

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the unitholders (“**Unitholders**”) of Starhill Global Real Estate Investment Trust (“**SGR**”) will be held on Thursday, 16 May 2019 at 11.00 a.m. at Mandarin Ballroom I & II, Level 6, Main Tower, Mandarin Orchard Singapore, 333 Orchard Road, Singapore 238867, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular to Unitholders dated 25 April 2019):

THE PROPOSED TRANSACTION COMPRISING THE NEW MASTER TENANCY AGREEMENTS FOR STARHILL GALLERY AND LOT 10 PROPERTY AND THE ASSET ENHANCEMENT WORKS FOR STARHILL GALLERY (ORDINARY RESOLUTION)

RESOLVED that:

- (i) approval be and is hereby given for the New Starhill Master Tenancy Agreement which incorporates the terms and conditions relating to the Asset Enhancement Works and the New Lot 10 Master Tenancy Agreement; and
- (ii) YTL Starhill Global REIT Management Limited, in its capacity as manager of SGR (the “**Manager**”), any director of the Manager (“**Director**”), and HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of SGR (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 or, as the case may be, the Trustee may consider expedient or necessary or in the interests of SGR to give effect to the New Master Tenancy Agreements (including, for the avoidance of doubt, the Sponsor Guarantee and the Asset Enhancement Works).

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 April 2019

Important Notice:

- 1 A Unitholder who is not a relevant intermediary entitled to attend and vote at the Extraordinary General Meeting (“EGM”) 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 the proportion of his or her holding (expressed as a percentage of the whole) to be represented by each proxy.
- 2 A Unitholder who is a relevant intermediary entitled to attend and vote at the EGM 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 (defined below).

“Relevant Intermediary”

- (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; 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.
- 3 The instrument appointing a proxy or proxies (the “Proxy Form”) must be deposited at the office of SGR’s Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for the EGM.

Personal Data Privacy

- 4 By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.