

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 held at Singapore Marriott Tang Plaza Hotel, Grand Ballroom, Level 3, 320 Orchard Road, Singapore 238865, on **Tuesday, 29 October 2024 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 2024 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 or re-endorse (as the case may be) the appointments of the following directors of the Manager (the “Directors”) pursuant to the undertaking dated 21 August 2020 provided by YTL Corporation Berhad to the Trustee:
 - (a) Tan Sri (Sir) Francis Yeoh; *(Ordinary Resolution 3)*
 - (b) Mr Ho Sing; and *(Ordinary Resolution 4)*
 - (c) Mr Yeoh Keong Shyan (as Alternate Director to Tan Sri (Sir) Francis Yeoh). *(Ordinary Resolution 5)*

(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 6)*
 - (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),

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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 fifty per cent. (50%) 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);
- (2) subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the “**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 7)

- (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;

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(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 2.0% 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 both market repurchase and 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)

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

Ivy Soh
Joint Company Secretary
Singapore
24 September 2024

Explanatory Notes:

1. Ordinary Resolutions 3 to 5

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/her 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/her 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 the SGX-ST) 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 1967 of Singapore) of the Manager; and
- YTL Starhill Global REIT Management Limited remains as the manager of SGR.

The appointments of Tan Sri (Sir) Francis Yeoh and Mr Ho Sing were last endorsed by Unitholders on 28 October 2021 and the Manager is seeking the re-endorsement of the appointments of Tan Sri (Sir) Francis Yeoh and Mr Ho Sing at the AGM to be held on 29 October 2024.

In accordance with the terms of the Undertaking which requires each newly appointed Director of the Manager to be endorsed by Unitholders at the next annual general meeting of SGR immediately following his/her appointment, the Manager is seeking the endorsement of the appointment of Mr Yeoh Keong Shyan at the AGM to be held on 29 October 2024. Mr Yeoh Keong Shyan was appointed on 1 November 2023 as Alternate Director to Tan Sri (Sir) Francis Yeoh, who is a Non-Executive Chairman of the Manager and member of the Nominating and Remuneration Committee.

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Detailed information on the Directors can be found in the “Board of Directors” section of SGR’s Annual Report FY 2023/24. (a) Tan Sri (Sir) Francis Yeoh will, upon re-endorsement, continue to serve as Non-Executive Chairman of the Manager and member of the Nominating and Remuneration Committee; (b) Mr Ho Sing will, upon re-endorsement, continue to serve as Executive Director and the Chief Executive Officer of the Manager; and (c) Mr Yeoh Keong Shyan will, upon endorsement, serve as Alternate Director to Tan Sri (Sir) Francis Yeoh.

The details of all current directorships in other listed companies and other principal commitments of the abovementioned directors are set out in pages 19 to 21 and pages 116 to 118 of SGR’s Annual Report FY 2023/24.

2. *Ordinary Resolution 6*

Ordinary Resolution 6 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 50% of the total number of issued Units (excluding treasury Units, if any), of which up to 20% may be issued other than on a *pro rata* basis to Unitholders (excluding treasury Units, if any).

Ordinary Resolution 6 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 6 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.

3. *Ordinary Resolution 7*

Ordinary Resolution 7 above, if passed, will empower the Manager from the date of this 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 2.0% 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 24 September 2024, unless such authority is revoked or varied by the Unitholders in a general meeting.

Important Notice:

1. 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>.

The Annual General Meeting ("**AGM**") will be held in a **wholly physical format** at the AGM venue set out above and there will be **no option to participate virtually**. Unitholders, including CPF and SRS investors, and (where applicable) their duly appointed proxy(ies) will be able to attend the AGM in person. They will first need to register personally at the registration counters outside the AGM venue on the day of the event, and should bring along their NRIC/passport to enable SGR's Unit Registrar to verify their identity for entry to, and (where applicable) be provided with a handheld device for electronic voting at, the physical meeting. Unitholders and/or their proxy(ies) are advised to arrive early to facilitate the registration process and exercise social responsibility and not to attend the AGM if they are feeling unwell.

