

# AMANAHRAYA ■ REIT

## AMANAHRAYA REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted under the laws of Malaysia)

### NOTICE OF FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the First Annual General Meeting ("AGM") of AmanahRaya Real Estate Investment Trust ("ARREIT") will be convened and held at Ballroom 2 & 3, Level 9, Sunway Putra Place, 100 Jalan Putra, 50350 Kuala Lumpur, Malaysia on Tuesday, 18 June 2013 at 10.00 a.m. to consider the following items of business:-

#### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 of ARREIT together with the Reports attached thereon. (Please refer to Explanatory Note 1)

#### SPECIAL BUSINESS

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

2. **PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS PURSUANT TO CLAUSE 14.03 OF THE SECURITIES COMMISSION MALAYSIA'S GUIDELINES ON REAL ESTATE INVESTMENT TRUSTS (REITS GUIDELINES) (PROPOSED AUTHORITY)** Ordinary Resolution

**"THAT** pursuant to the REITS Guidelines, Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of any relevant regulatory authorities, where such approval is required, the Manager be and is hereby authorised to allot and issue new units in ARREIT (Units) provided that the number of new Units to be allotted and issued pursuant to this resolution does not exceed 114,643,972 Units, representing 20% of the existing fund size of ARREIT **AND THAT** such authority shall continue to be in force until :-

- i. the conclusion of the next Annual General Meeting of the Unitholders at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- ii. the expiration of the period within which the next Annual General Meeting of the Unitholders is required by law to be held; or

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- iii. revoked or varied by resolution passed by the Unitholders in a Unitholders' meeting; whichever is the earlier;

**AND THAT** the new Units to be issued pursuant to the Proposed Authority shall, upon allotment and issuance, rank equally in all respects with the existing Units except that the new Units will not be entitled to any distributable income, right, benefit, entitlement and/or any other distributions that may be declared before the date of allotment and issuance of such new Units;

**AND FURTHER THAT** the Manager and the Trustee (on behalf of ARREIT) be and are hereby to give effect to the aforesaid Proposed Authority with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or as the Manager and the Trustee may deem to be in the best interests of the Unitholders 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 to implement, finalise and give full effect to the Proposed Authority."

### **AS OTHER BUSINESS**

3. To transact such other business of which due notice shall have been given in accordance with the Deed of Trust constituting ARREIT.

BY ORDER OF THE BOARD  
AMANAHRAYA-REIT MANAGERS SDN BHD  
Management company of AmanahRaya Real Estate Investment Trust

Norhaslinda binti Samin (LS 8512)  
Jerry Jesudian a/l Joseph Alexander (MAICSA 7019735)  
See Siew Cheng (f) (MAICSA 7011225)  
Leong Shiak Wan (f) (MAICSA 7012855)

Kuala Lumpur

27 May 2013

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Notes:

- (1) A Unitholder shall be entitled to attend and vote at any meeting of Unitholders and shall be entitled to appoint up to two (2) persons, whether a Unitholder or not, as its proxy to attend and vote.
- (2) Where a Unitholder is a corporation, its duly authorised representative shall be entitled to attend and vote at the meeting and shall be entitled to appoint up to two (2) persons (whether a Unitholder or not) as its proxy to attend and vote.
- (3) Where a Unitholder appoints two (2) proxies, the appointment shall be invalid unless it specifies the proportions of its holding to be represented by each proxy.
- (4) If the Unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("Authorised Nominee"), it may appoint at least one (1) proxy (but not more than two (2)) in respect of each securities account it holds with units of ARREIT standing to the credit of the said securities account.
- (5) If the Unitholder is an exempt Authorised Nominee which holds Units 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.
- (6) Only a depositor whose name appears in the Record of Depositors of ARREIT as at 12 June 2013 shall be regarded as a Unitholder and entitled to attend, speak and vote at this First AGM of ARREIT or appoint proxy(ies) to attend and vote on his/her behalf.
- (7) The Instrument of Proxy shall be in writing under the hand of the appointor or of its attorney duly authorised in writing or if the appointor is corporation, the Instrument of Proxy must be executed under the corporation's seal or under the hand of an officer or attorney duly authorised.
- (8) To be valid, the original Instrument of Proxy duly completed and signed must be deposited with the **Manager at AmanahRaya-REIT Managers Sdn Bhd at Level 8 Wisma TAS No. 21 Jalan Melaka 50100 Kuala Lumpur** not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the Instrument of Proxy proposes to vote; in default of this provision, the Instrument of Proxy shall not be treated as valid.

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EXPLANATORY NOTES ON:

- (i) Ordinary Business  
There shall be no voting on the aforesaid Ordinary Business given that the laying of the Audited Financial Statements for the financial year ended 31 December 2012 of ARREIT together with the Reports attached thereon ("the Accounts"), before the Unitholders at the AGM is meant for discussion only, in accordance with Clause 15.33A of the Guidelines on Real Estate Investment Trust issued by the Securities Commission Malaysia.

The Accounts of ARREIT are contained in the 2012 Annual Report of ARREIT issued to all Unitholders of ARREIT on 28 February 2013 pursuant to Paragraph 9.45(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

If any Unitholder in receipt of this Notice of First AGM does not have a copy of the 2012 Annual Report, you may download from the corporate website of ARREIT at [www.amanahrayareit.com.my](http://www.amanahrayareit.com.my) or request via telephone requisition at 03-20786808 from the registered office of the Manager.

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(II)

### Special Business

The Proposed Ordinary Resolution, if passed, will give a mandate to the Manager to issue units of ARREIT from time to time provided that the aggregate number of the new units to be issued, when aggregated with the number of units issued during the preceding 12 months must not exceed 20% of the approved fund size of ARREIT for the time being. This authorisation would expire at the conclusion of the next Annual General Meeting of ARREIT.

This is a new mandate to be obtained from the Unitholders at the forthcoming Annual General Meeting.

The purpose of this Proposed Authority is for the possible fund raising exercises including but not limited to further placement of units for purpose of funding current and/or future investment projects, working capital and/or acquisitions of investment assets and/or to refinance existing debt subject to the relevant laws and regulations.

With the Proposed Authority, delays and further costs involved in convening separate general meetings to approve such issue of Units to raise funds can be avoided.

Any issuance of the new Units pursuant to the Proposed Authority will also be subject to the approval of the Trustee and the Securities Commission Malaysia for the approved fund size of ARREIT to be increased from 573,219,858 to 687,863,830 Units.