

**Note: This Proxy Form B (Scheme Meeting) may be accessed at the website of Frasers Hospitality Trust ("FHT") at [www.frasersproperty.com/reits/fht](http://www.frasersproperty.com/reits/fht), and will be made available on the website of the Singapore Exchange Securities Trading Limited (the "SGX-ST") at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements). Printed copies of this Proxy Form B (Scheme Meeting) will also be sent to Stapled Securityholders.**

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the holder of the Stapled Securities (as defined below) (the "Stapled Securityholder") accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting dated 19 August 2022.

**FRASERS HOSPITALITY TRUST**

A stapled group comprising:

**FRASERS HOSPITALITY REAL ESTATE  
INVESTMENT TRUST**

(a real estate investment trust constituted on 12 June 2014  
under the laws of the Republic of Singapore)

**FRASERS HOSPITALITY  
BUSINESS TRUST**

(a business trust constituted on 20 June 2014  
under the laws of the Republic of Singapore)

**PROXY FORM B (SCHEME MEETING)  
FOR USE AT THE SCHEME MEETING  
(OR ANY ADJOURNMENT THEREOF)  
OF THE STAPLED SECURITYHOLDERS**

**IMPORTANT:**

1. Unless otherwise defined herein, all capitalised terms used in this Proxy Form B (Scheme Meeting) shall have the same meanings ascribed to them in the scheme document dated 19 August 2022 issued by Frasers Hospitality Asset Management Pte. Ltd., in its capacity as manager of Frasers Hospitality Real Estate Investment Trust, and Frasers Hospitality Trust Management Pte. Ltd., in its capacity as the trustee-manager of Frasers Hospitality Business Trust (the "FHT Managers"), to the Stapled Securityholders.
2. For persons (including SRS Investors) who hold stapled securities in FHT ("Stapled Securities") through Relevant Intermediaries, this Proxy Form B (Scheme Meeting) is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. Such persons should approach their respective Relevant Intermediary as soon as possible to specify voting instructions. SRS Investors who wish to vote at the Scheme Meeting should approach their respective SRS Agent Banks as soon as possible by 5:00 p.m. on 1 September 2022, being seven (7) Business Days before the date of the Scheme Meeting (12 September 2022).
3. **Please read the notes overleaf which contain instructions on, *inter alia*, the casting of votes by a proxy on behalf of a Stapled Securityholder at the Scheme Meeting.**

**IN THE GENERAL DIVISION OF THE HIGH COURT  
OF THE REPUBLIC OF SINGAPORE**

HC/OA 364/2022

In the Matter of Order 32 of the Rules of Court 2021 (S 914/2021)

And

In the Matter of FRASERS HOSPITALITY TRUST comprising Frasers Hospitality Real Estate Investment Trust (a real estate investment trust constituted on 12 June 2014 under the laws of the Republic of Singapore) and Frasers Hospitality Business Trust (a business trust constituted on 20 June 2014 under the laws of the Republic of Singapore)

- (1) **FRASERS HOSPITALITY ASSET MANAGEMENT PTE. LTD.  
(in its capacity as manager of FRASERS HOSPITALITY  
REAL ESTATE INVESTMENT TRUST)**  
(Singapore UEN No. 201331351D)
- (2) **FRASERS HOSPITALITY TRUST MANAGEMENT PTE.  
LTD. (in its capacity as trustee-manager of FRASERS  
HOSPITALITY BUSINESS TRUST)**  
(Singapore UEN No. 201401270M)
- (3) **PERPETUAL (ASIA) LIMITED (in its capacity as trustee  
of FRASERS HOSPITALITY REAL ESTATE INVESTMENT  
TRUST)**  
(Singapore UEN No. 200518022M)

... Applicant(s)

**PROXY FORM B (SCHEME MEETING)  
TRUST SCHEME OF ARRANGEMENT**

Between

**Frasers Hospitality Asset Management Pte. Ltd.**  
(in its capacity as manager of Frasers Hospitality Real Estate Investment Trust)

**Frasers Hospitality Trust Management Pte. Ltd.**  
(in its capacity as trustee-manager of Frasers Hospitality Business Trust)

**Perpetual (Asia) Limited**  
(in its capacity as trustee of Frasers Hospitality Real Estate Investment Trust)

And

**Stapled Securityholders**  
(as defined herein)

And

**Frasers Property Hospitality Trust Holdings Pte. Ltd.**

I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/  
Company Registration No., where applicable) of \_\_\_\_\_ (Address)  
being a holder/s of units in Frasers Hospitality Real Estate Investment Trust ("FH-REIT") and units in Frasers Hospitality Business Trust  
("FH-BT") (collectively, "Stapled Securities"), hereby appoint:

Name	Address	NRIC No./Passport No.

or failing \*him/her, the Chairman of the Scheme Meeting as \*my/our proxy to attend, speak and to vote for \*me/us and on \*my/our behalf at the Scheme Meeting to be held at Grand Ballroom, Level 2, InterContinental Singapore, 80 Middle Road, Singapore 188966 on 12 September 2022 at 10:30 a.m. (or as soon thereafter following the conclusion of the extraordinary general meeting of the Stapled Securityholders to be held at 10:00 a.m. on the same day and at the same venue, whichever is later) and at any adjournment thereof.

