

NOTICE OF UNITHOLDERS' MEETING

NOTICE IS HEREBY GIVEN THAT a meeting of unitholders ("**Unitholders' Meeting**") of Sunway Real Estate Investment Trust ("**Sunway REIT**") which 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 4.30 p.m., or within 20 minutes after the conclusion of the 8th Annual General Meeting which is scheduled to be held at 3.30 p.m. on the same day, whichever is later, or at any adjournment thereof, to consider and, if thought fit, to pass the following resolutions with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY RHB TRUSTEES BERHAD, ON BEHALF OF SUNWAY REIT, OF THE PINNACLE SUNWAY (AS DEFINED HEREIN) FROM SUNWAY INTEGRATED PROPERTIES SDN. BHD. AND SUNWAY PINNACLE SDN. BHD., THE WHOLLY-OWNED INDIRECT SUBSIDIARIES OF SUNWAY BERHAD, FOR A CASH CONSIDERATION OF RM450.0 MILLION ("PROPOSED ACQUISITION")

"**THAT** contingent upon the fulfilment of all other conditions precedent under the conditional Sale and Purchase Agreement dated 29 June 2020 between Sunway Integrated Properties Sdn. Bhd. ("**Sunway Integrated Properties**") and Sunway Pinnacle Sdn. Bhd. ("**Sunway Pinnacle**") (collectively, the "**Vendors**") and RHB Trustees Berhad ("**Trustee**" or "**Purchaser**"), as amended by a supplemental letter dated 11 September 2020 ("**SPA**"), on behalf of Sunway REIT, and subject to all approvals being obtained from the relevant authorities and parties (if required), approval be and is hereby given for the Trustee to acquire The Pinnacle Sunway from the Vendors for a purchase consideration of RM450.0 million upon such terms and conditions as set out in the SPA, which entails the acquisition of a piece of leasehold land held under PN 17103, Lot No. 61759, Town of Sunway, District of Petaling, State of Selangor ("**Land**") from Sunway Integrated Properties and a building comprising a 24-storey office building with three-storey mezzanine floors and six levels of basement car park, and all fixtures and fittings fixed to or located or used therein and services infrastructure and systems and facilities (including without limitation, safety, heating, lighting, plumbing, sanitation, air conditioning, ventilation, fire protection safety facilities, elevators, escalators and broadband computer facilities) (collectively, the "**Buildings**") from Sunway Pinnacle. The Land and Buildings are collectively referred to as "**The Pinnacle Sunway**".

THAT the execution by the Trustee of the SPA and the performance of its obligations under the SPA be and is hereby approved and ratified.

AND THAT the Trustee and directors of Sunway REIT Management Sdn. Bhd. ("**Board**") (save for Sarena Cheah Yean Tih, *S.M.S.*), being the manager of Sunway REIT ("**Manager**"), be and are hereby authorised to give full effect to the Proposed Acquisition with full powers to negotiate, approve, agree and/or consent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the relevant authorities or deemed necessary by the Trustee and the Board, and to deal with all matters incidental, ancillary to and/or relating thereto, and to take such steps and to do such acts (including to execute such documents, agreements, undertakings and confirmations as may be required), deeds, things and matters as they may deem necessary or expedient to implement, finalise, to give full effect to and complete the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED PRIVATE PLACEMENT OF UP TO 589,015,600 NEW UNITS IN SUNWAY REIT ("PLACEMENT UNITS"), REPRESENTING UP TO 20.0% OF THE TOTAL NUMBER OF ISSUED UNITS OF SUNWAY REIT OF 2,945,078,000 UNITS, TO RAISE GROSS PROCEEDS OF UP TO RM710.0 MILLION, THE ACTUAL AMOUNT OF PLACEMENT UNITS AND PLACEMENT ISSUE PRICE FOR WHICH SHALL BE DETERMINED BY WAY OF BOOKBUILDING ("PROPOSED PRIVATE PLACEMENT")

"**THAT** subject to the approvals of all relevant authorities being obtained, approval be and is given to the Manager to place, and pursuant thereto for the Board to allot and issue up to 589,015,600 Placement Units, representing up to 20.0% of the total number of issued units of Sunway REIT of 2,945,078,000 units, to raise gross proceeds of up to RM710.0 million, the actual amount of Placement Units and Placement Issue Price for which shall be determined by way of bookbuilding.

THAT the Placement Units shall, upon allotment and issuance, rank equally in all respects with the then existing issued units in Sunway REIT, save and except that the Placement Units shall not be entitled to the Advance Distribution (as defined in Section 2.2.7 of the circular to unitholders in relation to the Proposed Acquisition, Proposed Private Placement, Proposed Specific Allotment to Sunway REIT Holdings (as defined below) and Proposed Specific Allotment to EPF (as defined below) dated 17 September 2020 ("**Circular**")), and any other distributable income, rights, benefits, entitlements and/or any other distributions that may be effected before the date of allotment and issuance of the Placement Units.

THAT approval be and is hereby given to the Board and the Trustee to utilise the proceeds of the Proposed Private Placement for the purposes as set out in the Circular, and the Board and the Trustee be and are hereby authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in such manner as the Board and the Trustee shall in their absolute discretion deem fit, necessary, expedient and/or appropriate in the best interest of Sunway REIT.

