

ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

SPH REIT MANAGEMENT PTE. LTD.

Security

SPH REIT - SG2G02994595 - SK6U

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

04-Nov-2020 06:50:09

Status

New

Announcement Reference

SG201104MEET2MI7

Submitted By (Co./ Ind. Name)

Sheryl Cher Ya Li

Designation

Company Secretary

Financial Year End

31/08/2020

Event Narrative

Narrative Type	Narrative Text
Additional Text	The Notice of Annual General Meeting ("AGM"), Proxy Form and AGM Announcement on participation in the AGM by electronic means, are attached.

Event Dates

Meeting Date and Time

26/11/2020 14:30:00

Response Deadline Date

23/11/2020 14:30:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	The Annual General Meeting will be held by way of electronic means.

Attachments

[SPH REIT NOTICE OF AGM.pdf](#)[SPH REIT PROXY FORM.pdf](#)[SPH REIT AGM ANNOUNCEMENT.pdf](#)

Total size = 272K MB

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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.

NOTICE OF ANNUAL GENERAL MEETING

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 (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.

NOTICE OF ANNUAL GENERAL MEETING

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; 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 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.

SPH REIT

A REAL ESTATE INVESTMENT TRUST CONSTITUTED UNDER THE LAWS OF THE REPUBLIC OF SINGAPORE PURSUANT TO A TRUST DEED DATED 9 JULY 2013 (AS AMENDED))

PROXY FORM ANNUAL GENERAL MEETING

(PLEASE SEE NOTES OVERLEAF BEFORE COMPLETING THIS FORM)

IMPORTANT

1. The Annual General Meeting 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 the Notice of Annual General Meeting will not be sent to Unitholders (but will be made available on request).** Instead, the Notice of Annual General Meeting will be sent to Unitholders by electronic means via publication on SPH REIT's website at the URL <http://sphreit.listedcompany.com/agma2020.html> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Please refer to paragraph 10 of the Notes to the Notice of Annual General Meeting on how to make a request for a printed copy of the Notice of Annual General Meeting.
2. Alternative arrangements relating to attendance at the Annual General Meeting 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 Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at or before the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in SPH REIT's announcement dated 4 November 2020. This announcement may be accessed at SPH REIT's website at the URL <http://sphreit.listedcompany.com/agma2020.html> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 situation in Singapore, a Unitholder will not be able to attend the Annual General Meeting in person. A Unitholder (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such Unitholder wishes to exercise his/her/its voting rights at the Annual General Meeting.**
4. CPF and SRS investors who wish to appoint the Chairman of the Meeting 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**.
5. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a Unitholder's proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting.**

Personal data privacy

By submitting an instrument appointing the Chairman of the Meeting as proxy, the Unitholder accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 4 November 2020.

I/We _____ of _____
(Name and identification number)

(Address)

being a unitholder/unitholders of SPH REIT, hereby appoint the Chairman of the Meeting as my/our proxy/ proxies to vote for me/us on my/our behalf at the Seventh Annual General Meeting (the "**Meeting**") of Unitholders of SPH REIT to be convened and held by way of electronic means on Thursday, 26 November 2020 at 2.30 p.m. (Singapore time) and at any adjournment thereof. I/We direct the Chairman of the Meeting as my/our proxy to vote for or against or to abstain from voting on the Resolutions proposed at the Meeting as indicated hereunder.

Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to vote all your units "For" or "Against" the relevant resolution, please indicate with an "X" in the "For" or "Against" box provided in respect of that resolution. Alternatively, please insert the relevant number of units "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with an "X" in the "Abstain" box provided in respect of that resolution. Alternatively, please insert the relevant number of units in the "Abstain" box provided in respect of that resolution. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

No.	Resolutions relating to:	For	Against	Abstain
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)			
3.	To authorise the Manager to issue Units and to make or grant convertible instruments. (Ordinary Resolution 3)			

Dated this _____ day of _____ 2020

Signature(s) of Unitholder(s) /
Common Seal of Corporate Unitholder

Total number of Units held

IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW

1st fold here, glue along the dotted line and fold flap

Postage will be
paid by
addressee.

For posting in
Singapore only.

