

STARHILL GLOBAL REAL ESTATE INVESTMENT TRUST
(Managed by YTL Starhill Global REIT Management Limited)
(Co. Reg. No. 200502123C)

MINUTES OF THE 11TH ANNUAL GENERAL MEETING OF STARHILL GLOBAL REAL ESTATE INVESTMENT TRUST HELD BY WAY OF ELECTRONIC MEANS ON WEDNESDAY, 28 OCTOBER 2020 AT 11.00 A.M. (THE "AGM" or "MEETING")

PRESENT: Unitholders of Starhill Global Real Estate Investment Trust as per attendance records maintained by the Company Secretary

IN ATTENDANCE: Tan Sri Dato' (Dr) Francis Yeoh Sock Ping (Chairman)
Mr Ho Sing (Chief Executive Officer & Executive Director)
Dato' Yeoh Seok Kian (Non-Executive Director)
Mr Tan Bong Lin (Lead Independent Director)
Mr Ching Yew Chye (Independent Director)
Mr Tan Woon Hum (Independent Director)
Ms Alice Cheong (Chief Financial Officer)
Mr Jonathan Kuah (Head of Investor Relations)
Mr Lam Chee Kin (Joint Company Secretary)

Management, lawyers of the Manager, representatives from HSBC Institutional Trust Services (Singapore) Limited, the trustee of SGR, KPMG LLP, the auditor of SGR, and representative of Drewcorp Services Pte Ltd, the scrutineer for the AGM, per attendance records maintained by the Company Secretary.

The full attendance list of the unitholders and observers who attended the AGM via audio-visual webcast and live audio-only stream, is maintained separately by the Company Secretary.

1. INTRODUCTION

Mr Jonathan Kuah ("**Mr Kuah**"), Head of Investor Relations, welcomed all attendees to the Annual General Meeting ("**AGM**") of Starhill Global Real Estate Investment Trust ("**SGR**"). Mr Kuah informed the Meeting that the Meeting was convened and held via 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 (the "**COVID-19 Legislation**").

Mr Kuah introduced the respective directors and management attending the Meeting. Mr Kuah handed over the Meeting to Mr Ho Sing, ("**Mr Ho Sing**"), the chief executive officer of YTL Starhill Global REIT Management Limited, Manager of SGR (the "**Manager**") to deliver his presentation.

2. PRESENTATION BY CEO

Mr Ho Sing, took the unitholders through a presentation, which included an overview of SGR, financial highlights for FY 2019/20, operating metrics, impact from COVID-19 on international tourist arrivals, tenants' sales and shopper traffic, rental rebates granted, updates on asset enhancement works for The Starhill, market outlook and the strategy to ride through COVID-19.

The presentation slides had been made available on the website of SGR and Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 27 October 2020, prior to the AGM.

Following Mr Ho Sing's presentation, Mr Kuah handed over the Meeting to Tan Sri Dato' (Dr) Francis Yeoh Sock Ping.

3. CHAIRMAN

In accordance with the trust deed constituting SGR ("**Trust Deed**"), HSBC Institutional Trust Services (Singapore) Limited, as trustee of SGR ("**Trustee**"), has nominated Tan Sri Dato' (Dr) Francis Yeoh Sock Ping to preside as chairman of the Meeting (the "**Chairman**"). The Chairman, on behalf of the Board of Directors, extended a warm welcome to all those attending the AGM.

The Chairman informed the Meeting that in view of the ongoing COVID-19 situation, SGR conducted the Meeting via electronic means pursuant to the COVID-19 Legislation. The Chairman thanked all unitholders for taking time to pre-register for the Meeting and raising their questions prior to the AGM. Responses to all substantial and relevant questions received from unitholders were published on the website of SGR and SGXNet on 27 October 2020 and some responses were addressed during the presentation by Mr Ho Sing.

As a quorum was present, the Chairman declared the Meeting open.

4. NOTICE

Notice of the AGM ("**Notice of AGM**") dated 25 September 2020 was taken as read.

The Chairman informed the Meeting that in accordance with the COVID-19 Legislation, all votes on the resolutions tabled at the AGM would be by proxy and only the Chairman of the Meeting may be appointed as a proxy. In this regard, the Chairman informed the Meeting that he would be voting in accordance with the unitholders' instructions.

