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**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)

managed by

**Eagle Hospitality REIT Management Pte. Ltd.**

**EAGLE HOSPITALITY BUSINESS TRUST**

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

managed by

**Eagle Hospitality Business Trust Management Pte. Ltd.**

**LISTING OF EAGLE HOSPITALITY TRUST**

DBS Bank Ltd. was the Sole Financial Adviser and Issue Manager for the initial public offering of Eagle Hospitality Trust.

*Capitalised terms used herein, unless otherwise defined, have the meanings as defined in the prospectus of Eagle Hospitality Trust dated 16 May 2019 and registered with the Monetary Authority of Singapore on 16 May 2019 (the “**Prospectus**”).*

**Issue of Stapled Securities in Eagle Hospitality Trust**

Eagle Hospitality REIT Management Pte. Ltd., as manager of Eagle Hospitality Real Estate Investment Trust (“**EH-REIT**”), and the manager of EH-REIT, the “**REIT Manager**”, and Eagle Hospitality Business Trust Management Pte. Ltd., as trustee-manager of Eagle Hospitality Business Trust (“**EH-BT**”), and the trustee-manager of EH-BT, the “**Trustee-Manager**”, and collectively with the REIT Manager, the “**Managers**”), are pleased to announce that the Managers have today issued 867,887,998 stapled securities in Eagle Hospitality Trust (“**Stapled Securities**”) comprising:

- (i) an aggregate of 580,558,000 Stapled Securities issued pursuant to the initial public offering of Eagle Hospitality Trust (the “**Offering**”), consisting of:
  - (a) an international placement of 536,969,000 Stapled Securities to investors, including institutional and other investors in Singapore; and

- (b) an offering of 43,589,000 Stapled Securities to the public in Singapore;
- (ii) an aggregate of 142,459,998 Stapled Securities (the “**Consideration Stapled Securities**”) issued in satisfaction of part of the purchase consideration for the USHI Portfolio and the ASAP6 Portfolio as directed by the vendors of the USHI Portfolio and the ASAP6 Portfolio as follows: (a) 37,500,000 Consideration Stapled Securities to Fortress Empire Group Ltd, (b) 1,886,000 Consideration Stapled Securities to Vertical Gain Investments Inc, (c) 26,715,999 Consideration Stapled Securities to Dragonbay Fortune Inc, (d) 66,101,999 Consideration Stapled Securities to Regal Empire Ventures Ltd and (e) 10,256,000 Consideration Stapled Securities to Empress Star Ventures Inc; and
- (iii) an aggregate of 144,870,000 Stapled Securities (the “**Cornerstone Stapled Securities**”) subscribed for by the cornerstone investors pursuant to separate subscription agreements with the Managers as disclosed in the Prospectus.

Including the two existing Stapled Securities (the “**Initial Stapled Securities**”) in issue prior to the issuance of the 867,887,998 Stapled Securities as described above, the total number of Stapled Securities in issue after completion of the Offering, the issuance of the Consideration Stapled Securities and the issuance of the Cornerstone Stapled Securities is 867,888,000 Stapled Securities.

The Stapled Securities will commence trading on a “ready” basis at 2.00 p.m. on 24 May 2019.

### **Completion of Acquisition of the IPO Portfolio**

The Managers are pleased to announce that EH-REIT has today completed the acquisition of the Initial Portfolio.

### **Use of Proceeds**

Gross proceeds of US\$565.8 million have been raised from the Offering and the issuance of the Cornerstone Stapled Securities and an amount of approximately US\$507.5 million has been drawn down and/or assumed under the EH-REIT Debt Facilities (as defined herein). Of the gross proceeds raised, and taking into account the amount attributable to the Initial Stapled Securities and the Consideration Stapled Securities, and the amount drawn down and/or assumed under the EH-REIT Debt Facilities, approximately US\$1,160.9 million has been disbursed towards the following:

- (i) approximately US\$1,111.6 million towards the Purchase Consideration for the acquisition of the Initial Portfolio; and
- (ii) approximately US\$49.2 million towards the payment of transaction costs.

The balance of the gross proceeds of approximately US\$23.6 million is held for working capital purposes. The foregoing is in accordance with the stated use and amount allocated in the Prospectus. The Managers will make periodic announcements on the utilisation of the balance of the gross proceeds as and when such funds are materially disbursed.

