

FRASERS HOSPITALITY TRUST

MINUTES OF THE ANNUAL GENERAL MEETING
HELD ON MONDAY, 16 JANUARY 2023, AT 10.00 A.M.
GRAND BALLROOM, LEVEL 2, INTERCONTINENTAL SINGAPORE, 80 MIDDLE ROAD,
SINGAPORE 188966

Present: Stapled Securityholders (present in person or by proxy)

As per attendance list

In attendance: Directors of Frasers Hospitality Asset Management Pte. Ltd., as manager of Frasers Hospitality Real Estate Investment Trust ("FH-REIT", and the manager of FH-REIT, the "REIT Manager") and Frasers Hospitality Trust Management Pte. Ltd., as trustee-manager of Frasers Hospitality Business Trust ("FH-BT", and the trustee-manager of FH-BT, the "Trustee-Manager", and together with the REIT Manager, the "Managers")

Mr Law Song Keng, Chairman

Mr Chua Phuay Hee

Dr David Wong See Hong

Present by way of electronic means:

Mr Liew Choon Wei

Mr Panote Sirivadhanabhakdi

Executive Officers of the Managers

Ms Eu Chin Fen, Chief Executive Officer

Mr Eric Gan, Chief Financial Officer

Company Secretary of the Managers

Ms Catherine Yeo

Representative from Perpetual (Asia) Limited, as trustee of FH-REIT

Ms Sin Li Choo

Representatives from KPMG LLP, as External Auditors of FHT

As per attendance list

1. Introduction

- 1.1** Prior to the commencement of the Annual General Meeting (“**AGM**” or the “**Meeting**”), Ms Catherine Yeo (“**Ms Yeo**”), the Company Secretary of the Managers, informed the Meeting that Perpetual (Asia) Limited, in its capacity as trustee of FH-REIT (the “**Trustee**”), and Frasers Hospitality Trust Management Pte. Ltd., in its capacity as trustee-manager of FH-BT, have each nominated Mr Law Song Keng (the “**Chairman**”), to preside as the Chairman of the Meeting. In accordance with the trust deeds constituting FH-BT and FH-REIT (and the stapled group Frasers Hospitality Trust comprising FH-BT and FH-REIT, “**FHT**”) dated 20 June 2014 (as amended, supplemented and restated) and 12 June 2014 (as amended, supplemented and restated) respectively, Mr Law Song Keng presided as the Chairman of the Meeting. Noting that the requisite quorum for the Meeting had been met, Ms Yeo invited the Chairman to proceed with the Meeting.
- 1.2** The Chairman welcomed all stapled securityholders of FHT (“**Stapled Securityholders**”, and the stapled securities held by the Stapled Securityholders, “**Stapled Securities**”) to the Meeting.
- 1.3** As stated in the Managers’ SGXNet announcement dated 22 December 2022 (the “**Announcement**”), the Chairman noted that Stapled Securityholders could submit questions in advance of or at this Meeting. The Chairman informed that no questions were received from Stapled Securityholders before the deadline specified in the Announcement.
- 1.4** The Chairman introduced the members of the Board, senior executives of the Managers as well as the representative of the Trustee who were present at the Meeting. Following the Chairman’s introduction of the Board and senior executives of the Managers as well as the representative of the Trustee, the Chairman also thanked the representatives of KPMG LLP, the auditors of FHT, for their attendance at the AGM.
- 1.5** The Chairman noted that, as stated in the Managers’ announcements on 13 January 2023, Ms Eu Chin Fen (“**Ms Eu**”) would be relinquishing her role as Chief Executive Officer of the Managers with effect from 1 February 2023, to take on her new role as Chief Executive Officer of Frasers Hospitality, a strategic business unit of Frasers Property Limited, and Mr Eric Gan (“**Mr Gan**”), the current Chief Financial Officer of the Managers, will be appointed as the Chief Executive Officer of the Managers with effect from 1 February 2023.
- 1.6** The Chairman then advised that all Resolutions at the Meeting would be put to the vote by way of a poll and that polling would be conducted using a wireless handheld device.
- 1.7** The Chairman then invited Ms Yeo to explain the procedures for voting by electronic poll. Following an explanation of the electronic poll voting procedures, Ms Yeo informed the Meeting that RHT Governance, Risk & Compliance (Singapore) Pte. Ltd. had been appointed as the scrutineers for the Meeting.
- 1.8** The Chairman then stated that there would be ample time for questions and comments before the motions were put to the vote. For record purposes, the Chairman requested for the Stapled Securityholders to state their name whenever they wished to make a comment or ask a question, and if they were proxies, to state the name of the Stapled Securityholder whom they represented.