5. VOTING BY WAY OF A POLL AND APPOINTMENT OF DREWCORP SERVICES PTE LTD AS SCRUTINEERS FOR POLL VOTING

Before proceeding with the business of the Meeting, the Chairman informed the unitholders that the resolutions at the Meeting would be put to vote by way of a poll as required under the Trust Deed and the Listing Manual of the SGX-ST.

It was noted that DrewCorp Services Pte Ltd ("**Drewcorp Services**") had been appointed as the scrutineers for poll voting. The proxy forms submitted by post or by email at least 48 hours before the AGM had been reviewed and the number of votes for and against each resolution had been counted and verified by the scrutineers.

6. (ORDINARY RESOLUTION 1) – ADOPTION OF THE TRUSTEE'S REPORT, THE MANAGER'S STATEMENT, THE AUDITED FINANCIAL STATEMENTS OF SGR FOR THE FINANCIAL YEAR ENDED 30 JUNE 2020 AND THE AUDITORS' REPORT THEREON

Resolution 1 as set out in the Notice of AGM to receive and adopt the Trustee's report, the Manager's statement, the audited financial statements of SGR for the financial year ended 30 June 2020 and the auditors' report thereon was proposed by the Chairman and was put to vote.

The votes were cast in accordance with voting instructions received and the results of the proxy voting for Ordinary Resolution 1 was as follows:

For		Against	
No. of units	%	No. of units	%
1,011,566,884	99.86	1,417,600	0.14

Based on the results of the proxy voting, the Chairman declared Ordinary Resolution 1 carried as an ordinary resolution.

"IT WAS RESOLVED that the Report of the Trustee, the Statement by the Manager and the Audited Financial Statements of Starhill Global Real Estate Investment Trust for the financial year ended 30 June 2020 together with the Auditors' Report thereon be received and adopted."

7. (ORDINARY RESOLUTION 2) – RE-APPOINTMENT OF MESSRS KPMG LLP AS AUDITORS OF SGR AND AUTHORISATION OF THE MANAGER TO FIX THE AUDITORS' REMUNERATION

Resolution 2 as set out in the Notice of AGM for the re-appointment of Messrs KPMG LLP as the auditors of SGR ("**Auditors**") was proposed by the Chairman and was put to vote.

The votes were cast in accordance with voting instructions received and the results of the proxy voting for Ordinary Resolution 2 was as follows:

For		Against	
No. of units	%	No. of units	%
1,011,268,867	99.72	2,793,117	0.28

Based on the results of the proxy voting, the Chairman declared Ordinary Resolution 2 carried as an ordinary resolution.

"IT WAS RESOLVED that KPMG LLP be re-appointed as Auditors of SGR and to hold office until the conclusion of the next Annual General Meeting of SGR, at a remuneration to be determined by the Manager."

8. (ORDINARY RESOLUTION 3) – ENDORSEMENT OF TAN SRI DATO' (DR) FRANCIS YEOH SOCK PING'S APPOINTMENT AS DIRECTOR OF THE MANAGER

The Chairman handed over the Meeting to Mr Tan Bong Lin, the Lead Independent Director of the Manager to chair the proceedings on Ordinary Resolution 3 relating to the endorsement of Chairman's appointment as director of the Manager. Upon endorsement, Tan Sri Dato' (Dr) Francis Yeoh Sock Ping will continue to serve as Non-Executive Chairman of the Board of Directors of the Manager.

Resolution 3 as set out in the Notice of AGM for the endorsement of Tan Sri Dato' (Dr) Francis Yeoh Sock Ping's appointment as director of the Manager pursuant to the undertaking dated 21 August 2020 provided by YTL Corporation Berhad to the Trustee (the "Undertaking"), was proposed by Mr Tan Bong Lin and was put to vote.

The votes were cast in accordance with voting instructions received and the results of the proxy voting for Ordinary Resolution 3 was as follows:

For		Against	
No. of units	%	No. of units	%
897,901,258	88.55	116,160,726	11.45

Based on the results of the proxy voting, Mr Tan Bong Lin declared Ordinary Resolution 3 carried as an ordinary resolution.

"IT WAS RESOLVED that the appointment of Tan Sri Dato' (Dr) Francis Yeoh Sock Ping as a Director of the Manager be endorsed."

