





# **Notice of Annual General Meeting**

KLCC PROPERTY HOLDINGS BERHAD 200401003073 (641576-U) (Incorporated in Malaysia) KLCC REAL ESTATE INVESTMENT TRUST
(A real estate investment trust constituted under the laws of Malaysia)

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting ("11th AGM") of KLCC Real Estate Investment Trust ("KLCC REIT") and the Twenty-First Annual General Meeting ("21st AGM") of KLCC Property Holdings Berhad (the "Company" or "KLCCP") will be conducted concurrently and entirely through live streaming from the broadcast venue at the Crystal Room, Level 2, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia ("Broadcast Venue") on Wednesday, 24 April 2024 at 10.30 a.m. for the following purposes:

#### A. KLCC REIT

#### **AS ORDINARY BUSINESS:**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 of KLCC REIT together with the Reports attached thereon.

(Please refer to Note 12)

#### **AS SPECIAL BUSINESS:**

To consider and if thought fit, to pass, with or without modifications, the following resolution:

2. Proposed Unitholders' Mandate to Issue New Units pursuant to Paragraph 6.59 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

"THAT pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of the relevant regulatory authorities, where such approval is required and subject to passing of Resolution VI of KLCCP, approval be and is hereby given to the Directors of KLCC REIT Management Sdn Bhd, the manager for KLCC REIT (the "Manager"), to issue new units in KLCC REIT ("New Units") from time to time to such persons and for such purposes and upon such terms and conditions as the Directors of the Manager may in their absolute discretion deem fit, provided that the number of New Units to be issued, when aggregated with the number of units in KLCC REIT issued during the preceding 12 months, must not exceed 10% of the total number of units issued of KLCC REIT for the time being and provided further that such corresponding number of new ordinary shares in KLCCP equal to the number of New Units shall be issued and every one New Unit shall be stapled to one new ordinary share upon issuance to such persons ("Proposed KLCC REIT Mandate") and the Directors of the Manager be and are hereby also empowered to obtain the approval for the listing of and quotation for such new stapled securities comprising ordinary shares in KLCCP stapled together with the units in KLCC REIT ("Stapled Securities") on the Main Market of Bursa Securities.

THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the unitholders held after the approval was given;
- (ii) the expiration of the period within which the next Annual General Meeting of the unitholders is required to be held after the approval was given; or
- (iii revoked or varied by resolution passed by the unitholders in a unitholders' meeting,

whichever is the earlier

THAT the New Units to be issued pursuant to the Proposed KLCC REIT Mandate shall, upon issue and allotment, rank *pari passu* in all respects with the existing units of KLCC REIT, except that the New Units will not be entitled to any income distribution, right, benefit, entitlement and/or any

other distributions, in respect of which the entitlement date is prior to the date of allotment of

THAT authority be and is hereby given to the Directors of the Manager and Maybank Trustees Berhad (the "**Trustee**"), acting for and on behalf of KLCC REIT, to give effect to the Proposed KLCC REIT Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of KLCC REIT and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Manager and the Trustee, acting for and on behalf of KLCC REIT, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed KLCC REIT Mandate."

**Resolution 1** 

### B. KLCCP

#### **AS ORDINARY BUSINESS:**

such New Units.

3. To receive the Audited Financial Statements for the financial year ended 31 December 2023 of the Company and the Reports of the Directors and Auditors thereon.

(Please refer to Note 14)

- 4. To re-elect the following Directors who retire pursuant to the Constitution of the Company:
  - (i) Tan Sri Ahmad Nizam bin Salleh
  - (ii) Datuk Md. Shah bin Mahmood
  - (iii) Puan Chong Chye Neo

Resolution I

Resolution II

Resolution III

5. To approve the payment of the following Directors' fees and benefits payable to Non-Executive Directors for the period commencing on the date immediately after the date of the 21st AGM up to the date of the next Annual General Meeting to be held in 2025 of the Company:

Category	Non-Executive Chairman	Non-Executive Directors
The Company	(RM per annum)	(RM per annum)
Directors' Retainer Fees Petrol Allowance	240,000 6,000	120,000 6,000
	(RM per attendance)	(RM per attendance)
Attendance fee/Tele-Conferencing fee	3,500	3,500
The Manager	(RM per attendance)	(RM per attendance)
Attendance fee/Tele-Conferencing fee	3,500	3,500

