



HEKTAR REAL ESTATE INVESTMENT TRUST

(Established in Malaysia under the Trust Deed dated 5 October 2006 (as amended by the Supplemental Trust Deed dated 20 March 2012, Second Supplemental Deed to the Trust Deed dated 23 November 2016 and Amended and Restated Trust Deed dated 8 February 2021) entered into between Hektar Asset Management Sdn Bhd and MTrustee Berhad)

NOTICE OF UNITHOLDERS' MEETING

NOTICE IS HEREBY GIVEN an Extraordinary General Meeting ("EGM") of Hektar Real Estate Investment Trust ("Hektar REIT") will be conducted on a fully virtual basis at the Broadcast Venue at The Boardroom of Hektar Asset Management Sdn Bhd, D1-U3-10, Solaris Dutamas, No. 1 Jalan Dutamas 1, 50480 Kuala Lumpur, Wilayah Persekutuan on Monday, 15 January 2024 at 10.30 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY MTRUSTEE BERHAD, BEING THE TRUSTEE OF HEKTAR REIT OF A SINGLE, 1 ½, 2 AND 3-STOREY BUILDINGS WHICH ARE CATEGORISED INTO ADMINISTRATION, ACADEMIC, RESIDENTIAL AND STUDENT FACILITIES FORMING PART OF THE FULLY RESIDENTIAL AND CO-EDUCATIONAL PRIVATE SCHOOL KNOWN AS 'KOLEJ YAYASAN SAAD' ("KYS COLLEGE" OR THE "SUBJECT PROPERTY") LOCATED AT AYER KEROH, MELAKA AND ERECTED ON PART OF THE LEASEHOLD LAND HELD UNDER PN 62892, LOT 9808, MUKIM OF DURIAN TUNGGAL, DISTRICT OF ALOR GAJAH, STATE OF MELAKA FROM KYS COLLEGE SDN BHD AT THE PURCHASE CONSIDERATION OF RM150 MILLION ("PURCHASE CONSIDERATION"), TOGETHER WITH THE NOVATION OF THE LEASE AGREEMENT TO THE TRUSTEE ON THE COMPLETION OF THE ACQUISITION ("PROPOSED ACQUISITION AND LEASE")

"**THAT** subject to the passing of Ordinary Resolution 2 and Special Resolution 1, the fulfilment of all other conditions precedent under the conditional sale and purchase agreement dated 11 September 2023 between the MTrustee Berhad ("**Trustee**") and KYS College Sdn Bhd ("**KCSB**" or the "**Vendor**") ("**SPA**") (which was subsequently amended by the letter of variation dated 4 December 2023) and the approvals of all relevant authorities and/ or parties (where required) being obtained, approval be and is hereby given to the Trustee, for and on behalf of Hektar REIT, to acquire the Subject Property and its building system at the Purchase Consideration, in accordance with the terms and conditions of the SPA;

THAT subject to the completion of the acquisition of the Subject Property, approval be and is hereby given to the Trustee, for and on behalf of Hektar REIT, to enter into a deed of novation between the Vendor, Trustee and KYSA Education Sdn Bhd (being the existing operator of KYS College) ("**KESB**" or the "**Lessee**") for the novation of the lease from the Vendor to the Trustee. The Vendor had on 22 June 2023 leased the Subject Property to KESB;

AND THAT the board of directors of Hektar Asset Management Sdn Bhd ("**Board**"), being the management company of Hektar REIT ("**Manager**") and the Trustee be and are hereby authorised to do all such acts, deeds and things and to execute, enter into, sign and deliver any arrangements, guarantees and/ or documents as the Board and the Trustee deem fit, necessary, expedient and/ or appropriate in order to implement, finalise and/ or give full effect to and complete the Proposed Acquisition and Lease for and on behalf of Hektar REIT and in the best interest of Hektar REIT and where applicable, with full powers to assent to any terms, conditions, modifications, variations and/ or amendments as may be required by the relevant regulatory authorities or as the Board and the Trustee may deem fit, necessary, expedient and/ or appropriate to implement, finalise and/ or give full effect to and complete the Proposed Acquisition and Lease.

