

# NOTICE OF ANNUAL GENERAL MEETING

## SPH REIT

(CONSTITUTED IN THE REPUBLIC OF SINGAPORE PURSUANT TO A TRUST DEED DATED 9 JULY 2013 (AS AMENDED))

NOTICE IS HEREBY GIVEN that the Seventh Annual General Meeting of the holders of units of SPH REIT (the "**SPH REIT**", and the holders of units of SPH REIT, "**Unitholders**") will be convened and held by way of electronic means on Thursday, 26 November 2020 at 2.30 p.m. (Singapore time) for the following business:

## ORDINARY BUSINESS

1. To receive and adopt the Report of DBS Trustee Limited, as trustee of SPH REIT (the "**Trustee**"), the statement by SPH REIT Management Pte. Ltd., as manager of SPH REIT (the "**Manager**"), and the Audited Financial Statements of SPH REIT for the financial year ended 31 August 2020 together with the Auditors' Report thereon. *(Ordinary Resolution 1)*
2. To re-appoint KPMG LLP as the Auditors of SPH REIT to hold office until the conclusion of the next Annual General Meeting of SPH REIT, and to authorise the Manager to fix their remuneration. *(Ordinary Resolution 2)*

## SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following resolutions:

3. That pursuant to Clause 5 of the trust deed constituting SPH REIT (as amended) (the "**Trust Deed**") and the listing rules of Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), authority be and is hereby given to the Manager to:
  - (a) (i) issue units in SPH REIT ("**Units**") whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and

- (b) issue Units in pursuance of any Instruments made or granted by the Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (A) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of Units to be issued other than on a pro rata basis to existing Unitholders (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent. (20%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (B) below);
- (B) subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (A) above, the total number of issued Units (excluding treasury Units, if any) shall be based on the number of issued Units (excluding treasury Units, if any) at the time this Resolution is passed, after adjusting for:
  - (i) any new Units arising from the conversion or exercise of any Instruments which were issued and are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of Units;

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- (C) in exercising the authority conferred by this Resolution, the Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Trust Deed for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (D) unless revoked or varied by Unitholders in a general meeting of Unitholders, the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next Annual General Meeting of SPH REIT or (ii) the date by which the next Annual General Meeting of SPH REIT is required by applicable regulations to be held, whichever is earlier;
- (E) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (F) the Manager, any director of the Manager, and the Trustee, be and are hereby severally authorised to complete and to do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, or, as the case may be, the Trustee may consider expedient or necessary or in the interest of SPH REIT to give effect to the authority conferred by this Resolution. *(Ordinary Resolution 3)*

(Please see Explanatory Note 1)

By Order of the Board  
**SPH REIT MANAGEMENT PTE. LTD.**  
as manager of SPH REIT

**Sheryl Cher Ya Li**  
Company Secretary

Singapore,  
4 November 2020

## EXPLANATORY NOTES:

### 1. **Ordinary Resolution 3**

The Ordinary Resolution 3 above, if passed, will empower the Manager from the date of this Annual General Meeting until (i) the conclusion of the next Annual General Meeting of SPH REIT or (ii) the date by which the next Annual General Meeting of SPH REIT is required by the applicable laws and regulations or the Trust Deed to be held, whichever is earlier, or (iii) the date on which such authority is revoked or varied by the Unitholders in a general meeting, whichever is the earliest, to issue Units, to make or grant Instruments and to issue Units pursuant to such Instruments, up to a number not exceeding fifty per cent. (50%) of the total number of issued Units, with a sub-limit of twenty per cent. (20%) for issues other than on a pro rata basis to existing Unitholders (in each case, excluding treasury Units, if any).

For the purpose of determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the total number of issued Units at the time Ordinary Resolution 3 is passed, after adjusting for (i) new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed and (ii) any subsequent bonus issue, consolidation or subdivision of Units.

Fund raising by issuance of new Units may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Unitholders is required under the Listing Manual of the SGX-ST and the Trust Deed or any applicable laws and regulations in such instances, the Manager will then obtain the approval of Unitholders accordingly.