Resolution IV

6. To re-appoint Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix the Auditors' remuneration.

**Resolution V** 







# **Notice of Annual General Meeting**

#### **AS SPECIAL BUSINESS:**

To consider and if thought fit, to pass the following resolution:

7. Authority to Issue Shares of the Company pursuant to Sections 75 and 76 of the Companies Act. 2016

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of the relevant regulatory authorities, where such approval is required and subject to passing of Resolution 1 of KLCC REIT, the Directors of the Company be and are hereby authorised to issue ordinary shares in the capital of the Company ("New Ordinary Shares") from time to time to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the total number of such New Ordinary Shares to be issued, pursuant to this resolution, when aggregated with the total number of any such ordinary shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares of the Company for the time being (excluding any treasury shares) and provided further that such corresponding number of New Units in KLCC REIT equal to the number of New Ordinary Shares shall be issued and every one New Ordinary Share shall be stapled to one New Unit upon issuance to such persons ("Proposed KLCCP Mandate") and that the Directors be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new Stapled Securities on the Main Market of Bursa Securities.

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the New Ordinary Shares to be issued pursuant to the Proposed KLCCP Mandate shall, upon issue and allotment, rank *pari passu* in all respects with the existing ordinary shares of the Company, except that the New Ordinary Shares will not be entitled to any dividend, right, benefit, entitlement and/or any other distributions, in respect of which the entitlement date is prior to the date of allotment of such New Ordinary Shares.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed KLCCP Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed KLCCP Mandate."

8. To transact any other business for which due notice has been given.

Resolution VI



FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a holder of the Stapled Securities who shall be entitled to attend the 11<sup>th</sup> AGM of KLCC REIT and the 21<sup>st</sup> AGM of KLCCP ("AGMs") via Remote Participation and Voting facilities ("RPV"), the Manager and/or the Trustee and KLCCP shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Paragraph 17 of Schedule 1 of the Amended and Restated Trust Deed dated 3 September 2019 entered into between the Manager and the Trustee, Articles 76(1) and 76(2) of KLCCP's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 16 April 2024 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at the said meetings via RPV.

BY ORDER OF THE BOARD

**Lim Siew Mei** (SSM PC No. 201908001632) (MAICSA 7020355) **Hanida Hanum Jamon** (SSM PC No. 201908001412) (LS 0007099) Company Secretaries

Kuala Lumpur 29 February 2024

#### **Notes:**

#### 1. IMPORTANT NOTICE

The 11<sup>th</sup> AGM of KLCC REIT and 21<sup>st</sup> AGM of KLCCP will be conducted concurrently and entirely through live streaming from the Broadcast Venue. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting.

Holders of the Stapled Securities, proxy(ies) and corporate representatives **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the meetings.

Holders of the Stapled Securities are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, "participate") remotely at the 11<sup>th</sup> AGM of KLCC REIT and 21<sup>st</sup> AGM of KLCCP via the RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. through its TIIH Online website at <a href="https://tiih.online.">https://tiih.online.</a> Please follow the Procedures for RPV provided in the Administrative Details for the 11<sup>th</sup> AGM of KLCC REIT and 21<sup>st</sup> AGM of KLCCP and read Notes (2) to (11) below in order to participate remotely via RPV.

2. A holder of the Stapled Securities who is entitled to attend and vote at the meetings via RPV is entitled to appoint not more than 2 proxies to attend and, to vote in his/her stead. A proxy may but need not be a holder of the Stapled Securities. There shall be no restriction as to the qualification of the proxy. The holders may submit questions to the Board of Directors at <a href="https://tiih.online">https://tiih.online</a> to the AGMs or to use the query box to transmit questions to Board of Directors via RPV during live streaming.

- Where a holder of the Stapled Securities is an authorised nominee, it
  may appoint at least one proxy but not more than 2 proxies in respect
  of each securities account it holds with ordinary shares of the
  Company and units of KLCC REIT standing to the credit of the said
  securities account.
- 4. Where a holder of the Stapled Securities is an exempt authorised nominee who holds Stapled Securities for multiple beneficial owners in one securities 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- 5. Where a holder of the Stapled Securities or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the appointment shall be invalid unless he specifies the proportions of his/her holdings to be represented by each proxy.
- 5. A holder of the Stapled Securities who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at these AGMs via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <a href="https://tiih.online">https://tiih.online</a> Please follow the Procedures for RPV in the Administrative Details for the 11<sup>th</sup> AGM of KLCC REIT and 21<sup>st</sup> AGM of KLCCP.







