

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, solicitor, accountant, bank manager or other professional adviser immediately.

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SUNWAY[®]

REIT

SUNWAY REAL ESTATE INVESTMENT TRUST

(Established in Malaysia under a deed dated 20 May 2010, a supplemental deed dated 10 June 2010 and an amended and restated deed dated 18 September 2018 entered into between Sunway REIT Management Sdn Bhd and RHB Trustees Berhad, both companies incorporated in Malaysia)
(Stock Code: 5176)

Managed by
SUNWAY REIT MANAGEMENT SDN BHD
(Company No.: 806330-X)
(Incorporated in Malaysia)

CIRCULAR TO UNITHOLDERS

**IN RELATION TO
THE PROPOSED RENEWAL OF UNITHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

AND

EXTRACT OF THE NOTICE OF 7TH ANNUAL GENERAL MEETING

The resolution for the above proposal will be tabled at the 7th Annual General Meeting of Sunway Real Estate Investment Trust ("**Sunway REIT**") ("**7th AGM**"). The notice of the 7th AGM together with the Proxy Form are set out in the 2019 Annual Report of Sunway REIT. The 7th AGM will be held as follows:

Date and time : Wednesday, 2 October 2019 at 3:00 pm

Venue : Grand Congress, Level 12, Sunway Resort Hotel & Spa, Persiaran Lagoon, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia

Details of lodging the Proxy Form:

Last date and time : Tuesday, 1 October 2019 at 3:00 pm
for lodgement

To be deposited at : Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia

The lodging of the Proxy Form will not preclude you from attending and voting in person at the 7th AGM should you subsequently wish to do so.

This Circular is dated 30 August 2019

DEFINITIONS

The following abbreviations and definitions shall apply throughout this Circular unless the context otherwise requires:

Act	: Companies Act 2016 and includes any amendments thereto from time to time
Active Equity	: Active Equity Sdn Bhd (Company No.: 92492-K)
Adrian Cheah	: Adrian Cheah Yean Sun
AGM	: Annual General Meeting
Authorised Investments	: The following investments in which Sunway REIT may invest, subject to the provisions of the Listed REIT Guidelines: (a) real estate; (b) non-real estate assets; (c) cash, deposits and money market instruments; and (d) any other investment not covered by paragraph (a) to (c) above but as otherwise permitted by the SC.
Board	: Board of Directors of the Manager
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (Company No.: 165570-W)
Bursa Securities	: Bursa Malaysia Securities Berhad (Company No.: 635998-W)
CMSA	: Capital Markets and Services Act 2007 and includes any amendments thereto from time to time
Circular	: This Circular dated 30 August 2019 in relation to the Proposed Renewal of RRPT Mandate
Deed	: The deed dated 20 May 2010, the supplemental deed dated 10 June 2010, and the amended and restated deed dated 18 September 2018 entered into between the Manager and the Trustee constituting Sunway REIT, as amended, varied or supplemented from time to time
Director	: (i) director or chief executive of the Manager; (ii) shall have the meaning given in Section 2(1) of the CMSA; and (iii) for the purpose of the Proposed Renewal of RRPT Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or chief executive of the Manager
EPS	: Earnings per share
Evan Cheah	: Evan Cheah Yean Shin
FYE	: Financial year ending, or when the context requires, financial year ended

- Listed REIT Guidelines : Guidelines on Listed REITs issued by the SC and includes any amendments thereto from time to time
- Listing Requirements : Main Market Listing Requirements issued by Bursa Securities and includes any amendments thereto from time to time
- LPD : 31 July 2019, being the latest practicable date before the printing of this Circular
- Major Shareholder : (i) A person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is:
 (a) 10% or more of the total number of voting shares in the corporation; or
 (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.
- For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8(4) of the Act; and
- (ii) For the purpose of the Proposed Renewal of RRPT Mandate, a major shareholder includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Manager
- Major Unitholder : (i) A person who has an interest or interests in one or more units in a unit trust scheme and the number or aggregate number of those units is:
 (a) 10% or more of the total number of the units in the unit trust scheme; or
 (b) 5% or more of the total number of the units in the unit trust scheme where such person is the largest unitholder of the unit trust scheme.
- For the purpose of this definition, “interest in units” has the meaning given in section 4 of the CMSA; and
- (ii) For the purpose of the Proposed Renewal of RRPT Mandate, a major unitholder includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major unitholder of Sunway REIT
- Manager : Sunway REIT Management Sdn Bhd (Company No.: 806330-X)
- NAV : Net asset value
- Person Connected : In relation to a Director, Major Shareholder or Major Unitholder, means, such person who falls under any one of the following categories:
 (i) a family member of the Director, Major Shareholder or Major Unitholder;
 (ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Director, Major Shareholder or Major Unitholder, or a