ORDINARY RESOLUTION 2

PROPOSED PLACEMENT OF UP TO 145,353,768 NEW UNITS IN HEKTAR REIT ("UNIT(S)") ("PLACEMENT UNIT(S)"), REPRESENTING UP TO 25% OF THE ISSUED UNITS TO THIRD PARTY INVESTORS ("PROPOSED PLACEMENT")

"**THAT** subject to the passing of Ordinary Resolution 1 and Special Resolution 1, and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board and the Trustee to allot and issue up to 145,353,768 Placement Units;

THAT the Placement Units will be priced at not more than 10% discount to the five-day volume weighted average market price ("**VWAP**") of Hektar REIT Units immediately preceding the price-fixing date(s) to be determined later, for such purpose and use of proceeds as set out in Part A, Section 3.6 of the circular to unitholders dated 21 December 2023 ("**Circular**");

THAT the Placement Units will, upon allotment and issuance, rank equally in all respects with the existing Units, save and except that the holders of new Units shall not be entitled to any distributable income, rights, benefits, entitlements and/ or any other forms of distributions that may be declared, made or paid to unitholders where the entitlement date of such distributions precedes the relevant date of allotment and issuance of the Placement Units;

AND THAT the Board and the Trustee be and are hereby authorised to do all such acts, deeds and things and to execute, enter into, sign and deliver any arrangements, guarantees and/ or documents as the Board and the Trustee deem fit, necessary, expedient and/ or appropriate in order to implement, finalise and/ or give full effect to and complete the Proposed Placement for and on behalf of Hektar REIT and in the best interest of Hektar REIT and where applicable, with full powers to assent to any terms, conditions, modifications, variations and/ or amendments as may be required by the relevant regulatory authorities or as the Board and the Trustee may deem fit, necessary, expedient and/ or appropriate to implement, finalise and/ or give full effect to and complete the Proposed Placement."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT TO THE INVESTMENT OBJECTIVES OF HEKTAR REIT TO FACILITATE THE PROPOSED ACQUISITION AND LEASE ("PROPOSED AMENDMENT")

"**THAT** subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2, and the requisite approval being obtained, approval be and is hereby given to the Manager to alter, modify, add and/ or delete the provisions in the Trust Deed dated 5 October 2006 (as amended by the Supplemental Trust Deed dated 20 March 2012, Second Supplemental Deed to the Trust Deed dated 23 November 2016 and Amended and Restated Trust Deed dated 8 February 2021) between the Manager and the Trustee constituting Hektar REIT, in the manner as set out in Part A, Section 4 of the Circular pursuant to the Proposed Amendment;

AND THAT the Board and the Trustee be and are hereby authorised to do all such acts, deeds and things and to execute, enter into, sign and deliver any arrangements, guarantees and/ or documents as the Board and the Trustee deem fit, necessary, expedient and/ or appropriate in order to implement, finalise and/ or give full effect to and complete the Proposed Amendment for and on behalf of Hektar REIT and in the best interest of Hektar REIT and where applicable, with full powers to assent to any terms, conditions, modifications, variations and/ or amendments as may be required by the relevant regulatory authorities or as the Board and the Trustee may deem fit, necessary, expedient and/ or appropriate to implement, finalise and/ or give full effect to and complete the Proposed Amendment."

By Order of the Board
HEKTAR ASSET MANAGEMENT SDN BHD

DATO' MUHAMMAD HAFIDZ BIN NURUDDIN (MAICSA 7005820) (SSM PC No.: 202008001132)
LIM SECK WAH (MAICSA 0799845) (SSM PC No.: 202008000054)
Joint Company Secretaries

Kuala Lumpur
21 December 2023

Notes:

