallas Fort-Worth International Airport.

DBS Bank Ltd. was the sole financial adviser and issue manager for the initial public offering of Eagle Hospitality Trust.

¹ Unless otherwise stated, the S\$ equivalent of the US\$ figures in this Announcement have been arrived at based on the exchange rate of US\$1.00:S\$1.3385 as of 7 April 2021 (Singapore time).

There is a mortgage loan in respect of CPDG (the “**CPDG Mortgage Loan**”), currently held by the holders of Benchmark 2018-B4 Mortgage Trust Commercial Mortgage Pass-Through Certificates, Series 2018-B4 (the “**CPDG Lender**”). As disclosed in the announcement “Update Announcement #17” dated 30 October 2020 (“**Announcement #17**”), Wilmington Trust, National Association, as trustee, for the benefit of the CPDG Lenders had issued a notice of acceleration dated 10 August 2020 (the “**CPDG Notice**”) in relation to the CPDG Mortgage Loan, which stated that the CPDG Mortgage Loan is in default for, among other things, the failure to pay all amounts when due thereunder. Please refer to Announcement #17 for further details on the CPDG Notice and the CPDG Lender’s election to accelerate the CPDG Mortgage Loan.

CPDG is one of the three (3) properties (being CPDG, Delta Woodbridge and Hilton Houston Galleria and collectively, the “**Non-Borrowing Base Properties**”) in EHT’s portfolio that is not directly owned by a Chapter 11 Entity (as defined below) and, as such, is not subject to the bankruptcy protection under Section 363 of the United States Bankruptcy Code. As disclosed on 2 March 2021, the REIT Trustee had been advised that CPDG had retained sufficient value to warrant an effort to sell the hotel. As such, a sale process to actively market CPDG was undertaken by EH-REIT’s broker and professional advisers.

Based on the independent valuation on CPDG (the “**Valuation Report**”) by Colliers International Consultancy & Valuation (Singapore) Pte. Ltd. as announced on 6 November 2020, the valuation of CPDG on an “as is” basis is US\$18,600,000 as of 31 August 2020. The valuation was based on the income approach with the method being discounted cash flow (DCF) as this is the method normally employed by investors in assessing these types of properties. In addition, this has been cross-checked against the market comparable approach and cost approach.

2. RATIONALE FOR THE CPDG DISPOSAL

2.1. Inability to use proceeds from the DIP Financing Facility to support CPDG

As detailed in the recent update announcements, in light of, among other things, the absence of a successful out-of-court financial and corporate restructuring of EHT as at the date of this Announcement, the removal of the former manager of EH-REIT and the difficult financial circumstances that EH-REIT currently operates in, EH-REIT and certain of its subsidiaries (the “**Chapter 11 Entities**”)² filed voluntary petitions for relief under Chapter 11 in the United States Bankruptcy Code (the “**Chapter 11 Filing**”).

In connection with the Chapter 11 Filing, certain stakeholders in the United States objected to the utilisation of the proceeds from the US\$100 million senior secured superpriority DIP term loan facility to fund the necessary costs and expenses of the Seller-Owner as it is not a Chapter 11

² The Chapter 11 Entities are (a) 5151 Wiley Post Way, Salt Lake City, LLC, (b) ASAP Cayman Atlanta Hotel LLC, (c) ASAP Cayman Denver Tech LLC, (d) ASAP Cayman Salt Lake City Hotel LLC, (e) ASAP Salt Lake City Hotel, LLC, (f) Atlanta Hotel Holdings, LLC, (g) CI Hospitality Investment, LLC, (h) Eagle Hospitality Real Estate Investment Trust, (i) EHT Cayman Corp Ltd., (j) Eagle Hospitality Trust S1 Pte. Ltd., (k) Eagle Hospitality Trust S2 Pte. Ltd., (l) EHT US1, Inc., (m) Sky Harbor Atlanta Northeast, LLC, (n) Sky Harbor Denver Holdco, LLC, (o) Sky Harbor Denver Tech Center LLC, (p) UCCONT1, LLC, (q) UCF 1, LLC, (r) UCHIDH, LLC, (s) UCRDH, LLC, (t) Urban Commons 4th Street A, LLC, (u) Urban Commons Anaheim HI, LLC, (v) Urban Commons Bayshore A, LLC, (w) Urban Commons Cordova A, LLC, (x) Urban Commons Danbury A, LLC, (y) Urban Commons Highway 111 A, LLC, (z) Urban Commons Queensway, LLC, (aa) Urban Commons Riverside Blvd., A, LLC and (bb) USHIL Holdco Member, LLC.