	family member of the Director, Major Shareholder or Major Unitholder, is the sole beneficiary;
	(iii) a partner of the Director, Major Shareholder or Major Unitholder;
	(iv) a person, or where the person is a body corporate, the body corporate or its directors, who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director, Major Shareholder or Major Unitholder;
	(v) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the Director, Major Shareholder or Major Unitholder is accustomed or is under an obligation, whether formal or informal, to act;
	(vi) a body corporate in which the Director, Major Shareholder or Major Unitholder, or persons connected with them are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
	(vii) a body corporate which is a related corporation of the Director, Major Shareholder or Major Unitholder
PDP	: Project delivery partner(s) appointed for a project with responsibilities, including but not limited to, to advise, coordinate, manage and deliver on the planning, design, value engineering, construction, tender and award to sub-contractors, from pre-construction stage to defect liability period
Proposed Renewal of RRPT Mandate	: Proposed renewal of unitholders' mandate for RRPT as set out in Section 2.3 of this Circular
Puan Sri Susan Cheah	: Puan Sri Datin Seri (Dr) Susan Cheah Seok Cheng
REIT	: Real Estate Investment Trust
Related Party	: The Manager, Trustee, Director, Major Shareholder, Major Unitholder, or Person Connected with any of the aforesaid persons
RM	: Ringgit Malaysia
RPT	: A transaction entered into by Sunway REIT which involves the interest, direct or indirect, of a Related Party
RRPT	: RPT which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of Sunway REIT
Sarena Cheah	: Sarena Cheah Yean Tih, <i>s.m.s.</i> , Director of the Manager and Sunway
SC	: Securities Commission Malaysia
SRH	: Sunway REIT Holdings Sdn Bhd (Company No.: 512091-U)
Sunway	: Sunway Berhad (Company No.: 921551-D)

Sunway Group	: Sunway, its subsidiaries and jointly controlled entities (incorporated and unincorporated)
Sunway REIT	: Sunway Real Estate Investment Trust
Sunway Technology Group	: Sunway Technology Sdn Bhd (Company No.: 210079-H), its subsidiaries and associated companies
SWC	: Sungei Way Corporation Sdn Bhd (Company No.: 18105-V)
Tan Sri Jeffrey Cheah	: Tan Sri Dato' Seri Dr Jeffrey Cheah Fook Ling AO
Trustee	: RHB Trustees Berhad (Company No.: 573019-U)

PRESENTATION OF INFORMATION

All references to “**you**” in this Circular are to unitholders of Sunway REIT.

Unless specifically referred to, words denoting the singular shall, if applicable, include the plural and vice versa and words denoting the masculine gender shall, if applicable, include the feminine and/or neuter genders and vice versa.

References to persons shall include corporations, unless otherwise specified.

Any references in this Circular to the provisions of any enactment, statute, rules, regulation, rules of stock exchange or guideline shall (when the context admits) be construed as a reference to the provisions of such enactment, statute, rules, regulation, or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments to the enactment, statute, rules, regulation, rules of stock exchange or guideline for the time being in force.

Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Certain amounts and percentage figures included herein have been subject to rounding adjustments. Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof, are due to rounding.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board of Manager after due inquiry, which are nevertheless subject to known or unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from anticipated results, performance or achievements expressed or implied in such forward-looking statements. Hence, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that Sunway REIT's plans and objectives will be achieved.

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SUNWAY[®]

REIT

SUNWAY REAL ESTATE INVESTMENT TRUST

(Established in Malaysia under the Deed)

**Registered office of the
Manager:**

Level 16, Menara Sunway
Jalan Lagoon Timur
Bandar Sunway
47500 Subang Jaya
Selangor Darul Ehsan
Malaysia

30 August 2019

Board of the Manager:

Tan Sri Ahmad Bin Mohd Don *(Chairman, Independent Non-Executive Director)*
Dato' Jeffrey Ng Tiong Lip *(Chief Executive Officer, Non-Independent Executive Director)*
Elvin A/L Bertly Luke Fernandez *(Senior Independent Non-Executive Director)*
Sarena Cheah Yean Tih, S.M.S. *(Non-Independent Non-Executive Director)*
Ng Sing Hwa *(Non-Independent Non-Executive Director)*
Tengku Nurul Azian Binti Tengku Shahrman *(Independent Non-Executive Director)*
Yeo Kar Peng *(Independent Non-Executive Director)*

To the Unitholders

Dear Sir/Madam,

PROPOSED RENEWAL OF RRPT MANDATE

1. INTRODUCTION

At the 6th AGM held on 26 September 2018, Sunway REIT had procured your approval to enter into those transactions which are recurrent, of a revenue or trading nature and which are necessary for day-to-day operations of Sunway REIT as set out in Section 2.3 below, with the Related Parties ("**Unitholders' Mandate**"). The Unitholders' Mandate will be in force until the conclusion of the forthcoming 7th AGM, unless the mandate is renewed.

On 8 August 2019, the Board announced that Sunway REIT intends to seek your approval for the Proposed Renewal of RRPT Mandate at its forthcoming 7th AGM.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED RENEWAL OF RRPT MANDATE AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF RRPT MANDATE TO BE TABLED AT THE FORTHCOMING 7TH AGM. THE NOTICE OF THE 7TH AGM AND THE PROXY FORM ARE ENCLOSED IN THE 2019 ANNUAL REPORT OF SUNWAY REIT.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX I CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF RRPT MANDATE TO BE TABLED AT THE FORTHCOMING 7TH AGM.

2. PROPOSED RENEWAL OF RRPT MANDATE

2.1 Details of the Proposed Renewal of RRPT Mandate

In view of the expiry of the Unitholders' Mandate at the conclusion of the forthcoming 7th AGM, Sunway REIT proposes to seek a renewal of RRPT mandate from you subject to, among others, the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;
- (ii) the Proposed Renewal of RRPT Mandate is subject to annual renewal and disclosure is made in the annual report of Sunway REIT of the aggregated value of transactions conducted pursuant to the Proposed Renewal of RRPT Mandate;
- (iii) the interested Directors and interested Major Unitholders must not vote on the resolution pertaining to the Proposed Renewal of RRPT Mandate. The interested Directors and interested Major Unitholders must also ensure that Persons Connected with them abstain from voting on the resolution approving the Proposed Renewal of RRPT Mandate; and
- (iv) the Manager shall immediately announce to Bursa Securities when the actual value of a RRPT entered into by Sunway REIT, exceeds the estimated value of the RRPT disclosed in this Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in the announcement.