1. A unitholder who is entitled to participate at the meeting is entitled to appoint not more than 2 proxies to participate instead of him. A proxy need not be a unitholder. Where a unitholder appoints 2 proxies, the appointments shall be invalid unless he specifies the proportions of his holding (expressed as a percentage of the whole) to be represented by each proxy.
2. Where a unitholder is a corporation, its duly authorised representative shall be entitled to participate at the meeting and shall be entitled to appoint another person (whether a unitholder or not) as its proxy to participate.
3. Where a unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than 2 proxies in respect of each securities account it holds in Units standing to the credit of the said securities account. Where a unitholder appoints 2 proxies, the appointments shall be invalid unless it specifies the proportions of its holdings (expressed as a percentage of the whole) to be represented by each proxy.
4. Where a unitholder is an exempt authorised nominee which holds Units in Hektar REIT for multiple beneficial owners in one account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of its attorney duly authorised in writing or if such appointor is a corporation either under its common seal or under the hand of an officer or attorney so authorised.
6. The instrument appointing a proxy shall be deposited at the office of Hektar REIT's Poll Administrator for the EGM, SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan no later than 48 hours before the time set for holding the EGM or at any adjournment thereof.
7. Only unitholders registered in the Record of Depositors as at 8 January 2024 shall be entitled to participate at the meeting or appoint proxy(ies) to participate on his behalf.
8. The meeting will be conducted on a fully virtual basis through live streaming and online remote voting via the Remote Participation and Voting ("**RPV**") facilities available on Securities Services e-Portal at <https://sshsb.net.my/>. Please refer to the procedures provided in the Administrative Guide for registration, participation and remote voting via the RPV facilities.



WHAT IS Securities Services e-Portal?

Securities Services e-Portal is an online platform that will allow both individual unitholders and body corporate unitholders through their appointed representatives, to -

- Submit proxy form electronically – paperless submission
- Register for remote participation and voting at meetings
- Participate in meetings remotely via live streaming
- Vote online remotely on resolution(s) tabled at meetings (referred to as “e-Services”).

The usage of the e-Portal is dependent on the engagement of the relevant e-Services by Hektar Real Estate Investment Trust and is by no means a guarantee of availability of use, unless we are so engaged to provide. **All users are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal.**

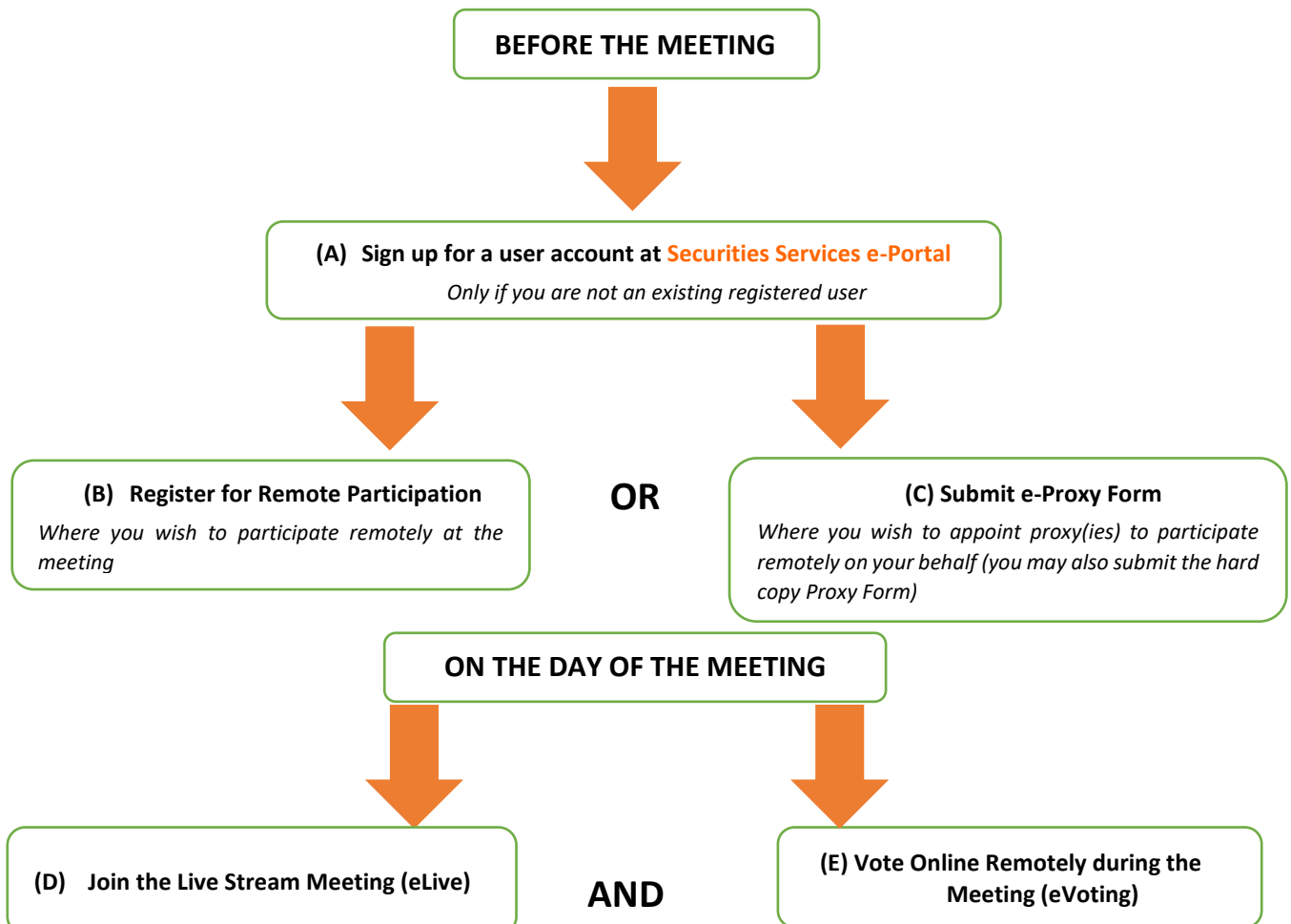
Please note that the e-Portal is best viewed on the latest versions of Chrome, Firefox, Edge and Safari.

