

# AMANAHRAYA ■ REIT

## AMANAHRAYA REAL ESTATE INVESTMENT TRUST

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

### NOTICE OF FIFTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fifth Annual General Meeting ("AGM") of AmanahRaya Real Estate Investment Trust ("ARREIT") will be convened and held at Nusantara Ballroom 2&3 (Level 2) Sheraton Imperial Hotel Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Tuesday, 18 April 2017 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 2016 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

Jerry Jesudian a/l Joseph Alexander (MAICSA 7019735)  
Leong Shiak Wan (f) (MAICSA 7012855)

Kuala Lumpur  
27 March 2017

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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 more than one (1) person, whether a Unitholder or not, as its proxy to attend and vote.
- (2) Where a Unitholder appoint more than one (1) person, the appointment shall be invalid unless it specifies the proportions of its holding to be represented by each proxy.
- (3) 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 more than one (1) person (whether a Unitholder or not) as its proxy to attend and vote.
- (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 April 2017 shall be regarded as a Unitholder and entitled to attend, speak and vote at this Fifth 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 2, Wisma AmanahRaya, No. 2 Jalan Ampang, 50508 Kuala Lumpur** not less than twenty-four (24) 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:

#### **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 2016 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 2016 Annual Report of ARREIT issued to all Unitholders of ARREIT on 27 February 2017 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 Fifth AGM does not have a copy of the 2016 Annual Report, you may download from the corporate website of ARREIT at <http://www.amanahrayareit.com.my/> or request via telephone requisition at +603-2078 0898 from the principal place of business of the Manager.

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### **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.

### **Personal Data Notice**

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In view of the enforcement of Personal Data Protection Act 2010 ("Act") which regulates the processing of personal data in commercial transactions, the Act applies to us, AmanahRaya-REIT Managers Sdn Bhd, being the management company of AmanahRaya-REIT.

The personal data processed by us may include your name, contact details and mailing address and any other personal data derived from any documentation. We may use or disclose your personal data to any person we may engage for the purpose of the issuance of the Notice of the AGM, despatch of the Annual Report 2016 and the convening of the AGM of AmanahRaya-REIT. As such it is necessary for us to obtain your personal data in order to carry out the said purposes.

Subject to the requirements under the Act, if you would like to make any enquiries of your personal data, please contact us using any of the following modes:

Mailing Address : AmanahRaya REIT Managers Sdn Bhd  
Level 2, Wisma AmanahRaya,  
No 2 Jalan Ampang  
50508 Kuala Lumpur

Telephone : 03-20780898  
Email : norafzaniza@arrm.com.my