Entity subject to the Chapter 11 Filing. As a result, the Chapter 11 Entities' ability to support CPDG, whether in respect of payment of the outstanding amount under the CPDG Mortgage Loan, the upkeep of CPDG or the operating costs of CPDG, has been and is limited.

2.2. Risk of foreclosure without the CPDG Disposal

The outstanding amount due under the CPDG Mortgage Loan (including, without limitation, the principal balance, accrued interest and default interest) is approximately US\$12.9 million as at the latest practicable date prior to this Announcement. This amount is less than the original loan balance of US\$27.6 million, as the CPDG Lender seized cash deposited in accounts pledged to the lender shortly after the default of the Seller-Owner, which was subsequently used to retire a portion of the CPDG Mortgage Loan, reimburse the CPDG Lender for certain costs, and fund reserves for real estate taxes.

The REIT Trustee, with the assistance of its professional advisers, had sought to assess the options available in respect of CPDG in light of the CPDG Notice and the circumstances surrounding EHT as described above.

The options were limited given that (a) negotiations with the CPDG Lender in relation to, among other things, an agreement for the CPDG Lender to forbear from exercising its asserted rights and remedies under the CPDG Mortgage Loan had not yet proven successful, (b) CPDG has remained closed and not generated any income since April 2020, as a result of the former master lessee's failure to fund necessary operating costs, (c) monthly maintenance costs and expenses of approximately US\$100,000 per month continue to accrue, and (d) during recent winter storms, CPDG incurred damage that will cost approximately US\$350,000 to repair.

Against that, neither the Seller-Owner nor EH-REIT had available financial resources to satisfy costs and expenses with respect to CPDG, including but not limited to the outstanding amounts accrued under the CPDG Mortgage Loan, maintenance costs and the above repair expenses.

Accordingly, with each passing day, the value of CPDG was deteriorating. There was also an ever increasing risk that the CPDG Lender would exercise its right to foreclose on CPDG as a result of the defaults under the CPDG Mortgage Loan (in which event, the Seller-Owner and EH-REIT would have no control over the sale of CPDG and there would likely be less value realised from a foreclosure sale undertaken by CPDG Lender as compared to a voluntary sale process).

In contrast, upon the Closing (as defined below) of the CPDG Disposal, the Seller-Owner would (i) not be at risk of the CPDG Lender foreclosing on CPDG (as the Seller-Owner will use the proceeds from the CPDG Disposal to satisfy outstanding amounts due under the CPDG Mortgage Loan), and (ii) achieve a purchase price of US\$18 million from the CPDG Disposal subject to and in accordance with the terms and conditions of the Purchase and Sale Agreement.

2.3. Obligation to preserve and maximise value

Additionally, given the precarious financial condition of the Seller-Owner and CPDG, and the fact that EH-REIT and the other Chapter 11 Entities are debtors in the Chapter 11 cases, EH-REIT and each of its subsidiaries are obliged under United States law to preserve and maximise value for the benefit of all stakeholders, in particular the creditors of the Seller-Owner and of the Chapter 11 Entities. The REIT Trustee was informed that the Committee of Unsecured Creditors of the Chapter

11 Entities, which was formed as a result of the Chapter 11 Filing, and Bank of America, N.A. (as the administrative agent of the syndicated credit agreement dated 16 March 2019, being EH-REIT's largest debt facility), were of the consistent view that CPDG should be sold to the Buyer for the Sale Consideration, in the interests of the debtor estates.