Upon your approval for the resolution pertaining to the Proposed Renewal of RRPT Mandate being obtained pursuant to the above, the provisions of Paragraph 10.08 of the Listing Requirements in relation to the RRPT set out in Section 2.3 of this Circular will not be applicable to Sunway REIT.

The disclosures pertaining to those RRPT will be made in the annual report of Sunway REIT pursuant to the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT entered into during the financial year, amongst others, based on the following information:

- (i) the type of the RRPT made; and
- (ii) the names of the Related Parties involved in each type of the RRPT made and their relationship with Sunway REIT.

2.2 Key investment objective of Sunway REIT and principal activities of Related Parties

The key investment objective of Sunway REIT is to provide unitholders with exposure to a diverse portfolio of Authorised Investments that will provide stable cash distributions with the potential for sustainable growth in NAV per unit.

The principal activities of the Related Parties are as follows:

	Related Party	Principal Activities
(i)	Sunway Group	Investment holding and provision of management services. Sunway, through its group of companies, is involved in the businesses of property development, property investment, real estate investment, construction, hospitality,

	Related Party	Principal Activities
		leisure, healthcare, trading and manufacturing, building materials and quarry.
(ii)	Sunway Technology Group	Investment holding; trading in computer hardware and software and related components; software developers, consultants and advisors and provision of other computer software services; and provision of training, information technology and consultancy services.

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2.3 Details of RRPT contemplated under the Proposed Renewal of RRPT Mandate

The details of the RRPT entered into or to be entered into by Sunway REIT with Related Party under the Proposed Renewal of RRPT Mandate are as follows:

No.	Transacting parties	Related Parties and nature of their relationship	Nature of RRPT	Previous estimated value during the validity period ⁽¹⁾ (RM'000)	Actual value transacted, from the 6 th AGM up to the LPD (RM'000)	New estimated value during the new validity period ⁽²⁾ (RM'000)
(i)	Sunway Group	Tan Sri Jeffrey Cheah and Sarena Cheah are Directors and Major Shareholders of Sunway as well as directors in several subsidiaries of Sunway. Evan Cheah is a Major Shareholder of Sunway as well as director in several subsidiaries of Sunway. Adrian Cheah is a Major Shareholder of Sunway and a director of a subsidiary of Sunway. Puan Sri Susan Cheah, Active Equity and SWC are the Major Shareholders of Sunway. SRH, a wholly-owned subsidiary of Sunway City Sdn Bhd which is in turn a wholly-owned subsidiary of Sunway.	Income from rental of premises/properties** and utilities charges Interest income earned from investment in money market Construction and related services*, foundation and geotechnical engineering and mechanical, electrical plumbing and related services Interior decorations, design and related services, and renovation works Property project consultancy, management and related services	300,000 5,000 # #	126,663 698 28,718 40,734	300,000 5,000 # #

No.	Transacting parties	Related Parties and nature of their relationship	Nature of RRPT	Previous estimated value during the validity period ⁽¹⁾ (RM'000)	Actual value transacted, from the 6 th AGM up to the 6 th LPD (RM'000)	New estimated value during the new validity period ⁽²⁾ (RM'000)
		Jeffrey Cheah, Puan Sri Susan Cheah, Sarena Cheah, Evan Cheah, Adrian Cheah, Active Equity and SWC are the Major Unitholders of Sunway REIT. Sarena Cheah is a Director of the Manager.	Retail consultancy, management and related services	#	663	#
			Building facilities management, maintenance, and related services	#	2,334	#
			Purchase of hardware, building materials and other related construction materials	#	31	#
			Management fee and related services	55,000	36,047	55,000
			Marketing, advertising and promotion, leasing and other related charges and services	10,000	2,989	23,000
			Security and related services	2,000	607	2,000
			Service fee for finance, human resources, information technology and related services	3,000	1,079	3,000

No.	Transacting parties	Related Parties and nature of their relationship	Nature of RRPT	Previous estimated value during the validity period ⁽¹⁾ (RM'000)	Actual value transacted, from the 6 th AGM up to the LPD (RM'000)	New estimated value during the new validity period ⁽²⁾ (RM'000)
			Provision of hotel and related services	1,000	68	
			Provision of ticketing and tour related services	500	123	1,000
			Provision of recreational club and theme park facilities	100	-	
			Investment in money market	300,000	50,000	300,000
(ii)	Sunway Technology Group	Tan Sri Jeffrey Cheah and Evan Cheah are Directors of Sunway Technology Sdn Bhd. Evan Cheah is also a Director in several subsidiaries of Sunway Technology Sdn Bhd. Tan Sri Jeffrey Cheah is a Major Shareholder of Sunway Technology Group. Sarena Cheah, Evan Cheah and Adrian Cheah have deemed interests in Sunway Technology Group via a corporation where they have more than 20% equity	Income from rental of premises/properties** and utilities charges	2,000	458	2,000
			Computer products, software development, support, maintenance and consultancy services for information technology software and hardware	#	2,630	#

No.	Transacting parties	Related Parties and nature of their relationship	Nature of RRPT	Previous estimated value during the validity period ⁽¹⁾ (RM'000)	Actual value transacted, from the 6 th AGM up to the LPD (RM'000)	New estimated value during the new validity period ⁽²⁾ (RM'000)
		<p>interest in Sunway Technology Group. Sarena Cheah, Evan Cheah and Adrian Cheah are the children of Tan Sri Jeffrey Cheah.</p> <p>Tan Sri Jeffrey Cheah, Sarena Cheah, Evan Cheah and Adrian Cheah are the Major Unitholders of Sunway REIT. Sarena Cheah is a Director of the Manager.</p>				

Notes:

The estimated value of the transactions cannot be determined as the transactions are on project-by-project basis.