# **Notice of Annual General Meeting**

7. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company and KLCC REIT not less than forty-eight (48) hours before the time appointed for holding the AGMs or adjourned general meetings at which the person named in the appointment proposes to vote:

#### (i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company and KLCC REIT at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

#### (ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company and KLCC REIT via **TIIH Online** website at <a href="https://tiih.online">https://tiih.online</a>. Kindly refer to Administrative Details on the procedures for electronic lodgement of proxy form via TIIH Online

- 8. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is Monday, 22 April 2024 at 10.30 a.m.
- 10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company and KLCC REIT at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGMs or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- 11. A corporate which is a holder of the Stapled Securities who has appointed a representative, please deposit the ORIGINAL certificate of appointment with the Share Registrar of the Company and KLCC REIT at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
  - (i) If the corporate holder of the Stapled Securities has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate holder of the Stapled Securities.
  - (ii) If the corporate holder of the Stapled Securities does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate holder (if any) and executed by:
    - (a) at least two (2) authorised officers, of whom one shall be a director; or
    - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate holder is incorporated.

#### **Explanatory Notes for Items on the Agenda**

#### 12. Explanatory Note for Item 1

This agenda item is meant for discussion only as in accordance with the provision of Paragraph 13.18(b) of the Guidelines on Listed Real Estate Investment Trusts, a formal approval on the Audited Financial Statements of KLCC REIT from the holders of Stapled Securities is not required. Hence, this item is not put forward to the holders of Stapled Securities for voting.

#### 13. Explanatory Note for Item 2

Subject to passing of Resolution VI of the Company, the proposed Resolution 1, if passed, will grant a renewed mandate to the Manager of KLCC REIT to issue New Units from time to time provided that the number of the New Units to be issued, when aggregated with the number of units issued during the preceding 12 months, must not exceed 10% of the total number of units issued of KLCC REIT for the time being and provided further that such corresponding number of New Ordinary Shares in the Company equal to the number of New Units shall be issued and every one New Unit shall be stapled to one New Ordinary Share upon issuance. The Proposed KLCC REIT Mandate, unless revoked or varied at a unitholders' meeting, will expire at the conclusion of the next AGM of unitholders of KLCC REIT.

The Proposed KLCC REIT Mandate will allow the Manager the flexibility to issue New Units to raise funds to finance future investments, acquisitions and capital expenditure to enhance the value of KLCC REIT and/or to refinance existing debt as well as for working capital purposes, subject to the relevant laws and regulations. With the Proposed KLCC REIT Mandate, delays and further costs involved in convening separate general meetings to approve such issue of units to raise funds can be avoided.

As at the date of this Notice, no New Units have been issued pursuant to the mandate granted to the Directors of the Manager at the  $10^{\rm th}$  AGM of KLCC REIT.

#### 14. Explanatory Note for Item 3

This agenda item is meant for discussion only as the provisions of Sections 248(2) and 340(1) of the Companies Act, 2016 do not require a formal approval of the holders of Stapled Securities for the Audited Financial Statements of the Company. Hence, this item is not put forward to the holders of Stapled Securities for voting.

#### 15. Explanatory Note for Item 4

Article 106 of the Company's Constitution provides that one-third of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company provided always that all Directors, shall retire from office once at least in each three years but shall be eligible for re-election at the AGM. A Director retiring at a meeting shall retain office until the conclusion of the meeting.

The Board recognises bona fides recommendation for shareholders' approval of the directors' re-election must be substantiated with the individual director performance and contribution. The results of the Board, Board Committees and Directors' Effectiveness Evaluation ("BEE") 2023 upon approval by the Board therefore form the basis thereof.

