



# 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 Sixth Annual General Meeting ("6<sup>th</sup> AGM") of KLCC Real Estate Investment Trust ("KLCC REIT") and the Sixteenth Annual General Meeting ("16<sup>th</sup> 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 3 April 2019, Wednesday 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 2018 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 pursuant to Paragraph 6.59 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

"THAT pursuant to the 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 VII 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 total number of units issued 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:

- the conclusion of the next Annual General Meeting of the unitholders held after the approval was given;
- 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
- 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 2018 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"):

- Datuk Ahmad Nizam bin Salleh
- Tengku Muhammad Taufik
- Pn. Farina binti Farikhullah Khan
- Datuk Pragasa Moorthi a/l Krishnasamy
- Dato' Halipah binti Esa (Please refer to Note 10)

Resolution I  
Resolution II  
Resolution III  
Resolution IV

- To approve the payment of the following Directors' fees and benefits payable to Non-Executive Directors with effect from 4 April 2019 until the next Annual General Meeting to be held in 2020 of the Company.

Resolution V

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

##### AS SPECIAL BUSINESS:

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

- 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 VII

- Proposed Alteration of the existing Memorandum and Articles of Association by replacing with a new Constitution of the Company

"THAT approval be and is hereby given to the Company to alter the whole of the existing Memorandum and Articles of Association of the Company by replacing with a new Constitution of the Company as set out in Appendix A with effect from the date of passing this special resolution AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

Special Resolution

- 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 6<sup>th</sup> AGM of KLCC REIT and the 16<sup>th</sup> 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 22 March 2019 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 2019

## Notes:

1. 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.
2. 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.
3. Where a holder of the Stapled Securities is an exempt authorised nominee which holds Stapled Securities 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. 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.
4. 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.

5. 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.

6. 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 24 hours before the time appointed for holding the meetings or any adjournment thereof.

### 7. Explanatory Note for Item 1

This agenda item is meant for discussion only as in accordance with the provision of Paragraph 13.18(b) of Guidelines on Listed Real Estate Investment Trusts, 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.

### 8. Explanatory Note for Item 2

Subject to passing of Resolution VII 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 total number of units issued 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 AGM 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 5<sup>th</sup> AGM of KLCC REIT.

### 9. 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.

### 10. Explanatory Note for Item 4(v)

Dato' Halipah binti Esa who retires pursuant to the Constitution of the Company, has indicated to the Company that she would not seek re-election at the 16<sup>th</sup> AGM of the Company. Therefore, Dato' Halipah binti Esa shall cease to be a Director of the Company at the conclusion of the 16<sup>th</sup> AGM.

### 11. Explanatory Note for Item 5

The holders of Stapled Securities at the last AGM held on 12 April 2018 approved the Non-Executive Directors' ("NEDs") fees and benefits as per the table disclosed in Item 5 above effective 1 January 2018 until the AGM of the Company to be held in 2019 i.e. 16<sup>th</sup> AGM ("Directors' Remuneration 2018/2019").

A total of RM1,089,754 of Non-Executive Directors' fees and benefits were incurred for the Company for the financial year ended 31 December 2018 and the details of payment are enumerated on page 196 of the Annual Report 2018 of KLCCP Stapled Group.

Nomination and Remuneration Committees ("NRCs") of the Company and the Manager (a wholly-owned subsidiary of the Company) had reviewed the Directors' Remuneration for the NEDs for the period from 4 April 2019 until the next AGM to be held in 2020 and recommended that the said Directors' Remuneration shall remain unchanged as per

Directors' Remuneration 2018/2019. The respective Boards of Directors of the Company and the Manager endorsed the respective NRCs' recommendations.

Resolution V on the proposed Directors' fees and benefits to be approved by the holders of the 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/Teled-Conferencing when the meetings of the Manager are held on a different date than the meetings of the Board and Board Committees of the Company.

### 12. Explanatory Note for Item 7

Subject to passing of Resolution 1 of KLCC REIT, the proposed Resolution VII, 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 to refinance existing debt as well as 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 AGM 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 15<sup>th</sup> AGM.

### 13. Explanatory Note for Item 8

The proposed alteration of the whole of existing Memorandum and Articles of Association ("Constitution") of the Company ("Proposed Amendments") by replacing with a new Constitution of the Company as set out in **Appendix A** is to ensure the compliance with the amended Main Market Listing Requirements of Bursa Securities and to provide clarity and consistency with the amendments that arise from the Companies Act 2016.

The **Appendix A** on the proposed New Constitution of the Company, which is circulated together with the Notice of 16<sup>th</sup> AGM dated 28 February 2019, shall take effect once the proposed Special Resolution has been passed by a majority of not less than seventy-five per centum (75%) of such holders of the Stapled Securities who are entitled to vote and do vote in person or by proxy at the 16<sup>th</sup> AGM.