



## HEKTAR REAL ESTATE INVESTMENT TRUST

(Established in Malaysia under the trust deed dated 5 October 2006 (as amended by the supplemental trust deed dated 20 March 2012 and the second supplemental trust deed dated 23 November 2016) entered into between Hektar Asset Management Sdn Bhd (Company No. 732261-T) and MTrustee Berhad (formerly known as AmTrustee Berhad) (Company No. 163032-V), both of which are companies incorporated in Malaysia under the Companies Act, 1965 and are deemed registered under the Companies Act, 2016)

### NOTICE OF UNITHOLDERS' MEETING

**NOTICE IS HEREBY GIVEN THAT** a meeting of unitholders ("**Meeting**") of Hektar REIT ("**Hektar REIT**") will be held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 13 June 2017 at 11.00 a.m. for the purpose of considering and if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTION 1

##### **PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 61,000,000 NEW UNITS IN HEKTAR REIT ("UNITS") ("RIGHTS UNITS") TO RAISE GROSS PROCEEDS OF UP TO RM75.0 MILLION ("PROPOSED RIGHTS ISSUE")**

**"THAT** subject to the passing of Ordinary Resolution 4 and the relevant approvals being obtained, approval be and is hereby given to the Board of Directors of Hektar Asset Management Sdn Bhd ("**HAMSB**") ("**Board**") to allot (provisionally or otherwise) by way of a renounceable rights issue of Rights Units to the unitholders of Hektar REIT whose names appear in the Record of Depositors of Hektar REIT as at the close of business on an entitlement date to be determined and announced by the Board of HAMS, or their renouncee(s), to be credited as fully-paid upon full payment of the issue price, on the closing date to be determined and announced later by the Board;

**THAT** the Board be and is hereby empowered and authorised to deal with any fractional entitlement that may arise from the Proposed Rights Issue in such manner as they shall in their absolute discretion deem fit and in the best interests of Hektar REIT;

**THAT** the Rights Units shall, upon allotment and issuance, rank equally in all aspects with the existing Units, except that the Rights Units shall not be entitled to any dividend, right, allotment and/or other distribution, in respect of which the entitlement date is before the allotment date of the Rights Units;

**THAT** any Rights Unit which is not taken up or validly taken up shall be made available for excess applications in such manner as the Board shall in its absolute discretion deem fit;

**THAT** approval be and is hereby given for the proceeds of the Proposed Rights Issue to be utilised by Hektar REIT for the purposes set out in Section 2.2.5 of the Circular dated 26 May 2017 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit and in the best interests of Hektar REIT;

**AND THAT** in order to implement, complete and give full effect to the Proposed Rights Issue, approval be and is hereby given to the Board to do or procure to be done all acts, deeds and things to execute, sign and deliver on behalf of Hektar REIT, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Rights Issue."

#### ORDINARY RESOLUTION 2

##### **PROPOSED ISSUANCE OF UP TO 360,000 NEW UNITS TO HEKTAR ASSET MANAGEMENT SDN BHD AMOUNTING TO RM520,000 AS PART OF THE ACQUISITION FEE DUE TO THE MANAGER ("PROPOSED ISSUANCE TO MANAGER")**

**"THAT** subject to the passing of Ordinary Resolution 4 and the relevant approvals being obtained, approval be and is hereby given to the Board to allot and issue new Units to the Manager ("**Manager's Units**") as part of the acquisition fee due to the Manager provided that the number of new Manager's Units must not exceed RM520,000 in value;

**THAT** the Manager's Units shall, upon allotment and issuance, rank equally in all aspects with the existing Units, except that the Manager shall not exercise the voting rights with respect to the Manager's Units in any Meeting as per Clause 4.15.2 of the Deed and not be entitled to any dividend, right, allotment and/or other distribution, in respect of which the entitlement date is before the allotment date of the Manager's Units;

**AND THAT** in order to implement, complete and give full effect to the Proposed Issuance to Manager, approval be and is hereby given to the Board to do or procure to be done all acts, deeds and things to execute, sign and deliver on behalf of Hektar REIT, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Issuance to Manager."

#### ORDINARY RESOLUTION 3

##### **PROPOSED AUTHORITY TO ALLOT AND ISSUE UP TO 13,500,000 NEW UNITS AS PART PAYMENT OF THE MANAGEMENT FEE TO THE MANAGER IN THE FORM OF NEW UNITS ("PROPOSED AUTHORITY")**

**"THAT** subject to the passing of Ordinary Resolution 4 and the relevant approvals being obtained, approval be and is hereby given to the Board to allot and issue new Units to the Manager ("**Management Fee Units**") as part of the management fee due to the Manager provided that the aggregate number of new Management Fee Units must not exceed 13,500,000 Units over a period of five (5) years;

**THAT** the Management Fee Units shall, upon allotment and issuance, rank equally in all aspects with the existing Units, except that the Manager shall not exercise the voting rights with respect to the Management Fee Units in any Meeting as per Clause 4.15.2 of the Deed and not be entitled to any dividend, right, allotment and/or other distribution, in respect of which the entitlement date is before the allotment date of the Management Fee Units;

**AND THAT** in order to implement, complete and give full effect to the Proposed Authority, approval be and is hereby given to the Board to do or procure to be done all acts, deeds and things to execute, sign and deliver on behalf of Hektar REIT, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Authority."

#### ORDINARY RESOLUTION 4

##### **PROPOSED INCREASE IN THE EXISTING APPROVED FUND SIZE OF HEKTAR REIT FROM 400,634,117 UNITS UP TO 475,494,117 UNITS ("PROPOSED INCREASE IN FUND SIZE")**

**"THAT** the approved fund size of Hektar REIT be and is hereby increased by such number of new Rights Units, Manager's Units and Management Fee Units pursuant to the Proposed Rights Issue, Proposed Issuance to Manager and Proposed Authority;

**AND THAT** in order to implement, complete and give full effect to the Proposed Increase in Fund Size, approval be and is hereby given to the Board to do or procure to be done all acts, deeds and things to execute, sign and deliver on behalf of Hektar REIT, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Increase in Fund Size."

#### BY ORDER OF THE BOARD HEKTAR ASSET MANAGEMENT SDN BHD

Dato' Muhammad Hafidz bin Nuruddin (MAICSA 7005820)

Lim Seck Wah (MAICSA 0799845)

Company Secretaries

26 May 2017

#### Notes:

1. A unitholder who is entitled to attend, speak and vote at the Meeting is entitled to appoint not more than 2 proxies to attend instead of him. A proxy need not be a unitholder. Where a unitholder appoints 2 proxies, the appointments shall be invalid unless he specifies the proportions of his holding (expressed as a percentage of the whole) to be represented by each proxy.
2. Where a unitholder is a corporation, its duly authorised representative shall be entitled to attend at the Meeting and shall be entitled to appoint another person (whether a unitholder or not) as its proxy to attend.
3. Where a unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than 2 proxies in respect of each securities account it holds in units standing to the credit of the said securities account. Where a unitholder appoints 2 proxies, the appointments shall be invalid unless it specifies the proportions of its holdings (expressed as a percentage of the whole) to be represented by each proxy.
4. Where a unitholder is an exempt authorised nominee which holds units in Hektar REIT for multiple beneficial owners in one 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.
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 such 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 Registrar's Registered Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
7. Only unitholders registered in the Record of Depositors as at 6 June 2017 shall be entitled to attend, speak and vote at the Meeting or appoint proxy(ies) to attend on his behalf.