



SUNTEC REAL ESTATE INVESTMENT TRUST
(Constituted in the Republic of Singapore pursuant to
a trust deed dated 1 November 2004 (as amended))

Managed by

ESR TRUST MANAGEMENT (SUNTEC) LIMITED
(Company Registration No. 200410976R)
(As Manager of Suntec Real Estate Investment Trust (“Suntec REIT”))

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of the holders of units of Suntec Real Estate Investment Trust (“**Suntec REIT**”, and the holders of units of Suntec REIT, “**Unitholders**”) will be convened and held at Level 3 Summit 1, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on **Thursday, 17 April 2025 at 2.30 p.m. (Singapore Time)** to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Report of HSBC Institutional Trust Services (Singapore) Limited, as trustee of Suntec REIT (the “**Trustee**”), the Statement by ESR Trust Management (Suntec) Limited, as manager of Suntec REIT (the “**Manager**”), and the Audited Financial Statements of Suntec REIT for the financial year ended 31 December 2024 and the Auditors’ Report thereon.

(Ordinary Resolution 1)

2. To re-appoint Ernst & Young LLP as the External Auditors of Suntec REIT to hold office until the conclusion of the next AGM of Suntec REIT, and to authorise the Manager to fix their remuneration.

(Ordinary Resolution 2)

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following resolutions, with or without any modifications:

3. GENERAL MANDATE FOR THE ISSUE OF NEW UNITS AND/OR CONVERTIBLE SECURITIES

That authority be and is hereby given to the Manager to

- (a) (i) issue new units in Suntec REIT (“**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

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- (b) issue Units in pursuance of any Instrument made or granted by the Manager while this Ordinary Resolution was in force (notwithstanding that the authority conferred by this Ordinary Resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (A) the aggregate number of Units to be issued pursuant to this Ordinary Resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) shall not exceed fifty percent (50.0%) of the total number of issued Units (as calculated in accordance with sub-paragraph (C) below), of which the aggregate number of Units to be issued other than on a pro rata basis to Unitholders (including Units to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) shall not exceed twenty percent (20.0%) of the total number of issued Units (as calculated in accordance with sub-paragraph (C) below);
- (B) the Units to be issued other than on a pro rata basis to Unitholders shall only be issued as payment of asset management fees (including acquisition fee and divestment fee) in accordance with the trust deed constituting Suntec REIT trust deed dated 1 November 2004 (as amended from time to time) (the “**Trust Deed**”);
- (C) 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 (A) above, the total number of issued Units shall be based on the total number of issued Units at the time of the passing of this Ordinary Resolution, after adjusting for:
 - (i) any new Units arising from the conversion or exercise of any convertible securities or Unit options or vesting of Unit awards which were issued and are outstanding or subsisting as at the time of the passing of this Ordinary Resolution; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of Units;
- (D) in exercising the authority conferred by this Ordinary 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);
- (E) unless revoked or varied by the Unitholders in a general meeting, the authority conferred by this Ordinary Resolution shall continue being in force until (i) the conclusion of the next AGM of Suntec REIT or (ii) the date by which the next AGM of Suntec REIT is required by applicable laws and regulations or the Trust Deed to be held, whichever is earlier;
- (F) 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 Ordinary Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (G) 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 interest of Suntec REIT to give effect to the authority conferred by this Ordinary Resolution.

(Ordinary Resolution 3)

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4. GENERAL MANDATE FOR UNIT BUY-BACK

That:

- (a) the exercise of all the powers of the Manager to repurchase issued Units for and on behalf of Suntec REIT 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 Ordinary Resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of Suntec REIT is held;
 - (ii) the date by which the next annual general meeting of Suntec REIT is required by applicable laws and regulations or the Trust Deed to be held; or
 - (iii) the date on which repurchase(s) of Units pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated;
- (c) in this Ordinary 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 of the market repurchase or, as the case may be, the Date of the Making of the Offer pursuant to the off-market repurchase;

“**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 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 Ordinary 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 for both a 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 Suntec REIT to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

(Ordinary Resolution 4)

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5. OTHER BUSINESS

To transact such other business as may be transacted at an AGM.

BY ORDER OF THE BOARD
ESR Trust Management (Suntec) Limited
as manager of Suntec REIT

Low Mei Mei, Maureen
Ha Mui Ling
Company Secretaries

Singapore
25 March 2025

Notes

1. Arrangements for conduct of the AGM

The AGM is being convened, and will be held in a **wholly physical format** at Level 3 Summit 1, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on **Thursday, 17 April 2025 at 2.30 p.m. (Singapore Time)**. There will be **no option to participate virtually**.

