



ARA US HOSPITALITY TRUST

A stapled group comprising:

ARA US HOSPITALITY PROPERTY TRUST

(a real estate investment trust constituted on
24 September 2018 under the laws of the
Republic of Singapore) managed by

ARA Trust Management (USH) Pte. Ltd.

ARA US HOSPITALITY MANAGEMENT TRUST

(a business trust constituted on 29 October 2018
under the laws of the Republic of Singapore)
managed by

ARA Business Trust Management (USH) Pte. Ltd.

NOTICE OF ANNUAL GENERAL MEETING OF STAPLED SECURITYHOLDERS OF ARA US HOSPITALITY TRUST

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of the holders of Stapled Securities (as defined herein) in ARA US Hospitality Trust (“**ARA H-Trust**”, and the holders of Stapled Securities, the “**Stapled Securityholders**”) (a stapled group comprising ARA US Hospitality Property Trust (“**ARA H-REIT**”) and ARA US Hospitality Management Trust (“**ARA H-BT**”)) will be convened and held at **Level 3, Rooms 324–325, The Suntec Singapore Convention and Exhibition Centre, 1 Raffles Boulevard, Singapore 039593** on **Friday, 19 April 2024, at 10.00 a.m. (Singapore Time)** to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Report of DBS Trustee Limited, in its capacity as trustee of ARA H-REIT (the “**Trustee**”), the Report of ARA Trust Management (USH) Pte. Ltd., as manager of ARA H-REIT (the “**ARA H-REIT Manager**”), the Report of ARA Business Trust Management (USH) Pte. Ltd., as trustee-manager of ARA H-BT (the “**ARA H-BT Trustee-Manager**”, and together with the ARA H-REIT Manager, the “**Managers**”), the Statement by the Chief Executive Officer of the ARA H-BT Trustee-Manager and the Audited Financial Statements of ARA H-Trust, ARA H-REIT and ARA H-BT for the financial year ended 31 December 2023 together with the Auditors’ Reports thereon.

(Ordinary Resolution 1)

2. To re-appoint Ernst & Young LLP (“**EY**”) as the Independent Auditor of ARA H-Trust, ARA H-REIT and ARA H-BT to hold office until the conclusion of the next AGM of ARA H-Trust and to authorise the Managers to fix their remuneration.

(Ordinary Resolution 2)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modifications, the following resolution as ordinary resolution:

3. GENERAL MANDATE FOR THE ISSUE OF NEW STAPLED SECURITIES AND/OR CONVERTIBLE SECURITIES

That authority be and is hereby given to the Managers to:

- (a) (i) issue new units in ARA H-REIT and new units in ARA H-BT (together, the “**Stapled Securities**”) whether by way of rights, bonus or otherwise; and/or
- (ii) 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 Managers may, in their absolute discretion deem fit; and

- (b) issue Stapled Securities in pursuance of any Instrument made or granted by the Managers while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Stapled Securities are issued),

provided that:

- (A) 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 (excluding treasury Stapled Securities, if any) (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of Stapled Securities to be issued other than on a pro rata basis to Stapled Securityholders (including Stapled Securities to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent (20%) of the total number of issued Stapled Securities (excluding treasury Stapled Securities, if any) (as calculated in accordance with sub-paragraph (B) below);
- (B) subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the purpose of determining the aggregate number of Stapled Securities that may be issued under sub-paragraph (A) above, the total number of issued Stapled Securities (excluding treasury Stapled Securities, if any) shall be based on the total number of issued Stapled Securities (excluding treasury Stapled Securities, if any) as 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 were issued and are outstanding and subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of Stapled Securities;
- (C) in exercising the authority conferred by this Resolution, the Managers shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), the Business Trusts Act 2004 of Singapore for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore), the trust deed constituting ARA H-REIT (as supplemented, amended and/or restated from time to time) (the “**ARA H-REIT Trust Deed**”) for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore), the trust deed constituting ARA H-BT (as supplemented, amended and/or restated from time to time) (the “**ARA H-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 ARA H-REIT and ARA H-BT (as supplemented, amended and/or restated from time to time) (the “**Stapling Deed**”) for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);

- (D) unless revoked or varied by Stapled Securityholders in a general meeting, the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next AGM of ARA H-Trust or (ii) the date by which the next AGM of ARA H-Trust is required by applicable law and/or regulations or the ARA H-REIT Trust Deed, the ARA H-BT Trust Deed or the Stapling Deed to be held, whichever is earlier;
- (E) 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 Managers may 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 or Stapled Securities are issued; and
- (F) the Managers and the 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 Managers or, as the case may be, the Trustee may consider expedient or necessary or in the interest of ARA H-Trust to give effect to the authority conferred by this Resolution.

[See Explanatory Note]

(Ordinary Resolution 3)

AS OTHER BUSINESS

- 4. To transact such other business as may be transacted at an AGM.

BY ORDER OF THE BOARD

ARA TRUST MANAGEMENT (USH) PTE. LTD.

