

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 UNITHOLDERS' MEETING

NOTICE IS HEREBY GIVEN THAT a meeting of unitholders of Sunway Real Estate Investment Trust ("**Sunway REIT**") ("**Unitholders**") ("**Unitholders' Meeting**") will be held **virtually** through livestreaming 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 ("**Broadcast Venue**") on Thursday, 15 June 2023 at 3:00 p.m., or at any adjournment thereof, to consider and, if thought fit, to pass the following resolution with or without any modifications:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF SIX HYPERMARKETS / RETAIL COMPLEXES BY RHB TRUSTEES BERHAD, ON BEHALF OF SUNWAY REIT FROM KWASA PROPERTIES SDN BHD FOR A TOTAL CASH CONSIDERATION OF RM520.0 MILLION ("PROPOSED ACQUISITION")

"**THAT** contingent upon the fulfilment of the conditions precedent under the sale and purchase agreement dated 16 March 2023 ("**SPA**") entered into between RHB Trustees Berhad, on behalf of Sunway REIT ("**Trustee**") and Kwasa Properties Sdn Bhd ("**Vendor**"), a wholly-owned subsidiary of the Employees Provident Fund Board, 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 following properties from the Vendor for a total cash consideration of RM520.0 million upon such terms and conditions as set out in the SPA:

- (i) a piece of freehold land held under HSD 105861, Lot PT 37328, Mukim and District of Petaling, State of Selangor together with a 2 ½-storey hypermarket / retail complex erected thereon with a total of 774 car parking bays (inclusive of covered and surface car parking bays);
- (ii) a piece of freehold land held under HSD 151035, Lot PT 21523, Mukim Damansara, District of Petaling, State of Selangor together with a 2-storey hypermarket / retail complex with a 1-storey mezzanine floor erected thereon with a total of 423 car parking bays (inclusive of covered and surface car parking bays);
- (iii) a piece of freehold land held under HSM 11317, Lot PT 15216, Pekan Subang Jaya, Mukim Damansara, District of Petaling, State of Selangor together with a 3 ½-storey hypermarket / retail complex erected thereon with a total of 792 car parking bays (inclusive of covered and surface car parking bays);
- (iv) a piece of freehold land held under GRN 128054, Lot 83639, Pekan Pandamaran, District of Klang, State of Selangor together with a 1-storey hypermarket / retail complex with a mezzanine floor erected thereon with a total of 1,100 surface car parking bays;
- (v) two pieces of freehold land held under GRN 269979, Lot 13796 and GRN 269978, Lot 13793, all in Section 1, Bandar Ulu Kelang, District of Gombak, State of Selangor together with a 3-storey hypermarket with a 2-storey retail complex and one level of basement carpark erected on both pieces of land with a total of 165 car parking bays; and
- (vi) three pieces of freehold land held under (a) GRN 428511, Lot 84421 ("**Plentong Land 1**") (b) GRN 73013, Lot 64279 and (c) GRN 430454, Lot 121289, all in Mukim Plentong, District of Johor Bahru, State of Johor together with a 1-storey hypermarket with a mezzanine floor and 3-storey retail complex erected on Plentong Land 1 with a total of 1,239 car parking bays (inclusive of covered, rooftop and surface car parking bays).

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**"), 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 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."

By Order of the Board of Directors of
SUNWAY REIT MANAGEMENT SDN BHD
(Registration No.: 200801005046 (806330-X))
(Manager for Sunway REIT)

TAN KIM AUN (MAICSA 7002988) (SSM PC NO. 202008001249)
LEE CHUN SHIAN (MAICSA 7064123) (SSM PC NO. 202108000401)
Company Secretaries

Bandar Sunway
31 May 2023

Notes:

1. The Unitholders' Meeting will be held **virtually** through livestreaming and online remote voting using the **Digital Ballot Form** provided by the appointed Poll Administrator for the Unitholders' Meeting, Mega Corporate Services Sdn Bhd ("**Mega**"). The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the chairperson to be present at the main venue of the meeting. **No Unitholders/proxies** from the public will be physically present at the Broadcast Venue. Unitholders who wish to participate in the Unitholders' Meeting will therefore have to register via the link <https://vps.megacorp.com.my/rCb1O7>. Kindly refer to the Administrative Notes for further information.
2. For the purpose of determining a Unitholder who shall be entitled to participate and vote remotely at the Unitholders' Meeting, Sunway REIT shall be requesting the Record of Depositors as at 8 June 2023. Only a depositor whose name appears on the Record of Depositors as at 8 June 2023 shall be entitled to participate in the Unitholders' Meeting or appoint proxies to participate and vote remotely on his/her behalf. A proxy may but need not be a Unitholder.
3. A Unitholder may appoint up to 2 proxies to participate and vote remotely at the same meeting.
4. Where a Unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds with units of Sunway REIT standing to the credit of the said securities account.
5. Where a Unitholder 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.
6. 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.
7. 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, the appointment of such proxy shall be null and void, and his/her proxy shall not be entitled to participate in the Unitholders' Meeting.
8. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
9. The instrument appointing a proxy and/or representative ("**Proxy Form**") and the power of attorney (if any) under which it is signed or authorised certified copy thereof must be deposited to Mega at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia or submitted via email to UM-support.SunwayREIT@megacorp.com.my, not later than Wednesday, 14 June 2023 at 3:00 p.m., being 24 hours before the date and time appointed for holding the Unitholders' Meeting or any adjournment thereof. You also have the option to register directly at <https://vps.megacorp.com.my/rCb1O7> to submit the proxy appointment electronically not later than Wednesday, 14 June 2023 at 3:00 p.m.. For further information on the submission of proxy appointment electronically, kindly refer to the Administrative Notes.
10. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly. 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.

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 the Unitholders' Meeting and any adjournment thereof, a Unitholder 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 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;
- (ii) warranting that where the Unitholder 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 Unitholder 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.