REQUIRE ASSISTANCE?

Please contact Mr. Wong Piang Yoong (DID: +603 2084 9168) or Ms. Rachel Ou (DID: +603 2084 9161) or Cik. Nur Syazana (DID: +603 2084 9212) or Ms. Jasmine Lim (DID: +603 2084 9106) or our general line (DID: +603 2084 9000) to request for e-Services Assistance during our office hours on Monday to Friday from 8:30 a.m. to 12:15 p.m. and from 1:15 p.m. to 5:30 p.m. Alternatively, you may email us at eservices@sshb.com.my.

SUBMISSION OF QUESTIONS

Unitholders, proxies or corporate representatives may also submit questions before the EGM to the Chairman or Board of Directors electronically by email to eservices@sshb.com.my no later than Friday, 12 January 2024 at 10.30 a.m. or via real time submission of typed texts through a text box within SS e-Portal at <https://sshb.net.my/> before the start or during the live streaming of the EGM.



BEFORE THE MEETING

(A) Sign up for a user account at **Securities Services e-Portal**

<p>Step 1 Visit https://sshsb.net.my/</p> <p>Step 2 Sign up for a user account</p> <p>Step 3 Wait for our notification email that will be sent within one (1) working day</p> <p>Step 4 Verify your user account within seven (7) days of the notification email and log in</p>	<ul style="list-style-type: none"> We require 1 working day to process all user sign-ups. If you do not have a user account with the e-Portal, you will need to sign up for a user account by the deadlines stipulated below. Your registered email address is your User ID.
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To register for the meeting under (B), please sign up for a user account by 11 JANUARY 2024. To submit e-Proxy Form under (C) below, please sign up for a user account by 11 JANUARY 2024, failing which you may only be able to submit the hard copy proxy form.

This is a ONE-TIME registration only. If you already have a user account, please proceed to either (B) or (C) below.

(B) Register for Remote Participation at the Meeting

- Log in to <https://sshsb.net.my/> with your registered email and password.
- Look for **Hektar Real Estate Investment Trust** under Company Name and **EGM on 15 January 2024 at 10:30 a.m. – Registration for Remote Participation** under Corporate Exercise and click ">" to register for remote participation at the meeting.