* Includes, *inter alia*, construction of civil and building works, contracting in mechanical, electrical and engineering works, prefabricated construction of building and civil works, precast concrete building contracts and piling contracts.

** The tenures of the premises/properties (and such other new properties that may be rented out to/by Sunway REIT) are of varying lengths and the rental payment is on a monthly basis.

(1) Validity period refers to the period from the date of the 6th AGM until 2 October 2019.

(2) New validity period refers to the period from the date of the forthcoming 7th AGM until the next AGM.

2.4 Amount due to Sunway REIT by Related Parties

As at the LPD, the breakdown and ageing analysis of outstanding amount due and owing to Sunway REIT by Related Parties pursuant to the RRPT referred to in Section 2.3 of this Circular, which exceeded the credit term for the following periods, are as follows:

Principal Sum (RM'000)	Late Payment Interest (RM'000)	Total Out-standing Amount (RM'000)	Ageing Analysis (RM'000)			
			≤ 1 year	> 1 years to 3 years	> 3 years to 5 years	> 5 years
315	62	377	377	-	-	-

A late payment interest of approximately RM62,000 was charged on the outstanding amount owing by the Related Parties. The Manager has and will continue to discuss with the Related Parties to actively pursue for early settlement of the outstanding amount due. The Board is of the opinion that there will be no recoverability issue as the overdue amount is closely monitored by the Manager and the Manager is optimistic that the amount is recoverable.

2.5 Review procedures in relation to RRPT

The Manager has established procedures for Sunway REIT to ensure that the RRPT are undertaken on an arm's length basis, on Sunway REIT's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority unitholders of Sunway REIT.

To monitor the RRPT, the procedures established by the Manager for Sunway REIT are as follows:

- (i) a list of Related Parties will be circulated by Sunway REIT to notify that all RRPT are required to be undertaken on an arm's length basis, on Sunway REIT's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority unitholders of Sunway REIT;
- (ii) rental of properties owned by Sunway REIT shall be at prevailing market rates for the same or substantially similar properties and shall be on normal commercial terms. In the event that any space is vacant for more than 3 months and suitable third party tenants are unable to be secured, taking into account the circumstances of the location, available facilities and other relevant considerations, a written recommendation may be made to the Manager for approval of tenancy to Related Parties, subject to the terms being in accordance with prevailing commercial norms and at rates reflecting the market conditions which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority unitholders of Sunway REIT;
- (iii) in relation to investment in money market instrument with any Related Parties, benchmark rates of the same and/or similar nature shall be obtained, whenever possible, from published information and financial institutions. Such investments with Related Parties will only be made if the rate offered is competitive compared to the benchmark rates;
- (iv) at least 2 other contemporaneous transactions with unrelated third parties for similar products or services and/or quantities will be used as comparison,

whenever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of produces/services and/or quantities. If quotations or comparative pricing from unrelated third parties cannot be obtained, the price and terms of the RRPT will be in accordance with applicable industry norms, prevailing commercial rates and at rates not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority unitholders of Sunway REIT;

- (v) for the award of construction contracts and related services in connection with property development and investment projects, the Manager will prepare internal project budget that has been validated by the third party cost consultant/quantity surveyor to form the basis for comparison with tenders received. Tenders are invited for all projects and they are evaluated based on pricing as well as technical and financial capabilities of the tenderers. The whole process of project budgeting, tendering, evaluation and selection of tenderer is reviewed and approved based on the standard operating procedures of Sunway REIT;
- (vi) for the award of contracts on a turnkey or PDP basis, an independent cost consultant/quantity surveyor will be appointed to review the cost to ensure that the contracts are undertaken on normal commercial terms;
- (vii) in an open tender exercise when only 1 related party has tendered for a project, the cost/pricing must be certified by an independent cost consultant/quantity surveyor to ensure that the cost/pricing is competitive or alternatively, the pricing could be based on the rate secured from a previous tender within the preceding 12 months;
- (viii) proper records will be maintained by Sunway REIT to capture all RRPT entered into pursuant to the Proposed Renewal of RRPT Mandate to ensure that relevant approvals have been obtained and review procedures for such transactions are adhered to;
- (ix) the Audit Committee of the Manager shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPT have been complied with and the review shall be done at every quarter together with the review of the quarterly results. Further, if during the periodic review, the Audit Committee of the Manager is of the view that the abovementioned procedures are no longer sufficient to ensure that the RRPT are undertaken on an arm's length basis, on Sunway REIT's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority unitholders of Sunway REIT, the Audit Committee shall have the discretion to request for additional procedures to be imposed on all the RRPT. In that event, such procedures may be implemented without the approval of unitholders of Sunway REIT, provided that they are more stringent than the existing procedures;
- (x) All RRPT with value equal to or exceeding RM1 million per transaction or where any one of the percentage ratios is 1% or more, whichever is higher, are reviewed and approved by the Audit Committee to ensure compliance with the Listing Requirements on RRPT. RRPT below RM1 million or percentage ratio of less than 1%, are reviewed and authorised by different personnel of managerial level;
- (xi) the internal auditor shall periodically review the guidelines and procedures for all RRPT entered into pursuant to the Proposed Renewal of RRPT Mandate to ensure that relevant approvals have been obtained, review procedures for such

transactions are adhered to and ascertain that the guidelines established to monitor RRPT have been complied with;