Mr Tan Bong Lin handed over the Meeting back to the Chairman to resume as the chair for the rest of the proceedings.

9. (ORDINARY RESOLUTION 4) – ENDORSEMENT OF MR HO SING'S APPOINTMENT AS DIRECTOR OF THE MANAGER

Resolution 4 as set out in the Notice of AGM for the endorsement of Mr Ho Sing's appointment as director of the Manager pursuant to the Undertaking, was proposed by the Chairman and was put to vote. Upon endorsement, Mr Ho Sing will continue to serve as Executive Director of the Manager.

The votes were cast in accordance with voting instructions received and the results of the proxy voting for Ordinary Resolution 4 was as follows:

For		Against	
No. of units	%	No. of units	%
1,007,312,513	99.34	6,649,471	0.66

Based on the results of the proxy voting, the Chairman declared Ordinary Resolution 4 carried as an ordinary resolution.

"IT WAS RESOLVED that the appointment of Mr Ho Sing as a Director of the Manager be endorsed."

10. (ORDINARY RESOLUTION 5) – ENDORSEMENT OF DATO' YEOH SEOK KIAN'S APPOINTMENT AS DIRECTOR OF THE MANAGER

Resolution 5 as set out in the Notice of AGM for the endorsement of Dato' Yeoh Seok Kian's appointment as director of the Manager pursuant to the Undertaking, was proposed by the Chairman and was put to vote. Upon endorsement, Dato' Yeoh Seok Kian will continue to serve as Non-Executive Director of the Manager.

The votes were cast in accordance with voting instructions received and the results of the proxy voting for Ordinary Resolution 5 was as follows:

For		Against	
No. of units	%	No. of units	%
869,559,256	85.75	144,502,728	14.25

Based on the results of the proxy voting, the Chairman declared Ordinary Resolution 5 carried as an ordinary resolution.

"IT WAS RESOLVED that the appointment of Dato' Yeoh Seok Kian as a Director of the Manager be endorsed".

11. (ORDINARY RESOLUTION 6) – ENDORSEMENT OF MR TAN BONG LIN'S APPOINTMENT AS DIRECTOR OF THE MANAGER

Resolution 6 as set out in the Notice of AGM for the endorsement of Mr Tan Bong Lin's appointment as director of the Manager pursuant to the Undertaking, was proposed by the Chairman and was put to vote. Upon endorsement, Mr Tan Bong Lin will continue to serve as Lead Independent Director and Chairman of the Audit Committee of the Manager.

The votes were cast in accordance with voting instructions received and the results of the proxy voting for Ordinary Resolution 6 was as follows:

For		Against	
No. of units	%	No. of units	%
911,726,653	89.91	102,335,331	10.09

Based on the results of the proxy voting, the Chairman declared Ordinary Resolution 6 carried as an ordinary resolution.

"IT WAS RESOLVED that the appointment of Mr Tan Bong Lin as a Director of the Manager be endorsed."

12. (ORDINARY RESOLUTION 7) – ENDORSEMENT OF MR CHING YEW CHYE'S APPOINTMENT AS DIRECTOR OF THE MANAGER

Resolution 7 as set out in the Notice of AGM for the endorsement of Mr Ching Yew Chye's appointment as director of the Manager pursuant to the Undertaking, was proposed by the Chairman and was put to vote. Upon endorsement, Mr Ching Yew Chye will continue to serve as Independent Director and a member of the Audit Committee of the Manager.

The votes were cast in accordance with voting instructions received and the results of the proxy voting for Ordinary Resolution 7 was as follows:

For		Against	
No. of units	%	No. of units	%
911,929,653	89.93	102,132,331	10.07

Based on the results of the proxy voting, the Chairman declared Ordinary Resolution 7 carried as an ordinary resolution.

"IT WAS RESOLVED that the appointment of Mr Ching Yew Chye as a Director of the Manager be endorsed."

13. (ORDINARY RESOLUTION 8) – ENDORSEMENT OF MR TAN WOON HUM'S APPOINTMENT AS DIRECTOR OF THE MANAGER

Resolution 8 as set out in the Notice of AGM for the endorsement of Mr Tan Woon Hum's appointment as director of the Manager pursuant to the Undertaking, was proposed by the Chairman and was put to vote. Upon endorsement, Mr Tan Woon Hum will continue to serve as Independent Director and member of the Audit Committee of the Manager.

