



REAL ESTATE INVESTMENT TRUST

UOA REAL ESTATE INVESTMENT TRUST

(Constituted in Malaysia under the deed dated 28 November 2005 entered into between UOA Asset Management Sdn. Bhd. and RHB Trustees Berhad, companies incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF UNITHOLDERS' MEETING

NOTICE IS HEREBY GIVEN THAT a meeting of unitholders ("**Unitholders' Meeting**") of UOA Real Estate Investment Trust ("**UOA REIT**") which will be conducted entirely through live streaming from the broadcast venue The Zenith, Connexion Conference & Event Centre (CCEC), Level M1, The Vertical Podium, Avenue 3, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Thursday, 10 December 2020 at 10.00 a.m., 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 UOA REIT, OF UOA CORPORATE TOWER (AS DEFINED HEREIN) FROM DISTINCTIVE ACRES SDN. BHD., A WHOLLY-OWNED INDIRECT SUBSIDIARY OF UOA DEVELOPMENT BHD AND PARAMOUNT PROPERTIES SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF UOA DEVELOPMENT BHD, FOR A CASH CONSIDERATION OF RM700.0 MILLION ("PROPOSED ACQUISITION")

"**THAT** contingent upon the fulfilment of all other conditions precedent under the conditional Sale and Purchase Agreement dated 28 September 2020 between Distinctive Acres Sdn. Bhd. ("**Distinctive Acres**") or "**Vendor**") and Paramount Properties Sdn. Bhd. ("**Paramount Properties**") or "**Proprietor**") and RHB Trustees Berhad ("**Trustee**") or "**Purchaser**", on behalf of UOA REIT, and subject to all approvals being obtained from the relevant authorities and parties (if required) and subject to the passing of Ordinary Resolution 2, approval be and is hereby given for the Trustee to acquire UOA Corporate Tower from the Vendor for a purchase consideration of RM700.0 million upon such terms and conditions as set out in the SPA, which entails the acquisition of a stratified 38-storey office building with a penthouse level ("**Building**") and the provisional parcel of property identified as Vertical 38 Block A measuring 22,927 square feet ("**Provisional Parcel**"), which forms part of the Proprietor's development on the land held under master title no. Pajakan Negeri 46338, Lot 58190, Mukim and District of Kuala Lumpur, State of Wilayah Persekutuan Kuala Lumpur. The Building and Provisional Parcel are collectively known as "**UOA Corporate Tower**".

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 UOA Asset Management Sdn. Bhd. ("**Board**") (save for Kong Sze Choon, Alan Charles Winduss and Yap Kang Beng (collectively, the "**Interested Directors**"), being the manager of UOA REIT ("**Manager**"), 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 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 318,181,800 NEW UNITS IN UOA REIT ("PLACEMENT UNITS"), REPRESENTING UP TO APPROXIMATELY 75.2% OF THE TOTAL NUMBER OF ISSUED UNITS OF UOA REIT OF 422,871,776 UNITS, TO RAISE GROSS PROCEEDS OF UP TO RM280.0 MILLION AT THE ISSUE PRICE TO BE DETERMINED LATER BY WAY OF A BOOKBUILDING EXERCISE ("PROPOSED PRIVATE PLACEMENT")

"**THAT** subject to the approvals of all relevant authorities being obtained and subject to the passing of Ordinary Resolution 1, approval be and is given to the Manager to place, and pursuant thereto for the Board to allot and issue up to 318,181,800 Placement Units, representing up to approximately 75.2% of the total number of issued units of UOA REIT of 422,871,776 units, to raise gross proceeds of up to RM280.0 million at the issue price to be determined later by way of a bookbuilding exercise.

THAT the issue price of Placement Units shall be fixed based on a premium or discount (if any) to the 5-day volume weighted average price of UOA REIT immediately before the price-fixing date to be determined later.

