



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 14th Annual General Meeting ("AGM") of the holders of units of AIMS APAC REIT ("AA REIT", and the holders of units of AA REIT, "Unitholders") will be held at the Big Picture Theatre at 168 Robinson Road, Capital Tower, Singapore 068912 on Monday, 24 July 2023 at 2.00 p.m. to transact the following business:

Ordinary Business

1. To receive and adopt the Report of HSBC Institutional Trust Services (Singapore) Limited, as trustee of AA REIT ("Trustee"), the Statement by AIMS APAC REIT Management Limited, as manager of AA REIT ("Manager"), the Audited Financial Statements of AA REIT for the financial year ended 31 March 2023 and the Auditors' Report thereon. *(Ordinary Resolution 1)*
2. To re-appoint KPMG LLP as Auditors of AA REIT and to hold office until the conclusion of the next AGM and to authorise the Manager to determine their remuneration. *(Ordinary Resolution 2)*

Special Business

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

3. That authority be and is hereby given to the Manager, to: *(Ordinary Resolution 3)*
 - (a)
 - (i) issue units in AA REIT ("Units") whether by way of rights, bonus or otherwise; and / or
 - (ii) make or grant offers, agreements or options 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 (collectively, "Instruments"),

at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and
 - (b) issue Units in pursuance of any Instrument made or granted by the 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) shall not exceed fifty per cent. (50%) of the total number of issued Units (excluding treasury Units, 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) shall not exceed twenty per cent. (20%) of the total number of issued Units (excluding treasury Units, 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 ("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, if any) shall be based on the number of issued Units (excluding treasury Units, if any) at the time this Resolution is passed, after adjusting for:

- (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 Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the trust deed constituting AA REIT (as amended and restated) ("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 AA REIT or (ii) the date by which the next AGM of AA REIT is required by applicable laws and 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 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 Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient, incidental or necessary or in the interests of AA REIT to give effect to the authority conferred by this Resolution.

(Please see Explanatory Note 1)

4. That:

(Extraordinary Resolution 1)

- (a) approval be and is hereby given to amend the Trust Deed to include provisions regarding the repurchase and redemption of the Units of AA REIT (the "Unit Buy-Back Supplement") in the manner set out in Annex A of the Circular to Unitholders dated 22 June 2023 (the "Circular"); and
- (b) the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee, may consider expedient or necessary or in the interests of AA REIT to give effect to the Unit Buy-Back Supplement.

(Please see Explanatory Note 2)

5. That subject to and conditional upon the passing of Extraordinary Resolution 1:

(Ordinary Resolution 4)

- (a) the exercise of all the powers of the Manager to repurchase issued Units for and on behalf of AA REIT not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Manager from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market repurchase(s) on the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted; and/or
 - (ii) off-market repurchase(s) (which are not market repurchase(s)) in accordance with any equal access scheme(s) as may be determined or formulated by the Manager as it considers fit in accordance with the Trust Deed, as proposed to be supplemented by the Unit Buy-Back Supplement,

and otherwise in accordance with all applicable laws and regulations including the rules of the SGX-ST, or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, be and is hereby authorised and approved generally and unconditionally (the "Unit Buy-Back Mandate");

(b) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred on the Manager pursuant to the Unit Buy-Back Mandate may be exercised by the Manager at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next AGM of AA REIT is held;
- (ii) the date by which the next AGM of AA REIT is required by applicable laws and regulations or the Trust Deed to be held; or
- (iii) the date on which repurchases of Units pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated;

(c) in this Resolution:

"Average Closing Price" means the average of the closing market prices of the Units over the last five Market Days, on which transactions in the Units were recorded, immediately preceding the date of the market repurchase or, as the case may be, the date of the making of the offer pursuant to the off-market repurchase, and deemed to be adjusted for any corporate action that occurs during the relevant five Market Days and the date of the market repurchase or, as the case may be, the date of the making of the offer pursuant to the off-market repurchase;

"date of the making of the offer" means the date on which the Manager makes an offer for an off-market repurchase, stating therein the repurchase price (which shall not be more than the Maximum Price for an off-market repurchase calculated on the foregoing basis) for each Unit and the relevant terms of the equal access scheme for effecting the off-market repurchase;

"Market Day" means a day on which the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, is open for trading in securities;

"Maximum Limit" means that the number of Units representing 10.0% of the total number of issued Units as at the date of the passing of this Resolution; and

"Maximum Price" in relation to a Unit to be repurchased, means the repurchase price (excluding brokerage, stamp duty, commission, applicable goods and services tax and other related expenses) which shall not exceed 105.0% of the Average Closing Price of the Units for both a market repurchase and an off-market repurchase; and

(d) the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of AA REIT to give effect to the transactions contemplated and/or authorised by this Resolution.