- 1.9** The Chairman noted that the annual report for the financial year ended 30 September 2022 (“**FY2022**”, and the annual report for FY2022, the “**Annual Report**”), the Notice of Annual General Meeting dated 22 December 2022 (the “**Notice of AGM**”), the Proxy Form and the Announcement were published on the corporate website of FHT and on SGXNet on 22 December 2022. Printed copies of the Notice of AGM and Proxy Form were also despatched to all Stapled Securityholders for their convenience.
- 1.10** The Chairman noted that the Annual Report contains the Sustainability Report, the Corporate Governance Report, the Report of the Trustee, the Statement by the Manager, the Report of the Trustee-Manager, the Statement by the Trustee-Manager, the Statement by the Chief Executive Officer of the Trustee-Manager, the Independent Auditors’ Report and the Audited Financial Statements of FHT for FY2022. The Notice of AGM was taken as read.
- 1.11** The Chairman informed that Resolutions 1, 2 and 3 as found in the Notice of AGM are ordinary resolutions, and explained that an ordinary resolution is passed if more than 50% of the total number of votes cast for and against the resolution are cast in its favour.
- 1.12** The Chairman also informed all present that in his capacity as Chairman of the Meeting, he has been appointed as a proxy by some Stapled Securityholders, and will be voting in accordance with their instructions.
- 1.13** The Chairman then proceeded to introduce the motions to be tabled at the Meeting, as set out in the Notice of AGM.

2. Ordinary Resolution 1:

To receive and adopt the Report of the Trustee-Manager and the Statement by the Trustee-Manager issued by Frasers Hospitality Trust Management Pte. Ltd., in its capacity as the Trustee-Manager, the Statement by the Chief Executive Officer of the Trustee-Manager, the Report of the Trustee issued by Perpetual (Asia) Limited, in its capacity as the REIT Trustee, the Statement by the Manager issued by Frasers Hospitality Asset Management Pte. Ltd., as the REIT Manager and the Audited Financial Statements of FHT, FH-BT and FH-REIT for the financial year ended 30 September 2022 and the Auditors’ Report thereon

- 2.1** The Chairman introduced Resolution 1 as set out in the Notice of AGM, as follows:

“Resolution 1 seeks Stapled Securityholders’ approval to receive and adopt the Report of the Trustee-Manager, the Statement by the Trustee-Manager, the Statement by the Chief Executive Officer of the Trustee-Manager, the Report of the Trustee, the Statement by the Manager and the Audited Financial Statements of Frasers Hospitality Trust, Frasers Hospitality Business Trust and Frasers Hospitality Real Estate Investment Trust for the financial year ended 30 September 2022 and the Auditors’ Report thereon.”

- 2.2** The full text of Resolution 1, as set out in the Notice of AGM, was taken as read.