- (xii) the interested Director in the RRPT must abstain from the Board's deliberation and voting on the resolution(s) for the RRPT. The interested Director must inform the Board, of the details of the nature and extent of his interest, including all matters in relation to the proposed RRPT that he is aware or should reasonably be aware of, which is not in the best interest of Sunway REIT; and
- (xiii) the interested Major Unitholder or Persons Connected with them must not vote at the general meeting on the resolution pertaining to the Proposed Renewal of RRPT Mandate. It is the duty of the interested Director and interested Major Unitholder to ensure that Persons Connected with them abstain from voting on the resolution pertaining to the Proposed Renewal of RRPT mandate.

2.6 Audit Committee's Statement

The Audit Committee of the Manager has reviewed and considered the procedures set out in Section 2.5 of this Circular and is of the view that:

- (i) the procedures are sufficient to ensure that the RRPT are undertaken on an arm's length basis, on Sunway REIT's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority unitholders of Sunway REIT; and
- (ii) Sunway REIT has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner. Such procedures and processes are reviewed by the Audit Committee and/or the management staff of the Manager on a yearly basis and as and when required.

3. RATIONALE AND BENEFITS OF THE PROPOSED RENEWAL OF RRPT MANDATE

The RRPT referred to in Section 2.3 of this Circular is intended to meet the business needs of Sunway REIT on the best possible terms and for Sunway REIT to explore beneficial business opportunities with the Related Parties.

The Proposed Renewal of RRPT Mandate will also:

- (i) facilitate transactions entered into in the ordinary course of business of Sunway REIT which are transacted from time to time with the Related Parties provided that such transactions are undertaken on an arm's length basis, on Sunway REIT's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority unitholders of Sunway REIT;
- (ii) eliminate the need to make announcements to Bursa Securities or to convene separate general meetings from time to time to seek your approval as and when RRPT with the Related Parties arise. This will reduce the associated expenses, improve administrative efficiency and allow manpower, resource and time to be better channelled towards achieving other corporate objectives; and
- (iii) enable Sunway REIT to enter into recurrent transaction expediently as these transactions are time sensitive and confidential in nature. Hence, it may be impractical to seek your approval on a case by-case basis before entering into such transaction.

4. VALIDITY PERIOD FOR THE PROPOSED RENEWAL OF RRPT MANDATE

The resolution pertaining to the Proposed Renewal of RRPT Mandate, if approved by you, shall take effect from 2 October 2019, being the date of passing of the ordinary resolution proposed at the forthcoming 7th AGM to approve the resolution pertaining to the Proposed Renewal of RRPT Mandate and shall only continue to be in force until:

- (i) the conclusion of the next AGM of Sunway REIT following the forthcoming 7th AGM at which such ordinary resolution is passed to effect the Proposed Renewal of RRPT Mandate, at which time it will lapse, unless by a resolution passed at the general meeting, the Proposed Renewal of RRPT Mandate is renewed;
- (ii) the expiration of the period within which the next AGM of Sunway REIT is required by law to be held; or
- (iii) the Proposed Renewal of RRPT Mandate is revoked or varied by a resolution passed by you in general meeting,

whichever is the earlier.

5. EFFECTS OF THE PROPOSED RENEWAL OF RRPT MANDATE

The Proposed Renewal of RRPT Mandate will not have any material effect on the issued unit capital of Sunway REIT, Major Unitholders' unit holdings and NAV, gearing and EPS of Sunway REIT.

6. APPROVALS REQUIRED

The Proposed Renewal of RRPT Mandate as set out in Section 2 of this Circular is subject to your approval at the forthcoming 7th AGM.

7. INTERESTS OF DIRECTORS, MAJOR UNITHOLDERS AND/OR PERSONS CONNECTED

As at LPD, the direct and indirect interests of the interested Directors, Major Unitholders and Persons Connected with them are as follows:

Interest of the Interested Director

Name of Director	Direct		Indirect	
	No. of Units	%	No. of Units	%
Sarena Cheah	-	-	1,204,081,565 ⁽¹⁾	40.88

Interests of the Interested Major Unitholders and the Person Connected with the Interested Major Unitholders

Name of Major Unitholders	Direct		Indirect	
	No. of Units	%	No. of Units	%
SRH	1,204,078,565	40.88	-	-
Tan Sri Jeffrey Cheah	-	-	1,204,078,565 ⁽²⁾	40.88
Puan Sri Susan Cheah	-	-	1,204,078,565 ⁽³⁾	40.88
Sarena Cheah	-	-	1,204,081,565 ⁽¹⁾	40.88
Evan Cheah	-	-	1,204,078,565 ⁽⁴⁾	40.88

Name of Major Unitholders	Direct		Indirect	
	No. of Units	%	No. of Units	%
Adrian Cheah	-	-	1,204,078,565 ⁽⁴⁾	40.88
Active Equity	-	-	1,204,078,565 ⁽⁵⁾	40.88
SWC	-	-	1,204,078,565 ⁽⁶⁾	40.88
Sunway	-	-	1,204,078,565 ⁽⁷⁾	40.88

Interest of the Person Connected with the Interested Director

Name of Person Connected	Direct		Indirect	
	No. of Units	%	No. of Units	%
Tan Yit Chong *	3,000	#	1,204,081,565 ⁽³⁾	40.88

Notes:

Negligible

* Spouse of Sarena Cheah

(1) Deemed interest by virtue of Section 8 of the Act held through Active Equity, SWC, Sunway, SRH and spouse.

