



(Established in Malaysia under the Deed of Trust 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 SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of Quill Capita Trust ("QCT") will be held at Orchid & Jasmine Rooms, Level C, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 30 April 2014 at 10.00 a.m., for the following purpose:

AGENDA

As Ordinary Business:-

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 of QCT together with the Trustee's Report to the Unitholders issued by Maybank Trustees Berhad, as trustee of QCT ("Trustee") and the Statement issued by Quill Capita Management Sdn Bhd, as manager of QCT ("Manager") and the Independent Auditors' Report therein. *(Please refer to Explanatory Note 1)*

As Special Business:-

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

2. Proposed authority to allot and issue new units pursuant to Clause 14.03 of the Guidelines on Real Estate Investment Trusts issued by Securities Commission Malaysia ("REIT Guidelines") *Ordinary Resolution*

"THAT subject 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 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 which for the time being comprising 490,131,000 units 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 issued on the Main Market of Bursa Malaysia Securities Berhad ("Proposed Unitholders' Mandate");

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 renewed by a resolution passed at the meeting to renew the authority;
- (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 a 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 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. 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 Quill Capita Trust)

Dato' Lee Fong Yong
(MAICSA 7005956)

Kan Loke Mooi
(MAICSA 0872717)

Company Secretaries

Petaling Jaya
Date: 28 February 2014

Notes:-

1. A unitholder shall be entitled to attend and vote at the Second Annual General Meeting, and shall be entitled to appoint another person (whether a unitholder or not) as its proxy to attend and vote in its stead.
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 Second Annual General Meeting, the Manager shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Unitholders' Meeting Record of Depositors as at 21 April 2014. Only a unitholder whose name appears therein shall be entitled to attend the said meeting or appoint a proxy to attend in 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.
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 renewal mandate to be obtained from the unitholders at the forthcoming Annual General Meeting. The previous mandate was not utilized and accordingly no proceeds were raised.

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.