

Quill Capita Trust

(Established in Malaysia under the Deed dated 9 October 2006 entered into between Quill Capita Management Sdn Bhd, a company incorporated in Malaysia under the Companies Act, 1965 and Maybank Trustees Berhad, a company incorporated in Malaysia under the Companies Ordinances, 1940 to 1946)

NOTICE OF THE FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the First Annual General Meeting of the Quill Capita Trust ("**QCT**") will be held at Jasmine Junior Ball, Level C, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor on Thursday, 9 May 2013 at 10.00 a.m., or at any adjournment thereof, for the following purpose:

AGENDA

As Ordinary Business:-

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 of QCT together with the Trustee's Report to the Unitholders issued by Maybank Trustees Berhad, as trustee of QCT and the Statement issued by Quill Capita Management Sdn Bhd, as manager of QCT ("**Manager**") and the Independent Auditors' Report thereon. *(Please refer to Explanatory Note 1)*

As Special Business:-

To consider and if thought fit, to pass the following resolutions with or without modifications:

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 ("REIT Guidelines")** *Ordinary Resolution*

"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 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 issued, when aggregated with the number of units issued during the preceding 12 months must not exceed 20% of the approved fund size of QCT for the time being comprising 490,131,000 units ("**Proposed Unitholders' Mandate**") and the Directors of the Manager be and are hereby also empowered to obtain the approval for the listing of and quotation for such new units on the Main Market of Bursa Malaysia Securities Berhad;

THAT such approval 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
- (iii) revoked or varied by resolution passed by the unitholders in a unitholders' meeting, whichever is the earlier;

THAT such new units shall, upon allotment and issue, rank equally 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 before the date of allotment and issue of such new units;

THAT authority be and is hereby given to the Directors of the Manager and Maybank Trustees Berhad, acting as trustee of QCT ("**the Trustee**"), for and on behalf of QCT, to give effect to the Proposed Unitholders' Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of QCT and/or as may be imposed by the relevant authorities;

AND THAT the Directors of the Manager and the Trustee, for and on behalf of QCT, are to implement, finalise, complete and do all such acts and things (including to execute, sign and deliver on behalf of QCT, all documents as it may deem necessary) in relation to the Proposed Unitholders' Mandate."

3. **Proposed Amendments to the Deed of Trust constituting QCT** *Two-third Resolution*

"THAT the proposed amendments to the Deed of Trust constituting QCT contained in the document marked "Appendix A" ("**Proposed Amendments**") be hereby approved.

AND THAT the Directors of the Manager be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."

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

BY ORDER OF THE BOARD
Quill Capita Management Sdn Bhd
(as Manager of QCT)

Lee Fong Yong
(MAICSA 7005956)

Kan Loke Mooi
(MAICSA 0872717)

Company Secretaries

Kuala Lumpur
Date: 17 April 2013

Notes:-

1. A unitholder shall be entitled to attend and vote at any meeting of unitholders, and shall be entitled to appoint another person (whether a unitholder or not) as its proxy to attend and vote.
2. 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.
3. Where the unitholder appoints two (2) proxies, the appointment shall be invalid unless he or she specifies the proportions of his or her holdings to be represented by each proxy.
4. Such proxy shall have the same rights as the unitholder to vote whether on a poll or a show of hands, to speak and to be reckoned in a quorum.
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 and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Registered Address of Quill Capita Management Sdn Bhd not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
7. For the purpose of determining a unitholder who shall be entitled to attend the First Annual General Meeting, the Manager shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Unitholders' Meeting Record of Depositors as at 30 April 2013. Only a unitholder whose name appears therein shall be entitled to attend the said meeting or appoint a proxy to attend on his or her stead.

Explanatory Notes on Ordinary and Special Business:-

1. **Item 1 of the Agenda**
This Agenda item is meant for discussion only as the provision under the REIT Guidelines does not require a formal approval of the Unitholders for the Audited Financial Statements. Hence, this item is not put forward to the unitholders for voting.
Please be informed that the annual report was sent to the Unitholders on 28 February 2013.
2. **Item 2 of the Agenda - Proposed Unitholders' Mandate**
The proposed ordinary resolution, if passed, will give a mandate to the Manager to issue units of QCT 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 QCT for the time being. This authorization would expire at the conclusion of the next Annual General Meeting of QCT.
This is a new mandate to be obtained from the unitholders at the forthcoming Annual General Meeting.
The purpose of this Proposed Unitholders' Mandate 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, repayment of borrowings and/or acquisitions of investment assets.
3. **Item 3 of the Agenda - Proposed Amendments**
The Proposed Amendments of the Deed of Trust constituting QCT are to comply with the revised REIT Guidelines and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.