

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**” or “**Meeting**”) of the holders of the units of Sasseur Real Estate Investment Trust (“**Sasseur REIT**” and the holders of units of Sasseur REIT, the “**Unitholders**”) will be held by way of electronic means on Thursday, 20 April 2023 at 3.00 p.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Report of DBS Trustee Limited, as trustee of Sasseur REIT (the “**Trustee**”), the Statement by Sasseur Asset Management Pte. Ltd., as manager of Sasseur REIT (the “**REIT Manager**”), and the Audited Financial Statements of Sasseur REIT for the financial year ended 31 December 2022 and the Auditors’ Report thereon.

(Resolution 1)

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

(Resolution 2)

AS SPECIAL BUSINESS

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

3. The authority be and is hereby given to the REIT Manager, to
 - (a) (i) issue units in Sasseur REIT (“**Units**”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the REIT Manager may in its absolute discretion deem fit; and
 - (b) issue Units in pursuance of any Instrument made or granted by the REIT Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) must not exceed fifty per cent. (50%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a pro rata basis to Unitholders (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) must not exceed twenty per cent. (20%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) shall be based on the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for:

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- (a) any new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Units;
- (3) in exercising the authority conferred by this Resolution, the REIT Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the deed of trust constituting Sasseur REIT (as supplemented) (the "**Trust Deed**") for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) unless revoked or varied by the Unitholders in a general meeting, the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next AGM of Sasseur REIT or (ii) the date by which the next AGM of Sasseur REIT is required by the applicable laws or regulations or the Trust Deed to be held, whichever is earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the REIT Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (6) the REIT Manager and the Trustee, be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the REIT Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interest of Sasseur REIT to give effect to the authority conferred by this Resolution.

[Please see Explanatory Note]

(Resolution 3)

By Order of the Board
Sasseur Asset Management Pte. Ltd.
(Company Registration No. 201707259N)
as REIT Manager of Sasseur REIT

Eunice Hooi
Cho Form Po
Company Secretaries

29 March 2023

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Explanatory Note:

Ordinary Resolution 3 above, if passed, will empower the REIT Manager from the date of this AGM until (i) the conclusion of the next AGM of the Unitholders of Sasseur REIT, or (ii) the date by which the next AGM of the Unitholders of Sasseur REIT is required by the applicable laws and regulations or the Trust Deed to be held, whichever is earlier, to issue Units and to make or grant Instruments (such securities, warrants or debentures) convertible into Units and to issue Units pursuant to such Instruments, up to a number not exceeding, in total, fifty per cent. (50%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any), of which up to twenty per cent. (20%) may be issued other than on a pro rata basis to Unitholders (excluding treasury Units and subsidiary holdings, if any).

For the purpose of determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) at the time this Ordinary Resolution is passed, after adjusting for new Units arising from the conversion or exercise of any Instruments which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Units.

Fund raising by issuance of new Units may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Unitholders is required under the Listing Manual and the Trust Deed or any applicable laws and regulations in such instances, the REIT Manager will then obtain the approval of Unitholders accordingly.

Notes:

1. Conduct of Meeting

The AGM is being convened and will be held by electronic means in accordance with the COVID-19 (Temporary Measures) (Alternate Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

Alternative arrangements relating to (a) attendance at the AGM via electronic means (including arrangement by which the meeting can be electronically accessed via “live” audio-visual webcast or “live” audio-only stream); (b) submission of questions in advance of the AGM, or “live” at the AGM, and addressing of substantial and relevant questions in advance of the AGM, or “live” at the AGM; and (c) voting at the AGM (i) “live” by the Unitholders or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on behalf of the Unitholders at the AGM, are set out herein.

2. Pre-registration to attend the AGM via “live” audio-visual webcast or “live” audio-only stream

The proceedings of the AGM will be broadcasted via “live” audio-visual webcast and “live” audio-only stream. Unitholders who wish to follow the proceedings must pre-register via the pre-registration website at <https://registration.ryt-poll.com/home/index/sasseur-agm> no later than 3.00 p.m. on 17 April 2023. Following the verification, an email containing instructions on how to join the “live” broadcast will be sent to authenticated persons by 3.00 p.m. on 19 April 2023.

Investors holding Units through relevant intermediaries (“Investors”) (other than CPF/SRS Investors) will not be able to pre-register at <https://registration.ryt-poll.com/home/index/sasseur-agm> for the “live” broadcast of the AGM. An Investor (other than CPF/SRS Investors) who wishes to participate in the “live” broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Proxy Processing Agent, Complete Corporate Services Pte. Ltd., via email to sasseur-agm@ryt-poll.com no later than 3.00 p.m. on 17 April 2023.

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In this Notice of AGM, a “relevant intermediary” means:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds Units in that capacity; or
- (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

3. **Submission of Questions relating to the AGM**

All Unitholders and Investors may submit questions relating to the business of the AGM in advance of, or “live” at, the AGM.

Submission of Questions in Advance

If the Unitholders and Investors wish to submit questions in advance of the AGM, all questions must be submitted no later than 3.00 p.m. on 10 April 2023 (“**Q&A Submission Deadline**”) through the following means:

- (a) by the pre-registration website at <https://registration.ryt-poll.com/home/index/sasseur-agm>; or
- (b) by email to sasseur-agm@ryt-poll.com; or
- (c) by post to 10 Anson Road, #29-07 International Plaza, Singapore 079903.

