



FAR EAST HOSPITALITY TRUST

A stapled group comprising:

FAR EAST HOSPITALITY REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted on 1 August 2012 under the laws of the Republic of Singapore)

managed by

FEO Hospitality Asset Management Pte. Ltd.

FAR EAST HOSPITALITY BUSINESS TRUST

(a business trust constituted on 1 August 2012 under the laws of the Republic of Singapore)

managed by

FEO Hospitality Trust Management Pte. Ltd.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 7th Annual General Meeting of the holders of stapled securities in Far East Hospitality Trust (“**Far East H-Trust**”, and the holders of stapled securities of Far East H-Trust, “**Stapled Securityholders**”) will be held at Antica Ballroom, Orchard Rendezvous Hotel, 1 Tanglin Road, Singapore 247905 on Wednesday, 17 April 2019 at 2.30 p.m. to transact the following business:

Ordinary Business

- Ordinary Resolution 1 : To receive and adopt the audited Financial Statements of Far East H-Trust for the financial year ended 31 December 2018, comprising the audited Financial Statements of Far East Hospitality Real Estate Investment Trust (“**Far East H-REIT**”) and the audited Financial Statements of Far East Hospitality Business Trust (“**Far East H-BT**”), the Report of DBS Trustee Limited, as the trustee of Far East H-REIT (the “**REIT Trustee**”), the Report of FEO Hospitality Asset Management Pte. Ltd., as the manager of Far East H-REIT (the “**REIT Manager**”), the Report of FEO Hospitality Trust Management Pte. Ltd., as the trustee-manager of Far East H-BT (the “**Trustee-Manager**”), the Statement by the Chief Executive Officer of the Trustee-Manager, together with the Auditor’s Report thereon.
- Ordinary Resolution 2 : To re-appoint Ernst & Young LLP as auditors of Far East H-Trust comprising Far East H-REIT and Far East H-BT to hold office until the conclusion of the next Annual General Meeting of Far East Hospitality Trust and to authorise the REIT Manager and the Trustee-Manager to determine their remuneration.

Special Business

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

Ordinary Resolution 3 :

THAT authority be and is hereby given to the REIT Manager and the Trustee-Manager, to

- (a) (1) issue new units in Far East H-REIT (“**Far East H-REIT Units**”) and new units in Far East H-BT (“**Far East H-BT Units**”, together the “**Stapled Securities**”) whether by way of rights or otherwise; and/or
- (2) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Stapled Securities to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Stapled Securities, at any time and upon such terms and conditions and for such purposes and to such persons as the REIT Manager and the Trustee-Manager may in their absolute discretion deem fit; and
- (b) issue Stapled Securities in pursuance of any Instrument made or granted by the REIT Manager and the Trustee-Manager while this Resolution is in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force), provided that:
 - (1) the aggregate number of Stapled Securities to be issued pursuant to this Resolution (including Stapled Securities to be issued in pursuance of Instruments made or granted pursuant to this Resolution), shall not exceed fifty per cent (50%) of the total number of issued Stapled Securities (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Stapled Securities to be issued other than on a *pro rata* basis to Stapled Securityholders shall not exceed twenty per cent (20%) of the total number of issued Stapled Securities (as calculated in accordance with sub-paragraph (2) below);
 - (2) subject to such manner of calculation as may be prescribed by The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for the purpose of determining the aggregate number of Stapled Securities that may be issued under sub-paragraph (1) above, the total number of issued Stapled Securities shall be based on the number of issued Stapled Securities at the time this Resolution is passed, after adjusting for:
 - (i) any new Stapled Securities arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of Stapled Securities;
 - (3) in exercising the authority conferred by this Resolution, the REIT Manager and the Trustee-Manager shall comply with the provisions of the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by SGX-ST), the Business Trusts Act, Chapter 31A of Singapore for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore), the trust deed constituting Far East H-REIT (as amended) (the “**REIT Trust Deed**”) for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore), the trust deed constituting Far East H-BT (the “**BT Trust Deed**”) for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore) and the stapling deed stapling Far East H-REIT and Far East H-BT for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore) (the “**Stapling Deed**”);
 - (4) (unless revoked or varied by the Stapled Securityholders in a general meeting) the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next Annual General Meeting of Far East H-Trust or (ii) the date by which the next Annual General Meeting of Far East H-Trust is required by law to be held, whichever is earlier;
 - (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Stapled Securities into which the Instruments may be converted, in the event of rights, bonus or other capitalisation issues or any other events, the REIT Manager and the Trustee-Manager are authorised to issue additional Instruments or Stapled Securities pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments are issued; and
 - (6) the REIT Manager, the REIT Trustee and the Trustee-Manager 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 REIT Manager, the REIT Trustee or, as the case may be, the Trustee-Manager may consider expedient or necessary or in the interest of Far East H-REIT, Far East H-BT and Far East H-Trust as a whole to give effect to the authority conferred by this Resolution.

