



KLCC PROPERTY HOLDINGS BERHAD
(Co. No. 641576-U)
(Incorporated in Malaysia)

KLCC REAL ESTATE INVESTMENT TRUST
(a real estate investment trust constituted under the laws of Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting ("5th AGM") of KLCC Real Estate Investment Trust ("KLCC REIT") and the Fifteenth Annual General Meeting ("15th AGM") of KLCC Property Holdings Berhad (the "Company" or "KLCCP") will be held concurrently at the Sapphire Room, Level 1, Mandarin Oriental, Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia on 12 April 2018, Thursday at 10.30 a.m. for the following purposes:

A. KLCC REIT

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2017 of KLCC REIT together with the Reports attached thereon.

(Please refer to Note 7)

AS SPECIAL BUSINESS:

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

- Proposed Unitholders' Mandate to Issue New Units of up to 10% of the Approved Fund Size of KLCC REIT pursuant to Clause 14.03 of the Guidelines on Real Estate Investment Trusts Issued by the Securities Commission Malaysia ("REIT Guidelines").
"THAT pursuant to the REIT Guidelines, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of the relevant regulatory authorities, where such approval is required and subject to passing of Resolution VI of KLCCP, approval be and is hereby given to the Directors of KLCC REIT Management Sdn Bhd, the manager for KLCC REIT (the "Manager"), to issue new units in KLCC REIT ("New Units") from time to time to such persons and for such purposes and upon such terms and conditions as the Directors of the Manager may in their absolute discretion deem fit, provided that the number of New Units to be issued, when aggregated with the number of units in KLCC REIT issued during the preceding 12 months, must not exceed 10% of the approved fund size of KLCC REIT for the time being and provided further that such corresponding number of new ordinary shares in KLCCP equal to the number of New Units shall be issued and every one New Unit shall be stapled to one new ordinary share upon issuance to such persons ("Proposed KLCC REIT Mandate") and the Directors of the Manager be and are hereby also empowered to obtain the approval for the listing of and quotation for such new stapled securities comprising ordinary shares in KLCCP stapled together with the units in KLCC REIT ("Stapled Securities") on the Main Market of Bursa Securities.
THAT such approval shall continue to be in force until:
(i) the conclusion of the next Annual General Meeting of the unitholders held after the approval was given;
(ii) the expiration of the period within which the next Annual General Meeting of the unitholders is required to be held after the approval was given; or
(iii) revoked or varied by resolution passed by the unitholders in a unitholders' meeting, whichever is the earlier.
THAT the New Units to be issued pursuant to the Proposed KLCC REIT Mandate shall, upon issue and allotment, rank *pari passu* in all respects with the existing units of KLCC REIT, except that the New Units will not be entitled to any income distribution, right, benefit, entitlement and/or any other distributions, in respect of which the entitlement date is prior to the date of allotment of such New Units.
THAT authority be and is hereby given to the Directors of the Manager and Maybank Trustees Berhad (the "Trustee"), acting for and on behalf of KLCC REIT, to give effect to the Proposed KLCC REIT Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of KLCC REIT and/or as may be imposed by the relevant authorities.
AND FURTHER THAT the Directors of the Manager and the Trustee, acting for and on behalf of KLCC REIT, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed KLCC REIT Mandate."

Resolution 1

B. KLCCP

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2017 of the Company and the Reports of the Directors and Auditors thereon.

(Please refer to Note 9)

- To re-elect the following Directors who retire pursuant to the Company's Articles of Association, constituting part of the Constitution of the Company ("Constitution"):

- Tan Sri Mohd Sidek bin Hassan
- Datuk Manharlal a/l Ratilal
- Mr Augustus Ralph Marshall

- To approve the payment of the following Directors' fees and benefits payable to Non-Executive Directors with effect from 1 January 2018 until the next Annual General Meeting held in 2019 of the Company:

Resolution II

Resolution I

(Please refer to Note 10)

Resolution III

| Category | Non-Executive Chairman | Non-Executive Directors |
|--------------------------------------|----------------------------|----------------------------|
| The Company | (RM per annum) | (RM per annum) |
| Directors' Retainer Fees | 240,000 | 120,000 |
| Petrol Allowance | 6,000 | 6,000 |
| | (RM per attendance) | (RM per attendance) |
| Attendance fee/Tele-Conferencing fee | 3,500 | 3,500 |

| Category | Non-Executive Chairman | Non-Executive Directors |
|--------------------------------------|----------------------------|----------------------------|
| The Manager | (RM per attendance) | (RM per attendance) |
| Attendance fee/Tele-Conferencing fee | 3,500 | 3,500 |

- To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix the Auditors' remuneration.