2. Unitholders can vote at the AGM themselves or through their duly appointed proxy(ies). A Unitholder'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 the AGM in order for the Unitholder to be entitled to participate and appoint a proxy(ies) to vote at the AGM. Upon their registration at the AGM venue, Unitholders, including CPF and SRS investors, and (where applicable) duly appointed proxy(ies), will be provided with a handheld device for electronic voting at the physical meeting.

A Unitholder who is not a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend and vote in his or her stead. A proxy need not be a Unitholder. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he or she specifies in the Proxy Form (as defined below) the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.

A Unitholder who is a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint more than two proxies to attend and vote instead of the Unitholder, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints more than one proxy, the appointments shall be invalid unless the Unitholder specifies the number of Units in relation to which each proxy has been appointed in the Proxy Form.

"**relevant intermediary**" means:

- (a) a banking corporation licensed under the Banking Act 1970 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 2001 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 1953 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.

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3. Unitholders, including 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, or at the AGM. In order for Unitholders to submit questions in advance of the AGM, questions should be submitted by 11.59 p.m. on 13 October 2024 in the following manner:
- (a) deposited at the office of SGR's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) via email to the following email address: srs.proxy@boardroomlimited.com.

Unitholders who submit questions via the above methods 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 address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) received from Unitholders by the 13 October 2024 submission deadline by publishing the responses to such questions on SGR's website at the URL https://www.starhillglobalreit.com/ir_agm_egm.html and the SGX website at the URL <https://www.sgx.com/securities/company-announcements> no later than 48 hours prior to the closing date and time for the lodgement of instruments appointing proxy(ies).

Any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after the 13 October 2024 submission deadline which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM itself, will be addressed during the AGM.

4. The instrument appointing a proxy or proxies (the "**Proxy Form**") may be downloaded from the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements> and on SGR's website at the URL https://www.starhillglobalreit.com/ir_agm_egm.html. Printed copies of the Proxy Form will also be sent to Unitholders by post.
5. The Proxy Form must be submitted in the following manner:
- (a) if submitted by post, be lodged at the office of SGR's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to SGR's Unit Registrar at srs.proxy@boardroomlimited.com; and

in each case, by no later than 11.00 a.m. on 27 October 2024, being not less than forty-eight (48) hours before the time appointed for the AGM.

A Unitholder who wishes to submit a Proxy Form by post or via email can either use the printed copy of the Proxy Form which is sent to the Unitholder by post or download a copy of the Proxy Form from the SGX-ST website or SGR's website, and 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.

Completion and submission of the Proxy Form by a Unitholder will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM shall be deemed to be revoked if the Unitholder attends the AGM in person, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under the relevant Proxy Form to the AGM.

6. CPF and SRS investors:
- (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators as soon as practicable if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 18 October 2024, being seven working days before the date of the AGM.

For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote live at the AGM on their behalf.

7. Persons who hold Units through relevant intermediaries, other than CPF and SRS Investors, and who wish to participate in the AGM by (a) attending the AGM in person; (b) submitting questions to the Chairman of the AGM in advance of, or at, the AGM; and/or (c) voting at the AGM (i) themselves; or (ii) by 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.
8. The Annual Report FY 2023/24 and the Letter to Unitholders dated 24 September 2024 (in relation to the renewal of the Unit Buy-Back Mandate) may be accessed at SGR's website as follows:
- (a) the Annual Report FY 2023/24 may be accessed at the URL https://www.starhillglobalreit.com/ir_agm_egm.html by clicking on the link for "Annual Report FY 2023/24"; and
 - (b) the Letter to Unitholders dated 24 September 2024 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".
9. Printed copies of this Notice, the Proxy Form and Request Form for Unitholders to request for a printed copy of the Annual Report FY 2023/24 and the Letter to Unitholders dated 24 September 2024 have been despatched to Unitholders. Unitholders who would like a printed copy of the Annual Report FY 2023/24 and the Letter to Unitholders dated 24 September 2024 would have to complete and return the Request Form by 8 October 2024.

Personal Data Privacy

10. By submitting an instrument appointing a proxy(ies) and / or representative(s) 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.

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