Extraordinary Resolution 4 :

THAT

- (a) in accordance with Section 31 of the Business Trusts Act, Chapter 31A of Singapore, approval be and is hereby given to amend the BT Trust Deed to (i) facilitate the extension of the multiple proxies regime; (ii) reflect that voting at meetings of Stapled Securityholders will be carried out by way of poll pursuant to changes to the Listing Manual of the SGX-ST; and (iii) reflect that the minimum holding of Far East H-BT Units is 100 Far East H-BT Units pursuant to changes to the listing rules of the SGX-ST (the “**Listing Rules**”), in the manner set out in Annex A of the appendix to the Notice of Annual General Meeting (the “**Appendix**”) dated 25 March 2019 (the “**Proposed Far East H-BT Trust Deed Supplement**”); and
- (b) the Trustee-Manager and any Director of the Trustee-Manager be and is hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager may consider expedient or necessary or in the interests of Far East H-BT to give effect to the Proposed Far East H-BT Trust Deed Supplement.

Extraordinary Resolution 5 :

THAT

- (a) approval be and is hereby given to amend the REIT Trust Deed to include provisions regarding electronic communications of notices and documents to holders of Far East H-REIT Units in the manner set out in Annex B of the Appendix dated 25 March 2019 (the “**Proposed Far East H-REIT Trust Deed Communications Supplement**”);
- (b) approval be and is hereby given to amend the BT Trust Deed to include provisions regarding electronic communications of notices and documents to holders of Far East H-BT Units in the manner set out in Annex B of the Appendix dated 25 March 2019 (the “**Proposed Far East H-BT Trust Deed Communications Supplement**”);
- (c) approval be and is hereby given to amend the Stapling Deed to include provisions regarding electronic communications of notices and documents to Stapled Securityholders in the manner set out in Annex B of the Appendix dated 25 March 2019 (the “**Proposed Stapling Deed Communications Supplement**”); and
- (d) the REIT Manager, the REIT Trustee and the Trustee-Manager 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 REIT Manager, the REIT Trustee or the Trustee-Manager may consider expedient or necessary or in the interests of Far East H-Trust to give effect to the Proposed Far East H-REIT Trust Deed Communications Supplement, the Proposed Far East H-BT Trust Deed Communications Supplement and the Proposed Stapling Deed Communications Supplement.

By Order of the Board

Lin Moi Heyang
Company Secretary
FEO Hospitality Asset Management Pte. Ltd.
(Company Registration No. 201102629K)
25 March 2019

By Order of the Board

Lin Moi Heyang
Company Secretary
FEO Hospitality Trust Management Pte. Ltd.
(Company Registration No. 201210698W)
25 March 2019

Important Notice:

1. A Stapled Securityholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Stapled Securityholder.
2. Where a Stapled Securityholder appoints two proxies and does not specify the proportion of his/her stapled securityholding to be represented by each proxy, then the Stapled Securities held by the Stapled Securityholder are deemed to be equally divided between the proxies.
3. All resolutions at the Annual General Meeting and at any adjournment thereof will be voted on by way of a poll.
4. The instrument appointing a proxy or proxies (the “**Proxy Form**”) must be deposited at the Stapled Security Registrar’s office at Boardroom Corporate & Advisory Services Pte. Ltd, 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time set for holding the Annual General Meeting.