2.4. **Sale Consideration higher than reserve price set for the CPDG Auction**

The REIT Trustee engaged CBRE, a global broker specialising in hotel sales, and Ten-X, an online real estate auction platform, to jointly conduct a broad marketing campaign for CPDG which was conducted in parallel with the preparations for the auction of CPDG that was conducted from 5 April 2021 to 7 April 2021 (the "**CPDG Auction**").

The preliminary bids submitted for CPDG under the CPDG Auction were less than the auction reserve price³ of US\$16 million, with the highest bid visible to all bidders on the CPDG Auction system prior to its conclusion being US\$12.5 million. As the Buyer executed an acceptable purchase and sale agreement and placed a US\$1 million non-refundable deposit, the auction was subsequently terminated.

In light of the above and taking into account, among others, the current state of the United States hospitality industry and the current state and valuation of CPDG, CBRE advised that (a) it was unlikely that any bidder in the CPDG Auction would submit a bid with a consideration for CPDG higher than the Sale Consideration, and (b) the terms of the Purchase and Sale Agreement and timeline for the CPDG Disposal presented an attractive proposal.

3. **PRINCIPAL TERMS OF THE PURCHASE AND SALE AGREEMENT**

3.1. **Sale Consideration**

The Sale Consideration of US\$18 million (approximately S\$24.1 million) shall be fully satisfied in cash by the Buyer in the following manner:

- (a) an initial deposit of US\$1 million (approximately S\$1.3 million) will be placed in an escrow account (the "**Escrow Account**") by 7 April 2021;
- (b) an additional deposit of US\$1 million (approximately S\$1.3 million) will be placed in the Escrow Account by 16 April 2021; and
- (c) the balance of the Sale Consideration, being US\$16 million (approximately S\$21.4 million) will be placed in the Escrow Account one (1) business day immediately preceding the Closing Date (as defined below),

³ The reserve price is typically a hidden minimum price that the seller is willing to accept for the asset under an auction process. In a reserve price auction, the seller is only obligated to sell the asset once the bid amount meets or exceeds the reserve price. (subject to certain exclusions pursuant to the terms and conditions of the auction) once the bid amount meets or exceeds the reserve price. In connection with the CPDG Auction, the winning bidder would also be required to sign the proposed purchase and sale agreement and post a non-refundable deposit upon winning the auction. However, a number of bidders had requested amendments to the proposed contract for the purchase of CPDG that imposed additional contingencies.

and it is intended under the terms of the Purchase and Sale Agreement that such sums, subject to certain adjustments and prorations as provided for in the Purchase and Sale Agreement, will be disbursed to the Seller-Owner on Closing⁴. Under the Purchase and Sale Agreement, closing of the CPDG Disposal (the “**Closing**”) will take place on 30 April 2021, unless otherwise agreed to in writing by both the Seller-Owner and the Buyer (the “**Closing Date**”).

The Sale Consideration was arrived at after negotiations on an arm’s length basis and on a willing-buyer and willing-seller basis, after taking into account, *inter alia*:

- (i) the current state “as is”;
- (ii) the current state of the United States hospitality industry;
- (iii) limited conditions or contingencies imposed by the Buyer;
- (iv) opinions of value from various brokers;
- (v) informal “feedback” from CBRE throughout the auction and sale process; and
- (vi) other circumstances described in this Announcement.

The Sale Consideration indicates a deficit of U\$0.6 million (approximately S\$0.8 million) from the as is valuation as at 31 August 2020, representing a 3.2% discount to the valuation and a 4.5% discount to the net value of CPDG as at 30 September 2020 of US\$13.3 million (approximately S\$18.2 million).