(as manager of ARA US Hospitality Property Trust)
(Company registration no. 201829676W)

ARA BUSINESS TRUST MANAGEMENT (USH) PTE. LTD.

(as trustee-manager of ARA US Hospitality Management Trust)
(Company registration no. 201829682G)

Low Mei Mei, Maureen

Company Secretary

Singapore
4 April 2024

Explanatory Note:

(1) Ordinary Resolution 3 to be passed:

The Ordinary Resolution 3 above, if passed, will empower the Managers from the date of this AGM until the (i) date of the next AGM of ARA H-Trust or (ii) the date by which the next AGM of ARA H-Trust is required by applicable law and/or regulations or the ARA H-REIT Trust Deed, the ARA H-BT Trust Deed or the Stapling Deed to be held whichever is earlier, unless such authority is earlier revoked or varied by the Stapled Securities in a general meeting, to issue Stapled Securities and to make or grant instruments (such as securities, warrants or debentures) convertible into Stapled Securities and to issue Stapled Securities pursuant to such instruments, up to a number not exceeding fifty per cent (50%) of the total number of issued Stapled Securities (excluding treasury Stapled Securities, if any), of which up to twenty per cent (20%) may be issued other than on a pro rata basis to Stapled Securityholders.

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

Notes:

1. The AGM is being convened and will be held in a **wholly physical format** at Level 3, Rooms 324–325, The Suntec Singapore Convention and Exhibition Centre, 1 Raffles Boulevard, Singapore 039593 on Friday, 19 April 2024 at 10.00 a.m. (Singapore Time). There will be **no option to participate virtually**.

Printed copies of this Notice of AGM dated 4 April 2024 ("**Notice of AGM**") will be sent to Stapled Securityholders and also be made available on ARA H-Trust's website at the URL <https://www.araushotels.com> and on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

Arrangements relating to:

- (i) attending the AGM by Stapled Securityholders, including SRS investors, and (where applicable) duly appointed proxy(ies);
- (ii) submitting questions to the appointed Chairman of the AGM ("**Chairman**") by Stapled Securityholders, including SRS investors, in advance of, or at, the AGM, and addressing of substantial and relevant questions in advance of, or at, the AGM; and
- (iii) voting at the AGM by Stapled Securityholders, including SRS investors, or (where applicable) duly appointed proxy(ies),

are set out below. Any reference to a time of day is made by reference to Singapore time.

2. Attendees must bring their original NRIC/Passport for verification and registration on the day of the AGM. Registration will commence at 9.00 a.m.
3. Stapled Securityholders, including SRS investors, can submit questions in advance of, or at, the AGM.

Submission of questions in advance of the AGM

Stapled Securityholders and persons who hold Stapled Securities through a relevant intermediary (including SRS investors), are strongly encouraged to submit to the Managers questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM. Such questions must be received by the Managers no later than **10.00 a.m. on Friday, 12 April 2024**, and can be submitted in the following manner:

- (i) Stapled Securityholders (including SRS investors) may submit their questions electronically via email to the Managers at usht_ir@esr.com, or by post to the registered office of the Managers; or
- (ii) Persons who hold Stapled Securities through a relevant intermediary (other than SRS investors) may submit questions through their relevant intermediary, who in turn may submit a consolidated list of questions to the Managers at usht_ir@esr.com.

Stapled Securityholders, including SRS investors, who submit questions in advance of the AGM via email or by post must provide the following information for verification purposes:

- a. the Stapled Securityholder's full name;
- b. the Stapled Securityholder's address; and
- c. the manner in which the Stapled Securityholder holds Stapled Securities in ARA H-Trust (e.g., Stapled Securityholders who hold Stapled Securities directly should provide their NRIC/Passport No.; otherwise, Stapled Securityholders should state if they hold their Stapled Securities via SRS).

The Managers will endeavour to address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) received by **10.00 a.m. on Friday, 12 April 2024** from Stapled Securityholders in advance of the AGM and will publish the responses to those questions on ARA H-Trust's website and on SGXNET prior to the AGM.

Any substantial and relevant questions or follow-up questions received after the **12 April 2024** submission deadline which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM itself, will be addressed during the AGM. The Managers encourage Stapled Securityholders to submit all questions promptly for them to be addressed.

Where substantially similar questions are received, the Managers will consolidate such questions and consequently not all questions may be individually addressed.

Question and Answer session at the AGM

The Chairman will conduct the proceedings of the AGM. At the AGM, Stapled Securityholders, including SRS investors, and, where applicable, their duly appointed proxy(ies) can also pose to the Chairman, relevant questions related to the resolutions to be tabled for approval at the AGM.

The Managers will publish the minutes of the AGM on ARA H-Trust's website and on SGXNET within one month after the AGM and the minutes will include the responses to the substantial and relevant questions received from Stapled Securityholders which are addressed during the AGM.

4. Voting at the AGM

Stapled Securityholders can vote at the AGM themselves or through their duly appointed proxy(ies).

