



ASCOTT RESIDENCE TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 19 January 2006
(as amended, varied or supplemented from time to time))

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of the unitholders (the “Unitholders”) of Ascott Residence Trust (“Ascott Reit”) will be held at the STI Auditorium, 168 Robinson Road, Level 9, Capital Tower, Singapore 068912 on Wednesday, 20 April 2011 at 10.30 a.m. to transact the following business:

(A) AS ORDINARY BUSINESS

1. To receive and adopt the Report of DBS Trustee Limited, as trustee of Ascott (Ordinary Resolution 1) Reit (the “Trustee”), the Statement by Ascott Residence Trust Management Limited, as manager of Ascott Reit (the “Manager”) and the Audited Financial Statements of Ascott Reit for the year ended 31 December 2010 and the Auditors’ Report thereon.
2. To re-appoint Messrs KPMG LLP as the Auditors of Ascott Reit and to hold office (Ordinary Resolution 2) until the conclusion of the next AGM of Ascott Reit and to authorise the Manager to fix their remuneration.

(B) AS SPECIAL BUSINESS

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

3. That authority be and is hereby given to the Manager to: (Ordinary Resolution 3)
 - (a) (i) issue units in Ascott Reit (“Units”) 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 Units 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 Units,at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and
- (b) issue Units in pursuance of any Instrument made or granted by the Manager 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 Units are issued),

provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units 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 Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a *pro rata* basis to Unitholders (including Units 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 Units (excluding treasury Units, if any) (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 (the “SGX-ST”) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the total number of issued Units (excluding treasury Units, if any) shall be based on the total number of issued Units (excluding treasury Units, if any) at the time this Resolution is passed, after adjusting for:
 - (a) any new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Units;
- (3) in exercising the authority conferred by this Resolution, the Manager 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) and the trust deed constituting Ascott Reit (as amended, varied or supplemented from time to time) (the “Trust Deed”) for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred by this Resolution shall continue in force until (a) the conclusion of the next AGM of Ascott Reit or (b) the date by which the next AGM of Ascott Reit is required by applicable regulations to be held, whichever is the earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted, in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Instruments or Units 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 Units are issued; and
- (6) the Manager 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 Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interest of Ascott Reit to give effect to the authority conferred by this Resolution.

(Please see Explanatory Notes)

(C) AS OTHER BUSINESS

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

BY ORDER OF THE BOARD

Ascott Residence Trust Management Limited
(Company Registration No. 200516209Z)
As manager of Ascott Residence Trust

Kang Siew Fong/Lam Chee Kin
Joint Company Secretaries
Singapore
24 March 2011

Notes:

1. A Unitholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her unitholdings (expressed as a percentage of the whole) to be represented by each proxy. A proxy need not be a Unitholder.
2. The instrument appointing a proxy or proxies (the “proxy form”) must be deposited at the office of Ascott Reit’s Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not later than Monday, 18 April 2011 at 10.30 a.m. being 48 hours before the time fixed for the AGM.

EXPLANATORY NOTES:

Ordinary Resolution 3

Ordinary Resolution 3 above, if passed, will empower the Manager from the date of the AGM until (a) the conclusion of the next AGM of Ascott Reit, (b) the date by which the next AGM of Ascott Reit is required by the applicable regulations to be held, or (c) the date such authority is revoked or varied by the Unitholders in a general meeting, whichever is the earliest, to issue Units, to make or grant instruments and to issue Units pursuant to such instruments, up to a number not exceeding 50% of the total number of issued Units of which up to 20% of the total number of issued Units may be issued other than on a *pro rata* basis to Unitholders (in each case, excluding treasury Units, if any).

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

Fund raising by issuance of new Units may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Unitholders is required under the Listing Manual of the SGX-ST and the Trust Deed or any applicable laws and regulations in such instances, the Manager will then obtain the approval of Unitholders accordingly.