

NOTICE OF UNITHOLDERS' MEETING

NOTICE IS HEREBY GIVEN THAT the meeting of the unitholders of Sentral REIT ("**SENTRAL**") ("**Unitholders**") ("**Unitholders' Meeting**") will be held virtually through live streaming from the Broadcast Venue at KL Sentral Room, Level 30, Menara Allianz Sentral, No. 203, Jalan Tun Sambanthan, Kuala Lumpur Sentral, 50470 Kuala Lumpur on Wednesday, 15 November 2023 at 2.00 p.m. or any adjournment thereof for the following purposes:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF MENARA CELCOMDIGI ("PROPERTY") BY MAYBANK TRUSTEES BERHAD, ACTING SOLELY IN THE CAPACITY AS TRUSTEE FOR SENTRAL ("TRUSTEE"), FROM PUNCAK WANGI SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF MALAYSIAN RESOURCES CORPORATION BERHAD ("MRCB"), FOR A PURCHASE CONSIDERATION OF RM450.0 MILLION ("PROPOSED ACQUISITION")

THAT subject to the passing of Ordinary Resolutions 2 and 3 and the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the board of directors ("**Board**") of Sentral REIT Management Sdn Bhd, the management company of SENTRAL ("**Manager**"), and the Trustee for the proposed acquisition of the Property upon the terms and conditions set out in the conditional sale and purchase agreement dated 25 July 2023 entered into between the Trustee and Puncak Wangi Sdn Bhd for a purchase consideration of RM450,000,000;

THAT the Board of the Manager and the Trustee be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Acquisition with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient and in the best interests of SENTRAL to implement, finalise and give full effect to the Proposed Acquisition;

AND THAT all actions taken by Board of the Manager, officers of the Manager and/or the Trustee in relation to the Proposed Acquisition prior to the date of this resolution shall be ratified."

ORDINARY RESOLUTION 2

PROPOSED PLACEMENT OF UP TO 123,720,000 NEW UNITS IN SENTRAL ("UNITS") ("PLACEMENT UNITS"), REPRESENTING UP TO APPROXIMATELY 11.5% OF THE EXISTING TOTAL UNITS IN ISSUE, AT AN ISSUE PRICE TO BE DETERMINED LATER BY WAY OF BOOKBUILDING ("PROPOSED PLACEMENT")

THAT subject to the passing of Ordinary Resolutions 1 and 3 and the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Board of the Manager and the Trustee to allot and issue up to 123,720,000 Placement Units, representing up to approximately 11.5% of the existing total Units in issue, at an issue price to be determined by way of bookbuilding exercise to such investors to be identified later;

THAT the Placement Units shall, upon allotment and issue, rank *pari passu* in all respects with the then existing Units in issue, save and except that the Placement Units shall not be entitled to the advance distribution of SENTRAL's distributable income ("**Advance Distribution**") and shall not be entitled to any distributable income, rights, benefits, entitlements and/or any other distributions, unless the allotment and issue of the Placement Units were made on or prior to the entitlement date of such distributable income, rights, benefits, entitlements and/or any other distributions;

THAT the Board of the Manager and the Trustee be and are hereby authorised to use the proceeds to be derived from the Proposed Placement in the manner as set out in Section 2.2.5, Part A of the circular to the Unitholders dated 30 October 2023;

AND THAT the Board of the Manager and the Trustee be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Placement with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient and in the best interests of SENTRAL to implement, finalise and give full effect to the Proposed Placement."

ORDINARY RESOLUTION 3

PROPOSED PLACEMENT OF UP TO 34,568,734 PLACEMENT UNITS TO MRCB, BEING A MAJOR UNITHOLDER OF SENTRAL, PURSUANT TO THE PROPOSED PLACEMENT ("PROPOSED PLACEMENT TO MRCB")

THAT subject to the passing of Ordinary Resolutions 1 and 2 and the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Board of the Manager and the Trustee to allot and issue up to 34,568,734 Placement Units to MRCB, as part of the Proposed Placement at the issue price to be determined later by way of bookbuilding exercise;

THAT the Placement Units shall, upon allotment and issue, rank *pari passu* in all respects with the then existing Units in issue, save and except that the Placement Units shall not be entitled to any Advance Distribution and shall not be entitled to any distributable income, rights, benefits, entitlements and/or any other distributions, unless the allotment and issue of the Placement Units were made on or prior to the entitlement date of such distributable income, rights, benefits, entitlements and/or any other distributions;

AND THAT the Board of the Manager and the Trustee be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Placement to MRCB with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient and in the best interests of SENTRAL to implement, finalise and give full effect to the Proposed Placement to MRCB."

BY ORDER OF THE BOARD

Sentral REIT Management Sdn Bhd
(The Manager of SENTRAL)

Mohamed Noor Rahim Yahaya

MAICSA 0866820 / SSM PC No. 202008002339

Ho Ngan Chui

MAICSA 7014785 / SSM PC No. 202008001773

Company Secretaries

Kuala Lumpur
30 October 2023

Notes:

1. Only Unitholders whose name appear in the Record of Depositors of SENTRAL on 6 November 2023 shall be eligible to participate at the Unitholders' Meeting or to appoint proxies to attend and vote on their behalf.
2. A Unitholder who is entitled to attend and vote at this meeting is entitled to appoint another person to attend and vote in his stead. A proxy may but need not be a Unitholder.
3. Where a Unitholder appoints two (2) proxies, the appointment shall be invalid unless it specifies the proportions of its holdings to be represented by each proxy.
4. Where a Unitholder is an exempt authorised nominee which holds the units for multiple beneficial owners in one securities account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. Where a Unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than 2 proxies in respect of each securities account it holds with Units standing to the credit of the said securities account.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of its attorney duly authorised in writing or if the appointor is a corporation either under its common seal or under the hand of an officer or attorney so authorised.
7. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the registered office of the Manager at Level 33A, Menara NU 2, No. 203, Jalan Tun Sambanthan, Kuala Lumpur Sentral, 50470 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Unitholders' Meeting or any adjournment thereof, either by hand, post, fax to (603) 27807668 or email to azela@mrcb.com / irene@mrcb.com. If no name is inserted in the space for the name of your proxy, the Chairman of the Unitholders' Meeting will act as your proxy.

PERSONAL DATA PRIVACY NOTICE

By submitting an instrument appointing a proxy(ies), attorney(s) and/or representative(s) to attend and vote at the Unitholders' Meeting and/or any adjournment thereof, a Unitholder:

- (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager (or its agents) for the purpose of the processing and administration by the Manager (or its agents) of proxy(ies), attorney(s) and/or representative(s) appointed for the Unitholders' Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Unitholders' Meeting (including any adjournment thereof), and in order for SENTRAL and the Manager (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies), attorney(s) and/or representative(s) to the Manager (or its agents), the Unitholder has obtained the prior consent of such proxy(ies), attorney(s) and/or representative(s) for the collection, use and disclosure by Manager (or its agents) of the personal data of such proxy(ies), attorney(s) and/or representative(s) for the Purposes, and
- (iii) agrees that the Unitholder will indemnify SENTRAL and/or the Manager in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.