The Directors subject to retirement by rotation and eligible for re-election pursuant to the Constitution of the Company are Tan Sri Ahmad Nizam bin Salleh, Datuk Md. Shah bin Mahmood and Puan Chong Chye Neo. The Directors have offered themselves for re-election at the 21st AGM. Pursuant to the annual Fit and Proper ("FAP") assessment, the retiring Directors have met the fit and proper criteria prescribed in the FAP Policy. The Board has approved the recommendation of the Nomination and Remuneration Committee ("NRC") that the retiring Directors are eligible to stand for re-election based on the following:

- (a) Tan Sri Ahmad Nizam bin Salleh's chairmanship and leadership have cultivated a high-performance Board. Tan Sri Ahmad Nizam challenged status quo and fostered an open environment by actively listening to fellow Directors, valuing their input and encouraging their active participation in discussions. With diverse perspectives, he ensured the Board's decisions are equitable and aligned with the Company's best interests.
- (b) Datuk Md. Shah bin Mahmood has a wide range of skills and knowledge which enabled him to demonstrate excellent leadership by guiding strategic management initiatives and problem-solving to enhance KLCCP Stapled Group's values. Datuk Md. Shah ensured effective implementation of board decisions and maintained open communication with the Board. With extensive and broad knowledge of the Group's operations, Datuk Md. Shah consistently keeps the Board informed about crucial aspects of the Company's operations, ensuring timely and complete information sharing with the Board.
- (c) Puan Chong Chye Neo, the NRC Chairperson and a member of the Board Audit Committee, provided independent judgement and demonstrated fair and objective views in Board and Board Committees' meetings. With her information technology and digital literacy and both local and international experience, she constantly provides relevant input particularly on the Group's technological opportunities and risks.

The retiring Directors' profiles are set out in the Profiles of the Board of Directors of the Integrated Annual Report 2023 of KLCCP Stapled Group.

#### 16. Explanatory Note for Item 5

The holders of Stapled Securities at the last AGM held on 6 April 2023 approved the Non-Executive Directors' ("NEDs") fees and benefits as per the table disclosed in Item 5 above effective 7 April 2023 until the AGM of the Company to be held in 2024 i.e. 21st AGM ("Directors Remuneration 2023/2024").

A total of RM1,216,500.00 of Non-Executive Directors' fees and benefits were incurred for the Company for the financial year ended 31 December 2023 and the details of payment are stated in the NRC Report of the KLCCP Stapled Group Integrated Annual Report 2023 and Corporate Governance Report.

NRCs of the Company and the Manager (a wholly-owned subsidiary of the Company) had reviewed the Directors' Remuneration for the NEDs for the period commencing on the date immediately after the date of the 21st AGM up to the date of the next AGM to be held in 2025 and recommended that the said Directors' Remuneration shall remain unchanged as per Directors' Remuneration 2023/2024. The respective Boards of Directors of the Company and the Manager endorsed the respective NRCs' recommendations.

Resolution IV on the proposed Directors' fees and benefits to be approved by the holders of Stapled Securities is pursuant to Section 230(1)(b) of the Companies Act, 2016.

The members of the Board and Board Committees of the Manager are only remunerated for Attendance/Tele-Conferencing when the meetings of the Manager are held on a different date than the meetings of the Board and Board Committees of the Company.

#### 17. Explanatory Note for Item 6

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The Board of Directors of the Company at its meeting held on 7 February 2024 endorsed for the re-appointment of Ernst & Young PLT as External Auditors of the Company for the financial year ending 31 December 2024 be presented to the holders of Stapled Securities for approval. Based on the annual assessment conducted by Board Audit Committee of the Company on suitability, independence, objectivity and performance of external auditors, Ernst & Young PLT has met the criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Securities.

#### 18. Explanatory Note for Item 7

Subject to passing of Resolution 1 of KLCC REIT, the proposed Resolution VI, if passed, will grant a renewed mandate and provide flexibility for the Company to empower the Directors to issue New Ordinary Shares from time to time, provided that the total number of such New Ordinary Shares to be issued, when aggregated with the total number of any such ordinary shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares of the Company for the time being (excluding any treasury shares) should the need arise and provided further that such corresponding number of New Units equal to the number of New Ordinary Shares shall be issued and every one New Ordinary Share shall be stapled to one New Unit upon issuance.

In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of ordinary shares, the approval is a renewed mandate given to the Directors as the Board is always looking into prospective areas and seeking opportunities to broaden the operating base, increase earnings potential of the Company, raise funds to finance future investments, acquisitions and capital expenditure to enhance the value of the Company and/or to refinance existing debt as well as for working capital purposes which may involve the issue of new ordinary shares. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, the Company did not issue any New Ordinary Shares pursuant to the mandate granted to the Directors at its  $20^{\rm th}$  AGM.







