

Notice of Annual General Meeting

Starhill Global Real Estate Investment Trust

(Constituted in the Republic of Singapore pursuant to a trust deed dated 8 August 2005 (as amended))

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of the unitholders ("**Unitholders**") of Starhill Global Real Estate Investment Trust ("**SGR**") will be convened and held by way of electronic means on Wednesday, 28 October 2020 at 11.00 a.m. (Singapore Time) to transact the following business:

(A) As Ordinary Business

1. To receive and adopt the Report of HSBC Institutional Trust Services (Singapore) Limited, as trustee of SGR (the "**Trustee**"), the Statement by YTL Starhill Global REIT Management Limited, as manager of SGR (the "**Manager**") and the Audited Financial Statements of SGR for the financial year ended 30 June 2020 and the Auditors' Report thereon. *(Ordinary Resolution 1)*
2. To re-appoint Messrs KPMG LLP as the Auditors of SGR and to hold office until the conclusion of the next AGM of SGR, and to authorise the Manager to fix their remuneration. *(Ordinary Resolution 2)*
3. To endorse the appointments of the following directors of the Manager ("**Directors**") pursuant to the undertaking dated 21 August 2020 provided by YTL Corporation Berhad to the Trustee:
 - (a) Tan Sri Dato' (Dr) Francis Yeoh Sock Ping *(Ordinary Resolution 3)*
 - (b) Mr Ho Sing *(Ordinary Resolution 4)*
 - (c) Dato' Yeoh Seok Kian *(Ordinary Resolution 5)*
 - (d) Mr Tan Bong Lin *(Ordinary Resolution 6)*
 - (e) Mr Ching Yew Chye *(Ordinary Resolution 7)*
 - (f) Mr Tan Woon Hum *(Ordinary Resolution 8)*

(Please see Explanatory Note 1)

(B) As Special Business

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

4. That authority be and is hereby given to the Manager, to *(Ordinary Resolution 9)*
 - (a) (i) issue units in SGR ("**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 Instrument 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),

provided that:

- (1) 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 one hundred per cent. (100%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a *pro rata* basis to Unitholders 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 (2) below);

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- (2) subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) 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:
 - (a) any new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Units;
- (3) 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 constituting SGR (as amended) (the "**Trust Deed**") for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next AGM of SGR or (ii) the date by which the next AGM of SGR is required by law to be held, whichever is earlier;
- (5) 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 and/or Units are issued; and
- (6) the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee, may consider expedient or necessary or in the interests of SGR to give effect to the authority conferred by this Resolution.

(Please see Explanatory Note 2)

5. That:

(Ordinary Resolution 10)

- (a) the exercise of all the powers of the Manager to repurchase issued Units for and on behalf of SGR not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Manager from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market repurchase(s) on the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted; and/or
 - (ii) off-market repurchase(s) (which are not market repurchase(s)) in accordance with any equal access scheme(s) as may be determined or formulated by the Manager as it considers fit in accordance with the Trust Deed,

and otherwise in accordance with all applicable laws and regulations including the rules of the SGX-ST, or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, be and is hereby authorised and approved generally and unconditionally (the "**Unit Buy-Back Mandate**");

- (b) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred on the Manager pursuant to the Unit Buy-Back Mandate may be exercised by the Manager at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of SGR is held;
 - (ii) the date by which the next annual general meeting of SGR is required by applicable laws and regulations or the Trust Deed to be held; or
 - (iii) the date on which repurchases of Units pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated;
- (c) in this Resolution:

"Average Closing Price" means the average of the closing market prices of the Units over the last five Market Days, on which transactions in the Units were recorded, immediately preceding the date of the market repurchase or, as the case may be, the date of the making of the offer pursuant to the off-market repurchase, and deemed to be adjusted for any corporate action that occurs during the relevant five Market Days and the date on which the market repurchase(s) are made or, as the case may be, the date of the making of the offer pursuant to the off-market repurchase(s);

"date of the making of the offer" means the date on which the Manager makes an offer for an off-market repurchase, stating therein the repurchase price (which shall not be more than the Maximum Price for an off-market repurchase) for each Unit and the relevant terms of the equal access scheme for effecting the off-market repurchase;

"Market Day" means a day on which the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, is open for trading in securities;

"Maximum Limit" means that number of Units representing 2.5% of the total number of issued Units as at the date of the passing of this Resolution; and

"Maximum Price" in relation to a Unit to be repurchased, means the repurchase price (excluding brokerage, stamp duty, commission, applicable goods and services tax and other related expenses) which shall not exceed 105.0% of the Average Closing Price of the Units in the case of a market repurchase and 110.0% of the Average Closing Price of the Units in the case of an off-market repurchase; and

- (d) the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of SGR to give effect to the transactions contemplated and/or authorised by this Resolution.