(Please see Explanatory Note 3)

6. That:

*(Extraordinary
Resolution 2)*

- (a) approval be and is hereby given to amend the Trust Deed to include provisions regarding the development management fee in the manner set out in Annex B of the Circular (the "Development Management Fee Supplement"); and
- (b) the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee, may consider expedient or necessary or in the interests of AA REIT to give effect to the Development Management Fee Supplement.

(Please see Explanatory Note 4)

**By Order of the Board
AIMS APAC REIT Management Limited
(Company Registration No. 200615904N)
As Manager of AIMS APAC REIT**

Russell Ng
Chief Executive Officer
22 June 2023

NOTES:

1. The AGM will be held in a **wholly physical format** at 168 Robinson Road, Capital Tower, Singapore 068912, Big Picture Theatre, on Monday, 24 July 2023 at 2.00 p.m.. There will be **no option to participate virtually**.

Printed copies of this Notice of AGM dated 22 June 2023 and the accompanying Proxy Form will be sent to Unitholders and also made available to Unitholders by electronic means via publication on AA REIT's website at <https://investor.aimsapacreit.com/agm.html> and the SGX website at <https://www.sgx.com/securities/company-announcements>.

Arrangements relating to:

- (a) attendance at the AGM by Unitholders, including CPF and SRS investors, and (where applicable) duly appointed proxy(ies);
- (b) submission of questions to the Chairman of the AGM by Unitholders, including CPF and SRS investors, in advance of, or at, the AGM, and addressing of substantial and relevant questions in advance of, or at, the AGM; and
- (c) voting at the AGM by Unitholders, including CPF and SRS investors, or (where applicable) duly appointed proxy(ies),

are set out in paragraphs 2 to 6 below. Any reference to a time or day is made by reference to Singapore time.

2. Attend in person at the AGM

Unitholders, including CPF and SRS investors, and (where applicable) duly appointed proxy(ies) will be able to attend the AGM in person. They will first need to register personally at the registration counter(s) outside the AGM venue on the day of the event, and should bring along their NRIC/passport to enable AA REIT's Unit Registrar to verify their identity for entry to, and (where applicable) be provided with a handheld device for electronic voting at, the physical meeting.

Unitholders are advised not to attend the AGM if they are feeling unwell.

3. Question and answer and AGM minutes

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

Submit questions in advance of the AGM

Unitholders, including CPF and SRS investors, can submit to the Chairman of the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM. Such questions must be received by the Manager no later than **2.00 p.m. on Monday, 10 July 2023** (the "Q&A Deadline") and can be submitted via email to the Manager at investorrelations@aimsapac.com or by post addressed to the attention of Investor Relations at 1 Raffles Place, #39-03, One Raffles Place, Singapore 048616. Unitholders are strongly encouraged to submit their questions via email.

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

- (i) the Unitholder's full name;
- (ii) the Unitholder's address; and
- (iii) the manner in which the Unitholder holds units in AA REIT (e.g., via CDP, CPF and/or SRS).

Ask questions at the AGM

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

Addressing questions

The Manager will publish the responses to the substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) received from Unitholders by the Q&A Deadline on AA REIT's website at <https://investor.aimsapacreit.com/agm.html> and the SGX website at <https://www.sgx.com/securities/company-announcements> prior to the AGM.

Any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after the Q&A Deadline which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM itself, will be addressed during the AGM. Where substantially similar questions are received, the Manager will consolidate such questions and consequently, not all questions may be individually addressed.

The Manager will publish the minutes of the AGM on AA REIT's website and on the SGX website, and the minutes will include the responses to the substantial and relevant questions which are addressed during the AGM.

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

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

Voting at the AGM

Upon their registration at the AGM venue, Unitholders, including CPF and SRS investors, and (where applicable) duly appointed proxy(ies), will be provided with a handheld device for electronic voting at the physical meeting.

Appointment of proxy(ies)

A Unitholder who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies) ("Proxy Form"), before submitting it in the manner set out below. A proxy need not be a Unitholder. A Unitholder who is not a relevant intermediary (as defined herein) is entitled to appoint not more than two proxy(ies) to participate at the AGM. Where such Unitholder's Proxy Form appoints more than one proxy, the proportion of the unitholding concerned to be represented by each proxy must be specified in the Proxy Form.

A Unitholder who is a relevant intermediary is entitled to participate at the AGM is entitled to appoint more than one proxy to participate instead of the Unitholder, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints more than one proxy, the appointments shall be invalid unless the Unitholder specifies the number of Units in relation to which each proxy has been appointed.