Explanatory Note on Ordinary Resolution 3

The Ordinary Resolution 3 above, if passed, will empower the REIT Manager and the Trustee-Manager to issue Stapled Securities and to make or grant instruments (such as warrants, debentures or other securities) convertible into Stapled Securities and issue Stapled Securities pursuant to such instruments from the date of the Annual General Meeting until the date of the next Annual General Meeting of Far East H-Trust. The aggregate number of Stapled Securities which the REIT Manager and the Trustee-Manager may issue (including Stapled Securities to be issued pursuant to convertibles) under this Resolution must not exceed fifty per cent (50%) of the total number of issued Stapled Securities of which up to twenty per cent (20%) of the total number of issued Stapled Securities may be issued other than on a *pro rata* basis to Stapled Securityholders.

The Ordinary Resolution 3 above, if passed, will also empower the REIT Manager and the Trustee-Manager from the date of the Annual General Meeting until the date of the next Annual General Meeting of Far East H-Trust, to issue Stapled Securities as either partial or full payment of the fees which the REIT Manager and the Trustee-Manager are entitled to receive for their own accounts pursuant to the REIT Trust Deed and BT Trust Deed respectively.

For the purpose of determining the aggregate number of Stapled Securities that may be issued, the percentage of issued Stapled Securities will be calculated based on the total number of issued Stapled Securities at the time that Ordinary Resolution 3 above is passed, after adjusting for (i) new Stapled Securities arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed and (ii) any subsequent bonus issue, consolidation or subdivision of Stapled Securities.

Fund raising by issuance of new Stapled Securities may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Stapled Securityholders is required under the Listing Manual of SGX-ST, the REIT Trust Deed, the BT Trust Deed and the Stapling Deed or any relevant laws and regulations in such instances, the REIT Manager and the Trustee-Manager will then obtain the approval of Stapled Securityholders accordingly.

Explanatory Note on Extraordinary Resolution 4

The Extraordinary Resolution 4 above, if passed, will approve the Proposed Far East H-BT Trust Deed Supplement. The Proposed Far East H-BT Trust Deed Supplement is intended to:

- (a) provide for the appointment of more than two proxies by Stapled Securityholders who are Relevant Intermediaries¹, consistent with the multiple proxies regime under The Companies (Amendment) Act 2014 (the “**Multiple Proxies Supplement**”);
- (b) update the BT Trust Deed for consistency with the Listing Manual of the SGX-ST to reflect that voting at meetings will be carried out by way of poll (the “**Voting Supplement**”); and
- (c) update the BT Trust Deed for consistency with the Listing Rules to reflect that the minimum holding of Far East H-BT Units is 100 Far East H-BT Units (the “**Minimum Holding Supplement**”).

Concurrently with the entry by the Trustee-Manager into the Proposed Far East H-BT Trust Deed Supplement, the REIT Manager intends to enter into a third supplemental deed (the “**Far East H-REIT Third Supplemental Deed**”) with the REIT Trustee in order to align the REIT Trust Deed with the BT Trust Deed in respect of the amendments under the Multiple Proxies Supplement, the Voting Supplement and the Minimum Holding Supplement.

The Far East H-REIT Third Supplemental Deed will be entered into pursuant to Clause 28.2 of the REIT Trust Deed, with the REIT Trustee certifying that the amendments thereunder in respect of the Multiple Proxies Supplement do not materially prejudice the interests of the holders of units in Far East H-REIT (the “**Far East H-REIT Unitholders**”) and does not operate to release to any material extent the REIT Trustee or the REIT Manager from any responsibility to the Far East H-REIT Unitholders, and that the amendments thereunder in respect of the Voting Supplement and the Minimum Holding Supplement are necessary in order to comply with the applicable fiscal, statutory or official requirements (whether or not having the force of law), including, without limitation, requirements under the Securities and Futures Act, Chapter 289 of Singapore (the “**SFA**”), the Code on Collective Investment Schemes, Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore (“**MAS**”), and Appendix 6 of the Code on Collective Investment Schemes, the “**Property Funds Appendix**”), the Listing Rules and any other applicable rules of any other relevant Recognised Stock Exchange² on which Far East H-REIT may be Listed (as defined in the Far East H-REIT Trust Deed). Accordingly, the approval of Stapled Securityholders for the entry into the Far East H-REIT Third Supplemental Deed is not required.

