

## SUNWAY REAL ESTATE INVESTMENT TRUST

(Established in Malaysia under a deed dated 20 May 2010, a supplemental deed dated 10 June 2010 and an amended and restated deed dated 18 September 2018 entered into between Sunway REIT Management Sdn Bhd and RHB Trustees Berhad, both companies incorporated in Malaysia)

### NOTICE OF 8<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Eighth Annual General Meeting ("8<sup>th</sup> AGM") of Sunway Real Estate Investment Trust ("Sunway REIT") will be held as a fully virtual meeting through live streaming and online remote voting from the Broadcast Venue at the Penthouse, Level 20, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Friday, 2 October 2020 at 3:30 pm, for the following purposes:

#### AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 30 June 2020 of Sunway REIT together with the Reports of Manager, Trustee and Auditors thereon.

#### AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following as Ordinary Resolutions:

- Proposed Authority to Issue and Allot New Units of up to 20% of the Total Number of Issued Units of Sunway REIT (Ordinary Resolution 1)**  
"THAT subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Deed dated 20 May 2010, the Supplemental Deed dated 10 June 2010 and the Amended and Restated Deed dated 18 September 2018 entered into between Sunway REIT Management Sdn Bhd (the "Manager") and RHB Trustees Berhad (the "Trustee") constituting Sunway REIT, and the approvals of the relevant regulatory authorities being obtained, authority be and is hereby given to the Directors of the Manager, to issue and allot units in Sunway REIT ("New Units"), at any time at such price to any such persons and upon such terms and conditions as the Directors of the Manager may in their absolute discretion, deem fit and expedient in the best interest of Sunway REIT, provided that the aggregate number of New Units to be issued, when aggregated with the total number of units issued during the preceding 12 months, does not exceed 20% of the total number of issued units of Sunway REIT for the time being comprising 2,945,078,000 units ("Proposed Authority");

THAT such authority shall continue to be in force until:

- the conclusion of the next AGM of Sunway REIT at which time this Proposed Authority will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- the expiration of the period within which the next AGM of Sunway REIT is required by law to be held; or
- the Proposed Authority is revoked or varied by a resolution passed by the unitholders in a general meeting of Sunway REIT,

whichever is the earlier;

THAT such New Units to be issued pursuant to the Proposed Authority shall, upon issue and allotment, rank pari passu in all respects with the existing units of Sunway REIT, except that the New Units will not be entitled to any income distributions, rights, benefits, entitlements and/or any other distributions that may be declared prior to the date of issue and allotment of such New Units;

THAT authority be and is hereby given to the Directors of the Manager and the Trustee, acting for and on behalf of Sunway REIT, to give effect to the Proposed Authority including but not limited to the creation of the requisite New Units and with full powers to assent to any conditions, modifications, variations, arrangements and/or amendments as they may deem fit in the best interest of Sunway REIT and/or as may be imposed by the relevant authorities;

AND THAT the Directors of the Manager and the Trustee, acting for and on behalf of Sunway REIT, be and are hereby authorised to implement, finalise, complete and do all acts, deeds and things (including executing such documents as may be required) in relation to the Proposed Authority."

- Proposed Renewal of Unitholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Ordinary Resolution 2)**  
"THAT approval be and is hereby given for Sunway REIT to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("Recurrent Related Party Transactions") as set out in Section 2.3 of the Circular to Unitholders dated 28 August 2020, subject to the following ("Proposed Mandate"):

- the Recurrent Related Party Transactions are entered into in the ordinary course of business which are necessary for day-to-day operations and are on Sunway REIT's normal commercial terms which are not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on an arm's length basis which are not detrimental to the minority unitholders of Sunway REIT; and
- the unitholders' mandate is subject to annual renewal and this unitholders' mandate shall only continue to be in force until:
  - the conclusion of the next AGM of Sunway REIT at which time this Proposed Mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
  - the expiration of the period within which the next AGM of Sunway REIT is required by law to be held; or
  - the Proposed Mandate is revoked or varied by a resolution passed by the unitholders in a general meeting of Sunway REIT,

whichever is the earlier;

AND THAT the Directors of the Manager and the Trustee be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of Sunway REIT with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Recurrent Related Party Transactions contemplated and/or authorised by this ordinary resolution."