(2) Deemed interest by virtue of Section 8 of the Act held through Active Equity, SWC, Sunway and SRH.

(3) Deemed interest held through spouse.

(4) Deemed interest by virtue of Section 8 of the Act held through Active Equity, SWC, Sunway and SRH.

(5) Deemed interest by virtue of Section 8 of the Act held through SWC, Sunway and SRH.

(6) Deemed interest by virtue of Section 8 of the Act held through Sunway and SRH.

(7) Deemed interest by virtue of Section 8 of the Act held through SRH.

Sarena Cheah, being the interested Director, has abstained and will continue to abstain from all deliberations and voting at the relevant Board meetings of the Manager pertaining to the RRPT.

Sarena Cheah, being the interested Major Unitholder will abstain from voting in respect of her direct and/or indirect unitholding in Sunway REIT on the Proposed Renewal of RRPT Mandate to be tabled at the forthcoming 7th AGM. Further, she will also ensure that person connected with her abstain from voting in respect of their direct and/or indirect unitholdings, if any, in Sunway REIT on the Proposed Renewal of RRPT Mandate to be tabled at the forthcoming 7th AGM.

In addition, SRH, being the interested Major Unitholder, and Tan Yit Chong, being the Person Connected to the interested Director and Major Unitholder, will abstain from voting in respect of their direct and/or indirect unitholdings in Sunway REIT on the Proposed Renewal of RRPT Mandate to be tabled at the forthcoming 7th AGM.

Save as disclosed above, none of the other Directors or Major Unitholders or Persons Connected with them have any interest, direct or indirect, in the Proposed Renewal of RRPT Mandate.

8. DIRECTORS' RECOMMENDATION

The Board (save and except for Sarena Cheah who is deemed interested in the Proposed Renewal of RRPT Mandate), having considered all aspects of the Proposed Renewal of RRPT Mandate, is of the opinion that the Proposed Renewal of RRPT Mandate is in the best interest of Sunway REIT and recommend that you vote in favour of the resolution pertaining to the Proposed Renewal of RRPT Mandate to be tabled at the forthcoming 7th AGM.

9. AGM

The 7th AGM, the extract of the notice of which is set out in this Circular, will be held at Grand Congress, Level 12, Sunway Resort Hotel & Spa, Persiaran Lagoon, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 2 October 2019 at 3:00 pm for the purpose of considering and, if thought fit, passing with or without modifications, the resolution to give effect to the Proposed Renewal of RRPT Mandate.

If you are unable to attend and vote in person at the forthcoming 7th AGM, you are requested to complete and return the Proxy Form, which is attached together with the 2019 Annual Report of Sunway REIT, in accordance with the instructions therein as soon as possible so as to arrive at the registered office of the Manager at Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia not less than 24 hours before the time fixed for the 7th AGM. The lodging of the Proxy Form will not preclude you from attending and voting in person at our forthcoming 7th AGM should you subsequently wish to do so.

10. FURTHER INFORMATION

You are requested to refer to Appendix I contained in this Circular for additional information.

Yours faithfully,
For and on behalf of the Board of
SUNWAY REIT MANAGEMENT SDN BHD
(Manager for Sunway REIT)

Tan Sri Ahmad Bin Mohd Don
Chairman, Independent Non-Executive Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been reviewed and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that after making all reasonable enquiries and, to the best of their knowledge and belief, there are no other facts, the omission of which, would make any statement herein misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) that have been entered into by Sunway REIT within the past 2 years immediately preceding the LPD:

- (i) On 1 July 2019, the Trustee and the Manager entered into a Property Management Agreement with Zerine Properties Urus Harta relating to the management of the properties of Sunway REIT.
- (ii) On 31 May 2019, the Trustee and the Manager entered into a Supplemental Agreement to the Property Management Agreement dated 1 August 2018 with AREM (Malaysia) Sdn Bhd relating to the management of the properties of Sunway REIT.
- (iii) On 26 April 2019, the Trustee and the Manager entered into a Facility Agreement with Public Bank Berhad for the acceptance of a revolving loan facility of up to RM1.5 billion for the purpose of repaying, partly or fully, the outstanding commercial papers issued by SUNREIT Capital Berhad under the commercial papers programme up to the nominal value of RM3.0 billion.
- (iv) On 15 April 2019, the Trustee entered into Novation Agreements with Sunway Destiny Sdn Bhd, Sunway University Sdn Bhd, Sunway Education Group Sdn Bhd and Sunway College (KL) Sdn Bhd respectively in respect to the novation of the existing lease agreements for the purpose-built campus.
- (v) On 5 April 2019, the Trustee entered into Programme Agreement, Trust Deed and other relevant transaction documents with SUNREIT Perpetual Bond Berhad, HSBC Bank Malaysia Berhad, Kenanga Investment Bank Berhad, Pacific Trustees Berhad, and the Manager in respect of the proposed establishment of a perpetual note programme of RM10.0 billion in nominal value.
- (vi) On 25 March 2019, the Trustee entered into Programme Agreement, Trust Deed and other relevant transaction documents with SUNREIT Capital Berhad, Public Investment Bank Berhad, PB Trustee Services Berhad, and the Manager in respect of the proposed establishment of a commercial papers programme of up to RM3.0 billion in nominal value.
- (vii) On 24 December 2018, the Trustee entered into a Conditional Sale and Purchase agreement with Sunway Destiny Sdn Bhd for the proposed acquisition of a purpose-built campus for a total purchase consideration of RM550 million. The acquisition was completed on 15 April 2019.