**BUSINESS REPLY SERVICE
PERMIT NO. 09059**



SPH REIT Management Pte. Ltd.
(as Manager of SPH REIT)
c/o Boardroom Corporate & Advisory
Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

2nd fold here

Notes:

1. Please insert the total number of units in SPH REIT ("Units") held by you. If you have Units entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Units. If you have Units registered in your name in the Register of Unitholders, you should insert that number of Units. If you have Units entered against your name in the Depository Register and Units registered in your name in the Register of Unitholders, you should insert the aggregate number of Units entered against your name in the Depository Register and registered in your name in the Register of Unitholders. If no number is inserted, the instrument appointing the Chairman of the Meeting as proxy shall be deemed to relate to all the Units held by you.
2. **Due to the current COVID-19 situation in Singapore, a Unitholder will not be able to attend the Annual General Meeting in person. A Unitholder (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting if such Unitholder wishes to exercise his/her/its voting rights at the Meeting.** This proxy form may be downloaded from SPH REIT's website at the URL <http://sphreit.listedcompany.com/agm2020.html> and from the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of this proxy form will be made available to Unitholders upon request. Please refer to paragraph 10 of the Notes to the Notice of Annual General Meeting on how to make a request. Where a Unitholder (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the instrument appointing a proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
3. CPF and SRS investors who wish to appoint the Chairman of the Meeting as their proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 17 November 2020**.
4. The Chairman of the Meeting, as proxy, need not be a Unitholder of SPH REIT.
5. The instrument appointing the Chairman of the Meeting 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; or
 - (b) if submitted electronically:
 - (i) be submitted via email to SPH REIT's Unit Registrar at 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 Meeting.

A Unitholder who wishes to submit an instrument of proxy 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.

Due to the current COVID-19 situation in Singapore, Unitholders are strongly encouraged to submit completed proxy forms electronically via email or the website at the URL provided above.

6. The instrument appointing the Chairman of the Meeting as proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing the Chairman of the Meeting as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with SPH REIT), if the instrument appointing the Chairman of the Meeting as proxy is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the Meeting as proxy is submitted electronically via email or the website at the URL provided above, be emailed or submitted via the website at the URL provided above with the instrument of proxy, failing which the instrument may be treated as invalid.
7. The Manager shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy. In addition, in the case of Units entered in the Depository Register, the Manager may reject any instrument appointing the Chairman of the Meeting as proxy lodged or submitted if the Unitholder, being the appointor, is not shown to have Units entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Manager.

3rd fold here

Fold here, glue along the dotted line and fold flap

Fold here, glue along the dotted line and fold flap



SPH REIT MANAGEMENT PTE. LTD.
(Registration No: 201305497E)
(Incorporated in the Republic of Singapore)

SEVENTH ANNUAL GENERAL MEETING TO BE HELD ON 26 NOVEMBER 2020

1. **Background.** SPH REIT Management Pte. Ltd. (the “**Manager**”), the manager of SPH REIT, refers to:
 - (a) the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed entities in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
 - (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”) which sets out the alternative arrangements in respect of, *inter alia*, general meetings of real estate investment trusts; and
 - (c) the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020 and 1 October 2020) which provides additional guidance on the conduct of general meetings during the period from 27 March 2020 to 30 June 2021.
2. **Date, time and conduct of Annual General Meeting.** SPH REIT is pleased to announce that pursuant to the Order, its Seventh Annual General Meeting (“**AGM**”) will be convened and held by way of electronic means on **Thursday, 26 November 2020 at 2.30 p.m.** (Singapore time). Our Chairman, Dr Leong Horn Kee, will conduct the proceedings of the AGM.
3. **Notice of AGM and proxy form.** The Notice of AGM and proxy form will be sent to holders of units in SPH REIT (“**Unitholders**”) by electronic means via publication on SPH REIT’s website and on the website of Singapore Exchange Securities Trading Limited (“**SGX-ST**”)¹. Printed copies of these documents will not be sent to Unitholders (but will be made available on request). Please refer to paragraph 9 below on how to make a request for a printed copy of the Notice of AGM and/or proxy form.

¹ The Notice of AGM and proxy form may be accessed on SPH REIT’s website at the URL <http://sphreit.listedcompany.com/agm2020.html> and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>.

4. **No personal attendance at AGM.** Due to the current COVID-19 situation in Singapore, **Unitholders will not be able to attend the AGM in person.**
5. **Alternative arrangements for participation in the AGM.** Unitholders may participate in the AGM by:
 - (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
 - (b) submitting questions in advance of the AGM; and/or
 - (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

Details of the steps for pre-registration, pre-submission of questions and voting at the AGM by Unitholders, including CPF and SRS investors, are set out in the Appendix to this announcement. In addition, CPF and SRS investors who wish to appoint the Chairman of the Meeting 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**. There will be no live voting or live Q&A at the AGM.