# **Administrative Details**

# 11<sup>TH</sup> ANNUAL GENERAL MEETING OF KLCC REAL ESTATE INVESTMENT TRUST AND 21<sup>ST</sup> ANNUAL GENERAL MEETING OF KLCC PROPERTY HOLDINGS BERHAD

Date	Wednesday, 24 April 2024
Time	10.30 a.m.
Broadcast Venue	Crystal Room, Level 2, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre,
	50088 Kuala Lumpur, Malaysia.
Meeting Platform	TIIH Online website at https://tiih.online

#### MODE OF MEETING

The Eleventh Annual General Meeting ("11<sup>th</sup> AGM") of KLCC Real Estate Investment Trust ("KLCC REIT") and the Twenty-First Annual General Meeting ("21<sup>st</sup> AGM") of KLCC Property Holdings Berhad (the "Company" or "KLCCP") ("AGMs") will be conducted entirely through live streaming from the Broadcast Venue.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairperson of the meeting to be present at the main venue of the AGMs. The holders of Stapled Securities **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the AGMs.

#### REMOTE PARTICIPATION AND VOTING FACILITIES ("RPV")

The holders of Stapled Securities are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, "participate") remotely at the AGMs using Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its **TIIH Online** website at https://tiih.online.

The holders of Stapled Securities who appoint proxies to participate via RPV in the AGMs must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to Tricor no later than **Monday, 22 April 2024 at 10.30 a.m.** 

Corporate representatives of corporate members must deposit their original certificate of appointment of corporate representative to Tricor not later than **Monday, 22 April 2024 at 10.30 a.m.** to participate via RPV in the AGMs.

Attorneys appointed by power of attorney are to deposit their power of attorney with Tricor not later than **Monday, 22 April 2024 at 10.30 a.m.** to participate via RPV in the AGMs.

A holder of Stapled Securities who has appointed a proxy or attorney or authorised representative to participate at these AGMs via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at https://tiih.online.

As the 11<sup>th</sup> AGM of KLCC REIT and 21<sup>st</sup> AGM of KLCCP are virtual AGMs, the holders of Stapled Securities who are unable to participate in these AGMs may appoint the Chairman of the meetings as his/her proxy and indicate the voting instructions in the proxy form.



The holders of Stapled Securities/proxies/corporate representatives/attorneys who wish to participate the AGMs remotely using the RPV are to follow the requirements and procedures as summarised below:

Procedure	Action
BEFORE THE DAY OF AGMS	
(a) Register as a user with TIIH Online	<ul> <li>Using your computer, access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the "e-Services" select "Create Account by Individual Holder". Refer to the tutorial guide posted on the homepage for assistance.</li> <li>Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li> <li>If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.</li> </ul>
(b) Submit your request	<ul> <li>Registration is open from 29 February 2024 until the day of AGMs, Wednesday, 24 April 2024. Member(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the AGMs to ascertain their eligibility to participate in the AGMs using the RPV.</li> <li>Login with your user ID and password and select the corporate event: "(REGISTRATION) KLCC REIT AND KLCCP AGMS 2024".</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select "Register for Remote Participation and Voting".</li> <li>Review your registration and proceed to register.</li> <li>The system will send an e-mail to notify that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors as at 16 April 2024, the system will send you an e-mail after 22 April 2024 to approve or reject your registration for remote participation.</li> <li>(Note: Please allow sufficient time for the approval of new user of TIIH Online as well as the registration for RPV in order that you can login to TIIH Online and participate in the AGMs remotely).</li> </ul>
ON THE DAY OF THE AGMS (WI	
(c) Login to TIIH Online	<ul> <li>Login with your user ID and password for remote participation at the AGMs at any time from 9.30 a.m. i.e. one (1) hour before the commencement of the AGMs on Wednesday, 24 April 2024 at 10.30 a.m.</li> </ul>
(d) Participate through Live Streaming	<ul> <li>Select the corporate event: "(LIVE STREAM MEETING) KLCC REIT AND KLCCP AGMS 2024" to engage in the proceedings of the AGMs remotely.</li> <li>If you have any question for the Chairperson/Board, you may use the query box to transmit your question. The Chairperson/Board will endeavour to respond to questions submitted by remote participants during the AGMs.</li> </ul>
(e) Online Remote Voting	<ul> <li>Voting session commences from 10.30 a.m. on Wednesday, 24 April 2024 until a time when the Chairperson announces the completion of the voting session of the AGMs.</li> <li>Select the corporate event: "(REMOTE VOTING) KLCC REIT AND KLCCP AGMS 2024" or if you are on the live stream meeting page, you can select "GO TO REMOTE VOTING PAGE" button below the Query Box.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select the CDS account that represents your shareholdings.</li> <li>Indicate your votes for the resolutions that are tabled for voting.</li> <li>Confirm and submit your votes.</li> </ul>
(f) End of remote participation	<ul> <li>Upon the announcement by the Chairman on the closure of the AGMs, the Live Streaming will end.</li> </ul>