Printed copies of the Proxy Form will be sent to Unitholders. The Proxy Form may also be accessed at AA REIT's website at the URL <https://investor.aimsapacreit.com/agm.html>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

The Proxy Form must be submitted in the following manner:

- (a) if submitted by post, be lodged at the office of AA REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) if submitted electronically, be submitted via email (by enclosing a clear, scanned, completed, and signed Proxy Form in PDF) to AA REIT's Unit Registrar at AGM.TeamE@boardroomlimited.com,

in either case, not later than **2.00 p.m on Friday, 21 July 2023**, being 72 hours before the time fixed for the AGM.

Completion and submission of the Proxy Form by a Unitholder will not prevent him/her from participating at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM shall be deemed to be revoked if the Unitholder attends the AGM in person, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under the relevant Proxy Form to the AGM.

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

5. Persons who hold Units through relevant intermediaries

Persons who hold Units through relevant intermediaries (as defined below), including CPF and SRS investors, and who wish to participate in the AGM by:

- (a) attending the AGM in person;
- (b) submitting questions in advance of the AGM or at the AGM; and/or
- (c) voting at the AGM themselves or appointing the Chairman of the AGM as proxy to attend and vote on their behalf at the AGM,

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks or SRS Operators) through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

In addition, CPF and SRS investors:

- (A) may participate at the AGM if they are appointed as proxy(ies) by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators as soon as practicable if they have any queries regarding their appointment as proxy(ies); or
- (B) (as an alternative to (A) above) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on Wednesday, 12 July 2023**, being 7 working days before the date of the AGM.

For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote live at the AGM on their behalf.

“**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.

Documents and information relating to the AGM (including the Notice of AGM, Proxy Form and the Circular) are available on AA REIT’s website <https://investor.aimsapacreit.com/agm.html> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

- 6. Printed copies of the Annual Report FY2023 and the Circular will not be despatched to Unitholders. The Annual Report for FY2023 and the Circular have been uploaded on the SGX website and are also accessible via AA REIT’s website <https://investor.aimsapacreit.com/ar.html> and <https://investor.aimsapacreit.com/agm.html>.

Printed copies of the Notice of AGM, the Proxy Form and Request Form for Unitholders to request for a printed copy of the Annual Report FY2023 and/or the Circular have been despatched to Unitholders. Unitholders who would like a printed copy of the Annual Report FY2023 and/or the Circular would have to complete and return the Request Form by **5.00 p.m. on Friday, 14 July 2023**.

EXPLANATORY NOTES:

1. Ordinary Resolution 3

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

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 at the time Ordinary Resolution 3 above is passed, after adjusting for new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this 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 of the SGX-ST and the Trust Deed or any applicable laws and regulations in such instances, the Manager will then obtain the approval of Unitholders accordingly.

2. Extraordinary Resolution 1

Extraordinary Resolution 1 above, if passed, will approve the supplement of the Trust Deed with the Unit Buy-Back Supplement, which is set out in Annex A of the Circular.

(See the Circular in relation to the Unit Buy-Back Supplement for further details.)

3. *Ordinary Resolution 4*

Ordinary Resolution 4, if passed, will empower the Manager from the date of the AGM of AA REIT until (i) the date on which the next AGM of AA REIT is held, (ii) the date by which the next AGM of AA REIT is required by applicable laws and regulations or the Trust Deed to be held, or (iii) the date on which the repurchases of Units pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated, whichever is the earliest, to exercise all the powers to repurchase issued Units for and on behalf of AA REIT not exceeding in aggregate 10.0% of the total number of Units as at the date of the passing of this Resolution, whether by way of market repurchase(s) or off-market repurchase(s), on the terms of the Unit Buy-Back Mandate set out in the Circular, unless such authority is revoked or varied by the Unitholders in a general meeting. As the Unit Buy-Back Supplement is required for the adoption of the Unit Buy-Back Mandate, Ordinary Resolution 4 is conditional upon the passing of Extraordinary Resolution 1.

4. *Extraordinary Resolution 2*

Extraordinary Resolution 2 above, if passed, will approve the supplement of the Trust Deed with the Development Management Fee Supplement, which is set out in Annex B of the Circular.

(See the Circular in relation to the Development Management Fee Supplement for further details.)

PERSONAL DATA PRIVACY

By (a) submitting any question prior to or at the AGM; and/or (b) submitting a proxy form appointing a proxy(ies) and/or a representative(s) to attend, speak and vote at the AGM 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 their agents) for the purpose of the processing, administration and analysis by the Manager (or their agents) 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 Manager (or their agents) to comply with any applicable laws, listing rules, takeover rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager (or its agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees to provide the Manager with written evidence of such prior consent upon reasonable request.

IMPORTANT NOTICE

The value of Units and the income derived from them, if any, may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager, or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors should note that they have no right to request the Manager to redeem or purchase their Units for so long as the Units are listed on the SGX-ST. It is intended that Unitholders of AA REIT may only deal in their Units through trading on the SGX-ST. The listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of AA REIT is not necessarily indicative of the future performance of AA REIT.