



## 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 and the Restated Trust Deed dated 31 July 2013, 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 ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Third (3<sup>rd</sup>) Annual General Meeting ("AGM") of the holders of units of Al-Aqar Healthcare REIT ("Al-Aqar") ("Unit Holders") will be held at Permata Ballroom, Level B2, The Puteri Pacific Hotel Johor Bahru, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor on Thursday, 9 April 2015, at 12.00 noon to transact the following businesses:

#### **AS ORDINARY BUSINESS:**

1. To lay before the AGM the audited financial statements of Al-Aqar together with the report of Messrs. Ernst & Young, as auditors of Al-Aqar ("Auditors") thereon for the financial year ended 31 December 2014.

#### **AS SPECIAL BUSINESS:**

To consider and, if thought fit, to pass with or without any modification, the following Ordinary Resolutions:

##### **ORDINARY RESOLUTION 1**

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") ("PROPOSED AUTHORITY")**

"THAT pursuant to the REIT Guidelines, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of any relevant regulatory authorities, where such approval is required, the Directors of Damansara REIT Managers Sdn Berhad ("Manager") be and is hereby authorised to allot and issue new units in Al-Aqar ("Units") provided that the number of new Units to be allotted and issued pursuant to the resolution does not exceed 139,245,293 Units, representing 20% of the approved fund size of Al-Aqar;

**AND THAT** the Proposed Authority shall be effective from the date of receipt of all relevant authorities' approval or the date the Unit Holders pass this resolution, whichever may be the later, until;

- (a) The conclusion of the next 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) The Proposed Authority is 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 Authority 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 Directors of the Manager and AmanahRaya Trustees Berhad ("Trustee"), for and on behalf of Al-Aqar, be and are hereby authorised to give effect to the aforesaid Proposed Authority 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 such acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Authority."

##### **ORDINARY RESOLUTION 2**

3. **PROPOSED INCREASE IN THE EXISTING APPROVED FUND SIZE OF AL-AQAR FROM 696,226,468 UNITS TO A MAXIMUM OF 835,471,761 UNITS PURSUANT TO THE PROPOSED AUTHORITY ("PROPOSED INCREASE IN FUND SIZE")**

"THAT subject to the passing of the Ordinary Resolution 1 above and the requisite approvals being obtained, the approved fund size of Al-Aqar be and is hereby increased from 696,226,468 Units to a maximum of 835,471,761 Units by the creation of up to 139,245,293 new Units;

**AND THAT** authority be and is hereby given to the Directors of the Manager and the Trustee, for and on behalf of Al-Aqar, to give effect to the Proposed Increase in Fund Size, with full power to assent to any condition, modification, variation and/or amendment as they may deem fit in the best interest of Al-Aqar and/or as may be imposed by the relevant authorities;

**AND FURTHER THAT** the Directors of the Manager and the Trustee, for and on behalf of Al-Aqar, be and are hereby authorised to implement, finalise, complete and do all such acts and things (including executing all such documents as may be required) in relation to the Proposed Increase in Fund Size."

#### **AS OTHER BUSINESS:**

4. To transact such other business as may be transacted at an AGM.

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: 18 March 2015

#### **Notes:**

1. A Unit Holder shall be entitled to attend and vote at this AGM, 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 AGM, 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: Level 11, Menara KOMTAR, Johor Bahru City Centre 80000 Johor Bahru, Johor at least forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.
6. Only Unit Holders registered in the Record of Depositors as at 2 April 2015 shall be entitled to attend and speak at the AGM or appoint proxy(ies) to attend on his/her behalf.

#### **Explanatory Notes on Special Business:**

##### **1. Proposed Authority**

The proposed ordinary resolution, if passed, will give a mandate to the Manager of Al-Aqar to issue units of Al-Aqar 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 Al-Aqar for the time being. The Proposed Authority, unless revoked or varied at a Unit Holders' meeting, will expire at the conclusion of the next AGM of Unit Holders.

The Proposed Authority will enable the Manager to take swift action in case of, inter-alia, a need for corporate exercises or in the event business opportunities or other circumstances arise which involve the issue of new Units, and to avoid delay and cost in convening Unit Holders' meetings to approve such issue of Units.

##### **2. Proposed Increase in Fund Size**

The purpose of the Proposed Increase in Fund Size is to accommodate the issuance of such new Units pursuant to the Proposed Authority.