

KLCC REAL ESTATE INVESTMENT TRUST (“KLCC REIT”)

PROPOSED AMENDMENTS AND RESTATEMENTS OF THE FOLLOWING:

- (I) THE TRUST DEED DATED 2 APRIL 2013 ENTERED INTO BETWEEN KLCC REIT MANAGEMENT SDN BHD (“MANAGER”) AND MAYBANK TRUSTEES BERHAD (“TRUSTEE”) CONSTITUTING KLCC REIT (“2013 TRUST DEED”) (“PROPOSED AMENDMENT AND RESTATEMENT OF THE TRUST DEED”); AND**
- (II) THE STAPLING DEED DATED 2 APRIL 2013 ENTERED INTO AMONGST KLCC PROPERTY HOLDINGS BERHAD (“KLCCP”), THE MANAGER AND THE TRUSTEE (“2013 STAPLING DEED”) (“PROPOSED AMENDMENT AND RESTATEMENT OF THE STAPLING DEED”)**

(COLLECTIVELY REFERRED TO AS “PROPOSED AMENDMENTS AND RESTATEMENTS”)

1. INTRODUCTION

Pursuant to Paragraph 7.1 of Practice Note 31 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”), the board of directors of the Manager (“**Board**”) wishes to announce that on 20 August 2019, the Board has approved the Proposed Amendments and Restatements. The Manager and the Trustee will enter into an amended and restated trust deed to incorporate the Proposed Amendment and Restatement of the Trust Deed (“**Amended and Restated Trust Deed**”) and the Manager, the Trustee and KLCCP will enter into an amended and restated stapling deed to incorporate the Proposed Amendment and Restatement of the Stapling Deed (“**Amended and Restated Stapling Deed**”), which will be announced in due course.

Pursuant to the 2013 Stapling Deed, the existing ordinary shares of KLCCP are stapled together with the units in KLCC REIT forming the resultant stapled securities (“**Stapled Securities**”).

2. DETAILS OF AND RATIONALE FOR THE PROPOSED AMENDMENTS AND RESTATEMENTS

The Manager proposes to amend and restate the 2013 Trust Deed and 2013 Stapling Deed by way of the Amended and Restated Trust Deed and the Amended and Restated Stapling Deed, respectively.

The Proposed Amendments and Restatements are for the purpose of streamlining the 2013 Trust Deed and the 2013 Stapling Deed to be in line with the Guidelines on Listed Real Estate Investment Trusts issued by the Securities Commission Malaysia (“**SC**”) on 15 March 2018 (which was subsequently revised on 18 June 2019) (“**Listed REIT Guidelines**”), the Listing Requirements and the Companies Act, 2016 (“**Companies Act**”), as applicable, and the new constitution adopted by KLCCP at its annual general meeting held on 3 April 2019 (as the units of KLCC REIT are stapled to the shares of KLCCP) as well as to update the 2013 Trust Deed and the 2013 Stapling Deed, where relevant.

3. EFFECTS OF THE PROPOSED AMENDMENTS AND RESTATEMENTS

The Proposed Amendments and Restatements will not have any effect on the issued unit capital and substantial unitholders' unitholdings in KLCC REIT as the Proposed Amendments and Restatements do not involve any issuance of new units.

Further, the Proposed Amendments and Restatements will not have any material effect on the net asset value ("**NAV**"), NAV per unit, gearing, earnings and earnings per unit of KLCC REIT after taking into consideration the estimated expenses relating to the Proposed Amendments and Restatements.

4. APPROVALS REQUIRED

The Proposed Amendments and Restatements have been approved by the Trustee.

In addition, the Board and the Trustee are of the opinion that the Proposed Amendment and Restatement of the Trust Deed does not materially prejudice the interests of the unitholders of KLCC REIT ("**Unitholders**") and do not operate to release the Manager or the Trustee from any responsibility to the unitholders of KLCC REIT, and a written statement from each of the Manager and the Trustee certifying the above has been issued.

Further, the Board had received a written statement from each of the board of directors of KLCCP and the Trustee certifying that they are of the opinion that the Proposed Amendment and Restatement of the Stapling Deed:

- (i) does not materially prejudice the interests of the shareholders of KLCCP ("**Shareholders**") and the Unitholders, respectively and does not operate to release KLCCP or the Trustee (as the case may be) from any responsibility to the respective Shareholders and Unitholders; and
- (ii) are necessary in order to comply with applicable statutory requirements (whether or not having the force of law), including, without limiting to, the requirements under the Capital Markets and Services Act 2007, the Listing Requirements, the Listed REIT Guidelines and the Companies Act.

Based on the above, the Proposed Amendment and Restatement of the Trust Deed does not require the approval of the Unitholders and the Proposed Amendment and Restatement of the Stapling Deed does not require the approvals of both the Shareholders and the Unitholders. Nevertheless, the Amended and Restated Trust Deed shall not have effect unless it has been registered with the SC.

5. STATEMENT FROM THE BOARD

The Board, after having considered the rationale, the opinion of the Trustee and KLCCP as set out in Section 4 of this announcement, and all other aspects of the Proposed Amendments and Restatements, is of the opinion that the Proposed Amendments and Restatements are in the best interest of KLCC REIT.

6. ADVISERS

The Manager has appointed CIMB Investment Bank Berhad as the Principal Adviser and Adnan Sundra & Low as the Legal Adviser for the Proposed Amendments and Restatements.

7. ESTIMATED TIMEFRAME FOR COMPLETION

The Proposed Amendments and Restatements are expected to be completed in the fourth quarter of 2019, subject to the registration of the Amended and Restated Trust Deed with the SC.

This announcement is dated 20 August 2019.