

## NOTICE OF UNITHOLDERS' MEETING

**NOTICE IS HEREBY GIVEN THAT** the Unitholders' Meeting of Quill Capita Trust ("QCT") will be held at Sime Darby Convention Centre, Ballroom 1, Level 1, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 12 March 2015 at 9.30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following ordinary resolution, with or without modification:

### ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION BY MAYBANK TRUSTEES BERHAD, ACTING SOLELY IN THE CAPACITY AS THE TRUSTEE FOR AND ON BEHALF OF QCT, OF ALL THAT PARCEL OF LAND TOGETHER WITH THE DECK STRUCTURE, INCLUDING THE ROAD(S) CONSTRUCTED ON PART OF THE DECK, HELD UNDER GRN 46222, LOT 73, SEKSYEN 0070, BANDAR KUALA LUMPUR, DISTRICT OF KUALA LUMPUR, FEDERAL TERRITORY OF KUALA LUMPUR ("LAND"), TOGETHER WITH A COMMERCIAL DEVELOPMENT ERRECTED THEREON KNOWN AS PLATINUM SENTRAL, CONSISTING OF 5 BLOCKS OF 4 TO 7 STOREY COMMERCIAL BUILDING, A MULTI-PURPOSE HALL AND 2 LEVELS OF CAR PARK ("PLATINUM SENTRAL"), AND ALL SUCH PLANT AND EQUIPMENT, FIXTURES AND FITTINGS ATTACHED TO THE LAND AND/OR PLATINUM SENTRAL (COLLECTIVELY, THE "PROPERTY") FOR A PURCHASE CONSIDERATION OF RM740,000,000 TO BE SATISFIED VIA A CASH PAYMENT OF RM476,000,000 AND THE ISSUANCE OF 206,250,000 NEW UNITS IN QCT ("UNITS") AT AN ISSUE PRICE OF RM1.28 PER UNIT ("PROPOSED ACQUISITION")**

**THAT** subject to the passing of Ordinary Resolutions 2, 3 and 5, approval be and is hereby given to the Directors of Quill Capita Management Sdn Bhd ("QCM") and Maybank Trustees Berhad ("Trustee") for the proposed acquisition upon the terms and conditions set out in the conditional sale and purchase agreement dated 10 April 2014 ("SPA") entered into between the Trustee, acting solely in the capacity as the trustee for and on behalf of QCT, and MRCB Sentral Properties Sdn Bhd ("MSP") (as supplemented by the supplemental letters dated 8 October 2014 and 8 January 2015) of the Property for a purchase consideration of RM740,000,000 to be satisfied via a cash payment of RM476,000,000 and the issuance of 206,250,000 new units at an issue price of RM1.28 per Unit.

**THAT** pursuant to the SPA (as supplemented by the supplemental letters dated 8 October 2014 and 8 January 2015), approval be and is hereby given to the Directors of QCM and the Trustee to enter into the lease agreements with MSP to lease back the areas within the Land measuring 58,297 square feet and 98,662 square feet respectively to MSP for a period of 30 years commencing from the immediately following the date of registration of the Trustee as the owner on the issue document of the title of the Land with an automatic renewal for a further period of 30 years ("Lease Back") on the same terms and conditions of the lease agreement as set out in Appendices 6 and 7 of the SPA (as supplemented by the supplemental letters dated 8 October 2014 and 8 January 2015).

**THAT** the Directors of QCM and the Trustee are hereby authorized to issue and allot 206,250,000 new Units in satisfaction and discharge of the purchase consideration pursuant to the Proposed Acquisition, and that such new Units shall, on allotment and issue, rank pari passu in all respects with the existing Units in issue except that they will not be entitled to any distributable income, rights, benefits, entitlements and/or any other distributions that may be declared prior to the date of allotment and issue of the new Units.

**THAT** the Directors of QCM and the Trustee be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Acquisition (including the Lease Back) with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient and in the best interests of QCT to implement, finalise and give full effect to the Proposed Acquisition (including the Lease Back).

**AND THAT** all actions taken by Directors and/or officers of QCM in relation to the Proposed Acquisition prior to the date of this resolution shall be ratified."

### ORDINARY RESOLUTION 2

**PROPOSED EXEMPTION FOR MSP, MALAYSIAN RESOURCES CORPORATION BERHAD ("MRCB") AND PERSONS ACTING IN CONCERT WITH MSP AND/OR MRCB FROM THE OBLIGATION TO EXTEND A MANDATORY OFFER ON THE REMAINING UNITS IN QCT NOT ALREADY HELD BY THEM ARISING FROM THE COMPLETION OF THE PROPOSED ACQUISITION PURSUANT TO PARAGRAPH 16.1 OF PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2010 ("PROPOSED EXEMPTION")**

**THAT** subject to the approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given for the proposed exemption under Paragraph 16.1 of Practice Note 9 of the Malaysian Code on Take-overs and Mergers 2010 to MSP, MRCB and persons acting in concert with MSP and/or MRCB from the obligation to carry out a mandatory offer on the remaining Units in QCT not already held by them arising from the completion of the Proposed Acquisition;

**AND THAT** the Directors of QCM and the Trustee be and are hereby authorised to take all such necessary steps to apply for and give effect to the aforesaid Proposed Exemption with full power to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the Securities Commission Malaysia in respect of the Proposed Exemption and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Exemption in the best interests of QCT."