6. **Persons who hold Units through relevant intermediaries.** Persons who hold units in SPH REIT (“Units”) through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50), other than CPF and SRS investors, and who wish to participate in the AGM by:
 - (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
 - (b) submitting questions in advance of the AGM; and/or
 - (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM,

should contact the relevant intermediary through which they hold such Units as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

7. **Annual Report 2020.** The Annual Report of SPH REIT for the financial year ended 31 August 2020 (the “Annual Report 2020”) has been published and may be accessed at SPH REIT’s website at the URL <http://sphreit.listedcompany.com/agm2020.html>. The Annual Report 2020 may also be accessed on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Annual Report 2020 will be made available to Unitholders upon request. Please refer to paragraph 9 below on how to make a request.
8. **Key dates/deadlines.** In summary, the key dates/deadlines which Unitholders should take note of are set out in the table below:

Key dates	Actions
4 November 2020 (Wednesday)	Unitholders may begin to pre-register at the URL http://sphreit.listedcompany.com/agm2020.html for live audio-visual webcast/live audio-only stream of the AGM proceedings.
5.00 p.m. on 17 November 2020 (Tuesday)	Deadline for CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
2.30 p.m. on 23 November 2020 (Monday)	Deadline for Unitholders to: <ul style="list-style-type: none"> • pre-register for live audio-visual webcast/live audio-only stream of the AGM proceedings; • submit questions in advance; and • submit instruments appointing the Chairman of the Meeting as proxy.
2.30 p.m. on 25 November 2020 (Wednesday)	Authenticated Unitholders will receive an email which will contain unique user credentials and instructions on how to access the live audio-visual webcast or live audio-only stream of the AGM proceedings (the “ Confirmation Email ”). Unitholders who do not receive the Confirmation Email by 2.30 p.m. on 25 November 2020 , but have registered by the 23 November 2020 deadline, should contact our Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355 or via email at sphreitagm2020@boardroomlimited.com before 5.00 p.m. on 25 November 2020 or between 9.00 a.m. and 2.00 p.m. on 26 November 2020 .
Date and time of AGM - 2.30 p.m. on 26 November 2020 (Thursday)	<ul style="list-style-type: none"> • Click on the link in the Confirmation Email and follow the instructions to access the live audio-visual webcast of the AGM proceedings; or • Call the toll-free telephone number and follow the instructions in the Confirmation Email to access the live audio-only stream of the AGM proceedings.

9. **Request for hard copies.** A Unitholder may request for a printed copy of the Notice of AGM, the proxy form and/or the Annual Report 2020 by submitting the request to SPH REIT’s Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email to sphreitagm2020@boardroomlimited.com or via post to 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623. To be valid, 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 2020 or any combination of the aforesaid documents);
 - (ii) the full name of the Unitholder (as per NRIC / Passport);
 - (iii) NRIC / Passport No.;
 - (iv) address;
 - (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.
10. **Further information.** For more information, Unitholders can refer to the FAQs on SPH REIT's website at the URL <http://sphreit.listedcompany.com/agm2020.html> or email us at ir@sphreit.com.sg (please use the subject title "AGM Questions" in the email).
11. **Important reminder.** Due to the constantly evolving COVID-19 situation in Singapore, we may be required to change our arrangements for the AGM at short notice. Unitholders should check SPH REIT's website at the URL <http://sphreit.listedcompany.com/agm2020.html> or the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the AGM.

SPH REIT would like to thank all Unitholders for their patience and co-operation in enabling us to hold our AGM with the optimum safe management measures amidst the current COVID-19 pandemic.

Issued by SPH REIT Management Pte. Ltd.