# **Administrative Details**

#### Note to users of the RPV:

- 1. Should your application to join the AGMs be approved, we will make available to you the rights to join the live streamed meetings and to vote remotely. Your login to **TIIH Online** on the day of meetings will indicate your presence at the virtual meetings.
- 2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- 3. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call Tricor Help Line at 011-40805616/011-40803168/011-40803169/011-40803170 for assistance or e-mail to <a href="mailto:tiih.online@my.tricorglobal.com">tiih.online@my.tricorglobal.com</a>. for assistance.

#### **GENERAL MEETING RECORD OF DEPOSITORS ("ROD")**

• Only a depositor whose name appears on the ROD as at **16 April 2024** shall be entitled to attend, speak and vote at the AGMs or appoint proxies to attend and/or vote on his/her behalf.

#### **PROXY**

- The AGMs will be conducted via virtual meeting, if you are unable to attend the meetings via RPV on Wednesday, 24 April 2024, you may appoint the Chairman of the meetings as proxy and indicate the voting instructions in the Proxy Form.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company and KLCC REIT not less than forty-eight (48) hours before the time appointed for holding the AGMs or adjourned general meetings at which the person named in the appointment proposes to vote:

#### (i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company and KLCC REIT at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

#### (ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company and KLCC REIT via **TIIH Online** website at <a href="https://tiih.online">https://tiih.online</a>. Kindly refer to Administrative Details on the procedures for electronic lodgement of proxy form via TIIH Online.

Last date and time for lodging the proxy form is Monday, 22 April 2024 at 10.30 a.m. Please do read and follow the
procedures to submit Proxy Form electronically below.



## **ELECTRONIC LODGEMENT OF PROXY FORM**

The procedures to lodge your proxy form electronically via Tricor's **TIIH Online** website are summarised below:

Proc	edure	Action
i.	Steps for Individual Sharehol	ders
	Register as a user with TIIH Online	<ul> <li>Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance.</li> <li>If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
()	Proceed with submission of Proxy Form	<ul> <li>After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li> <li>Select the corporate event: "KLCC REIT AND KLCCP AGMS 2024 - Submission of Proxy Form".</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li> <li>Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.</li> <li>Indicate your voting instructions - FOR or AGAINST, otherwise your proxy will decide your vote.</li> <li>Review and confirm your proxy(s) appointment.</li> <li>Print proxy form for your record.</li> </ul>
ii.	Steps for corporation or insti	itutional shareholders
	Register as a User with TIIH Online	<ul> <li>Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder".</li> <li>Complete the registration form and upload the required documents.</li> </ul>
		<ul> <li>Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> <li>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</li> </ul>
	Proceed with submission of Proxy Form	<ul> <li>Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>Select the corporate exercise name: "KLCC REIT AND KLCCP AGMS 2024: Submission of Proxy Form"</li> <li>Agree to the Terms &amp; Conditions and Declaration.</li> <li>Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein.</li> <li>Prepare the file for the appointment of proxies by inserting the required data.</li> <li>Submit the proxy appointment file.</li> <li>Login to TIIH Online, select corporate exercise name: "KLCC REIT AND KLCCP AGMS 2024 - Submission of Proxy Form".</li> <li>Proceed to upload the duly completed proxy appointment file.</li> </ul>
		<ul><li>Select "Submit" to complete your submission.</li><li>Print the confirmation report of your submission for your record.</li></ul>







## **Administrative Details**

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company and KLCC REIT at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGMs or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

A corporate which is a holder of the Stapled Securities who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company and KLCC REIT at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:

- (i) If the corporate holder of the Stapled Securities has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate holder of the Stapled Securities.
- (ii) If the corporate holder of the Stapled Securities does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate holder (if any) and executed by:
  - (a) at least two (2) authorised officers, of whom one shall be a director; or
  - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate holder is incorporated.

