

SUNWAY®

REIT

(Established in Malaysia under the Deed dated 20 May 2010 and the Supplemental Deed dated 10 June 2010 entered into between Sunway REIT Management Sdn Bhd and RHB Trustees Berhad, as amended, varied or supplemented from time to time)

NOTICE OF 6TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting (“**6th AGM**”) of Sunway Real Estate Investment Trust (“**Sunway REIT**”) will be held at Grand Luxor, Level CP4, Sunway Pyramid Convention Centre, 3, Jalan PJS 11/15, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 26 September 2018 at 3:00 pm or at any adjournment thereof, for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2018 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:

2. **Proposed Authority to Issue and Allot New Units of up to 20% of the Total Number of Issued Units of Sunway REIT (Resolution 1)**

“**THAT** subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Deed dated 20 May 2010 and the Supplemental Deed dated 10 June 2010 entered into between Sunway REIT Management Sdn Bhd (the “**Manager**”) and RHB Trustees Berhad (the “**Trustee**”) constituting Sunway REIT, as amended, varied or supplemented from time to time 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:

- (i) 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;
- (ii) the expiration of the period within which the next AGM of the unitholders is required by law to be held; or
- (iii) the Proposed Authority is revoked or varied by a resolution passed by the unitholders in a general meeting of Sunway REIT, whichever is 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.”

3. **Proposed Unitholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (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 30 August 2018, subject to the following (“**Proposed Mandate**”):

- (a) 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

- (b) the unitholders' mandate is subject to annual renewal and this unitholders' mandate shall only continue to be in force until:

- (i) 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;
- (ii) the expiration of the period within which the next AGM of Sunway REIT is required by law to be held; or
- (iii) the Proposed Mandate is revoked or varied by a resolution passed by the unitholders in a general meeting of Sunway REIT, whichever is 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.”

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

**TAN KIM AUN (MAICSA 7002988)
ONG WEI LENG (MAICSA 7053539)**
Company Secretaries

Bandar Sunway
30 August 2018

Notes:

- (1) A unitholder who is entitled to attend and vote at the meeting may appoint a proxy or proxies (not more than 2 proxies) to attend and vote on his/her behalf. A proxy may but need not be a unitholder of Sunway REIT.

- (2) Where a unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.

- (3) Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.

- (4) 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 or it specifies the proportions of his or its holdings to be represented by each proxy.

- (5) If a unitholder has appointed a proxy or proxies (not more than 2 proxies) to attend the 6th AGM and subsequently he attends the meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the 6th AGM.

- (6) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his 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.

- (7) 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 6th AGM or any adjournment thereof, either by hand, post, electronic mail 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 6th AGM or any adjournment thereof.

- (8) If no name is inserted in the space for the name of your proxy, the Chairman of the meeting will act as your proxy.

- (9) Only a depositor whose name appears in the Record of Depositors of Sunway REIT as at 14 September 2018 shall be regarded as a unitholder and entitled to attend, speak and vote at the 6th AGM or appoint proxies to attend and/or vote on his or its behalf.

Audited Financial Statements for the financial year ended 30 June 2018 of Sunway REIT together with the Reports of Manager, Trustee and Auditors thereon

- (10) 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 on 15 March 2018, 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

- (11) **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 5th AGM held on 25 October 2017 and which will lapse at the conclusion of the 6th 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.

- (12) **Ordinary Resolution 2 - Proposed Mandate**

The details on the proposed unitholders' mandate for recurrent related party transactions of a revenue or trading nature are set out in the Circular to Unitholders dated 30 August 2018.

ABSTENTION FROM VOTING

- (13) The interested Director of the Manager who is a unitholder of Sunway REIT 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

- (14) By lodging of a completed Proxy Form to Sunway REIT for appointing a proxy(ies) and/or representative(s) to attend and vote in person at the 6th AGM and any adjournment thereof, a unitholder of Sunway REIT is hereby:

- (i) 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 6th AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 6th 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**”);
- (ii) 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
- (iii) 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.