When sending in questions, the following information of Unitholders and Investors will be required for verification purposes:

- (a) full name;
- (b) NRIC/Passport/Company Registration number;
- (c) contact number;
- (d) email address; and
- (e) the manner in which the units are held (e.g. via CDP, CPF or SRS).

Submission of Questions “live” at the AGM

All Unitholders and Investors who have pre-registered for the AGM may also ask questions relating to the business of the AGM “live” at the AGM, by typing in and submitting their questions through the “live” chat function via the audio-visual webcast platform. Unitholders and Investors will not be able to ask questions “live” at the AGM via the audio-only stream of the AGM proceedings.

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4. Publication of Responses

The REIT Manager will publish the responses to the substantial and relevant questions relating to the business of the AGM received from the Unitholders by the Q&A Submission Deadline on the SGX website at <https://www.sgx.com/securities/company-announcements> and Sasseur REIT's website at www.sasseurreit.com on 13 April 2023.

If there are any relevant and subsequent questions received after the Q&A Submission Deadline, the REIT Manager will address them during the AGM. For questions which are addressed during the AGM, the responses to such questions will be included in the minutes of AGM which will be published on the SGX website and Sasseur REIT's website within one (1) month after the date of the AGM.

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

5. Voting "live" at AGM

Unitholders (excluding Investors) who wish to vote at the AGM may:

- (a) (where such Unitholders are individuals) vote "live" at the AGM; or
- (b) (where such Unitholders are individuals or corporations), (i) appoint a proxy(ies) (other than the Chairman of the Meeting) to attend, speak and vote at the AGM on their behalf; or (ii) appoint the Chairman of the Meeting as proxy to attend, speak and vote at the AGM on their behalf.

Unitholders (excluding Investors) who wish to vote "live" at the AGM by themselves or through their proxies must first pre-register themselves or their proxy(ies) online at the pre-registration website no later than 3.00 p.m. on 17 April 2023 (being not less than seventy-two (72) hours before the time appointed for holding the AGM). For the avoidance of doubt, pre-registration is not required if a Unitholder only intends to appoint the Chairman of the Meeting as proxy and does not intend to attend the AGM.

CPF/SRS Investors who wish to vote "live" at the AGM must pre-register themselves online at the pre-registration website no later than 3.00 p.m. on 17 April 2023 (being not less than seventy-two (72) hours before the time appointed for holding the AGM). CPF/SRS Investors may vote "live" at the AGM only if they have been duly appointed as proxies by their respective CPF Agent Banks or SRS Operators. Alternatively, they may approach their respective CPF Agent Banks or SRS Operators to appoint the Chairman of the Meeting as proxy to attend and vote on their behalf at the AGM. CPF/SRS Investors must approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.00 p.m. on 10 April 2023 (at least seven (7) working days prior to the AGM).

Investors (other than CPF/SRS Investors) who wish to vote at the AGM should approach their respective relevant intermediaries as soon as possible to specify their voting instructions or make the necessary arrangement to be appointed as proxy.

In addition, a corporate Unitholder which has authorised an individual to act as its corporate representative to attend, speak and vote at the AGM must similarly pre-register such individual via the pre-registration website and submit the requisite certificate of appointment (or other documentation required by the Company).

Specific voting instructions to be given

Where a Unitholder (whether individual or corporation) appoints a proxy(ies) (including the Chairman of the Meeting) to attend, speak and vote at the AGM on his/her/its behalf, he/she/it should give specific instructions as to voting, or abstention from voting, in respect of the resolutions in the Proxy Form. Where a Unitholder (whether individual or corporation) appoints the Chairman of the Meeting as his/her/its proxy and no specific instructions are given as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, the appointment of Chairman of the Meeting as proxy for such resolution will be treated as invalid.

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6. Submission of Proxy Form

Unitholders who wish to appoint a proxy(ies) or the Chairman of the Meeting as proxy to attend, speak and vote at the AGM on their behalf must submit a Proxy Form for the appointment of such proxy(ies). A proxy need not be a Unitholder of Sasseur REIT. The Proxy Form must be submitted to the REIT Manager in the following manner:

- (a) if submitted by post, be lodged at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
- (b) if submitted electronically, be submitted via email to the REIT Manager at the email address sasseur-agm@ryt-poll.com,

in either case no later than 3.00 p.m. on 17 April 2023 (being not less than seventy-two (72) hours before the time appointed for holding the AGM).

A Unitholder who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Unitholders are strongly encouraged to submit the completed Proxy Form electronically by email.

The Proxy Form is not valid for use by Investors (including CPF/SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.

7. Annual Report 2022, Notice of AGM and Proxy Form

The Annual Report 2022, Notice of AGM and Proxy Form have been published on Sasseur REIT's website at the URL www.sasseurreit.com and SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Such documents may be accessed at Sasseur REIT's website at the URL www.sasseurreit.com and SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Printed copies of the Notice of AGM and Proxy Form will be sent by post to the Unitholders.

Personal data privacy:

By submitting an instrument appointing proxy(ies), and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Unitholder of Sasseur REIT consents to the collection, use and disclosure of the Unitholder's personal data by the REIT Manager (or its agents or service providers) for the purpose of the processing and administration and analysis by the REIT Manager (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the REIT Manager (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.