Printed copies of this Notice of AGM dated 25 March 2025 ("**Notice of AGM**") and the proxy form (the "**Proxy Form**") will be sent to Unitholders. In addition, this Notice of AGM and the Proxy Form will also be made available to Unitholders by electronic means via publication on Suntec REIT's website at the URL <https://suntecreit.listedcompany.com/newsroom.html> and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

Arrangements relating to:

- (i) attending the AGM by Unitholders, including CPF and SRS investors, and (where applicable) duly appointed proxies;
- (ii) submitting questions to the Chairman of the AGM by Unitholders, including CPF and SRS investors, in advance of, or at, the AGM, and addressing of substantial and relevant questions in advance of, or at, the AGM; and
- (iii) voting at the AGM by Unitholders, including CPF and SRS investors, or (where applicable) duly appointed proxy(ies),

are set out below. Any reference to a time of day is made by reference to Singapore time.

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2. Attend in person at the AGM

Unitholders, including CPF and SRS investors, and (where applicable) duly appointed proxy(ies) will be able to attend the AGM in person.

They will first need to register personally at the registration counter(s) outside the AGM venue on the day of the event, and should bring along their NRIC/passport to enable the Manager to verify their identity for entry to, and (where applicable) be provided with a handheld device for electronic voting at, the physical AGM.

Registration will commence at **1.30 p.m. on Thursday, 17 April 2025**. Unitholders are advised not to attend the AGM if they are feeling unwell.

3. Questions and answers

Unitholders, including CPF and SRS investors, can submit questions in advance of, or at, the AGM.

Submission of questions in advance of the AGM

Unitholders, including CPF and SRS investors, can submit to the Chairman of the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM. Unitholders are encouraged to submit their questions promptly for these to be addressed. Such questions must be received by the Manager no later than **2.30 p.m. on Friday, 4 April 2025**, and can be submitted in the following manner:

- (i) by post to the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (ii) via email to the Manager at srs.teamd@boardroomlimited.com.

Unitholders, including CPF and SRS investors, who submit questions via email or by post must provide the following information:

- (1) the Unitholder's full name;
- (2) the Unitholder's address; and
- (3) the manner in which the Unitholder holds Units (e.g., via CDP, scrip, CPF or SRS).

Ask questions at the AGM

Unitholders, including CPF and SRS investors, and, where applicable, their duly appointed proxy(ies) can also ask the Chairman of the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.

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Addressing questions

The Manager will endeavour to address the substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) received from Unitholders by the Friday, 4 April 2025, 2.30 p.m. submission deadline by publishing the responses to such questions on Suntec REIT's website at the URL <https://suntecreit.listedcompany.com/newsroom.html> and the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>, prior to the AGM and by **Friday, 11 April 2025**.

Any substantial and relevant questions or follow-up questions received after the Friday, 4 April 2025, 2.30 p.m. 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.

Where substantially similar questions are received, the Manager will consolidate such questions and consequently, not all questions may be individually addressed.

The Manager will publish the minutes of the AGM on Suntec REIT's website and on SGXNET within one month after the AGM, and the minutes will include the responses to the substantial and relevant questions received from Unitholders which are addressed during the AGM.

4. Vote in person, or appoint proxy(ies) to vote, at the AGM

Unitholders can vote at the AGM themselves or through their duly appointed proxy(ies).

Voting 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 AGM.

Appointment of proxy(ies)

A Unitholder who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below. A proxy need not be a Unitholder.

A Unitholder who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such Unitholder's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the unitholding concerned to be represented by each proxy must be specified in the instrument appointing a proxy(ies).

A Unitholder who is a relevant intermediary is entitled to appoint more than one proxy to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder's instrument appointing a proxy(ies) appoints more than one proxy, the number of Units held in relation to which each proxy has been appointed must be specified in the instrument appointing a proxy(ies).

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A Unitholder who wishes to submit an instrument appointing a proxy(ies) must do so in the following manner:

- (a) if submitted by post, by completing and signing the Proxy Form, before lodging it at the office of the Unit Registrar at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) if submitted electronically, by completing and signing the Proxy Form, before attaching and sending a clear scanned PDF copy of it to the Unit Registrar at srs.proxy@boardroomlimited.com,

in each case, by **2.30 p.m. on Tuesday, 15 April 2025**, being 48 hours before the time fixed for the AGM.

Where an instrument appointing a proxy(ies) is executed by an attorney under a power of attorney or other authority on behalf of the appointor, or by a corporation under its common seal, such instrument appointing a proxy(ies) may only be submitted by post or via email using the Proxy Form.

Completion and submission of an instrument appointing a proxy(ies) 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 instrument appointing a proxy(ies) to the AGM.

CPF and SRS investors who wish to exercise their voting rights at the AGM can refer to paragraph 5 below, for more information.