THAT the Placement Units shall, upon allotment and issuance, rank equally in all respects with the then existing issued units in UOA REIT, save and except that the Placement Units shall not be entitled to the Distribution (as defined in Section 2.2.7 of the circular to unitholders in relation to the Proposed Acquisition, Proposed Private Placement and Proposed Specific Allotment to UOA Interested Parties (as defined below) dated 25 November 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 UOA REIT.

AND THAT the Board (save for the Interested Directors) 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 UOA 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 315,909,100 PLACEMENT UNITS TO DISTINCTIVE ACRES SDN. BHD. AND/OR PERSONS CONNECTED WITH IT PURSUANT TO A BOOKBUILDING EXERCISE ("PROPOSED SPECIFIC ALLOTMENT TO UOA INTERESTED PARTIES")

"**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 315,909,100 Placement Units to Distinctive Acres Sdn. Bhd. and/or persons connected with it at an issue price to be determined later by way of a bookbuilding exercise.

THAT the Placement Units shall, upon allotment and issuance, rank equally in all respects with the then existing units in UOA REIT, save and except that the Placement Units shall not be entitled to the 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 the Interested Directors) 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 UOA 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 UOA Interested Parties."

**By Order of the Board of Directors of
UOA ASSET MANAGEMENT SDN. BHD.**
(Manager for UOA REIT)

**YAP KAI WENG (MAICSA 74580)
WONG YOKE LENG (MAICSA 7032314)**
Company Secretaries

25 November 2020

Notes:

- (i) Unitholders of UOA REIT ("**Unitholders**") **WILL NOT BE ALLOWED** to attend the forthcoming Unitholders' Meeting in person at the broadcast venue on the day of the meeting. Unitholders are encouraged to participate, speak (in the form of real time submission of typed texts) and vote (collectively referred to as "**Participate**") remotely at the forthcoming Unitholders' Meeting using the Remote Participation and Voting facilities ("**RPV**") provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its **TIH Online** website at <https://tih.online>. **Please follow the Procedures in the Administrative Notes and take note of Notes (ii) to (xii) below in order to Participate remotely via RPV in the forthcoming Unitholders' Meeting.**
- (ii) Only depositors whose names appear in the Record of Depositors as at 30 November 2020 shall be regarded as Unitholders and be entitled to Participate in the forthcoming Unitholders' Meeting via RPV.
- (iii) A Unitholder who is entitled to Participate in the forthcoming Unitholders' Meeting via RPV, is entitled to appoint another person (whether a Unitholder or not) as its proxy to Participate at the forthcoming Unitholders' Meeting via RPV.
- (iv) Where a Unitholder is a corporation, to appoint a duly authorised representative to Participate in his/her place, and shall be entitled to appoint another person (whether a Unitholder or not) as its proxy to Participate at the forthcoming Unitholders' Meeting via RPV.
- (v) Unitholder who is entitled to Participate at a general meeting of UOA REIT may appoint not more than two proxies to Participate instead of the Unitholder at the forthcoming Unitholders' Meeting via RPV.
- (vi) Where a Unitholder is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each Securities Account it holds with units of UOA REIT standing to the credit of the said Securities Account.
- (vii) Where a Unitholder appoints two proxies, the proportion of holdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (viii) A Unitholder who has appointed a proxy or authorised representative to Participate at the forthcoming Unitholders' Meeting via RPV must request his/her proxy to register himself/herself for RPV at **TIH Online** website at <https://tih.online>. **Please follow the Procedures in the Administrative Notes.**
- (ix) The appointment of a proxy shall be made in a hard copy form in the following manner and must be received by UOA REIT not less than 24 hours before the time appointed for holding the forthcoming Unitholders' Meeting or adjourned general meeting at which the person named in the appointment proposes to Participate at the forthcoming Unitholders' Meeting:
 - a. In hard copy form
This Proxy Form must be deposited at the Business Office of the Trustee at Level 11, Tower Three, RHB Centre, Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia.
- (x) Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
- (xi) Last date and time for lodging the Proxy Form is Wednesday, 9 December 2020 at 10.00 a.m..
- (xii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of its attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney duly authorised.