### **Disclosures pursuant to Rule 704(31) of the Listing Manual**

The Managers have put in place debt facilities for Eagle Hospitality Trust aggregating approximately US\$508 million, which comprises:

- (i) a term loan facility of approximately US\$134 million with loan maturity of three years, a term loan facility of approximately US\$104 million with loan maturity of four years and a term loan facility of

approximately US\$104 million with loan maturity of five years, each obtained from the Facilities Lenders (collectively, the “**New Term Loan Facilities**”);

- (ii) approximately US\$78 million of mortgage loans which are secured against, among others, (i) Renaissance Woodbridge; (ii) Hilton Houston Galleria Area; and (iii) Crowne Plaza Dallas Near Galleria-Addison (the “**ASAP Mortgage Loans**”); and
- (iii) a US\$89 million unsecured loan from Lodging USA Lendco, LLC whose rights to receive payments thereunder (including interest) is subordinated to the payment obligations under the Facilities (the “**Unsecured Loan**”, and collectively with the New Term Loan Facilities and the ASAP Mortgage Loans, the “**EH-REIT Debt Facilities**”).

Pursuant to Rule 704(31) of the Listing Manual of the SGX-ST (the “**Listing Manual**”), the Managers wish to disclose that the terms of the New Term Loan Facilities and the ASAP Mortgage Loans contain conditions making reference to the shareholding interests in the Managers and/or interests in Eagle Hospitality Trust. Under the terms of the New Term Loan Facilities, the lenders shall not be obliged to fund any utilisation of the relevant loan facilities and may cancel the relevant loan facilities and require mandatory repayment of all outstanding loans under the relevant loan facilities if, among others, (i) the REIT Manager or the Trustee-Manager ceases to be majority-owned and controlled, directly or indirectly, by Howard Wu and Taylor Woods, unless a replacement manager or trustee-manager (as the case may be) reasonably acceptable to Bank of America, N.A. (as administrative agent for the Facilities Lenders) and the Facilities Lenders holding more than 50% of the commitments and loans under the Facilities is appointed; or (ii) the Founders and their affiliates and the Sponsor’s wholly-owned and controlled subsidiaries fail to own an effective shareholding of at least US\$35.0 million of Stapled Securities for as long as the debt yield relating to the Facilities is less than 11.50%. In addition, the ASAP Mortgage Loans contain customary anti-transfer provisions (including “change of control” events) where if such transfers are effectuated, the ASAP Mortgage Loan Lender(s) may declare an event of default and require immediate mandatory repayment of the ASAP Mortgage Loans (with accrued interest), subject to certain customary penalties, fees and other customary remedies. Such “change of control” events include, but are not limited to, the Founders no longer controlling the REIT Manager.

As of the Listing Date, there has not been any breach of the above conditions. Assuming that a breach of the above conditions occurs, the aggregate sum of the EH-REIT Debt Facilities that may be affected will be approximately US\$419 million.

By Order of the Board  
Salvatore G. Takoushian  
Chief Executive Officer

**Eagle Hospitality REIT Management Pte. Ltd.**  
(Company Registration No.: 201829789W)  
**as manager of Eagle Hospitality Real Estate Investment Trust**

**Eagle Hospitality Business Trust Management Pte. Ltd.**  
(Company Registration No.: 201829816K)  
**as trustee-manager of Eagle Hospitality Business Trust**

24 May 2019

## 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 in Eagle Hospitality Trust (“**EHT**”) 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, the REIT Manager, the Trustee-Manager, DBS Trustee Limited (as trustee of EH-REIT), Urban Commons, LLC (as the sponsor of EHT), the Sole Financial Adviser and Issue Manager, the Joint Global Coordinators and the Joint Bookrunners and Underwriters 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. Holders of Stapled Securities (“**Stapled Securityholders**”) have no right to request that the Managers 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 Singapore Exchange Securities Trading Limited (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 Managers’ 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 EHT, EH-REIT, EH-BT, the Managers and their management, as well as financial statements. The Managers do not intend to conduct a public offering of the Stapled Securities in the United States. 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.