\*I/We direct \*my/our proxy to vote for or against, or to abstain from voting on, the Scheme to be proposed at the Scheme Meeting as indicated hereunder. If no specific direction as to voting is given, the appointment of the proxy for the Scheme Resolution will be treated as invalid. If no person is named in the above boxes, the Chairman of the Scheme Meeting shall be \*my/our proxy to vote, for or against, or to abstain from voting on, the Scheme to be proposed at the Scheme Meeting, for \*me/us and on \*my/our behalf at the Scheme Meeting and at any adjournment thereof.

NO.	RESOLUTIONS:	For	Against	Abstain
1.	To approve the proposed Scheme			

*Voting will be conducted by poll.*

**A Stapled Securityholder who is not a Relevant Intermediary**

*If you are a Stapled Securityholder (other than a Relevant Intermediary), you may only cast all the votes you use at the Scheme Meeting in one way. DO NOT TICK MORE THAN ONE BOX.*

- (i) *If you wish to direct your proxy to vote "For" or "Against" the Scheme Resolution, please indicate with a "J" in the space provided under "For" or "Against".*
- (ii) *If you wish to direct your proxy to abstain from voting on the Scheme Resolution, please indicate a "J" in the space provided under "Abstain".*

**A Stapled Securityholder who is a Relevant Intermediary**

*If you are a Relevant Intermediary, please indicate (i) the number of votes "For" or "Against" your proxy is directed to cast under "For" or "Against" and (ii) the number of Stapled Securities your proxy is directed to abstain from voting under "Abstain".*

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

<b>Total number of Stapled Securities held (Note 1)</b>

\_\_\_\_\_  
Signature(s) of Stapled Securityholder(s) or  
Common Seal of Corporate Stapled Securityholder

Email Address of Stapled Securityholder(s) (optional): \_\_\_\_\_

**IMPORTANT: Please read the notes to the Proxy Form B (Scheme Meeting).**

**IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM B (SCHEME MEETING) BELOW**

**Notes:**

1. Please insert the total number of stapled securities in FHT ("**Stapled Securities**") held by you. If you have Stapled Securities entered against your name in the Depository Register maintained by CDP, you should insert that number of Stapled Securities. If you have Stapled Securities registered in your name in the Register of Stapled Securityholders, you should insert that number of Stapled Securities. If you have Stapled Securities entered against your name in the Depository Register and Stapled Securities registered in your name in the Register of Stapled Securityholders, you should insert the aggregate number of Stapled Securities entered against your name in the Depository Register and registered in your name in the Register of Stapled Securityholders. If no number is inserted, the Proxy Form B (Scheme Meeting) shall be deemed to relate to all the Stapled Securities held by you.
2. This completed and signed Proxy Form B (Scheme Meeting) and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited with the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
  - (a) if submitted by post, be lodged at the office of Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically, be submitted via email to [FHT2022@boardroomlimited.com](mailto:FHT2022@boardroomlimited.com),in either case not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person(s) named in this Proxy Form B (Scheme Meeting) propose(s) to vote and in default this Proxy Form B (Scheme Meeting) shall not be treated as valid. No Proxy Form B (Scheme Meeting) shall be valid after the expiration of 12 months from the date named in it as the date of its execution. A person(s) appointed to act as a proxy(ies) need not be Stapled Securityholders.
3. For persons (including SRS Investors) who hold Stapled Securities through Relevant Intermediaries, this Proxy Form B (Scheme Meeting) is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. Such persons should approach their respective Relevant Intermediary as soon as possible to specify voting instructions. SRS Investors who wish to vote at the Scheme Meeting should approach their respective SRS Agent Banks as soon as possible by 5:00 p.m. on 1 September 2022, being seven (7) Business Days before the date of the Scheme Meeting (12 September 2022).

A "**Relevant Intermediary**" means:

  - (a) a banking corporation licensed under the Banking Act 1970 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; or
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 who holds Stapled Securities in that capacity.
4. In appointing a proxy, a Stapled Securityholder must give specific instructions as to voting, or abstention from voting, in respect of the Scheme Resolution in this Proxy Form B (Scheme Meeting), failing which the appointment of the proxy for the Scheme Resolution will be treated as invalid.
5. In relation to voting at the Scheme Meeting, the resolution approving the Scheme would need to be passed by a majority in number of Stapled Securityholders (the "**Headcount Condition**") representing at least three-fourths (75.0%) in value (the "**Value Condition**") of the Stapled Securities held by the Stapled Securityholders or class of Stapled Securityholders present and voting either in person or by proxy at the Scheme Meeting to approve the Scheme.
6. For the purposes of determining whether the Value Condition is satisfied:
  - (a) a Stapled Securityholder entitled to attend and vote at the Scheme Meeting and who is not a Relevant Intermediary:
    - (i) is entitled to appoint only one proxy to attend and vote at the Scheme Meeting; and
    - (ii) may only cast all the votes it uses at the Scheme Meeting (whether in person or by proxy) in one way, and may only:
      - (1) cast all its votes "for" the Scheme; or
      - (2) cast all its votes "against" the Scheme; or
      - (3) abstain from voting; and
  - (b) a Stapled Securityholder who is entitled to attend and vote at the Scheme Meeting and is a Relevant Intermediary entitled to attend and vote at the Scheme Meeting, is entitled to appoint only one proxy to attend and vote at the Scheme Meeting but need not cast all the votes it uses in the same way provided that each vote is exercised in relation to a different Stapled Security. For each vote, a Relevant Intermediary may:
    - (i) vote "for" the Scheme;
    - (ii) vote "against" the Scheme; and/or
    - (iii) abstain from voting.
7. For the purposes of determining whether Headcount Condition is satisfied:
  - (a) each Stapled Securityholder that appoints a proxy (including the Chairman of the Scheme Meeting) to vote at the Scheme Meeting shall be deemed to be present at the Scheme Meeting and shall be included in the count of Stapled Securityholders present and voting at the Scheme Meeting;
  - (b) where a person has been appointed as the proxy of more than one Stapled Securityholders to vote at the Scheme Meeting, the votes of such person shall be counted as the votes of the number of appointing Stapled Securityholders; and
  - (c) a Relevant Intermediary that casts votes both for and against the Scheme shall be treated as follows:
    - (i) the Relevant Intermediary shall be treated as casting one (1) vote in favour of the Scheme if the Relevant Intermediary casts more votes for the Scheme than against the Scheme;
    - (ii) the Relevant Intermediary shall be treated as casting one (1) vote against the Scheme if the Relevant Intermediary casts more votes against the Scheme than for the Scheme; and
    - (iii) the Relevant Intermediary shall be treated as casting one (1) vote for and one (1) vote against the Scheme if the Relevant Intermediary casts equal votes for and against the Scheme.
8. The submission of this Proxy Form B (Scheme Meeting) by a Stapled Securityholder does not preclude him/her/they from attending, speaking and voting in person at the Scheme Meeting if he/she/they find(s) that he/she/they is/are able to do so. Any appointment of a proxy shall be deemed to be revoked if a Stapled Securityholder attends the Scheme Meeting in person, and in such event, the Stapled Securityholder reserves the right to refuse to admit any person appointed under this Proxy Form B (Scheme Meeting) to the Scheme Meeting.

9. This Proxy Form B (Scheme Meeting) must be signed by the appointor or his/her/their attorney duly authorised in writing. Where this Proxy Form B (Scheme Meeting) is executed by a corporation, it must be executed under its common seal or signed by its duly authorised attorney or officer. Where this Proxy Form B (Scheme Meeting) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with FHT) be lodged with this Proxy Form B (Scheme Meeting), failing which this Proxy Form B (Scheme Meeting) may be treated as invalid.
10. A corporation, being a Stapled Securityholder, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Scheme Meeting and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
11. A Stapled Securityholder voting by proxy shall be included in the count of Stapled Securityholders present and voting at the Scheme Meeting as if that Stapled Securityholder was voting in person, such that the votes of a proxy who has been appointed to represent more than one (1) Stapled Securityholder at the Scheme Meeting shall be counted as the votes of the number of appointing Stapled Securityholders.
12. In the case of joint Stapled Securityholders, any one of such persons may vote, but if more than one of such persons be present at the Scheme Meeting, the person whose name stands first in the Register of Stapled Securityholders of FHT or, as the case may be, the Depository Register shall alone be entitled to vote.
13. Any alteration made to this Proxy Form B (Scheme Meeting) should be initialled by the person who signs it.

**General**

The FHT Managers shall be entitled to reject this Proxy Form B (Scheme Meeting) if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this Proxy Form B (Scheme Meeting). If the Stapled Securityholder is a Depositor, the FHT Managers shall be entitled and bound: (i) to reject any Proxy Form B (Scheme Meeting) lodged if the Depositor is not shown to have any Stapled Securities entered against his name in the Depository Register as at 48 hours before the time of the Scheme Meeting as certified by the Depository to the FHT Managers; and (ii) to accept as the maximum number of votes which in aggregate the proxy appointed by the Depositor is or are able to cast on a poll a number which is the number of Stapled Securities entered against the name of that Depositor in the Depository Register as at 48 hours before the time of the Scheme Meeting as certified by the Depository to the FHT Managers, whether that number is greater or smaller than the number specified in any Proxy Form B (Scheme Meeting) executed by or on behalf of that Depositor.