#### **Poll Voting**

- The Voting at the AGMs will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements.
- Shareholders can proceed to vote on the resolutions at any time from the commencement of the AGMs at 10.30 a.m but before the end of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from **TIIH Online** website at https://tiih.online.

 Upon completion of the voting session for the AGMs, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

# PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

The holders of Stapled Securities may submit questions for the Boards in advance of the AGMs via Tricor's TIIH Online website at <a href="https://tiih.online">https://tiih.online</a> by selecting "e-Services" to login, pose questions and submit electronically no later than **Monday, 22 April 2024 at 10.30 a.m.**. The Boards will endeavour to answer the questions received at the AGMs.

#### **RECORDING OR PHOTOGRAPHY**

By participating at the AGMs, you agree that no part of the AGMs proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronical, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

## **ANNUAL REPORT 2023**

- The Integrated Annual Report 2023 is available at the Company's website at <a href="https://www.klcc.com.my/investor-relations/annual\_report.html">https://www.klcc.com.my/investor-relations/annual\_report.html</a>.
- You may request for a printed copy of the Integrated Annual Report 2023 at <a href="https://tiih.online">https://tiih.online</a> by selecting "Request for Annual Report/Circular" under the "Investor Services". Nevertheless, we hope you would consider the environment before you decide to request for the printed copy.

### **ENQUIRY**

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

### Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299 Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com

Contact persons	Telephone Number
Mr. Jake Too	+603-2783 9285
En. Aiman Nuri	+603-2783 9262

# **Proxy Form**



No. of Stapled Securities held	CDS Account No. (For Nominee Account Only)

KLCC PROPERTY HOLDINGS BERHAD 200401003073 (641576-U) (Incorporated in Malaysia)

KLCC REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted under the laws of Malaysia)

	(Full Name	e as per NRIC/Certificate of Incorporation)	
Company No./NRIC	No. (new)	(old)	
of			
		(Full Address)	
	TMENT TRUST ("KLCC REIT"), F	of KLCC PROPERTY HOLDINGS BERHAD ("Company" or "KLCCP") a hereby appoint:	
Full Name (in block letters)		Proportion of sharehold	dings
NRIC/Passport No.		No. of Stapled Securities	%
		No. of Stapled Securities	%
No.		No. of Stapled Securities	%
No.		No. of Stapled Securities	%
No.	delete as appropriate)	No. of Stapled Securities	%
No. Address  * and/or failing him (*	delete as appropriate)	No. of Stapled Securities	%
No.  Address  and/or failing him (*	delete as appropriate)	No. of Stapled Securities  Proportion of sharehold	
No. Address  * and/or failing him (* 2. PROXY "B"  Full Name	delete as appropriate)		

or failing him/them, the CHAIRMAN OF THE MEETINGS as \*my/our \*proxy/proxies to vote for \*me/us and on \*my/our behalf at the Eleventh Annual General Meeting ("11<sup>th</sup> AGM") of KLCC REIT and the Twenty First Annual General Meeting ("21<sup>st</sup> AGM") of the Company to be conducted concurrently and entirely through live streaming from the broadcast venue at the **Crystal Room, Level 2, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia ("Broadcast Venue")** on **Wednesday, 24 April 2024** at **10.30 a.m.** and at any adjournment thereof.

Please indicate with an "X" in the appropriate box against each resolution how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he/she thinks fit, or at his/her discretion, abstain from voting.