3.2. **Closing Conditions**

The CPDG Disposal is conditional upon the satisfaction (or, where applicable, the waiver) of certain closing conditions, including but not limited to:

- (a) at the Closing, the title insurance company being committed to issue to the Buyer an Owner’s Policy of Title Insurance in the amount of the Sale Consideration (as adjusted in accordance with the terms of the Purchase and Sale Agreement) insuring fee title is vested in the Buyer;
- (b) the delivery by the Buyer of the balance of Sale Consideration as set out in paragraph 3.1(c) above in the Escrow Account, and the escrow agent being ready, willing and able to deliver to the Seller-Owner the Sale Consideration upon the Closing; and
- (c) no litigation, action, proceeding, order or injunction of any court or administrative agency of competent jurisdiction nor any statute, rule, regulation or executive order promulgated by any governmental authority of competent jurisdiction shall have been commenced or otherwise be in effect as of the Closing which would restrain or prohibit the transfer of CPDG or the

⁴ The Sale Consideration of US\$18 million is stated as a gross purchase price and would ultimately be paid over to the Seller-Owner net of prorations, commissions, closing costs, settlements (including any termination fees and credits for any condemnation and/or casualty proceeds) and US\$100,000 of credit for repair work related to damage incurred at CPDG during a recent winter storm.

consummation of any other transaction contemplated under the Purchase and Sale Agreement.

If any of the closing conditions is not satisfied or waived in accordance with the Purchase and Sale Agreement on or before the Closing Date, the Buyer or the Seller-Owner (as the case may be) may elect to terminate the Purchase and Sale Agreement, and the Seller-Owner and the Buyer will have no further rights or obligations under the Purchase and Sale Agreement except for certain surviving obligations under the Purchase and Sale Agreement.

3.3. Other Terms

In addition, the Purchase and Sale Agreement further provides for:

- (a) representation and warranties that neither the Buyer nor any of its affiliates is an affiliate of Urban Commons, LLC, EHT Asset Management, LLC, or any of their respective owners of direct or indirect ownership or other beneficial interests in either of the foregoing or any of their respective affiliates or subsidiaries (collectively, the “**Sponsor Entities**”) and that neither the Buyer nor its affiliates has entered into with respect to CPDG a joint venture, co-bidder or other contractual relationship with any of the Sponsor Entities;
- (b) the Buyer’s acknowledgement and agreement that the Buyer shall not at any time before, on or after the Closing Date (provided the Closing occurs), enter into an agreement to sell (or actually cause the sale of) CPDG (or any portion thereof or any other beneficial interest therein) to any of the Sponsor Entities; and
- (c) at any time during the 90-day period from and after the Closing Date (provided that Closing occurs), agree to or otherwise cause a sale of CPDG to occur to any person or entity, without 60 days prior written notice to, and written consent of, the Seller-Owner (which may be granted or withheld in its sole and absolute discretion).

3.4. Use of Sale Proceeds

The proceeds of the CPDG Disposal will be used to repay, *inter alia*, (a) the disposal-related expenses (including professional fees), (b) the net outstanding amount under the CPDG Mortgage Loan (including, *inter alia*, the principal amount, accrued interest, default interest and prepayment fees), and (c) other unsecured claims against the Seller-Owner, including outstanding accounts payable.

If and to the extent there are net proceeds after making such repayments, such remaining net proceeds will be distributed upstream to the Chapter 11 Entities, as the holding company of the Seller-Owner is a Chapter 11 Entity, and will form part of the pool of assets which will be subject to the Chapter 11 process.

3.5. Information on the Buyer

The Buyer⁵ is a New York based real estate investment and development company and is ultimately owned by Charles Everhardt. The Buyer has offices in New York, Chicago and Miami, and has a track record of acquiring various real estate asset classes, including hotels, in conjunction with institutional investors and operating partners.

4. CHAPTER 10 OF THE LISTING MANUAL

4.1. Relative Figures under Rule 1006 of the Listing Manual (“Listing Manual”) of the Singapore Exchange Securities Trading Limited (“SGX-ST”)

The relative figures for the CPDG Disposal computed on the bases set out in Rule 1006 of the Listing Manual are as follows:

Rule 1006	Bases	Relative Figures (%)
(a)	The net asset value of the asset to be disposed of, compared with EHT’s net asset value	8.92 ⁽¹⁾
(b)	The net profits attributable to the asset to be disposed of, compared with EHT’s net profits	4.30 ⁽²⁾
(c)	The aggregate value of the consideration received for the CPDG Disposal, compared with EHT’s market capitalisation based on the total number of issued stapled securities of EHT (the “ Stapled Securities ”)	9.37 ⁽³⁾
(d)	The number of equity securities to be issued by EHT as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable ⁽⁴⁾
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with EHT’s probable and proved reserves	Not applicable ⁽⁵⁾