AND THAT the Board (save for Sarena Cheah Yean Tih, *S.M.S.*) and the Trustee be and are hereby authorised to do all such acts and things as they may consider necessary or expedient in the best interest of Sunway REIT with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority, and to issue and execute all declarations, confirmations, agreements, instruments and such other documents and arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Private Placement."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF UP TO 294,507,800 PLACEMENT UNITS TO SUNWAY REIT HOLDINGS SDN. BHD. ("SUNWAY REIT HOLDINGS") PURSUANT TO THE BOOKBUILDING EXERCISE ("PROPOSED SPECIFIC ALLOTMENT TO SUNWAY REIT HOLDINGS")

"**THAT** subject to the passing of Ordinary Resolution 2, and all other approvals of relevant authorities being obtained, approval be and is given to the Manager to place, and pursuant thereto for the Board to allot and issue up to 294,507,800 Placement Units to Sunway REIT Holdings at an issue price to be determined later by way of bookbuilding exercise. The Proposed Specific Allotment to Sunway REIT Holdings shall not result in an increase in the unitholdings of Sunway REIT Holdings and/or persons connected with them by more than 2.0% within a period of six months upon the allotment of the Placement Units so as to not trigger the mandatory take-over offer obligation under the Rules on Take-Overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia.

THAT the Placement Units shall, upon allotment and issuance, rank equally in all respects with the then existing units in Sunway REIT, save and except that the Placement Units shall not be entitled to the Advance Distribution (as defined in Section 2.2.7 of the Circular) and any other distributable income, rights, benefits, entitlements and/or any other distributions that may be effected before the date of allotment and issuance of the Placement Units.

AND THAT the Board (save for Sarena Cheah Yean Tih, *S.M.S.*) and the Trustee be and are hereby authorised to do all such acts and things as they may consider necessary or expedient in the best interest of Sunway REIT with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority, and to issue and execute all declarations, confirmations, agreements, instruments and such other documents and arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Specific Allotment to Sunway REIT Holdings."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF UP TO 140,000,000 PLACEMENT UNITS TO EMPLOYEES PROVIDENT FUND BOARD ("EPF") AND/OR PERSONS CONNECTED WITH THEM PURSUANT TO THE BOOKBUILDING EXERCISE ("PROPOSED SPECIFIC ALLOTMENT TO EPF")

"**THAT** subject to the passing of Ordinary Resolution 2, and all other approvals of relevant authorities being obtained, approval be and is given to the Manager to place, and pursuant thereto for the Board to allot and issue up to 140,000,000 Placement Units to EPF and/or persons connected with them at an issue price to be determined later by way of bookbuilding exercise. The Proposed Specific Allotment to EPF shall not result in an increase in the unitholdings of EPF and/or persons connected with them to 33.0% or more of the total issued units in Sunway REIT upon the allotment of the Placement Units so as to not trigger the mandatory take-over offer obligation under the Rules on Take-Overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia.

AND THAT the Placement Units shall, upon allotment and issuance, rank equally in all respects with the then existing units in Sunway REIT, save and except that the Placement Units shall not be entitled to the Advance Distribution (as defined in Section 2.2.7 of the Circular) and any other distributable income, rights, benefits, entitlements and/or any other distributions that may be effected before the date of allotment and issuance of the Placement Units.

AND FURTHER THAT the Board and the Trustee be and are hereby authorised to do all such acts and things as they may consider necessary or expedient in the best interest of Sunway REIT with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority, and to issue and execute all declarations, confirmations, agreements, instruments and such other documents and arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Specific Allotment to EPF."

**By Order of the Board of Directors 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
17 September 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**") as well as the Board and employees of the Manager, the Unitholders' Meeting will be held as a fully virtual meeting 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 Unitholders' Meeting.
- Unitholders are to participate, speak (in the form of real-time submission of typed texts) and vote remotely at the Unitholders' Meeting using the RPV Facility provided by Sunway REIT's Share Registrar via its website at www.sunwaymanagement.com.my. Please follow the procedures for RPV Facility provided in the Administrative Details for the Unitholders' Meeting.
- A Unitholder who is entitled to participate, speak (in the form of real-time submission of typed texts) and vote remotely at the Unitholders' Meeting 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 Unitholders' Meeting. Unitholders may also submit questions to the Manager prior to the Unitholders' Meeting by emailing to irsunreit@sunway.com.my no later than 3.30 p.m. on 1 October 2020 or via the Q&A platform in www.sunwaymanagement.com.my from 12.00 p.m. on 25 September 2020 up to 3.00 p.m. 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 in the Unitholders' Meeting and subsequently he/she participates in the Unitholders' Meeting using the RPV Facility, the appointment of such proxy shall be null and void, and his/her proxy shall not be entitled to participate in the Unitholders' Meeting.
- 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 appointor 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 Unitholders' Meeting or any adjournment thereof, either by hand, post, electronic mail to 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 Unitholders' Meeting or any adjournment thereof.
- If no name is inserted in the space for the name of your proxy, the Chairman of the Unitholders' Meeting 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 Unitholders' Meeting using the RPV Facility or appoint proxies to participate and/or vote on his/her or its behalf.

Personal Data Privacy

By lodging of a completed Proxy Form to the Manager of Sunway REIT for appointing a proxy(ies) and/or representative(s) to participate and vote remotely at the Unitholders' Meeting 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 Unitholders' Meeting (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the Unitholders' Meeting (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.