Appointment of proxy(ies)

A Stapled Securityholder who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below. A proxy need not be a Stapled Securityholder.

A Stapled Securityholder who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such Stapled Securityholder's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the stapled securityholding concerned to be represented by each proxy must be specified in the instrument appointing a proxy(ies).

A Stapled Securityholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Stapled Security or Stapled Securities held by such Stapled Securityholder. Where such Stapled Securityholder's instrument appointing a proxy(ies) appoints more than two proxies, the number of Stapled Securities held in relation to which each proxy has been appointed must be specified in the instrument appointing a proxy(ies).

A Stapled Securityholder who wishes to submit an instrument of proxy must do so in the following manner:

- (i) if submitted by post, by completing and signing the Proxy Form, before lodging it at the office of the Stapled Security Registrar at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (ii) if submitted electronically, by completing and signing the Proxy Form, before attaching and sending a clear scanned PDF copy of it to the Stapled Security Registrar at srs.proxy@boardroomlimited.com;

in each case, by **10.00 a.m. on Wednesday, 17 April 2024**, being 48 hours before the time fixed for the AGM.

Where an instrument appointing a proxy(ies) is executed by an attorney under a power of attorney or other authority on behalf of the appointor, or by a corporation under its common seal, such instrument appointing a proxy(ies) may only be submitted by post or via email using the Proxy Form, and not via the AGM website.

The Proxy Form can be downloaded from ARA H-Trust's website at the URL <https://www.araushotels.com> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Proxy Form will also be sent to Stapled Securityholders.

Completion and submission of an instrument appointing a proxy(ies) by a Stapled Securityholder will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM shall be deemed to be revoked if the Stapled Securityholder attends the AGM in person, and in such event, the Managers reserve the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.

SRS investors who wish to exercise their voting rights at the AGM can refer to paragraph 5 below, for more information.

5. Persons who hold Stapled Securities through relevant intermediaries, other than SRS investors, and who wish to participate in the AGM by:
- a. attending the AGM in person;
 - b. submitting questions to the Chairman in advance of, or at, the AGM; and/or
 - c. voting at the AGM (i) themselves; or (ii) by appointing the Chairman as proxy to vote on their behalf,

should contact the relevant intermediary through which they hold such Stapled Securities as soon as possible in order to make the necessary arrangements to be made for them to participate in the AGM.

SRS investors:

- (A) may attend, speak and vote at the AGM if they are appointed as proxy(ies) by their respective SRS Operators, and should contact their respective SRS Operators as soon as practicable if they have any queries regarding their appointment as proxy(ies); or
- (B) (as an alternative to (A) above) may appoint the Chairman as proxy to vote on their behalf at the AGM, in which case they should approach their respective SRS Operators to submit their votes as soon as possible.

“relevant intermediary” means:

- (i) 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;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds Stapled Securities in that capacity; or
- (iii) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953, 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.

6. Other information

- (a) The Annual Report may be accessed at ARA H-Trust’s website at the URL <https://investor.araushotels.com/ar.html> by clicking on the link for “Annual Report 2023”.

Any Stapled Securityholder who wishes to receive a printed copy of the Annual Report before the AGM should do so in the following manner:

- (i) if submitted by post, by completing and signing the Request Form, before sending it to the office of the Stapled Security Registrar at 1 Harbourfront Avenue #14-07, Keppel Bay Tower, Singapore 098632; or
- (ii) if submitted electronically, by completing and signing the Request Form, before attaching and sending a clear scanned PDF copy of it to the Stapled Security Registrar at srs.requestform@boardroomlimited.com,

in each case, by **5.00 p.m. on Thursday, 11 April 2024**. The Request Form can be downloaded from ARA H-Trust’s website at the URL <https://www.araushotels.com>. Printed copies of the Request Form will also be sent to Stapled Securityholders.

PERSONAL DATA PRIVACY:

By (a) submitting an instrument appointing a proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, and/or (b) submitting any question to the Chairman in advance of the AGM in accordance with the Notice of AGM, a Stapled Securityholder (i) consents to the collection, use and disclosure of the Stapled Securityholder's personal data by the Managers and the Trustee (or their agents or service providers) for the following purposes (collectively, "**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 Managers and the Trustee (or their agents or service providers), the Stapled Securityholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Managers and the Trustee (or their agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees to provide the Managers and the Trustee with written evidence of such prior consent upon reasonable request:

- (1) the processing, administration and analysis by the Managers and the Trustee (or their agents) of instruments appointing a proxy(ies) for the AGM (including any adjournment thereof);
- (2) the processing of any registration for purposes of verifying the status of Stapled Securityholders, granting access to Stapled Securityholders (or their appointed proxy(ies)) to the AGM and providing them with any technical assistance where necessary;
- (3) the addressing of relevant and substantial questions received from Stapled Securityholders in advance of the AGM and, if necessary, the following up with the relevant Stapled Securityholders in relation to such questions;
- (4) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (5) in order for the Managers and the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.