The votes were cast in accordance with voting instructions received and the results of the proxy voting for Ordinary Resolution 8 was as follows:

For		Against	
No. of units	%	No. of units	%
911,929,653	89.93	102,132,331	10.07

Based on the results of the proxy voting, the Chairman declared Ordinary Resolution 8 carried as an ordinary resolution.

"IT WAS RESOLVED that the appointment of Mr Tan Woon Hum as a Director of the Manager be endorsed."

14. (ORDINARY RESOLUTION 9) – AUTHORITY TO ISSUE UNITS AND TO MAKE OR GRANT CONVERTIBLE INSTRUMENTS

The Chairman informed the Meeting that the first special business related to the authorisation to be given to the Manager to issue new units within the limits set out in

the Listing Rules of the SGX-ST and the announcement by the Singapore Exchange Regulation on 8 April 2020.

The Chairman informed the Meeting that subject to the unitholders' approval, the mandate would allow the issuance of new units of up to 100% of SGR's total number of issued units. However, if the new units issued were not offered to existing unitholders on a pro-rata basis, the maximum issue would be 20% of SGR's issued units.

The resolution as set out in the Notice of AGM was proposed by the Chairman and put to vote.

The votes were cast in accordance with voting instructions received and the results of the proxy voting for Ordinary Resolution 9 was as follows:

For		Against	
No. of units	%	No. of units	%
1,010,178,537	99.60	4,027,447	0.40

Based on the results of the proxy voting, the Chairman declared Ordinary Resolution 9 carried as an ordinary resolution.

"IT WAS RESOLVED that authority be and is hereby given to the Manager, to

- (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);
- (2) subject to such manner of calculation as may be prescribed by 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 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."

15. (ORDINARY RESOLUTION 10) – RENEWAL OF UNIT BUY-BACK MANDATE

The Chairman proposed the second special business related to the renewal of the Unit Buy-Back Mandate, which will allow the Manager to procure the repurchase of Units for and on behalf of SGR.

The Chairman informed the Meeting that subject to the unitholders' approval, the limit on the number of units which may be purchased or acquired under this mandate is 2.5% of the total number of issued units of SGR as at the date of this Meeting.

The resolution as set out in the Notice of AGM was proposed by the Chairman and put to vote.

The votes were cast in accordance with voting instructions received and the results of the proxy voting for Ordinary Resolution 10 was as follows:

For		Against	
No. of units	%	No. of units	%
1,011,712,884	99.82	1,821,600	0.18

Based on the results of the proxy voting, the Chairman declared Ordinary Resolution 10 carried as an ordinary resolution.

"IT WAS RESOLVED that

- (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."

16. (EXTRAORDINARY RESOLUTION 11) – APPROVAL FOR THE DISTRIBUTION REINVESTMENT PLAN (INCLUDING THE DRP SUPPLEMENT)

The Chairman informed the Meeting that Extraordinary Resolution 11 was to authorise the Manager of SGR to adopt:

- (a) the Distribution Reinvestment Plan which would provide unitholders of SGR with an option to make an election to receive distributions in the form of units instead of cash; and
- (b) to approve amendments to 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.

The Chairman informed the Meeting that subject to the unitholders' approval by the affirmative votes of more than 75% of the total votes cast on the resolution, this mandate would continue until such authority is revoked or varied by unitholders in a general meeting, on the terms and conditions set out in the letter to unitholders dated 25 September 2020.

The resolution as set out in the Notice of AGM was proposed by the Chairman and put to vote.

The votes were cast in accordance with voting instructions received and the results of the proxy voting for Extraordinary Resolution 11 was as follows:

For		Against	
No. of units	%	No. of units	%
1,012,353,384	99.82	1,832,600	0.18

Based on the results of the proxy voting, the Chairman declared Extraordinary Resolution 11 carried as an extraordinary resolution.

"IT WAS RESOLVED that

- (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)."

17. TERMINATION

There being no further business, the Chairman declared the Meeting closed at 11.47 a.m. and thanked everyone for their attendance by way of electronic means.

Confirmed:

Tan Sri Dato' (Dr) Francis Yeoh Sock Ping
CHAIRMAN OF THE MEETING