- 2.3** Before putting Resolution 1 to a vote, the Chairman invited Mr Gan, the Chief Financial Officer of the Managers (the “**CFO**”), to give a short presentation summarising the key highlights and performance of FHT in FY2022.
- 2.4** Before the CFO proceeded with the presentation, Mr Wee Shin Ho (“**Mr Wee**”) raised a point of order clarifying whether the questions-and-answers session pertaining to the Resolutions should be conducted prior to the presentation. The CFO explained that the short presentation serves to give Stapled Securityholders a background of the key highlights and performance of FHT in FY2022 and Stapled Securityholders could subsequently raise questions after the presentation and before the Resolution was put to vote. Ms Eu (the “**CEO**”) also noted that a copy of the presentation had also been uploaded on the corporate website of FHT and on SGXNet on 15 January 2023.
- 2.5** The CFO then proceeded to give a short presentation summarising the key highlights and performance of FHT in FY2022.
- 2.6** After the presentation by the CFO, the Chairman then invited comments and questions from the floor, the salient points of which are recorded below.
- 2.7** Mr Manohar Sabnani (“**Mr Mano**”) enquired as to how FHT intends to progress, especially in relation to asset enhancement initiatives, divestment and/or acquisition of properties, and expansion of FHT’s portfolio. Mr Mano observed that remote working, as a result of the COVID-19 pandemic, has adversely impacted the prices of office buildings. With this observation, Mr Mano proposed that FHT could consider acquiring these cheaper priced office buildings and thereafter, converting them to hotel buildings, helping FHT to save costs and garner a higher price per room. Mr Mano further asked if FHT has any concrete plans for the future and whether FHT’s sponsor, Frasers Property Limited (“**FPL**”), is prepared to support FHT’s plans (if any) by divesting its asset(s) to FHT, especially given FHT’s low gearing of 36.4% as at 30 September 2022. Mr Mano further queried as to the return on equity (“**ROE**”) of FHT’s assets in the different geographical markets, i.e., Singapore, Australia, United Kingdom, Japan, Malaysia and Germany. Mr Mano elaborated that FHT should consider investing more of its capital into markets which can demand a higher ROE, instead of focussing solely on capital appreciation in those markets.
- 2.8** The CFO thanked Mr Mano for his comments and noted that FHT intends to grow through yield-accretive acquisitions. However, the CFO observed that there is a lack of yield-accretive assets which fits within FHT’s portfolio in the current market as a result of the COVID-19 pandemic and rising interest rates, amongst other challenges. Further, the CFO added that it would be challenging to determine whether an acquisition would be yield-accretive since recent financial results of prospective properties are affected by the COVID-19 pandemic, therefore distorting evaluation metrics, and would not be truly reflective of the asset’s potential yield. There was also a price gap expectation. With respect to Mr Mano’s proposal on hotelisation of office spaces (the “**Hotelisation**”), the CFO noted that in the light of challenges and changes in the hospitality industry, FHT is focussed on delivering sustained earnings to its Stapled Securityholders and that FHT will continue to source for and pursue yield-accretive asset acquisition opportunities in prime locations. The CFO also noted that FHT continues to diversify on two levels, namely geographically and in terms of its asset classes. Geographically, the CFO noted that it would be unlikely for FHT to pursue asset acquisition opportunities in Malaysia, as

it remained a challenging market. In terms of FHT's asset classes, the CFO noted that FHT may, for example, explore student accommodation, build-to-rent, etc. The CFO said that ROE of properties during the COVID-19 period would not be a fair reflection, and that ROE had been higher than cost of borrowing pre-COVID-19 pandemic. The CEO also added that FHT may explore the possibility of Hotelisation with the support of its sponsor, FPL, which is a full-fledged real estate group.

- 2.9** Mr Mano expressed his views that whilst diversification is beneficial, FHT should focus on its core assets. In this regard, Mr Mano proposed that FHT could consider improving the presence of its hospitality assets by partnering with third party hotel booking platforms to increase its hotel bookings. The CFO explained that FHT's hotels are managed by renowned international hospitality chains, such as AccorHotels, InterContinental Hotels Group, and Marriott International. The CFO noted that, in addition to having their own distribution channels and booking websites, these international hospitality chains have economies of scale. The CFO also assured Stapled Securityholders that the asset management team meets up with the hotel operators at least once every month to ensure that results are being delivered, and would take hotel operators to task when they underperform.
- 2.10** Mr Wee expressed his disappointment that a physical copy of the Annual Report was not available at the Meeting and apologised to the Chairman for his earlier interruption. Mr Wee thanked the management team for FHT's FY2022 performance and queried as to how these results were achieved in FY2022 notwithstanding the reasons given for the proposed privatisation of FHT by Frasers Property Hospitality Trust Holdings Pte. Ltd. by way of a trust scheme of arrangement in September 2022. Mr Wee also asked whether statistical data provided as at 30 September 2022 can be refreshed so that Stapled Securityholders are kept up to date. In particular, Mr Wee noted that international tourism arrivals in Singapore and foreign exchange data have changed significantly since end September 2022.
- 2.11** Mr Chua Phuay Hee ("**Mr Chua**"), Director of the Managers, acknowledged Mr Wee's comments and in relation to the earlier proposed privatisation of FHT, Mr Chua noted that while FHT's Stapled Securities are currently trading below the then proposed scheme consideration of S\$0.700 per Stapled Security, Stapled Securityholders should focus on FHT's present and future outlook. Mr Chua also thanked the Stapled Securityholders for their trust and continued support in FHT.
- 2.12** The CEO thanked Mr Wee, the Chairman, and Mr Chua for their comments. She noted Mr Wee's request to have physical copies of the annual report to be made available to Stapled Securityholders at the next annual general meeting of FHT and asked if there were other questions related to Resolution 1.
- 2.13** Mr David Pooi ("**Mr Pooi**") noted that FH-BT is the master lessee of Novotel Melbourne on Collins ("**Novotel Melbourne**") and queried whether FHT has plans to replace the master lessee of Novotel Melbourne. The CFO noted that it is always preferable to have a third party as a master lessee as it mitigates operational risks. However, the CFO explained that it was unable to source for a master lessee for Novotel Melbourne when it was acquired, hence FH-BT was activated as the master lessee of last resort.