- (viii) On 20 September 2018, the Trustee entered into a Facility Agreement with Public Bank Berhad for the additional revolving loan facility of up to RM250.0 million for the purpose of repaying, partly or fully, the commercial papers issued by SUNREIT Capital Berhad under the commercial papers programme up to the nominal value of RM1.6 billion.
- (ix) On 18 September 2018, the Trustee and the Manager entered into an Amended and Restated Deed to amend and supplement the existing deed dated 20 May 2010 and a supplemental deed dated 10 June 2010.
- (x) On 16 August 2018, the Trustee and the Manager entered into a Second Supplemental Agreement to the Hotel Master Lease dated 26 May 2010 with Sunway Resort Hotel Sdn Bhd to vary the lease area under the hotel master lease.
- (xi) On 20 July 2018, the Trustee entered into Supplemental Letter of Award with Sunway Construction Sdn Bhd in respect of the expansion of Sunway Carnival Shopping Mall whereby the provisional contract sum be revised from RM274 million to RM286 million arising from the additional scope of works to further enhance the design of the external façade of the building, civil and infrastructure works and other related works and services.
- (xii) On 27 February 2018, the Manager has, pursuant to the authority given by the Trustee, awarded Sunway Construction Sdn Bhd (“SunCon”), a wholly-owned subsidiary of Sunway Construction Group Berhad (“SunCon Group”) as project delivery partner (“PDP”), an award with the provisional contract sum of RM274 million for the planning, coordination, construction and completion of the proposed expansion of Sunway Carnival Shopping Mall on Lot No. 5493, 5497, 5498, 5499 and PT 5044 (also referred to as Lot 10299), Jalan Todak 1, Pusat Bandar Seberang Jaya, Seberang Perai Tengah, Pulau Pinang (“Award” or “Project”).
- (xiii) On 2 February 2018, the Trustee accepted a new 1-year Revolving Financing-i facility of up to USD100 million (“Revolving Financing-i Facility”) from HSBC Amanah Malaysia Berhad and a cross currency swap contract from HSBC Bank Malaysia Berhad to refinance the previous facility which expired on 5 February 2018.
- (xiv) On 3 August 2017, the Trustee entered into a Sale and Purchase Agreement with Sunway Forum Hotel Sdn Bhd, a wholly-owned subsidiary of Sunway, for the proposed acquisition of Sunway Clio Property for a total purchase consideration of RM340 million. The acquisition was completed on 9 February 2018.

Concurrently with the Sale and Purchase Agreement, a hotel lease agreement was entered into between the Trustee, the Manager and Sunway Resort Hotel Sdn Bhd for the lease of the Sunway Clio Hotel for an initial term of 10 years commencing from the day immediately after the completion of the acquisition with an option to renew for a further term of 10 years and a car park tenancy agreement was entered into between the Trustee and Sunway Leisure Sdn Bhd for the tenancy of the multi-storey car park for a period of 3 years commencing from the day immediately after the completion of the acquisition with an option to renew for a further term of 3 years.

Simultaneously with the execution of the Sale and Purchase Agreement, hotel lease agreement and car park tenancy agreement, a deed of undertaking was entered between the Trustee, the Manager and Sunway City Sdn Bhd where Sunway City Sdn Bhd undertakes to pay the top up amount for a period of 4 years commencing from the day immediately after the completion of the acquisition.

3. MATERIAL LITIGATION

Sunway Putra (formerly known as Putra Place) - Claim for chattels and movable items Kuala Lumpur High Court Civil Suit No. 22NCVC-523-09/2015

Metroplex Holdings Sdn Bhd ("MHSB") had filed writ of summons and a statement of claim dated 28 September 2015 against the Trustee and the Manager, respectively, claiming for various chattels and movable items (e.g. furniture and office equipment, decorations, cutlery, kitchen equipment, bar equipment, concierge and reception tables, blinds and curtains) which were allegedly acquired and owned by MHSB but not removed by MHSB when the Manager took possession of the hotel at Sunway Putra on 27 September 2011. MHSB has in its statement of claim alleged that the various chattels and moveable items were worth in excess of RM80 million as at September 2011.

The trial for liability took place on 5 June 2017 and on 6 June 2017. The decision of the High Court of Malaya at Kuala Lumpur was delivered on 3 November 2017, in favour of MHSB and costs of RM20,000.00 was awarded to MHSB.

The Trustee and the Manager had filed a stay application for the trial for assessment of damages which was dismissed by the Court on 21 May 2018 with no order as to costs.

The Court fixed the assessment for case management on 21 September 2018, pending disposal of Sunway's appeal in the Court of Appeal as stated below. The matter was fixed for further case management on 22 February 2019.

The Trustee and the Manager had filed a stay application for the trial for assessment of damages. The stay was heard on 21 May 2018 and was dismissed by the High Court with no order as to costs. On 22 February 2019, Metroplex withdrew the assessment with liberty to file afresh and with no order as to cost.

Sunway Putra (formerly known as Putra Place) - Appeal to the Court of Appeal against the decision of 3 November 2017 above Mahkamah Rayuan Sivil No. 1 - 02(NCVC)(W)-2284-11/2017 Federal Court Leave to Appeal No. 08-53-02/2019(W)

The Trustee and the Manager filed an appeal to the Court of Appeal on the decision of the High Court in relation to the liability trial, on 6 November 2017. The trial for the appeal was on 29 June 2018 but was adjourned to 3 September 2018.

