



SUNWAY REAL ESTATE INVESTMENT TRUST

(Established in Malaysia under a deed dated 20 May 2010 and a supplemental deed dated 10 June 2010 entered into between Sunway REIT Management Sdn Bhd and OSK Trustees Berhad, both companies incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF UNITHOLDERS' MEETING

NOTICE IS HEREBY GIVEN THAT a meeting of unitholders ("**Meeting**") of Sunway Real Estate Investment Trust ("**Sunway REIT**") will be held at Lagoon 3, Level 15, Sunway Resort Hotel & Spa, Persiaran Lagoon, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 18 December 2012 at 3.30 p.m. for the purpose of considering and if thought fit, passing the following resolutions, with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY OSK TRUSTEES BERHAD, ON BEHALF OF SUNWAY REIT ("TRUSTEE"), OF THE SUNMED PROPERTY (AS DEFINED HEREIN) FOR A TOTAL PURCHASE CONSIDERATION OF RM310 MILLION ("PROPOSED ACQUISITION")

"**THAT**, subject to all relevant approvals being obtained from the relevant regulatory authorities and parties (if required), approval be and is hereby given to the Trustee to acquire the land and building of Sunway Medical Centre ("**SMC**") erected on 2 parcels of land held under Lot 38160 and Lot 45 held under PN 12549 and PN 12550 respectively, both in the Town of Sunway, District of Petaling, State of Selangor Darul Ehsan together with the plant and machinery, services infrastructure and all fixtures and fittings affixed or located or used in SMC ("**SunMed Property**") from Sunway Medical Centre Berhad ("**SMCB**") a subsidiary of Sunway Berhad, for a total purchase consideration of RM310 million to be satisfied in cash, in accordance with the terms and conditions of the conditional sale and purchase agreement dated 9 October 2012 entered into between the Trustee and SMCB ("**SPA**").

AND THAT the Directors of Sunway REIT Management Sdn Bhd, the manager of Sunway REIT, ("**Manager**") and the Trustee be and are hereby authorised to give full effect to the Proposed Acquisition with full powers to negotiate, approve, agree and/or assent 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 Directors of the Manager and the Trustee, to deal with all matters incidental, ancillary to and/or relating thereto, to take such steps and to do such acts (including execute such documents as may be required), deeds, things and matters as they may deem necessary or expedient in order to implement, finalise, to give full effect to and complete the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED PLACEMENT OF SUCH NUMBER OF NEW UNITS IN SUNWAY REIT TO RAISE GROSS PROCEEDS OF UP TO RM320 MILLION AT AN ISSUE PRICE TO BE DETERMINED LATER BY WAY OF BOOKBUILDING ("PROPOSED PLACEMENT")

"**THAT** subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 4, and the approvals of all relevant authorities being obtained, the Manager be and is hereby authorised to allot and issue up to a maximum of 262,295,082 units in Sunway REIT ("**Placement Units**") at an issue price to be determined later by way of book building process to investors to be identified at a later stage to raise gross proceeds of up to RM320 million.

AND THAT the Placement Units shall, upon allotment and issue, rank *pari passu* in all respects with the existing units of Sunway REIT, except that they shall not be entitled to participate in a distribution of Sunway REIT's distributable income for the period from the beginning of the relevant financial quarter of the allotment/issuance of the Placement Units to the date prior to the date on which the Placement Units will be allotted/issued to identified investors and any other income distribution, rights, allotment and/or any other distributions that may be declared prior to the date of allotment of the Placement Units.

AND FURTHER THAT the Directors of the Manager and the Trustee be and are hereby authorised to give full effect to the Proposed Placement with full powers to negotiate, approve, agree and/or assent 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 Directors of the Manager and the Trustee, to deal with all matters incidental, ancillary to and/or relating thereto, to take such steps and to do such acts (including execute such documents as may be required), deeds, things and matters as they may deem necessary or expedient in order to implement, finalise, to give full effect to and complete the Proposed Placement and the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the Placement Units so issued."