- Proposed Establishment of a Distribution Reinvestment Scheme that Provides the Unitholders of Sunway REIT with an Option to Elect to Reinvest their Cash Income Distribution in New Units in Sunway REIT ("DRS Units") ("Proposed DRS") (Ordinary Resolution 3)**

"THAT subject to the approvals of all relevant authorities being obtained for the Proposed DRS:

- the Proposed DRS be and is hereby approved and authorised;
- the Directors of the Manager ("Board"), acting for and on behalf of Sunway REIT, be and is hereby authorised:
  - to establish and implement the Proposed DRS based on the terms and conditions in the Dividend Reinvestment Scheme Statement;
  - to determine, in its sole and absolute discretion, whether the Proposed DRS will apply to any cash income distribution (whether interim, final, special or any other types of cash distribution) declared and/or approved by the Board;
  - to allot and issue such number of DRS Units from time to time as may be required to be allotted and issued pursuant to the Proposed DRS; and
  - to do all such acts and enter into such transactions, arrangements and agreements, and to execute, sign and deliver, for and on behalf of Sunway REIT, all such documents and impose such terms and conditions or delegate any part of its powers as may be necessary or expedient in order to give full effect to the Proposed DRS, with full powers to assent to any conditions, modifications, variations and/or amendments including amendment, modification, suspension and termination of the Proposed DRS as the Board may, in its absolute discretion, deem fit and in the best interest of Sunway REIT and/or as may be imposed or agreed to by any relevant authorities.

AND THAT the DRS Units will, upon allotment and issuance, rank equally in all respects with the then existing units in Sunway REIT, save and except that the DRS Units shall not be entitled to any distributable income, rights, benefits, entitlements and/or other distributions that may be effected before the date of allotment of the DRS Units."

- Issuance of DRS Units pursuant to the Proposed DRS ("Issuance of DRS Units") (Ordinary Resolution 4)**

"THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to allot and issue such number of DRS Units from time to time as may be required to be allotted and issued pursuant to the Proposed DRS until the conclusion of Sunway REIT's next AGM, upon the terms and conditions and to such persons as the Board may, in its absolute discretion, deem fit or expedient and in the best interest of Sunway REIT;

The issue price of the DRS Units, which will be determined by the Board on the price-fixing date to be determined and announced ("DRS Price-Fixing Date"), shall be at an issue price of not more than a 10.0% discount to the 5-day volume weighted average market price of Sunway REIT before the DRS Price-Fixing Date.

AND THAT the Board be and is hereby authorised to do all such acts and enter into such transactions, arrangements and agreements and to execute, sign and deliver, for and on behalf of Sunway REIT, all such documents and impose such terms and conditions or delegate any part of its powers as may be necessary or expedient in order to give full effect to the Issuance of DRS Units, with full powers to assent to any conditions, modifications, variations and/or amendments including pursuant to any

amendment, modification, suspension and termination of the Proposed DRS or the Issuance of DRS Units as the Board may, in its absolute discretion, deem fit and in the best interest of Sunway REIT and/or as may be imposed or agreed to by any relevant authorities."

**By Order of the Board of  
SUNWAY REIT MANAGEMENT SDN BHD**  
(Manager for Sunway REIT)

**TAN KIM AUN (MAICSA 7002988) (SSM PC NO. 202008001249)**  
**ONG WEI LENG (MAICSA 7053539) (SSM PC NO. 202008001016)**  
Company Secretaries

Bandar Sunway  
28 August 2020

Notes:

- As part of the safety measures to curb the spread of COVID-19 and taking into consideration the paramount safety and well-being of unitholders of Sunway REIT ("Unitholders") and the Manager, the 8<sup>th</sup> AGM of Sunway REIT will be held fully virtual and entirely through live streaming and online remote voting using the Remote Participation and Voting ("RPV") Facility. This is also in line with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020, as revised or amended from time to time.
- NO UNITHOLDERS/PROXIES/CORPORATE REPRESENTATIVES/ATTORNEYS** from the public shall be physically present nor admitted at the Broadcast Venue on the day of the 8<sup>th</sup> AGM.
- Unitholders are to participate, speak (in the form of real-time submission of typed texts) and vote remotely at the 8<sup>th</sup> AGM using RPV Facility provided by Sunway REIT's Share Registrar via its website at [www.sunwaymanagement.com.my](http://www.sunwaymanagement.com.my). Please follow the procedures for RPV Facility provided in the Administrative Details for the 8<sup>th</sup> AGM.
- A Unitholder who is entitled to participate, speak (in the form of real-time submission of typed texts) and vote remotely at the 8<sup>th</sup> AGM using the RPV Facility may appoint a proxy or proxies (not more than 2 proxies) to participate and vote on his/her behalf. A proxy may but need not be a Unitholder.
- Unitholders may use the Q&A platform in Zoom Cloud Meetings App to submit questions in real time during the 8<sup>th</sup> AGM. Unitholders may also submit questions to the Manager prior to the 8<sup>th</sup> AGM by emailing to [irsunreit@sunway.com.my](mailto:irsunreit@sunway.com.my) no later than 3:30 pm on 1 October 2020 or via the Q&A platform in [www.sunwaymanagement.com.my](http://www.sunwaymanagement.com.my) from 12:00 pm on 25 September 2020 up to 3:00 pm on 2 October 2020.
- Where a Unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than 2 proxies in respect of each securities account it holds with units standing to the credit of the said securities account.
- Where a member is an exempt authorised nominee as defined under the SICDA, who holds units in Sunway REIT for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds with units standing to the credit of the said Omnibus Account.
- Where a Unitholder or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the appointments shall be invalid unless he/she or it specifies the proportions of his/her or its holdings to be represented by each proxy.
- If a Unitholder has appointed a proxy or proxies (not more than 2 proxies) to participate the 8<sup>th</sup> AGM and subsequently he/she participates the 8<sup>th</sup> AGM using the RPV Facility, the appointment of such proxy shall be null and void, and his/her proxy shall not be entitled to participate the 8<sup>th</sup> AGM.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- The instrument for the appointment of a proxy must be completed and deposited at the registered office of the Manager, Sunway REIT Management Sdn Bhd at Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia, not less than 24 hours before the time appointed for holding the 8<sup>th</sup> AGM or any adjournment thereof, either by hand, post, electronic mail to [sunwaymanagement@sunway.com.my](mailto:sunwaymanagement@sunway.com.my) or fax to (603) 5639 9507, and in default, the instrument of proxy shall not be treated as valid. In the case where the Unitholder is a corporation and the proxy form is delivered by fax or electronic mail, the original proxy form shall also be deposited at the registered office of the Manager, either by hand or post not less than 24 hours before the time appointed for holding the 8<sup>th</sup> AGM or any adjournment thereof.
- If no name is inserted in the space for the name of your proxy, the Chairman of the 8<sup>th</sup> AGM will act as your proxy.
- Only a depositor whose name appears in the Record of Depositors of Sunway REIT as at 24 September 2020 shall be regarded as a Unitholder and entitled to participate, speak (in the form of real-time submission of typed texts) and vote remotely at the 8<sup>th</sup> AGM using the RPV Facility or appoint proxies to participate and/or vote on his/her or its behalf.

