



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 THAT 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 Damanlela, 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.*