

**MRCB-QUILL REIT**

(Established in Malaysia under the Deed of Trust dated 9 October 2006, as amended by the first supplemental deed dated 27 August 2007, the second supplemental deed dated 28 May 2013 and third supplemental deed dated 2 April 2015 entered into between MRCB Quill Management Sdn Bhd, a company incorporated in Malaysia under the Companies Act, 2016 and Maybank Trustees Berhad, a company incorporated in Malaysia under the Companies Ordinances, 1940 to 1946)

**NOTICE OF FIFTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fifth Annual General Meeting of MRCB-Quill REIT ("MQREIT") will be held at Grand Ballroom, Level 2, Aloft Kuala Lumpur Sentral, No. 5, Jalan Stesen Sentral, 50470 Kuala Lumpur on Wednesday, 5 April 2017 at 10.00 a.m. or at any adjournment thereof, for the following purposes:

**AGENDA**

**As Ordinary Business:**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 of MQREIT together with the Trustee's Report to the Unitholders issued by Maybank Trustees Berhad, as trustee for MQREIT ("Trustee") and the Statement by the Manager issued by MRCB Quill Management Sdn Bhd, as the Manager of MQREIT ("Manager") and the Auditors' Report thereon. *(Please refer to Explanatory Note 1)*

**As Special Business:**

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

2. Proposed authority to allot and issue new units pursuant to Clause 14.03 of the Guidelines on Real Estate Investment Trusts issued by Securities Commission Malaysia ("REIT Guidelines")

"THAT pursuant to the REIT Guidelines, Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of the relevant regulatory authorities, where such approval is required, approval be and is hereby given to the Directors of the Manager, to issue and allot new units in MQREIT ("New Units") from time to time to such persons and for such purposes as the Directors of the Manager may deem fit, provided that the aggregate number of the New Units to be issued pursuant to this resolution, when aggregated with the number of units issued during the preceding 12 months must not exceed 20% of the approved fund size of MQREIT for the time being comprising 1,068,000,000 units ("Proposed Mandate");

THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the unitholders at which time it will lapse, unless the authority is renewed by a resolution passed at the meeting;
- (b) the expiration of the period within which the next Annual General Meeting of the unitholders is required by law to be held; or
- (c) revoked or varied by a resolution passed by the unitholders in a unitholders' meeting, whichever is the earlier;

THAT the New Units to be issued pursuant to the Proposed Mandate shall, upon allotment and issue, rank pari passu in all respects with the existing units except that the New Units will not be entitled to any income distribution, right, benefit, entitlement and/or any other distributions that may be declared prior to the date of allotment and issuance of such New Units;

AND THAT authority be and is hereby given to the Directors of the Manager and the Trustee, acting for and on behalf of MQREIT, to give effect to the Proposed Mandate with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed by the relevant authorities or as the Manager and the Trustee may deem to be in the best interest 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 to give full effect to the Proposed Mandate.

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

**BY ORDER OF THE BOARD**

MRCB Quill Management Sdn Bhd  
(The Manager of MRCB-Quill REIT)

Mohamed Noor Rahim bin Yahaya (MAICSA 0866820)

Ho Ngan Chui (MAICSA 7014785)

Company Secretaries

Kuala Lumpur

Date: 28 February 2017

**Notes:**

1. Only unitholders whose name appear in the Record of Depositors of MQREIT on 29 March 2017 shall be eligible to attend in person or appoint proxies to attend and/or vote on their behalf at the Fifth Annual General Meeting.
2. A unitholder who is entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies 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. 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.
6. The instrument appointing a proxy shall be deposited at the Registered Address of MRCB Quill Management Sdn Bhd 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 meeting or any adjournment thereof.

**Explanatory Notes on Ordinary and Special Business:**

**1. Item 1 of the Agenda**

This Agenda is meant for discussion only as the Audited Financial Statements do not require formal approval of unitholders in accordance with Clause 15.33A of the guidelines on Real Estate Investment Trust issued by the Securities Commission Malaysia. Therefore, this agenda will not be put for voting.

**2. Item 2 of the Agenda – Proposed Mandate**

The proposed ordinary resolution, if passed, will give a mandate to the Manager to issue New Units of MQREIT 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 MQREIT for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of MQREIT.

The Proposed Mandate will allow the Manager the flexibility to allot and issue New Units to raise funds to finance future investments, acquisitions and capital expenditure to enhance the value of MQREIT and/or to refinance existing debt as well as for working capitals purposes, subject to the relevant laws and regulations.