- 2.14** Mr Pooi sought clarification on the number of master leases FHT has. The CFO explained that there are 14 master leases and these include a retail master lease for the retail space in ANA Crowne Plaza Kobe while the master lease for Novotel Melbourne is excluded as it is an internal master lease arrangement between FH-REIT and FH-BT.
- 2.15** As there were no further questions, the Chairman proceeded to put Resolution 1 to vote by poll. The results of the poll on Resolution 1 were as follows:

For		Against	
No. of Stapled Securities	%	No. of Stapled Securities	%
1,246,645,374	99.96%	465,044	0.04%

- 2.16** Based on the results of the poll, the Chairman declared Resolution 1 as carried.

3. Ordinary Resolution 2:

To re-appoint KPMG LLP as Auditors of FHT comprising FH-REIT and FH-BT to hold office until the conclusion of the next Annual General Meeting of FHT, and to authorise the REIT Manager and the Trustee-Manager to fix their remuneration

- 3.1** The Chairman introduced Resolution 2 set out in the Notice of AGM, as follows:
- “Resolution 2 seeks Stapled Securityholders’ approval for the re-appointment of KPMG LLP as the Auditors of Frasers Hospitality Trust to hold office until the conclusion of the next annual general meeting, and authorisation for the REIT Manager and Trustee-Manager to fix their remuneration.”*
- 3.2** The Chairman informed that the Audit, Risk and Compliance Committee of the Managers, with the Board’s endorsement, had nominated KPMG LLP for re-appointment as auditors of FHT, and that KPMG LLP had expressed their willingness to accept the re-appointment.
- 3.3** The full text of Resolution 2, as set out in the Notice of AGM, was taken as read.
- 3.4** The Chairman then invited comments and questions from the floor.
- 3.5** As there were no questions, the Chairman proceeded to put Resolution 2 to vote by poll. The results of the poll on Resolution 2 were as follows:

For		Against	
No. of Stapled Securities	%	No. of Stapled Securities	%
1,245,258,690	99.87%	1,569,351	0.13%

3.6 Based on the results of the poll, the Chairman declared Resolution 2 as carried.

4. Ordinary Resolution 3:

To authorise the REIT Manager and the Trustee-Manager to issue Stapled Securities and to make or grant convertible instruments

4.1 The Chairman invited Ms Yeo to explain Resolution 3, as follows:

“This Resolution seeks Stapled Securityholders’ approval to authorise the Managers to issue Stapled Securities and/or to make or grant instruments which are convertible into Stapled Securities, and issue Stapled Securities pursuant to such instruments, up to a number not exceeding 50% of the total number of issued Stapled Securities (excluding treasury Stapled Securities if any), of which up to 20% may be issued other than on a pro rata basis to Stapled Securityholders. The mandate, if approved and unless revoked or varied, shall be effective from the date of this Meeting until the conclusion of the next annual general meeting or the date by which the next annual general meeting is required by applicable law or regulations to be held, whichever is earlier. The basis of calculating the number of Stapled Securities that may be issued is described in the full text of this Resolution and the Explanatory Notes to this Resolution in the Notice of Annual General Meeting.”

4.2 The full text of Resolution 3, found in the Notice of AGM on pages 311 to 313 of the Annual Report, was taken as read.

4.3 The Chairman then invited comments and questions from the floor.

4.4 As there were no questions, the Chairman proceeded to put Resolution 3 to vote by poll. The results of the poll on Resolution 3 were as follows:

For		Against	
No. of Stapled Securities	%	No. of Stapled Securities	%
1,244,671,865	99.86%	1,800,176	0.14%

4.5 Based on the results of the poll, the Chairman declared Resolution 3 as carried.

5. Closure

- 5.1 The Chairman invited Ms Eu as incumbent CEO, and Mr Gan, as successor CEO, to say a few words. Ms Eu thanked the Stapled Securityholders for their support during her tenure as CEO, while Mr Gan said he looked forward to the continued support of Stapled Securityholders in the future.
- 5.2 The Chairman then thanked the Stapled Securityholders for their attendance and support on behalf of the Board and the Management team of the Managers and declared the Meeting closed at 11.30 a.m.

CONFIRMED BY,

MR LAW SONG KENG

CHAIRMAN OF MEETING