### ORDINARY RESOLUTION 3

**PROPOSED PLACEMENT OF BETWEEN 55,000,000 NEW UNITS AND 85,000,000 NEW UNITS IN QCT BY WAY OF BOOKBUILDING AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PLACEMENT")**

**THAT** subject to the passing of Ordinary Resolutions 1 and 5, approval be and is hereby given to the Directors of QCM and the Trustee to allot and issue between 55,000,000 units and 85,000,000 units in QCT ("Placement Units") at an issue price to be determined later by way of bookbuilding exercise to investors to be identified later.

**THAT** the new Units to be issued pursuant to the Proposed Placement shall, upon allotment and issue, rank pari passu in all respects with the existing Units in issue except that such new Units will not be entitled to any distributable income, rights, benefits, entitlements and/or any other distributions that may be declared prior to the date of allotment and issue of the Placement Units.

**AND THAT** the Directors of QCM and the Trustee be and are hereby authorised to give full effect to the Proposed Placement with full powers to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner deemed necessary by the Directors of QCM and the Trustee, to deal with all matters incidental, ancillary to and/or relating thereto, to take such steps and to do such acts (including execute such documents as may be required), deeds, things and matters as they may deem necessary or expedient in order to implement, finalise, to give full effect to and complete the Proposed Placement and the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the Placement Units so issued."

### ORDINARY RESOLUTION 4

**PROPOSED AUTHORITY TO ALLOT AND ISSUE UP TO 18,619,000 NEW UNITS IN QCT FOR THE PURPOSE OF THE PAYMENT OF MANAGEMENT FEE TO QCM IN THE FORM OF NEW UNITS ("PROPOSED AUTHORITY")**

**THAT** subject to the passing of Ordinary Resolution 5 and Two-Third Resolution 2, approval be and is hereby given to the Directors of QCM and the Trustee to allot and issue, from time to time, up to 18,619,000 new Units for the payment of management fee to QCM in the form of new Units, at an issue price to be determined in accordance with Clause 19.3 of the deed of trust constituting QCT ("Deed"), as amended by the supplemental deed to be executed between QCM and the Trustee, and to deal with the same, upon such terms and conditions as QCM shall deem fit.

**THAT** the Proposed Authority, upon relevant approvals being obtained, is effective from the date of the Unitholders' approval and shall remain until the financial year ending 31 December 2016.

**THAT** the new Units shall, on allotment and issue, rank pari passu in all respects with the existing Units in issue except that such new Units will not be entitled to any distributable income, rights, benefits, entitlements and/or any other distributions that may be declared prior to the date of allotment and issue of the new Units.

**AND THAT** the Directors of QCM and the Trustee be and are hereby authorised to give full effect to the Proposed Authority with full powers to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner deemed necessary by the Directors of QCM and the Trustee, to deal with all matters incidental, ancillary to and/or relating thereto, to take such steps and to do such acts (including execute such documents as may be required), deeds, things and matters as they may deem necessary or expedient in order to implement, finalise, to give full effect to and complete the Proposed Authority and the Directors of QCM be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the new Units so issued."

### ORDINARY RESOLUTION 5

**PROPOSED INCREASE IN THE EXISTING APPROVED FUND SIZE OF QCT FROM 390,131,000 UNITS UP TO A MAXIMUM OF 700,000,000 UNITS ("PROPOSED INCREASE IN FUND SIZE")**

**THAT** the approved fund size of QCT be and is hereby increased from 390,131,000 Units up to a maximum of 700,000,000 Units by the creation of up to 309,869,000 Units.

**AND THAT** the Directors of QCM and the Trustee be and are hereby authorised to give full effect to the Proposed Increase in Fund Size with full powers to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner deemed necessary by the Directors of QCM and the Trustee, to deal with all matters incidental, ancillary to and/or relating thereto, to take such steps and to do such acts (including execute such documents as may be required), deeds, things and matters as they may deem necessary or expedient in order to implement, finalise, to give full effect to and complete the Proposed Increase in Fund Size."

### TWO-THIRD RESOLUTION 1

#### PROPOSED CHANGE OF NAME

**THAT**, the name of QCT be and is hereby changed from "Quill Capita Trust" to "MRCB-Quill REIT", and that the name of Quill Capita Trust wherever it appears in the Deed be and is hereby amended accordingly.

**AND THAT** the Directors of QCM and the Trustee be and are hereby authorised to take such steps and to do such acts (including execute such documents as may be required), deeds, things and matters as they may deem necessary or expedient in order to implement, finalise, to give full effect to and complete the Proposed Change of Name."

### TWO-THIRD RESOLUTION 2

#### PROPOSED AMENDMENTS TO THE DEED CONSTITUTING QCT ("PROPOSED AMENDMENTS")

**THAT** the proposed amendments to the Deed contained in Appendix IV of the Circular to Unitholders dated 17 February 2015 be hereby approved.

**AND THAT** the Directors of QCM and the Trustee 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."

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

17 February 2015

#### Notes:

1. A unitholder shall be entitled to attend and vote at the Unitholders' 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 Unitholders' Meeting, the Manager shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Unitholders' Meeting Record of Depositors as at 6 March 2015. 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.