ORDINARY RESOLUTION 3

PROPOSED UNITHOLDERS' MANDATE TO ALLOT AND ISSUE NEW UNITS OF UP TO 20% OF THE APPROVED FUND SIZE OF SUNWAY REIT PURSUANT TO CLAUSE 14.03 OF THE GUIDELINES ON REAL ESTATE INVESTMENT TRUSTS ISSUED BY SECURITIES COMMISSION MALAYSIA ("REIT GUIDELINES") ("PROPOSED MANDATE")

"**THAT** subject to the passing of Ordinary Resolution 4, the REIT Guidelines and the approvals of all relevant authorities being obtained, the Manager be and is hereby authorised to allot and issue new units in Sunway REIT at any time at such issue price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors of the Manager may in their absolute discretion deem fit and expedient in the interest of Sunway REIT, provided that the aggregate number of new units in Sunway REIT to be issued, when aggregated with the number of new units in Sunway REIT issued during the preceding 12 months must not exceed 20% of the approved fund size of Sunway REIT.

AND THAT the new units in Sunway REIT to be issued pursuant to the Proposed Mandate shall, upon allotment and issue, rank *pari passu* in all respects with the existing units of Sunway REIT, except that they shall not be entitled to participate in any income distribution, rights, allotment and/or any other distributions that may be declared prior to the date of allotment of the new units in Sunway REIT.

AND FURTHER THAT the Directors of the Manager and the Trustee be and are hereby authorised to give full effect to the Proposed Mandate with full powers to negotiate, approve, agree and/or assent 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 Directors of the Manager and the Trustee, to deal with all matters incidental, ancillary to and/or relating thereto, to take such steps and to do such acts (including execute such documents as may be required), deeds, things and matters as they may deem necessary or expedient in order to implement, finalise, to give full effect to and complete the Proposed Mandate and the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the new units in Sunway REIT so issued."

ORDINARY RESOLUTION 4

PROPOSED INCREASE IN THE EXISTING APPROVED FUND SIZE OF SUNWAY REIT FROM 2,780,112,300 UNITS UP TO A MAXIMUM OF 3,650,888,858 UNITS ("PROPOSED INCREASE IN FUND SIZE")

"**THAT** subject to the REIT Guidelines and approvals of all relevant authorities being obtained, the approved fund size of Sunway REIT be and is hereby increased from 2,780,112,300 units up to a maximum of 3,650,888,858 units by the creation of up to 870,776,558 new units in Sunway REIT.

AND THAT the Directors of the Manager and the Trustee be and are hereby authorised to give full effect to the Proposed Increase in Fund Size with full powers to negotiate, approve, agree and/or assent 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 Directors of the Manager and the Trustee, to deal with all matters incidental, ancillary to and/or relating thereto, to take such steps and to do such acts (including execute such documents as may be required), deeds, things and matters as they may deem necessary or expedient in order to implement, finalise, to give full effect to and complete the Proposed Increase in Fund Size."

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

TAN KIM AUN (MAICSA 7002988)
CHIN SOO CHING @ CHEN SOO CHING (MAICSA 7042265)
Company Secretaries

Petaling Jaya
3 December 2012

Notes:

1. A Unitholder who is entitled to attend and vote at the Meeting, may appoint not more than 2 proxies to attend and vote instead of the Unitholder at the Meeting. A proxy may but need not be a Unitholder.
2. If a Unitholder has appointed a proxy to attend the Meeting 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 Meeting.
3. 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 in units standing to the credit of the said securities account.
4. Where a Unitholder is an exempt authorised nominee which holds units for multiple beneficial owners in 1 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.
5. Where a Unitholder or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of unitholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
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 appointing a proxy must be deposited at the Registered Office of the Manager at Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof, either by hand, post, electronic mail or fax to (603) 5639 9507. 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, either by hand or post not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
8. In respect of deposited securities, only Unitholders whose names appear in the Record of Depositors on 7 December 2012 shall be entitled to attend, speak and vote at the Meeting.
9. The units referred to herein have not been and will not be registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States of America ("**US**") absent registration or an applicable exemption from registration. There will be no public offering of the units in the US.