



AL-AQAR HEALTHCARE REIT

(established in Malaysia under the deed dated 27 June 2006 and as amended by the supplemental deed dated 14 May 2009, 27 January 2011 and 9 November 2011 entered into between Damansara REIT Managers Sdn Berhad, a company incorporated under the Companies Act 1965 and AmanahRaya Trustees Berhad, a trust corporation established under the Trust Companies Act 1949 and incorporated under the Companies Act 1965 and the persons who are for the time being registered as holders of the units in Al-Aqar Healthcare REIT)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting ("EGM") of unit holders of Al-Aqar Healthcare REIT ("Al-Aqar") will be held at Delima Room, Level 2, The Puteri Pacific Johor Bahru, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor on Friday, 26 April 2013, Friday at 11.30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the First (1st) Annual General Meeting of Al-Aqar which will be held at the same date and at the same venue, whichever shall be the later for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:-

SPECIAL RESOLUTION 1

PROPOSED ESTABLISHMENT OF DISPOSAL FEE

"**THAT** approval be and is hereby granted to Al-Aqar to establish the disposal fee of up to 0.5% of the disposal price of the real estate and/or single purpose companies, to be disposed by AmanahRaya Trustees Berhad ("**Trustee**") for and on behalf of Al-Aqar and such disposal fee is to be paid to Damansara REIT Managers Sdn Berhad ("**Manager**") upon completion of the disposal and that the relevant amendments pursuant to the Proposed Establishment of Disposal Fee be reflected in the amended and restated deed;

AND THAT the Proposed Establishment of Disposal Fee will be effective from the date of registration of the amended and restated deed with the Securities Commission Malaysia;

AND THAT the Directors of the Manager and the Trustee be and are hereby authorised to take steps to enter into all such agreements, arrangements, undertakings, indemnities, transfers, assignments, deeds, and/or guarantees with any party or parties and to carry out any other matters as they deem necessary or expedient to implement, finalise and give full effect to the Proposed Establishment of Disposal Fee."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS

"**THAT** approval be and is hereby granted to Al-Aqar to adopt the proposed amendments to the trust deed dated 27 June 2006 entered into between the Manager, Amanah Raya Berhad, the previous trustee of Al-Aqar and persons who are for the time being registered as holders of the units in Al-Aqar, constituting Al-Aqar ("**Principal Deed**") which include consolidation of the amendments made to the Principal Deed pursuant to Al-Aqar's supplemental deeds dated 14 May 2009, 27 January 2011 and 9 November 2011; incorporation of amendments in accordance with the applicable laws, regulations and guidelines governing real estate investment trusts; and incorporation of relevant amendments pursuant to the Proposed Establishment of Disposal Fee, if approved and restatement of the deed in its entirety as the new deed governing Al-Aqar with effect from the date of registration of the amended and restated deed with the Securities Commission Malaysia;

AND THAT, the Directors of the Manager and the Trustee, be and are hereby authorised to give effect to the Proposed Amendments with full power and authority to assent to any condition, modification, variation and/or amendment in any matter as may be required by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to finalise, implement, complete and give full effect to the Proposed Amendments."

By Order of the Board
DAMANSARA REIT MANAGERS SDN BERHAD
(as Manager of Al-Aqar Healthcare REIT)

HANA BINTI AB RAHIM @ ALI, ACIS (MAICSA 7064336)
ROHAYA BINTI JAAFAR (LS 0008376)
Company Secretaries
Johor Bahru

Dated: 4 April 2013

Notes:

1. A Unit Holder shall be entitled to attend and vote at this EGM, and shall be entitled to appoint another person (whether a Unit Holder or not) as its proxy to attend and vote.
2. Where a Unit Holder is a corporation, its duly authorised representative shall be entitled to attend and vote at the EGM, and shall be entitled to appoint another person (whether a Unit Holder or not) as its proxy to attend and vote.
3. Where the Unit Holder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with Units standing to the credit of the said securities account. Where a Unit Holder appoints two (2) proxies, the appointment shall be invalid unless it specifies the proportions of its holdings to be represented by each proxy. Such proxy shall have the same rights as the member to vote whether on a poll or a show of hands, to speak and to be reckoned in a quorum.
4. 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.
5. The instrument appointing a proxy must be deposited at the registered office of the Manager at: Suite 12B, Level 12, Menara Ansar, 65 Jalan Trus, 80000 Johor Bahru, Johor at least forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.
6. Only Unit Holders registered in the Record of Depositors as at 15 April 2013 shall be entitled to attend and speak at the EGM or appoint proxy(ies) to attend on his/her behalf.