(Please see Explanatory Note 3)

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6. That: *(Extraordinary Resolution 11)*
- (a) the proposed distribution reinvestment plan to provide Unitholders with an option to make an election to receive distributions in the form of Units instead of cash (the “**Distribution Reinvestment Plan**”) as set out in the Letter to Unitholders dated 25 September 2020 be and is hereby approved;
 - (b) approval be and is hereby given to amend the Trust Deed to extend the timeframe for the payout of distributions from 60 days to 90 days after the end of the distribution period, in the manner set out in the letter to Unitholders regarding the Distribution Reinvestment Plan dated 25 September 2020 (the “**DRP Supplement**”); and
 - (c) the Manager and the Trustee be and are hereby authorised (unless revoked or varied by Unitholders in a general meeting, such authority shall continue in force):
 - (i) to establish and administer the Distribution Reinvestment Plan;
 - (ii) to modify and/or alter the Distribution Reinvestment Plan from time to time and to do all such acts and things and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Distribution Reinvestment Plan; and
 - (iii) to allot and issue from time to time such number of new Units as may be required to be allotted and issued pursuant to the Distribution Reinvestment Plan; and
 - (d) the Manager, any director of the Manager, and the Trustee be and are hereby severally authorised to complete and 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 interests of Starhill Global REIT to give effect to the Distribution Reinvestment Plan (including the DRP Supplement).

(Please see Explanatory Note 4)

BY ORDER OF THE BOARD
YTL Starhill Global REIT Management Limited
(Company Registration No. 200502123C)
As Manager of Starhill Global Real Estate Investment Trust

Lam Chee Kin
Joint Company Secretary
Singapore
25 September 2020

Explanatory Note:

1. Ordinary Resolutions 3 to 8

YTL Corporation Berhad had on 21 August 2020 provided an undertaking (the "**Undertaking**") to the Trustee:

- to procure the Manager to include in the agenda for the annual general meeting of Unitholders to be held in 2020, the resolutions to endorse the appointment of each person who is a Director;
- to procure the Manager to seek Unitholders' re-endorsement for the appointment of each Director no later than every third annual general meeting of SGR after the relevant general meeting at which such Director's appointment was last endorsed or re-endorsed, as the case may be;
- (where a person is appointed as Director at any time either to fill a vacancy or as an addition to the existing board of Directors) to procure the Manager to seek Unitholders' endorsement for his appointment as a Director at the next annual general meeting of SGR immediately following his/her appointment; and
- to procure any person whose appointment as a Director has not been endorsed or re-endorsed (as the case may be) by the Unitholders at the relevant general meeting of SGR where the endorsement or re-endorsement (as the case may be) for his appointment was sought, to resign or otherwise be removed from the Board of Directors of the Manager either (i) within 21 days from the date of the relevant general meeting or (ii) in the event that the Board of Directors of the Manager determines that a replacement Director has to be appointed, no later than the date when such replacement Director is appointed, and the regulatory approval for such appointment (if any) has been obtained.

The endorsement or re-endorsement from Unitholders of any appointment of any person as a Director shall be by way of an ordinary resolution passed at the relevant general meeting. The Undertaking shall not restrict YTL Corporation Berhad or the Manager from appointing any Director from time to time in accordance with applicable laws and regulations (including any applicable rule of Singapore Exchange Securities Trading Limited) and the Constitution of the Manager.

The Undertaking shall remain in force for so long as:

- YTL Corporation Berhad remains as the holding company (as defined in the Companies Act of Singapore, Chapter 50 of Singapore) of the Manager; and
- YTL Starhill Global REIT Management Limited remains as the manager of SGR.

Detailed information on the Directors can be found in the "Board of Directors" section of SGR's Annual Report FY 2019/20. Tan Sri Dato' (Dr) Francis Yeoh Sock Ping will, upon endorsement, continue to serve as Non-Executive Chairman of the Board; (b) Mr Ho Sing will, upon endorsement, continue to serve as an Executive Director and the Chief Executive Officer; (c) Dato' Yeoh Seok Kian will, upon endorsement, continue to serve as Non-Executive Director; (d) Mr Tan Bong Lin will, upon endorsement, continue to serve as Lead Independent Director and Chairman of the Audit Committee; (e) Mr Ching Yew Chye will, upon endorsement, continue to serve as Independent Director and as a member of the Audit Committee; and (f) Mr Tan Woon Hum will, upon endorsement, continue to serve as Independent Director and as a member of the Audit Committee.