	Daniel diam	PRC	XY "A"	PRO	XY "B"
	Resolution	For	Against	For	Against
KLCC REIT				•	
Proposed unitholders' mandate to issue new units pursuant to Paragraph 6.59 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad	1				
KLCCP					
Re-election of Tan Sri Ahmad Nizam bin Salleh	I				
Re-election of Datuk Md. Shah bin Mahmood	II				
Re-election of Puan Chong Chye Neo	III				
Directors' fees and benefits payable to Non-Executive Directors for the period commencing on the date immediately after the date of the 21st AGM up to the date of the next Annual General Meeting to be held in 2025 of the Company	IV				
Re-appointment of Ernst & Young PLT as Auditors and to authorise the Directors to fix the Auditors' remuneration	V				
Authority to issue shares of the Company pursuant to Sections 75 and 76 of the Companies Act, 2016	VI				

Signature of holder(s) of the Stapled Securities or Common Seal

Contact Number	

Dated

<sup>\*</sup> Strike out whichever is not desired.

Fold here

Affix Stamp Here

Share Registrar

#### Tricor Investor & Issuing House Services Sdn Bhd 197101000970 (11324-H)

Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur

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#### NOTES:

#### 1. IMPORTANT NOTICE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which require the Chairperson of the meeting to be present at the main venue of the meeting.

Holders of the Stapled Securities, proxy(ies) and corporate representatives **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the meetings.

Holders of the Stapled Securities are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, "participate") remotely at the 11<sup>th</sup> AGM of KLCC REIT and 21<sup>st</sup> AGM of KLCCP via the RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. through its **TIIH Online** website at <a href="https://tiih.online">https://tiih.online</a>. **Please follow the Procedures for RPV provided in the Administrative Details for the 11<sup>th</sup> AGM of KLCC REIT and 21<sup>st</sup> AGM of KLCCP and read Notes (2) to (11) below in order to participate remotely via RPV.** 

- 2. A holder of the Stapled Securities who is entitled to attend and vote at the meetings via RPV is entitled to appoint not more than 2 proxies to attend and, to vote in his stead. A proxy may but need not be a holder of the Stapled Securities. There shall be no restriction as to the qualification of the proxy. The holders may submit questions to the Board of Directors at <a href="https://tiih.online">https://tiih.online</a> to the AGMs or to use the query box to transmit questions to Board of Directors via RPV during live streaming.
- 3. Where a holder of the Stapled Securities is an authorised nominee, it may appoint at least one proxy but not more than 2 proxies in respect of each securities account it holds with ordinary shares of the Company and units of KLCC REIT standing to the credit of the said securities account.
- 4. Where a holder of the Stapled Securities is an exempt authorised nominee which holds Stapled Securities for multiple beneficial owners in one securities 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- 5. Where a holder of the Stapled Securities or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the appointment shall be invalid unless he specifies the proportions of his/her holdings to be represented by each proxy.
- 6. A holder of the Stapled Securities who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at these AGMs via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <a href="https://tiih.online">https://tiih.online</a>. Please follow the Procedures for RPV in the Administrative Details for the 11<sup>th</sup> AGM of KLCC REIT and 21<sup>st</sup> AGM of KLCCP.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company and KLCC REIT not less than forty-eight (48) hours before the time appointed for holding the AGMs or adjourned general meeting at which the person named in the appointment proposes to vote:

### (i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company and KLCC REIT at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

#### (ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company and KLCC REIT via **TIIH Online** website at https://tiih.online. Kindly refer to the Administrative Details on the procedures for electronic lodgement of proxy form via **TIIH Online**.

- 8. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- 9. Last date and time for lodging the proxy form is **Monday, 22 April 2024 at 10.30 a.m.**.
- 10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company and KLCC REIT at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGMs or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- 11. A corporate which is a holder of the Stapled Securities who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company and KLCC REIT at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
  - (i) If the corporate holder of the Stapled Securities has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate holder of the Stapled Securities.
  - (ii) If the corporate holder of the Stapled Securities does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate holder (if any) and executed by:
    - (a) at least two (2) authorised officers, of whom one shall be a director; or
    - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate holder is incorporated.
- 12. For the purpose of determining a holder of the Stapled Securities who shall be entitled to attend the 11<sup>th</sup> AGM of KLCC REIT and the 21<sup>st</sup> AGM of the Company via RPV, KLCC REIT Management Sdn Bhd ("Manager") and/or Maybank Trustees Berhad ("Trustee") and the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Paragraph 17 of Schedule 1 of the Amended and Restated Trust Deed dated 3 September 2019 entered into between the Manager and the Trustee, Articles 76(1) and 76(2) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at **16 April 2024** and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at the said meetings via RPV.