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## NOTES

1. This Annual General Meeting (“**AGM**”) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to Unitholders (but will be made available on request). Instead, this Notice will be sent to Unitholders by electronic means via publication on SPH REIT’s website at <http://sphreit.listedcompany.com/agm2020.html> and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>. Please refer to paragraph 10 below on how to make a request for a printed copy of this Notice.
2. **Due to the current COVID-19 restriction orders in Singapore, a Unitholder will not be able to attend the AGM in person.** Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions before or at the AGM, and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying announcement of the Manager dated 4 November 2020. This announcement may be accessed at SPH REIT’s website at the URL <http://sphreit.listedcompany.com/agm2020.html> and at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Any reference to a time of day is made by reference to Singapore time.
3. Unitholders and CPF and SRS investors will be able to observe and/or listen to the AGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, Unitholders and CPF and SRS investors must pre-register at SPH REIT’s website at <http://sphreit.listedcompany.com/agm2020.html> from now until 2.30 p.m. on **Monday, 23 November 2020** to enable the Manager to verify their status as Unitholders. Please refer to the Manager’s announcement dated 4 November 2020 for more details.
4. Unitholders may also submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM. In order to do so, their questions must be submitted in the following manner by **2.30 p.m. on 23 November 2020**:
  - (a) if submitted electronically:
    - (i) be submitted via email to the Manager at [ir@sphreit.com.sg](mailto:ir@sphreit.com.sg) (with subject title “AGM Questions”); or
    - (ii) be submitted via the website at <http://sphreit.listedcompany.com/agm2020.html>;
  - (b) if submitted by post, be deposited at the office of the Manager at 1000 Toa Payoh North, News Centre, Singapore 318994. Please address and attention the letter as follows:
 

SPH REIT Management Pte Ltd  
1000 Toa Payoh North  
News Centre  
Singapore 318994  
Attention: Investor Relations Department (SPH REIT AGM 2020)
5. If a Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The Proxy Form is available on SPH REIT’s website at <http://sphreit.listedcompany.com/agm2020.html> and on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of the Proxy Form will not be sent to Unitholders. However, printed copies of the Proxy Form are available upon request by Unitholders. Please refer to paragraph 10 below on how to make a request.

In appointing the Chairman of the AGM as proxy, a Unitholder must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

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6. The Proxy Form appointing the Chairman of the AGM as proxy must be submitted to SPH REIT in the following manner:

- (a) if submitted by post, be lodged at the office of SPH REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623;
- (b) if submitted electronically:
  - (i) be submitted via email to SPH REIT's Unit Registrar at [sphreitagm2020@boardroomlimited.com](mailto:sphreitagm2020@boardroomlimited.com); or
  - (ii) be uploaded onto the website at <http://sphreit.listedcompany.com/agm2020.html>,

in each case, by **2.30 p.m.** on **23 November 2020**, being 72 hours before the time fixed for the AGM.

A Unitholder who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above or uploading it onto the website at the URL provided above.

**In view of the COVID-19 restriction orders in Singapore and the related safe distancing measures which may make it difficult for Unitholders to submit completed Proxy Forms by post, Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email or the website at the URL provided above.**

- 7. CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m.** on **17 November 2020**.
- 8. The Chairman of the AGM, as proxy, need not be a Unitholder.
- 9. The Annual Report of SPH REIT for the financial year ended 31 August 2020 may be accessed at SPH REIT's website at <http://sphreit.listedcompany.com/agm2020.html>. Printed copies of the Annual Report of SPH REIT for the financial year ended 31 August 2020 are available upon request by Unitholders. Please refer to paragraph 10 below on how to make a request.
- 10. Any Unitholder may request a printed copy of this Notice, the Proxy Form and/or the Annual Report of SPH REIT for the financial year ended 31 August 2020 by sending a written request (the "**Request**") to SPH REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email to [sphreitagm2020@boardroomlimited.com](mailto:sphreitagm2020@boardroomlimited.com) or via post to 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623. To be a valid Request, the Request must:
  - (a) be addressed to SPH REIT Management Pte Ltd c/o SPH REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd.;
  - (b) state the following:
    - (i) the document(s) requested (i.e. Notice of AGM, Proxy Form, Annual Report or any combination of the aforesaid documents);
    - (ii) full name of Unitholder (as per NRIC / Passport);
    - (iii) NRIC / Passport No.;
    - (iv) address; and
    - (v) whether the Units are held through CDP Securities Account or CPFIS Account; and
  - (c) be received by SPH REIT's Unit Registrar no later than 12 November 2020.

## PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a Unitholder consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents or service providers) for the purpose of the processing and administration by the Manager and the Trustee (or their agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.