**Audited Financial Statements for the financial year ended 30 June 2020 of Sunway REIT together with the Reports of Manager, Trustee and Auditors thereon**

- The Audited Financial Statements under Agenda 1 are laid before the Unitholders for discussion only as under the paragraph 13.18(b) of the Guidelines on Listed Real Estate Investment Trusts issued by the Securities Commission Malaysia, the Audited Financial Statements do not require a formal approval of the Unitholders and hence, the matter is not put forward for voting.

#### EXPLANATORY NOTES ON SPECIAL BUSINESSES

##### (15) Ordinary Resolution 1 - Proposed Authority

The proposed ordinary resolution, if passed, will give a mandate to the Directors of the Manager to issue and allot units in Sunway REIT from time to time provided that the aggregate number of the New Units to be issued, when aggregated with the total number of units issued during the preceding 12 months, does not exceed 20% of the total number of issued units of Sunway REIT for the time being. The Proposed Authority, unless revoked or varied by a resolution passed by the Unitholders in a general meeting of Sunway REIT, will expire at the conclusion of the next AGM of Sunway REIT.

As at the date of this notice, Sunway REIT has not issued any units under the mandate which was approved at the 7<sup>th</sup> AGM held on 2 October 2019 and which will lapse at the conclusion of the 8<sup>th</sup> AGM.

With this Proposed Authority, Sunway REIT will have the flexibility to issue and allot New Units to raise funds to finance future investments, acquisitions and capital expenditure project(s) to enhance the value of Sunway REIT and/or to refinance existing debt as well as for working capital purposes without convening a general meeting, which may delay the capital raising initiatives and incur relevant costs in organising the required general meeting.

##### (16) Ordinary Resolution 2 - Proposed Renewal Mandate

The details on the proposed renewal of unitholders' mandate for recurrent related party transactions of a revenue or trading nature are set out in the Circular to Unitholders dated 28 August 2020.

#### ABSTENTION FROM VOTING

- The interested Director of the Manager who is a Unitholder will abstain from voting on Ordinary Resolution 2 concerning the Proposed Mandate. In addition, the interested Director will ensure that person connected with her will abstain from voting on Ordinary Resolution 2 concerning the Proposed Mandate.

#### PERSONAL DATA PRIVACY

- By lodging of a completed Proxy Form to Sunway REIT for appointing a proxy(ies) and/or representative(s) to participate and vote remotely at the 8<sup>th</sup> AGM and any adjournment thereof using the RPV Facility, a Unitholder is hereby:

- consenting to the collection, use and disclosure of the member's personal data by Sunway REIT (or its agents) for the purpose of the processing and administration by Sunway REIT (or its agents) of proxies and representatives appointed for the 8<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 8<sup>th</sup> AGM (including any adjournment thereof), and in order for Sunway REIT (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warranting that where the member discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to Sunway REIT (or its agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by Sunway REIT (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes ("Warranty"); and
- agreeing that the member will indemnify Sunway REIT in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of the Warranty.

For the purposes of this paragraph, "personal data" shall have the same meaning given in section 4 of the Personal Data Protection Act 2010.