Resolution IV

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolutions:

- Continuing in Office as Independent Non-Executive Director of the Company:

- Dato' Halipah binti Esa

"THAT Dato' Halipah binti Esa who would have served as an Independent Non-Executive Director of the Company for 12 years on 28 February 2019 be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company."

Resolution V

- Authority to Issue Shares of the Company pursuant to Sections 75 and 76 of the Companies Act, 2016

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, Main Market Listing Requirements of Bursa Securities and the approval of the relevant regulatory authorities, where such approval is required and subject to passing of Resolution 1 of KLCC REIT, the Directors of the Company be and are hereby authorised to issue ordinary shares in the capital of the Company ("New Ordinary Shares") from time to time to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the total number of such New Ordinary Shares to be issued, pursuant to this resolution, when aggregated with the total number of any such ordinary shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares of the Company for the time being (excluding any treasury shares) and provided further that such corresponding number of New Units in KLCC REIT equal to the number of New Ordinary Shares shall be issued and every one New Ordinary Share shall be stapled to one New Unit upon issuance to such persons ("Proposed KLCCP Mandate") and that the Directors be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new Stapled Securities on the Main Market of Bursa Securities.
THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

THAT the New Ordinary Shares to be issued pursuant to the Proposed KLCCP Mandate shall, upon issue and allotment, rank *pari passu* in all respects with the existing ordinary shares of the Company, except that the New Ordinary Shares will not be entitled to any dividend, right, benefit, entitlement and/or any other distributions, in respect of which the entitlement date is prior to the date of allotment of such New Ordinary Shares.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed KLCCP Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed KLCCP Mandate."

Resolution VI

- To transact any other business for which due notice has been given.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a holder of the Stapled Securities who shall be entitled to attend the 5th AGM of KLCC REIT and the 15th AGM of KLCCP, the Manager and/or the Trustee and KLCCP shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Paragraph 17 of Schedule 1 of the Trust Deed dated 2 April 2013 entered into between the Manager and the Trustee, Articles 57(1) and 57(2) of KLCCP's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 4 April 2018 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at the said meetings.

BY ORDER OF THE BOARD

Abd Aziz bin Abd Kadir (LS0001718)
Yeap Kok Leong (MAICSA 0862549)
Company Secretaries

Kuala Lumpur
28 February 2018

Notes:

- A holder of the Stapled Securities entitled to attend and vote at the meetings is entitled to appoint not more than 2 proxies to attend and, to vote in his stead. A proxy may but need not be a holder of the Stapled Securities. There shall be no restriction as to the qualification of the proxy.
- Where a holder of the Stapled Securities is an authorised nominee, it may appoint at least one proxy but not more than 2 proxies in respect of each securities account it holds with ordinary shares of the Company and units of KLCC REIT standing to the credit of the said securities account.
- Where a holder of the Stapled Securities is an exempt authorised nominee which holds Stapled Securities for multiple beneficial owners in one securities account ("ombibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each ombibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where a holder of the Stapled Securities or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- A corporation which is a holder of the Stapled Securities may by resolution of its Directors or other governing body authorised such person as it thinks fit to act as its representative at the meetings. If the appointor is a corporation, this form must be executed under its Common Seal or rubber stamp (if the corporation does not have a common seal) or under the hand of its attorney. If this proxy form is signed by the attorney duly appointed under the power of attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the power of attorney which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised should be enclosed with the proxy form.
- The form of proxy must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meetings or any adjournment thereof.
- Explanatory Note for Item 1**
This agenda item is meant for discussion only as in accordance with the provision of Clause 15.33A(b) of the REIT Guidelines, a formal approval on the Audited Financial Statements of KLCC REIT from the holders of the Stapled Securities is not required. Hence, this item is not put forward to the holders of the Stapled Securities for voting.