The details of all current directorships in other listed companies and other principal commitments of the Directors are set out in pages 22 to 23 and pages 98 to 103 of SGR's Annual Report FY 2019/20.

2. Ordinary Resolution 9

The Ordinary Resolution 9 above, if passed, will empower the Manager from the date of this AGM until (i) the conclusion of the next AGM of SGR or (ii) the date by which the next AGM of SGR is required by law to be held, whichever is earlier, to issue Units and to make or grant instruments (such as securities, warrants or debentures) convertible into Units and issue Units pursuant to such instruments, up to a number not exceeding 100% of the total number of issued Units (excluding treasury Units, if any), (the "**100% Pro Rata Issuance**"), of which up to 20% may be issued other than on a pro rata basis to Unitholders (excluding treasury Units, if any).

The Ordinary Resolution 9 above, if passed, will empower the Manager from the date of this AGM until the date of the next AGM of SGR, to issue Units as either full or partial payment of fees which the Manager is entitled to receive for its own account pursuant to the Trust Deed.

For determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the issued Units at the time the Ordinary Resolution 9 above is passed, after adjusting for new Units arising from the conversion or exercise of any instruments which are outstanding at the time this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Units.

Fundraising 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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The authority for the 100% *Pro Rata* Issuance is pursuant to the SGX-ST news release of 8 April 2020 titled "SGX RegCo announces measures to support issuers amid challenging COVID-19 business climate". The 100% *Pro Rata* Issuance mandate may be renewed at the AGM of SGR next year and is only valid until 31 December 2021, by which date the Units issued pursuant to such mandate must be listed; and no further Units shall be issued under such mandate. The Manager is required to notify SGX RegCo by way of email when the general mandate for the 100% *Pro Rata* Issuance has been approved by Unitholders of the following:

- (a) name of issuer; and
- (b) date on which such general mandate is approved by Unitholders.

In connection with the 100% *Pro Rata* Issuance mandate, the Board of Directors of the Manager is of the view that the 100% *Pro Rata* Issuance mandate is in the interest of SGR and its Unitholders on the basis of the following:

- (a) in light of the COVID-19 situation, the 100% *Pro Rata* Issuance will provide SGR with an option to strengthen its balance sheet, if required;
- (b) the proceeds from such fund raisings may be used to, amongst others, refinance existing borrowing, to pursue acquisitions or to fund capital expenditures; and
- (c) the 100% *Pro Rata* Issuance mandate will provide the Manager with the flexibility to raise funds expediently, if required.

3. *Ordinary Resolution 10*

Ordinary Resolution 10 above, if passed, will empower the Manager from the date of the AGM of SGR until (i) the date on which the next annual general meeting of SGR is held, (ii) the date by which the next annual general meeting of SGR is required by applicable laws and regulations or the Trust Deed to be held, or (iii) the date on which the repurchases of Units pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated, whichever is the earliest, to exercise all the powers to repurchase issued Units for and on behalf of SGR not exceeding in aggregate 2.5% of the total number of Units as at the date of the passing of this Resolution, whether by way of market repurchase(s) or off-market repurchase(s), on the terms of the Unit Buy-Back Mandate set out in the Letter to Unitholders dated 25 September 2020, unless such authority is revoked or varied by the Unitholders in a general meeting.

4. *Extraordinary Resolution 11*

Extraordinary Resolution 11 above, if passed, will empower the Manager from the date of the AGM of SGR to allot and issue new Units in connection with the Distribution Reinvestment Plan, unless such authority is revoked or varied by the Unitholders in a general meeting. For the avoidance of doubt, this mandate is separate and in addition to the Unit issue mandate sought under Ordinary Resolution 9.

Extraordinary Resolution 11 above, if passed, will approve the supplement of the Trust Deed with the DRP Supplement, which is set out in Appendix B of the Letter to Unitholders dated 25 September 2020.

(See the Letter to Unitholders dated 25 September 2020 for further details on the Distribution Reinvestment Plan and the DRP Supplement.)

Important Notice:

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangement for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will be sent to Unitholders by post and electronic means via publication on SGR's website at the URL https://www.starhillglobalreit.com/ir_agm_egm.html and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.
2. **Due to the current COVID-19 restriction orders in Singapore, Unitholders 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 prior to or at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out below. Any reference to a time of day is made by reference to Singapore time.