Concurrently with the entry by the Trustee-Manager into the Proposed Far East H-BT Trust Deed Supplement, the REIT Manager, the REIT Trustee and the Trustee-Manager intend to enter into a first supplemental deed (the “**First Supplemental Stapling Deed**”) in order to align the Stapling Deed with the REIT Trust Deed and the BT Trust Deed in respect of the amendments under the Minimum Holding Supplement.

The First Supplemental Stapling Deed will be entered into pursuant to Clause 20.1 of the Stapling Deed, with the REIT Trustee and the Trustee-Manager certifying that the amendments thereunder in respect of the Minimum Holding Supplement are necessary in order to comply with the applicable fiscal, statutory or official requirements (whether or not having the force of law), including, without limitation, requirements under the SFA, the Code on Collective Investment Schemes, the Property Funds Appendix, the Listing Rules and any other applicable rules of any other relevant Recognised Stock Exchange on which Far East H-Trust may be Listed (as defined in the Stapling Deed). Accordingly, the approval of Stapled Securityholders for the entry into the First Supplemental Stapling Deed is not required. (See the Appendix dated 25 March 2019 in relation to the Proposed Far East H-BT Trust Deed Supplement for further details.)

Explanatory Note on Extraordinary Resolution 5

In connection with the amendments to the Companies Act, companies are allowed to send notices and documents electronically to their shareholders with the express consent, deemed consent (the “**Deemed Consent Regime**”), or implied consent (the “**Implied Consent Regime**”) of the shareholders if the constitution of the company provides for it and the specified modes of electronic communications are set out in the constitution of the company (the “**Companies Act Electronic Communications Amendments**”). The SGX-ST has recently amended the Listing Rules to align the Listing Rules with the Companies Act Electronic Communications Amendments, with issuers allowed to transmit certain types of notices and documents to shareholders (or stapled securityholders, in the case of a listed stapled group such as Far East H-Trust) electronically with the express, deemed or implied consent of shareholders.

Although Far East H-Trust is not bound by the Companies Act, it is nonetheless bound by the Listing Rules as a stapled group listed on the SGX-ST. Accordingly, the REIT Manager and the Trustee-Manager propose to amend the REIT Trust Deed, the BT Trust Deed and the Stapling Deed to adopt certain provisions of the Listing Rules to implement the Implied Consent Regime and the Deemed Consent Regime and allow for such electronic transmission of notices and documents in relation to Far East H-Trust.

(See the Appendix dated 25 March 2019 in relation to the Proposed Far East H-REIT Trust Deed Communications Supplement, the Proposed Far East H-BT Trust Deed Communications Supplement and the Proposed Stapling Deed Communications Supplement for further details.)

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a Stapled Securityholder (i) consents to the collection, use and disclosure of the Stapled Securityholder’s personal data by the REIT Manager, the Trustee-Manager and the REIT Trustee (or their agents) for the purpose of the processing and administration by the REIT Manager, the Trustee-Manager and the REIT Trustee (or their agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the REIT Manager, the Trustee-Manager and the REIT Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the Stapled Securityholder discloses the personal data of the Stapled Securityholder’s proxy(ies) and/or representative(s) to the REIT Manager, the Trustee-Manager and the REIT Trustee (or their agents), the Stapled Securityholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the REIT Manager, the Trustee-Manager and the REIT Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) and agrees that the Stapled Securityholder will indemnify the REIT Manager, the Trustee-Manager and the REIT Trustee (or their agents) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Stapled Securityholder’s breach of warranty.

¹ “**Relevant Intermediary**” in the context of the BT Trust Deed and the REIT Trust Deed shall have the meaning ascribed to it in the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”) and apply with such modifications and qualifications as may be necessary, to the units of Far East H-BT and Far East H-REIT (or the Stapled Securities).

Section 181(6) of the Companies Act defines “**relevant intermediary**” to mean:

- (a) 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 shares in that capacity;
- (b) 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 shares in that capacity; or
- (c) the Central Provident Fund Board (the “**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares 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 (“**CPF**”), if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

² “**Recognised Stock Exchange**” means any stock exchange of repute in any country in any part of the world.