Notes:

- (1) The relative figure for Rule 1006(a) has been computed based on (a) the net asset value of CPDG as at 30 September 2020 of approximately US\$13.3 million (or approximately S\$18.2 million based on an exchange rate of US\$1.00:S\$1.3692 as at 30 September 2020), taking into account its “as is” valuation in the Valuation Report, restricted loan reserves/deposits, and after deducting the outstanding loan principal in respect of CPDG and accrued interest, and without taking into account all the liabilities which may be relevant to CPDG, such as hotel liabilities that the former master lessee of CPDG is purported to be obligated for and the payment of key money due under the hotel management agreement in respect of CPDG, and (b) EHT’s net asset value as at 30 September

⁵ While the Buyer, Lockwood Development Partners LLC is the named buyer, the REIT Trustee understands that Frank Yuan, Jerome Yuan and others who are the principals of Lodging Lendco, LLC, will be investing in the company that acquires CPDG. Frank Yuan and parties related to him previously indirectly owned CPDG and sold it to Urban Commons LLC’s affiliates, who ultimately sold it to EH-REIT.

2020 of US\$148.9 million (or approximately S\$203.9 million based on an exchange rate of US\$1.00:S\$1.3692 as at 30 September 2020).

- (2) The relative figure for Rule 1006(b) has been computed based on (a) the unaudited net property income attributable to CPDG for the nine (9)-month period ended 30 September 2020 ("**9M2020**") of approximately US\$1.75 million (or approximately S\$2.4 million based on an exchange rate of US\$1.00:S\$1.3692 as at 30 September 2020), and (b) EHT's unaudited net property income for 9M2020 of approximately US\$40.7 million (or approximately S\$55.7 million based on an exchange rate of US\$1.00:S\$1.3692 as at 30 September 2020). In the case of a real estate investment trust, net property income is a close proxy to the net profits attributable to its assets.
- (3) EHT's market capitalisation of approximately US\$192.01 million (or approximately S\$262.9 million based on an exchange rate of US\$1.00:S\$1.3692 as at 30 September 2020) is based on its total number of Stapled Securities in issue of 872,750,117 and the volume weighted average price of US\$0.22 (or approximately S\$0.30 based on an exchange rate of US\$1.00:S\$1.3692 as at 30 September 2020) per Stapled Security transacted on 18 March 2020, being the last traded market day prior to the voluntary suspension of trading of the Stapled Securities on 24 March 2020.
- (4) This basis is not applicable to the CPDG Disposal as no equity securities are to be issued as part of the consideration for the CPDG Disposal.
- (5) Rule 1006(e) of the Listing Manual is not applicable as EHT is not a mineral, oil and gas company.

As the relative figures set out in Rules 1006(a) and (c) of the Listing Manual exceed 5% but do not exceed 20%, the CPDG Disposal will be classified as a discloseable transaction under Rule 1010 of the Listing Manual and will not be conditional upon the approval of stapled securityholders of EHT (the "**Stapled Securityholders**").

5. FINANCIAL EFFECTS OF THE CPDG DISPOSAL

The unaudited pro forma financial effects of the CPDG Disposal on EHT and its subsidiaries (the "**Group**") as set out below are purely for illustrative purposes only and are neither indicative nor do they represent any projection of the financial performance or position of the Group after the completion of the CPDG Disposal.

The pro forma financial effects of the CPDG Disposal set out below have been prepared based on the latest audited consolidated financial statements of the Group for the financial period from 24 May 2019 (being the listing date of EHT) to 31 December 2019 ("**FY2019**"), as well as the following bases and assumptions:

- (a) the pro forma financial effects on the consolidated net asset value ("**NAV**") per Stapled Security are computed based on the assumption that the CPDG Disposal had been completed on 31 December 2019; and
- (b) the financial effects on the distribution per Stapled Security ("**DPSS**") are computed based on the assumption that the CPDG Disposal had been completed on 24 May 2019 (being the listing date of EHT).