3. Unitholders, CPF and SRS investors will be able to participate in 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, CPF and SRS investors must pre-register at SGR's pre-registration website at the URL https://www.starhillglobalreit.com/ir_agm_egm.html from now till 11.00 a.m. on 25 October 2020 to enable the Managers to verify their status as Unitholders.

Following the verification, authenticated Unitholders, CPF and SRS investors will receive an email, which will contain login credentials as well as the link to access the live audio-visual webcast or the toll-free number for the audio-only stream for the AGM proceedings, by 11.00 a.m. on 27 October 2020. Unitholders, CPF and SRS investors who do not receive an email by 11.00 a.m. on 27 October 2020 but have registered by the 25 October 2020 deadline should contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355, or by email to SGREIT@boardroomlimited.com

4. Unitholders, CPF and SRS investors will not be able to ask questions during the AGM live audio-visual webcast or audio-only stream. Unitholders, CPF and SRS investors may 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. Unitholders, CPF and SRS investors may submit questions electronically by 11.59 p.m. on 23 October 2020 in the following manner:
- (a) via SGR's pre-registration website at the URL https://www.starhillglobalreit.com/ir_agm_egm.html; or
 - (b) via email to the following email address: SGREIT@boardroomlimited.com

Unitholders who submit questions via email must provide the following information:

- (a) the Unitholder's full name (as per NRIC/Passport);
- (b) the Unitholder's correspondence address; and
- (c) unitholding type(s) (e.g., via CDP, CPF or SRS).

The Manager will endeavour to address all substantial and relevant questions submitted in advance of the AGM prior to or during the AGM. The Manager will publish the responses to the substantial and relevant questions which the Manager is unable to address during the AGM on SGR's website and the SGX-ST's website prior to the AGM. The Manager will publish the minutes of the AGM on SGR's website and the SGX-ST's website and the minutes will include the responses to the substantial and relevant questions which are addressed during the AGM.

5. A Unitholder (whether individual or corporate) 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 if such Unitholder wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM may be accessed via publication on SGR's website at the URL https://www.starhillglobalreit.com/ir_agm_egm.html and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the proxy form will also be sent to Unitholders by post.

Where a Unitholder (whether individual or corporate) appoints the Chairman of the AGM 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 form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

6. The instrument appointing the Chairman of the AGM as proxy must be submitted in the following manner:
- (a) if submitted by post, to be lodged at the office of SGR'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, be submitted via email to the Unit Registrar at SGREIT@boardroomlimited.com,

in either case, by not later than 26 October 2020 at 11.00 a.m. being not less than forty-eight (48) hours before the time appointed for the AGM.

A Unitholder who wishes to submit an instrument of proxy must first download, 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.

In view of the current 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.

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7. Persons who hold Units through relevant intermediaries (as defined below), other than CPF and SRS investors, and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings through 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 AGM 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 to make the necessary arrangements for them to participate in the AGM. In addition, 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 19 October 2020, being seven (7) working days before the date of the AGM.

“**relevant intermediary**” means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds Units in that capacity; or
 - (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
8. A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for AGM in order for the Depositor to be entitled to participate and appoint the Chairman of the AGM as proxy to vote at the AGM .
9. The Chairman of the AGM, as proxy, need not be a Unitholder of SGR.
10. The Annual Report FY 2019/20 and the Letter to Unitholders dated 25 September 2020 (in relation to the renewal of the Unit Buy-Back Mandate and the implementation of the proposed Distribution Reinvestment Plan) may be accessed at SGR’s website as follows:
- (a) the Annual Report FY 2019/20 may be accessed at the URL https://www.starhillglobalreit.com/ir_agm_egm.html by clicking on the link for “Annual Report FY 2019/20”; and
 - (b) the Letter to Unitholders dated 25 September 2020 may be accessed at the URL https://www.starhillglobalreit.com/ir_agm_egm.html by clicking on the link for “Letter to Unitholders in Relation to the Renewal of the Unit Buy-Back Mandate and the Implementation of the Distribution Reinvestment Plan”.
11. Due to the constantly evolving COVID-19 situation in Singapore, the Managers may be required to change the arrangements for the AGM at short notice. Unitholders should check SGR’s website at the URL https://www.starhillglobalreit.com/ir_agm_egm.html for the latest updates on the status of the AGM.

Personal Data Privacy

12. By submitting an instrument appointing the Chairman as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder’s personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of proxies and representatives appointed 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder’s proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder’s breach of warranty.