The Court of Appeal had, on 22 January 2019, unanimously allowed the appeal of the Trustee and the Manager, and set aside the High Court's decision. The Court of Appeal awarded costs of RM50,000 to the Trustee and the Manager. Consequently, Metroplex's claim on the chattels has been dismissed.

Metroplex had on 21 February 2019 served a sealed Notice of Motion for leave to appeal to the Federal Court against the decision of the Court of Appeal on 22 January 2019. The hearing date for the leave to appeal was fixed on 28 August 2019.

If the eventual outcome of this case is not in the Manager's favour, it would not have any impact on the distribution per unit and immaterial impact on the total asset value of Sunway REIT.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Manager at Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia during business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming 7th AGM:

- (i) the Deed;
- (ii) the audited financial statements of Sunway REIT for the past 2 FYE 30 June 2018 and FYE 30 June 2019;
- (iii) the material contracts referred to in paragraph 2 above; and
- (iv) the relevant cause papers in respect of material litigation referred to in paragraph 3 above.

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SUNWAY[®]

REIT

SUNWAY REAL ESTATE INVESTMENT TRUST

(Established in Malaysia under a deed dated 20 May 2010, a supplemental deed dated 10 June 2010 and an amended and restated deed dated 18 September 2018 entered into between Sunway REIT Management Sdn Bhd and RHB Trustees Berhad, both companies incorporated in Malaysia)

EXTRACT OF THE NOTICE OF 7TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting (“**7th AGM**”) of Sunway Real Estate Investment Trust (“**Sunway REIT**”) will be held at Grand Congress, Level 12, Sunway Resort Hotel & Spa, Persiaran Lagoon, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 2 October 2019 at 3:00 pm or at any adjournment thereof, for the following purposes:

AS SPECIAL BUSINESS:

3. Proposed Renewal of Unitholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Resolution 2)

“**THAT** approval be and is hereby given for Sunway REIT to enter into recurrent related party transactions of a revenue or trading nature with the related parties (“**Recurrent Related Party Transactions**”) as set out in Section 2.3 of the Circular to Unitholders dated 30 August 2019, subject to the following (“**Proposed Mandate**”):

- (a) the Recurrent Related Party Transactions are entered into in the ordinary course of business which are necessary for day-to-day operations and are on Sunway REIT’s normal commercial terms which are not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on an arm’s length basis which are not detrimental to the minority unitholders of Sunway REIT; and
- (b) the unitholders’ mandate is subject to annual renewal and this unitholders’ mandate shall only continue to be in force until:
 - (i) the conclusion of the next AGM of Sunway REIT at which time this Proposed Mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
 - (ii) the expiration of the period within which the next AGM of Sunway REIT is required by law to be held; or
 - (iii) the Proposed Mandate is revoked or varied by a resolution passed by the unitholders in a general meeting of Sunway REIT, whichever is earlier;

AND THAT the Directors of the Manager and the Trustee be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of Sunway REIT with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Recurrent Related Party Transactions contemplated and/or authorised by this ordinary resolution.”

**By Order of the Board of
SUNWAY REIT MANAGEMENT SDN BHD**
(Manager for Sunway REIT)

TAN KIM AUN (MAICSA 7002988)
ONG WEI LENG (MAICSA 7053539)
Company Secretaries

Bandar Sunway
30 August 2019

Notes:

- (1) A unitholder who is entitled to attend and vote at the meeting may appoint a proxy or proxies (not more than 2 proxies) to attend and vote on his/her behalf. A proxy may but need not be a unitholder of Sunway REIT.
- (2) Where a unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”), it may appoint not more than 2 proxies in respect of each securities account it holds with units standing to the credit of the said securities account.
- (3) Where a member is an exempt authorised nominee as defined under the SICDA, who holds units in Sunway REIT 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 with units standing to the credit of the said Omnibus Account.
- (4) Where a unitholder or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the appointments shall be invalid unless he or it specifies the proportions of his or its holdings to be represented by each proxy.
- (5) If a unitholder has appointed a proxy or proxies (not more than 2 proxies) to attend the 7th AGM and subsequently he attends the meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the 7th AGM.
- (6) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- (7) The instrument for the appointment of a proxy must be completed and deposited at the registered office of the Manager, Sunway REIT Management Sdn Bhd at Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia, not less than 24 hours before the time appointed for holding the 7th AGM or any adjournment thereof, either by hand, post, electronic mail or fax to (603) 5639 9507, and in default, the instrument of proxy shall not be treated as valid. In the case where the unitholder is a corporation and the proxy form is delivered by fax or electronic mail, the original proxy form shall also be deposited at the registered office of the Manager, either by hand or post not less than 24 hours before the time appointed for holding the 7th AGM or any adjournment thereof.
- (8) If no name is inserted in the space for the name of your proxy, the Chairman of the meeting will act as your proxy.
- (9) Only a depositor whose name appears in the Record of Depositors of Sunway REIT as at 23 September 2019 shall be regarded as a unitholder and entitled to attend, speak and vote at the 7th AGM or appoint proxies to attend and/or vote on his or its behalf.

Personal Data Privacy:

By lodging of a completed Proxy Form to Sunway REIT for appointing a proxy(ies) and/or representative(s) to attend and vote in person at the 7th AGM and any adjournment thereof, the Unitholder accepts and agrees to the personal data privacy terms as set out in the Notice of 7th AGM dated 30 August 2019.