5. Persons who hold Units through relevant intermediaries

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 vote on their behalf,

should contact the relevant intermediary through which they hold such Units as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

CPF and SRS investors:

- (A) may attend, speak and vote at the AGM if they are appointed as proxy(ies) 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 proxy(ies); or
- (B) (as an alternative to (A) above) 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 **2.30 p.m. on Monday, 7 April 2025**. 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.

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“relevant intermediary” means:

- (i) a banking corporation licensed under the Banking Act 1970, 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;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds Units in that capacity; or
- (iii) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953, 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.

6. Other information

- (a) The Annual Report and the appendix to this Notice of AGM dated 25 March 2025 (in relation to the proposed renewal of the unit buy-back mandate) (the “**Unit Buy-Back Appendix**”) may be accessed at Suntec REIT’s website as follows:
 - (i) the Annual Report may be accessed at the URL <https://suntecreit.listedcompany.com/ar.html> by clicking on the link for “Annual Report 2024”; and
 - (ii) the Unit Buy-Back Appendix dated 25 March 2025 may be accessed at the URL <https://suntecreit.listedcompany.com/agm-egm.html> by clicking on the link for “Notice of AGM, Unit Buy-Back Appendix and Proxy Form” under 2025 AGM Announcements.

Printed copies of the Annual Report and the Unit Buy-Back Appendix will not be sent to Unitholders.

Printed copies of the request form will be sent to Unitholders. Requests for a physical copy of the Annual Report and/or the Unit Buy-Back Appendix should be made by submitting the request form, in the following manner: (i) if submitted by post, be lodged at the office of the Manager at 5 Temasek Boulevard, #12-01, Suntec Tower 5, Singapore 038985; or (ii) if submitted electronically, be submitted via email to the Unit Registrar at srs.requestform@boardroomlimited.com in either case, by no later than **5.00 p.m. on Monday, 7 April 2025**.

- (b) The Manager may be required to change the arrangements for the AGM at short notice. Unitholders should check Suntec REIT’s website at the URL <https://suntecreit.listedcompany.com/newsroom.html> for the latest updates on the status of the AGM.

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PERSONAL DATA PRIVACY:

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, (b) registering for the AGM in accordance with this Notice of AGM, and/or (c) submitting any question to the Chairman of the AGM in advance of the AGM in accordance with this Notice of AGM, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager (or its agents or service providers) for the following purposes (collectively, "**Purposes**"); (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager (or its agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees to provide the Manager with written evidence of such prior consent upon reasonable request:

- (1) the processing, administration and analysis by the Manager and the Trustee (or their agents) of instruments appointing a proxy(ies) for the AGM (including any adjournment thereof);
- (2) the processing of the registration for purposes of verifying the status of Unitholders, granting access to Unitholders (or their duly appointed proxy(ies)) to the AGM and providing them with any technical assistance where necessary;
- (3) the addressing of relevant and substantial questions received from Unitholders in advance of the AGM and, if necessary, the following up with the relevant Unitholders in relation to such questions;
- (4) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (5) in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Explanatory Notes:

1) Ordinary Resolution 3 to be passed:

Ordinary Resolution 3 above, if passed, will empower the Manager to issue Units, to make or grant Instruments and to issue Units pursuant to such Instruments from the date of the AGM until (i) the conclusion of the next AGM of Suntec REIT or (ii) the date by which the next AGM of Suntec REIT is required by the applicable laws and regulations or the Trust Deed to be held, whichever is earlier, unless such authority is revoked or varied by the Unitholders in a general meeting. The aggregate number of Units which the Manager may issue (including Units to be issued pursuant to Instruments) under this Ordinary Resolution shall not exceed fifty percent (50.0%) of the total number of issued Units with a sub-limit of twenty percent (20.0%) for issues other than on a pro rata basis to Unitholders.

The Units to be issued other than on a pro rata basis shall only be issued as payment of asset management fees (including acquisition fee and divestment fee) in accordance with the Trust Deed.

For the purpose of determining the aggregate number of Units that may be issued, the total number of issued Units will be based on the total number of issued Units at the time Ordinary Resolution 3 is passed, after adjusting for (i) new Units arising from the conversion or exercise of any convertible securities or Unit options or vesting of Unit awards which were issued and are outstanding or subsisting at the time this Ordinary Resolution is passed and (ii) any subsequent bonus issue, consolidation or subdivision of Units.

Fund raising 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.

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2) Ordinary Resolution 4 to be passed:

Ordinary Resolution 4 above, if passed, will empower the Manager from the date of the AGM of Suntec REIT until (i) the date on which the next AGM of Suntec REIT is held, (ii) the date by which the next AGM of Suntec REIT 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 Suntec REIT not exceeding in aggregate 2.5% of the total number of Units as at the date of the passing of this Ordinary 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 Unit Buy-Back Appendix, unless such authority is revoked or varied by the Unitholders in a general meeting.