- Explanatory Note for Item 2**
Subject to passing of Resolution VI of the Company, the proposed Resolution 1, if passed, will grant a renewed mandate to the Manager of KLCC REIT to issue New Units from time to time provided that the number of the New Units to be issued, when aggregated with the number of units issued during the preceding 12 months, must not exceed 10% of the approved fund size of KLCC REIT for the time being and provided further that such corresponding number of New Ordinary Shares in the Company equal to the number of New Units shall be issued and every one New Unit shall be stapled to one New Ordinary Share upon issuance. The Proposed KLCC REIT Mandate, unless revoked or varied at a unitholders' meeting, will expire at the conclusion of the next Annual General Meeting of unitholders of KLCC REIT.
The Proposed KLCC REIT Mandate will allow the Manager the flexibility to issue New Units to raise funds to finance future investments, acquisitions and capital expenditure to enhance the value of KLCC REIT and/or to refinance existing debt as well as for working capital purposes, subject to the relevant laws and regulations. With the Proposed KLCC REIT Mandate, delays and further costs involved in convening separate general meetings to approve such issue of units to raise funds can be avoided.
As at the date of this Notice, no New Units have been issued pursuant to the mandate granted to the Directors of the Manager at the 4th AGM of KLCC REIT.
- Explanatory Note for Item 3**
This agenda item is meant for discussion only as the provision of Sections 248(2) and 340(1) of the Companies Act, 2016 does not require a formal approval of the holders of the Stapled Securities for the Audited Financial Statements of the Company. Hence, this item is not put forward to the holders of the Stapled Securities for voting.
- Explanatory Note for Item 4 (iii)**
Mr. Augustus Ralph Marshall who retires pursuant to the Constitution of the Company, has indicated to the Company that he would not seek re-election at the 15th AGM of the Company. Therefore, Mr. Augustus Ralph Marshall shall cease to be a Director of the Company at the conclusion of the 15th AGM.
- Explanatory Note for Item 5**
The holders of the Stapled Securities at the last Annual General Meeting held on 6 April 2017 approved RM972,000.00 as Non-Executive Directors' ("NEDs") fees and benefits from 1 January 2017 until next Annual General Meeting of the Company held in 2018 i.e. 15th AGM.
A total of RM667,703.20 of Non-Executive Directors' fees and benefits were incurred for the Company for the financial year ended 31 December 2017 and the details of payment are enumerated on page 201 of the Annual Report 2017 of KLCCP Stapled Group.

Nomination and Remuneration Committees ("NRCs") of the Company and the Manager (a wholly-owned subsidiary of the Company) had reviewed and recommended revisions to the Directors' Remuneration for the NEDs with effect from 1 January 2018. The revised Directors' fees and benefits were subsequently endorsed by the respective Boards of Directors of the Company and the Manager.
Resolution III on the proposed Directors' fees and benefits to be approved by the holders of Stapled Securities is pursuant to Section 230(1)(b) of the Companies Act, 2016.
The members of the Board and Board Committees of the Manager are only remunerated for Attendance fee/ Tele-Conferencing fee when the meetings of the Manager are held on a different date than the meetings of the Board and Board Committees of the Company.

- Explanatory Note for Item 7 (ii)**
Dato' Halipah binti Esa would have served as an Independent Non-Executive Director of the Company for 12 years as at 28 February 2019. The holders of the Stapled Securities had at the 14th AGM of the Company held on 6 April 2017 approved the continuing in office of Dato' Halipah binti Esa as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company. The Board, with the NRC's recommendation, has recommended her to continue to act as an Independent Non-Executive Director. Please refer to page 199 as stated in the Nomination and Remuneration Report of the Annual Report of KLCCP Stapled Group for detailed information and justifications.
- Explanatory Note for Item 8**
Subject to passing of Resolution 1 of KLCC REIT, the proposed Resolution VI, if passed, will grant a renewed mandate and provide flexibility for the Company to empower the Directors to issue New Ordinary Shares from time to time, provided that the total number of such New Ordinary Shares to be issued, when aggregated with the total number of any such ordinary shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares of the Company for the time being (excluding any treasury shares) should the need arise and provided further that such corresponding number of New Units equal to the number of New Ordinary Shares shall be issued and every one New Ordinary Share shall be stapled to one New Unit upon issuance. In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of ordinary shares, the approval is a renewed mandate given to the Directors as the Board is always looking into prospective areas and seeking opportunities to broaden the operating base, increase earnings potential of the Company, raise funds to finance future investments, acquisitions and capital expenditure to enhance the value of the Company and/or for working capital purposes which may involve the issue of new ordinary shares. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
As at the date of this Notice, the Company did not issue any New Ordinary Shares pursuant to the mandate granted to the Directors at its 14th AGM.