



(a real estate investment trust constituted on 1 November 2013 under the laws of the Republic of Singapore (as amended))

## MINUTES OF ANNUAL GENERAL MEETING

---

Date	:	29 April 2019
Time	:	2.00 p.m.
Place	:	Meeting Rooms 300-301, Level 3, Suntec International Convention & Exhibition Centre 1 Raffles Boulevard, Suntec City Singapore 039593
Present	:	As per Attendance List
Chairman of the Meeting	:	Mr. Lim Kok Min, John

---

The Chairman of the Meeting (“**Chairman**”) welcomed the unitholders to the Annual General Meeting (“**AGM**” or the “**Meeting**”) of IREIT Global (“**IREIT**”).

### **QUORUM**

As the quorum was present, Chairman declared the AGM open.

### **NOTICE**

With the consent of the unitholders present at the Meeting, the Notice convening the Meeting was taken as read.

### **MANAGEMENT PRESENTATION**

Prior to the agenda proper, Management gave an overview presentation on IREIT’s performance, key information on its assets and strategy going forward.

### **VOTING BY POLL**

Resolutions put to vote at the AGM were conducted by way of a poll in accordance with Rule 730A(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Boardroom Corporate and Advisory Services Pte. Ltd. was appointed as the Polling Agent and DrewCorp Services Pte Ltd was appointed as Independent Scrutineer for the AGM.

### **ORDINARY BUSINESS**

**ORDINARY RESOLUTION 1 – TO AUTHORISE AND ADOPT THE REPORT OF THE TRUSTEE, THE STATEMENT BY THE MANAGER AND THE AUDITED FINANCIAL STATEMENTS OF IREIT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 TOGETHER WITH THE AUDITOR’S REPORT THEREON**

The Meeting proceeded with the first agenda item to receive and adopt the Report of the Trustee, the Statement by the Manager and the Audited Financial Statements for the financial year ended 31 December 2018 together with the Auditors' Report thereon.

Chairman (as proxyholder) proposed the motion which was seconded by Mr. Stephen Chen (as unitholder). After dealing with questions from the unitholders, the notes of which are annexed hereto, Chairman put the motion to vote by poll.

The results of the poll in respect of Ordinary Resolution 1 were as follows:-

	<b>NO. OF UNITS</b>	<b>PERCENTAGE</b>
<b>FOR</b>	<b>408,843,465</b>	<b>99.99</b>
<b>AGAINST</b>	<b>32,000</b>	<b>0.01</b>
<b>TOTAL NO. OF VALID VOTES</b>	<b>408,875,465</b>	<b>100</b>

Based on the results of the poll, Chairman declared Ordinary Resolution 1 carried.

#### **ORDINARY RESOLUTION 2 – TO RE-APPOINT DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS OF IREIT AND TO AUTHORISE THE MANAGER TO FIX THEIR REMUNERATION**

Resolution 2 was to re-appoint Deloitte & Touche LLP as the Independent Auditors of IREIT and to authorise the Manager to fix their remuneration.

Deloitte & Touche LLP had expressed their willingness to continue in office.

Chairman (as proxyholder) proposed the motion which was seconded by a unitholder. After dealing with a question from the unitholder, the notes of which are annexed hereto, Chairman put the motion to vote by poll.

The results of the poll in respect of Ordinary Resolution 2 were as follows:-

	<b>NO. OF UNITS</b>	<b>PERCENTAGE</b>
<b>FOR</b>	<b>403,795,265</b>	<b>98.75</b>
<b>AGAINST</b>	<b>5,118,600</b>	<b>1.25</b>
<b>TOTAL NO. OF VALID VOTES</b>	<b>408,913,865</b>	<b>100</b>

Based on the results of the poll, Chairman declared Ordinary Resolution 2 carried.

#### **SPECIAL BUSINESS**

#### **ORDINARY RESOLUTION 3 – TO AUTHORISE THE MANAGER TO ISSUE UNITS AND TO MAKE OR GRANT INSTRUMENTS CONVERTIBLE INTO UNITS**

Ordinary Resolution 3 is to authorise the Manager, to:

- (a) (i) issue units in IREIT (“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 Manager may in its absolute discretion deem fit; and

- (b) issue Units in pursuance of any Instruments 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 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 (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, 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 IREIT (as amended) (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 IREIT or (ii) the date by which the next AGM of IREIT is required by the applicable regulations 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 or necessary or in the interest of IREIT to give effect to the authority conferred by this Resolution.

Chairman (as proxyholder) proposed the motion which was seconded by a unitholder. As there were no questions from unitholders, Chairman put the motion to vote by poll.

The results of the poll in respect of Ordinary Resolution 3 were as follows:-

	<b>NO. OF UNITS</b>	<b>PERCENTAGE</b>
<b>FOR</b>	<b>407,001,865</b>	<b>99.77</b>
<b>AGAINST</b>	<b>952,300</b>	<b>0.23</b>

<b>TOTAL NO. OF VALID VOTES</b>	<b>407,954,165</b>	<b>100</b>
---------------------------------	--------------------	------------

Based on the results of the poll, Chairman declared Ordinary Resolution 3 carried.

**CONCLUSION**

There being no other business for the Meeting, Chairman declared the Meeting closed at 3.00 p.m. and thanked all present for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS

LIM KOK MIN, JOHN  
CHAIRMAN OF MEETING