- Step 1 Check if you are attending as –
- Individual unitholder
 - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate / authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the registration closing date and time above.*
- Step 2 Submit your registration.

- All unitholders must register for remote participation at the meeting and are **highly encouraged to register as early as possible and before the eLive access date and time [see (D) below]** in order to ensure timely access to the meeting. Access shall be granted only to eligible unitholders in accordance with the General Meeting Record of Depositors as at 8 January 2024.
- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- Your registration will apply to all the **CDS account(s)** of each individual unitholder / body corporate unitholder that you represent. If you are both an individual unitholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.
- As the meeting will be conducted on a virtual basis and only the Chairman and other essential individuals will be present at the broadcast venue, we highly encourage all unitholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.

(C) Submit e-Proxy Form

Meeting Date and Time	Proxy Form Submission Closing Date and Time
Monday, 15 January 2024 at 10:30 a.m.	Saturday, 13 January 2024 at 10:30 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password
- Look for **Hektar Real Estate Investment Trust** under Company Name and **EGM on 15 January 2024 at 10:30 a.m. – Submission of Proxy Form** under Corporate Exercise and click ">" to submit your proxy forms online for the meeting by the submission closing date and time above.

- Step 1 Check if you are submitting the proxy form as –
- Individual unitholder
 - Corporate or authorised representative of a body corporate
For body corporates, the appointed corporate / authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the proxy form submission closing date and time above.
- Step 2 Enter your CDS account number or the body corporate’s CDS account number. Then enter the information of your proxy(ies) and the proportion of your securities to be represented by your proxy(ies).
You may appoint the Chairman of the meeting as your proxy where you are not able to participate remotely.
- Step 3 Proceed to indicate how your votes are to be casted against each resolution.
- Step 4 Review and confirm your proxy form details before submission.
- A copy of your submitted e-Proxy Form can be accessed via **My Records** (refer to the left navigation panel).
 - You need to submit your e-Proxy Form for **every CDS account(s)** you have or represent.

PROXIES

All appointed proxies need not register for remote participation under (B) above but if they are not registered Users of the e-Portal, they will need to register as Users of the e-Portal under (A) above by 11 JANUARY 2024. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY. Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the unitholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted on a virtual basis.

ON THE DAY OF THE MEETING

Log in to <https://sshsb.net.my/> with your registered email and password

(D) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
Monday, 15 January 2024 at 10:30 a.m.	Monday, 15 January 2024 at 10:00 a.m.

➤ Look for **Hektar Real Estate Investment Trust** under Company Name and **EGM on 15 January 2024 at 10:30 a.m. – Live Stream Meeting** under Corporate Exercise and click “>” to join the meeting.

- The access to the live stream meeting will open on the abovementioned date and time.
- If you have any questions to raise, you may use the text box to transmit your question. The Chairman / Board / Management / relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.

(E) Vote Online Remotely during the Meeting (eVoting)

Meeting Date and Time	eVoting Access Date and Time
Monday, 15 January 2024 at 10:30 a.m.	Monday, 15 January 2024 at 10:30 a.m.

- If you are already accessing the Live Stream Meeting, click **Proceed to Vote** under the live stream player.
OR
- If are not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look for **Hektar Real Estate Investment Trust** under Company Name and **EGM on 15 January 2024 at 10:30 a.m. – Remote Voting** under Corporate Exercise and click “>” to remotely cast and submit the votes online for the resolutions tabled at the meeting.

Step 1 Cast your votes by clicking on the radio buttons against each resolution.

Step 2 Review your casted votes and confirm and submit the votes.

- The access to eVoting will open on the abovementioned date and time.
- Your votes casted will apply throughout all the CDS accounts you represent as an individual unitholder, corporate / authorised representative and proxy. Where you are attending as a proxy, and the unitholder who appointed you has indicated how the votes are to be casted, we will take the unitholder's indicated votes in the proxy form.
- The access to eVoting will close as directed by the Chairman of the meeting.
- A copy of your submitted e-Voting can be accessed via **My Records** (refer to the left navigation panel).