



AMANAH HARTA TANAH PNB
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2nd. Annual General Meeting of Amanah Harta Tanah PNB (“AHP”) will be held at the Theatre, Level 2 of Menara PNB, 201-A, Jalan Tun Razak, 50400 Kuala Lumpur on Wednesday, 26 March 2014 at 3.00 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To lay before the Meeting the Audited Financial Statements of AHP for the year ended 31 December 2013 together with the Auditors’ Report issued by Messrs. Hanafiah Raslan & Mohamad. **For Discussion Only**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any 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”)** **Ordinary Resolution 1**

“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, approval be and is hereby given to the Directors of the Manager to allot and issue new units in AHP (“Units”) from time to time to such persons and for such purposes as the Directors of the Manager may deem fit provided that the number of new Units to be allotted and issued, when aggregated with the number of units issued during the preceding 12 months must not exceed 20% of the existing approved fund size of AHP for the time being comprising 1,000,000,000 units (“Proposed Unit Holders’ Mandate”) and the Directors of the Manager be and are hereby empowered to obtain the approval for the listing of and quotation for such new Units on the Main Market of Bursa Malaysia Securities Berhad **AND THAT** such authority shall continue to be in force until;

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Unit Holders, at which time it shall lapse, unless the authority is renewed by Unit Holders; or
- (b) the expiration of the period within which the next AGM of the Unit Holders is required by law to be held; or
- (c) revoked or varied by the Unit Holders at an earlier Unit Holders’ meeting;

whichever occurs first (“Validity Period”);

AND THAT the new Units to be issued pursuant to the Proposed Unit Holders’ Mandate 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 (for and on behalf of AHP) be and are hereby authorised to give effect to the Proposed Unit Holders' Mandate 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 Unit Holders and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner (including executing such documents as may be required) as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Unit Holders' Mandate."

AS OTHER BUSINESS

3. To transact such other business as may be transacted at an AGM where due notice has been given.

BY ORDER OF THE BOARD

Pelaburan Hartanah Nasional Berhad (175967-W)
(as the Manager of Amanah Harta Tanah PNB)

Adibah Khairiah binti Ismail @ Daud (MIA 13755)
Company Secretary
Kuala Lumpur
28 February 2014

Notes:

1. A Unit Holder who is entitled to attend the meeting is entitled to appoint up to two (2) proxies to attend instead of him. Where a Unit Holder intends to appoint two proxies, the appointment shall be invalid unless the Unit Holder specifies the proportions of his/her holdings to be represented by each proxy. A proxy must be a Unit Holder except with the consent of the Manager unless the Unit Holder is a corporation who shall be entitled to appoint any officer (whether a Unit Holder or not) as its proxy to attend.
2. In the case of a vote to be taken by show of hands, every registered Unit Holder who is present in person or by proxy shall have one (1) vote. In the event that a registered Unit Holder appoints two proxies, only the First Proxy shall vote on behalf of the Registered Unit Holders.
3. If a person is present in the capacity of a registered Unit Holder and a proxy for another registered Unit Holder or as proxy for more than one registered Unit Holders he shall be entitled to exercise only one (1) vote on a show of hands.
4. Where a Unit Holder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint a proxy in respect of each securities account it holds in units standing to the credit of the said securities account.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of its attorney duly authorised in writing or if such appointer is a corporation either under its common seal or under the hand of an officer or attorney so authorised.
6. The instrument appointing proxy shall be deposited at the office of the appointed Registrar of AHP, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor not less than forty eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
7. Only Unit Holders whose names appear in the Records of Depositors as at 20 March 2014 shall be entitled to attend and speak at the Meeting or appoint proxy(ies) to attend on his behalf.

Explanatory Notes on Special Business:

1. Ordinary Resolution 1 – Authority to allot and issue new Units pursuant to Clause 14.03 of the REITs Guidelines

The Resolution, if passed, will give a mandate to the Manager to allot and issue Units of AHP from time to time provided that the number of Units to be allotted and issued during the Validity Period, when aggregated with the number of Units issued during the preceding 12 months must not exceed 20% of the existing approved fund size of AHP for the time being comprising 1,000,000,000 units. This Proposed Unit Holders' Mandate, unless revoked or varied at a subsequent Unit Holders' Meeting, will expire at the conclusion of the next AGM of AHP.

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

The Proposed Unit Holders' Mandate, if passed, will avoid delays and further costs involved in convening separate general meetings to approve the new issue of Units to raise funds.

ADMINISTRATIVE NOTES FOR UNIT HOLDERS ATTENDING THE 2nd AGM

- i. Registration will commence at 2.00 p.m. and unit holders are requested to be punctual.
- ii. Original national registration identity card (NRIC) is required during registration for verification purpose.
- iii. Parking is available at the PNB Darby Park, a building adjacent to Menara PNB. Access to the parking is via Jalan Binjai.



**AMANAH HARTA TANAH PNB
FORM OF PROXY**

I/We _____ NRIC/Company No. _____

Telephone no. _____ of _____

being a Registered Unit Holder of Amanah Harta Tanah PNB ("AHP") hereby appoint:

1st Proxy	Full Name, Address and Telephone No.	NRIC No.	Proportion of Unit Holdings to be Represented

and/or failing whom (to delete whichever is not applicable):

2nd Proxy	Full Name, Address and Telephone No.	NRIC No.	Proportion of Unit Holdings to be Represented

or failing whom, the Chairman of the meeting as my/our proxy/proxies to attend and vote on my/our behalf the 2nd Annual General Meeting of AHP to be held at the Theatre, 2nd Floor of Menara PNB, 201-A, Jalan Tun Razak, 50400 Kuala Lumpur on 26 March 2014 at 3.00 p.m. and any adjournment thereof.

No.	Ordinary Resolution	For	Against
1	Proposed Unit Holders' Mandate		

Please indicate with an "X" in the space provided above as to how you wish your vote to be casted. In the absence of specific directions, your proxy/proxies will vote or abstain from voting on the resolution at his/their discretion.

Dated this _____ day of March, 2014

Number of Units Held	
CDS Account No.	

Signature/Seal of Unit Holder

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AFFIX
STAMP

SYMPHONY SHARE REGISTRARS SDN BHD
(Registrar for Amanah Harta Tanah PNB)
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan

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