5.1. Pro Forma NAV per Stapled Security

As at 31 December 2019	Before the CPDG Disposal	After the CPDG Disposal
NAV ⁽¹⁾⁽²⁾ (US\$'000)	779,108	730,243
NAV per Stapled Security (US cents)	89.27	83.67

Note:

- (1) NAV refers to the total assets less the sum of total liabilities and non-controlling interest.
- (2) NAV for CPDG is computed based on valuation less net debt as of 31 December 2019, and includes an estimate of the expected net sales proceeds received after accounting for disposal-related expenses, unsecured claims and other related fees (as referenced in paragraph 3.4 of this Announcement).

5.2. Pro Forma DPSS

As at 24 May 2019	Before the CPDG Disposal	After the CPDG Disposal
Amount available for distribution to the Stapled Securityholders for FY2019 (US\$'000)	30,358	29,737
Weighted average number of Stapled Securities	872,750,117	872,750,117
DPSS (US cents)	3.478	3.407

Note:

- (1) Amount available for distribution adjusted based on profit after tax received by CDPG between 24 May 2019 to 31 December 2019, less CPDG-specific distribution adjustments (amortisation of upfront debt-related transaction costs, straight-lining of security deposits, fair value change in investment property and deferred tax expense).

6. CONTROLLING STAPLED SECURITYHOLDERS' AND DIRECTOR(S)' INTERESTS

Based on information available to the REIT Trustee, none of the director(s) of the trustee-manager of Eagle Hospitality Business Trust (being Eagle Hospitality Business Trust Management Pte. Ltd.) (the "Trustee-Manager") has any interest, direct or indirect, in the CPDG Disposal (other than through their respective stapled securityholdings in EHT (if any)). Based on information available to the REIT Trustee, there are not controlling Stapled Securityholders of EHT.

7. SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Trustee-Manager in connection with the CPDG Disposal. Accordingly, no service contract is proposed to be entered into with any such person.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Purchase and Sale Agreement and the Valuation Report will be made available for inspection⁶ during normal business hours at the registered office of the REIT Trustee at 12 Marina Boulevard, Level 44 DBS Asia Central @ Marina Bay Financial Centre Tower 3, Singapore 018982 for a period of three (3) months from the date of this Announcement.

⁶ Prior appointment is required in light of the COVID-19 situation. Please contact the REIT Trustee at the email address enquiry@eagleht.com.

Stapled Securityholders are advised to read this Announcement issued by the REIT Trustee and any further announcements by the REIT Trustee carefully. Stapled Securityholders should note that there is no certainty or assurance that there will be a restructuring and/or reorganisation under Chapter 11 or that Stapled Securityholders will receive any value in the event of a disposal of EHT's properties whether pursuant to the Chapter 11 cases, the Section 363 sale process and/or the CPDG Disposal, a foreclosure sale or otherwise. Stapled Securityholders should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

Issued by:

DBS Trustee Limited

(Company Registration No.: 197502043G)

as trustee of Eagle Hospitality Real Estate Investment Trust

Date: 12 April 2021

IMPORTANT NOTICE

This announcement is for information only and does not constitute an offer of, or invitation to subscribe or purchase or solicitation of subscriptions or purchases of Stapled Securities of EHT in any 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 any 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, Eagle Hospitality Business Trust Management Pte. Ltd. (as trustee-manager of Eagle Hospitality Business Trust) (the "Trustee-Manager") and the REIT Trustee (as trustee of EH-REIT), or any of their respective affiliates, advisers or representatives.

An investment in the Stapled Securities is subject to investment risks, including the possible loss of the principal amount invested. Stapled Securityholders have no right to request that the Trustee-Manager and/or the REIT Trustee 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 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 EHT. The forecast financial performance of EHT is not guaranteed. A potential investor is cautioned not to place undue reliance on these forward-looking statements, which are based on the Trustee-Manager and/or the REIT Trustee's 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 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, amongst others, EHT, EH-REIT, EH-BT as well as financial statements. 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 the Securities Act or the applicable laws of other jurisdictions.