As manager of SPH REIT

4 November 2020

APPENDIX

Steps for pre-registration, pre-submission of questions and voting at the AGM

Unitholders 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, submit questions in advance of the AGM and vote by appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

To do so, they will need to complete the following steps:

No.	Steps	Details
1.	Pre-registration	<p>Unitholders, including CPF and SRS investors, can pre-register at SPH REIT's website at the URL http://sphreit.listedcompany.com/agm2020.html from 4 November 2020 up to 2.30 p.m. on 23 November 2020 to enable SPH REIT to verify their status as Unitholders.</p> <p>Following the verification, authenticated Unitholders will receive an email by 2.30 p.m. on 25 November 2020. The email will contain unique user credentials and instructions on how to access the live audio-visual webcast or live audio-only stream of the AGM proceedings.</p> <p>Unitholders who do not receive an email by 2.30 p.m. on 25 November 2020, but have registered by the 23 November 2020 deadline, should contact our Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355 or via email at sphreitagm2020@boardroomlimited.com before 5.00 p.m. on 25 November 2020 or between 9.00 a.m. and 2.00 p.m. on 26 November 2020.</p>
2.	Submit questions in advance	<p>Unitholders will not be able to ask questions at the AGM live during the webcast or audio-stream, and therefore it is important for Unitholders to pre-register and submit their questions in advance of the AGM.</p> <p>Submission of questions. Unitholders, including CPF and SRS investors, can submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner:</p> <p>(a) Via SPH REIT's website. Unitholders who pre-register to observe and/or listen to the AGM proceedings may submit their questions via SPH REIT's website at the URL http://sphreit.listedcompany.com/agm2020.html.</p>

		<p>(b) Via email. Unitholders may submit their questions via email to ir@sphreit.com.sg (with subject title “AGM Questions”).</p> <p>(c) By post. Unitholders may submit their questions by post to the office of the Manager at 1000 Toa Payoh North, News Centre, Singapore 318994. Please address and attention the letter as follows:</p> <p style="padding-left: 40px;">SPH REIT Management Pte Ltd 1000 Toa Payoh North News Centre Singapore 318994 Attention: Investor Relations Department (SPH REIT AGM 2020)</p> <p>When sending in your questions via email or by post, please also provide us with the following details:</p> <ul style="list-style-type: none"> • your full name; • your address; and • whether the Units are held through CDP Securities Account or CPFIS Account. <p>Deadline to submit questions. All questions must be submitted by 2.30 p.m. on 23 November 2020.</p> <p>Addressing questions. We will endeavour to address all substantial and relevant questions received from Unitholders prior to the abovementioned submission deadline by publishing our responses to such questions on our corporate website at the URL http://sphreit.listedcompany.com/agm2020.html and on SGXNet prior to the AGM. If we are unable to do so, we will address those substantial and relevant questions which have not already been addressed prior to the AGM, during the AGM itself through the live audio-visual webcast and live audio-only stream.</p> <p>Minutes of AGM. We will publish the minutes of the AGM on SPH REIT’s website and on SGXNet, and the minutes will include the responses to substantial and relevant questions from Unitholders which are addressed prior to and/or during the AGM.</p>
3.	Submit instruments appointing a proxy to vote	<p>Unitholders will not be able to vote at the AGM live during the webcast or audio-stream. Unitholders (whether individual or corporate) who pre-register to observe and/or listen to the AGM proceedings and wish to vote on the resolutions to be tabled at the AGM must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the AGM, in accordance with the instructions on the instrument appointing a proxy.</p>

		<p>Specific voting instructions to be given. Where Unitholders (whether individual or corporate) appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the instrument appointing a proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.</p> <p>Submission of instruments of proxy. The instrument appointing the Chairman of the Meeting as proxy must be submitted in the following manner:</p> <p>(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; or</p> <p>(b) if submitted electronically:</p> <p>(i) be submitted via email to SPH REIT’s Unit Registrar at sphreitagm2020@boardroomlimited.com; or</p> <p>(ii) be uploaded via SPH REIT’s website at http://sphreit.listedcompany.com/agm2020.html,</p> <p>in each case, by 2.30 p.m. on 23 November 2020.</p> <p>A Unitholder who wishes to submit an instrument appointing a proxy 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 SPH REIT’s website at the URL provided above.</p> <p>Due to the current COVID-19 situation in Singapore, Unitholders are strongly encouraged to submit completed instruments appointing a proxy electronically.</p> <p>CPF and SRS investors who wish to appoint the Chairman of the Meeting 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.</p>
--	--	---

IMPORTANT NOTICE

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units.

The value of Units and the income derived from them, if any, may fall or rise. Units are not obligations of, deposits in, or guaranteed by the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors should note that they will have no right to request the Manager to redeem or purchase their Units for so long as the Units are listed on Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. The listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.