

MRCB-QUILL REIT

(Established in Malaysia under the Deed of Trust dated 9 October 2006, as amended by the first supplemental deed dated 27 August 2007, the second supplemental deed dated 28 May 2013 and the third supplemental deed dated 2 April 2015 entered into between MRCB Quill 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 UNITHOLDERS' MEETING

NOTICE IS HEREBY GIVEN THAT the Unitholders' Meeting of MRCB-Quill REIT ("MQREIT") will be held at Sime Darby Convention Centre, Ballroom 3, Level 1, No 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 7 December 2016 at 10.30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without modification:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY MAYBANK TRUSTEES BERHAD, ACTING SOLELY IN THE CAPACITY AS TRUSTEE FOR AND ON BEHALF OF MQREIT, OF A 33-STORY OFFICE TOWER KNOWN AS MENARA SHELL TOGETHER WITH A 5-STORY PODIUM AND A 4-STORY BASEMENT CAR PARK, ERECTED ON PART OF A FREEHOLD LAND HELD UNDER GERAN 40094, LOT 348, SECTION 72, TOWN AND DISTRICT OF KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR AND ALL SUCH PLANT AND EQUIPMENT, FIXTURES AND FITTINGS ATTACHED TO THE PROPERTY (COLLECTIVELY, THE "PROPERTY") FOR A PURCHASE CONSIDERATION OF RM640,000,000 TO BE SATISFIED ENTIRELY IN CASH ("PROPOSED ACQUISITION")

"THAT subject to the passing of Ordinary Resolutions 2, 3, 4, 5 and 6, approval be and is hereby given to the Directors of MRCB Quill Management Sdn Bhd, as manager of MQREIT ("Manager"), and Maybank Trustees Berhad, as trustee of MQREIT ("Trustee"), for the proposed acquisition of the Property upon the terms and conditions set out in the conditional sale and purchase agreement dated 30 June 2016 entered into between the Trustee, acting solely in the capacity as trustee for and on behalf of MQREIT, and 348 Sentral Sdn Bhd for a purchase consideration of RM640,000,000 to be satisfied entirely in cash;

THAT the Directors of the Manager 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 with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required 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 MQREIT to implement, finalise and give full effect to the Proposed Acquisition;

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

ORDINARY RESOLUTION 2

PROPOSED PLACEMENT OF UP TO 406,666,667 NEW UNITS IN MQREIT ("UNITS") ("PLACEMENT UNITS"), REPRESENTING UP TO 38.1% OF THE ENLARGED UNITS IN CIRCULATION, AFTER THE PROPOSED PLACEMENT, BY WAY OF BOOKBUILDING EXERCISE AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PLACEMENT")

"THAT subject to the passing of Ordinary Resolutions 1, 3, 4, 5 and 6, approval be and is hereby given to the Directors of the Manager and the Trustee to allot and issue up to 406,666,667 Placement Units at an issue price to be determined by way of bookbuilding exercise to such investors to be identified later;

THAT the Placement Units shall, upon allotment and issue, rank equally in all respects with the then existing Units in issue, save and except that the Placement Units shall not be entitled to any distributable income, rights, benefits, entitlements and/or any other distributions, unless the allotment and issue of the Placement Units were made on or prior to the entitlement date of such distributable income, rights, benefits, entitlements and/or any other distributions;

THAT the Directors of the Manager and the Trustee be and are hereby authorised to use the proceeds to be derived from the Proposed Placement in the manner as set out in Section 2.2.4 of the Circular;

AND THAT the Directors of the Manager 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 Placement with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required 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 MQREIT to implement, finalise and give full effect to the Proposed Placement."

ORDINARY RESOLUTION 3

PROPOSED ALLOTMENT, ISSUANCE AND PLACEMENT OF SUCH NUMBER OF PLACEMENT UNITS TO MALAYSIAN RESOURCES CORPORATION BERHAD ("MRCB"), AS PART OF THE PROPOSED PLACEMENT, FOR AN AMOUNT OF NO LESS THAN RM110,000,000 BUT UP TO RM152,000,000 IN VALUE, REPRESENTING BETWEEN 9.0% AND 12.4% OF THE ENLARGED UNITS IN CIRCULATION, AFTER THE PROPOSED PLACEMENT, AT THE SAME ISSUE PRICE AS THE PLACEMENT UNITS ISSUED TO OTHER INVESTORS UNDER THE PROPOSED PLACEMENT ("PROPOSED PLACEMENT TO MRCB")

"THAT subject to the passing of Ordinary Resolutions 1, 2, 4, 5 and 6, approval be and is hereby given to the Directors of the Manager and the Trustee to allot and issue such number of Placement Units to MRCB, as part of the Proposed Placement, for an amount of no less than RM110,000,000 but up to RM152,000,000 in value at the same issue price as the Placement Units issued to other investors under the Proposed Placement;

THAT the Placement Units shall, upon allotment and issue, rank equally in all respects with the then existing Units in issue, save and except that the Placement Units shall not be entitled to any distributable income, rights, benefits, entitlements and/or any other distributions, unless the allotment and issue of the Placement Units were made on or prior to the entitlement date of such distributable income, rights, benefits, entitlements and/or any other distributions;

AND THAT the Directors of the Manager 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 Placement to MRCB with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required 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 MQREIT to implement, finalise and give full effect to the Proposed Placement to MRCB."

ORDINARY RESOLUTION 4

PROPOSED ALLOTMENT, ISSUANCE AND PLACEMENT TO EMPLOYEES PROVIDENT FUND BOARD ("EPF"), AS PART OF THE PROPOSED PLACEMENT, OF UP TO 7% OF THE ENLARGED UNITS IN CIRCULATION AFTER THE PROPOSED PLACEMENT, REPRESENTING UP TO 74,763,336 UNITS, AT THE SAME ISSUE PRICE AS THE PLACEMENT UNITS ISSUED TO OTHER INVESTORS UNDER THE PROPOSED PLACEMENT ("PROPOSED PLACEMENT TO EPF")

"THAT subject to the passing of Ordinary Resolutions 1, 2, 3, 5 and 6, approval be and is hereby given to the Directors of the Manager and the Trustee to allot and issue such number of Placement Units to EPF, as part of the Proposed Placement, of up to 7% of the enlarged Units in circulation after the Proposed Placement at the same issue price as the Placement Units issued to other investors under the Proposed Placement;

THAT the Placement Units shall, upon allotment and issue, rank equally in all respects with the then existing Units in issue, save and except that the Placement Units shall not be entitled to any distributable income, rights, benefits, entitlements and/or any other distributions, unless the allotment and issue of the Placement Units were made on or prior to the entitlement date of such distributable income, rights, benefits, entitlements and/or any other distributions;

AND THAT the Directors of the Manager 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 Placement to EPF with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required 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 MQREIT to implement, finalise and give full effect to the Proposed Placement to EPF."

ORDINARY RESOLUTION 5

PROPOSED AUTHORITY TO ALLOT AND ISSUE UP TO 31,952,333 NEW UNITS FOR THE PURPOSE OF THE PAYMENT OF MANAGEMENT FEE TO THE MANAGER IN THE FORM OF NEW UNITS ("MANAGER'S UNITS") ("PROPOSED AUTHORITY")

"THAT subject to the passing of Ordinary Resolutions 1, 2, 3, 4 and 6, approval be and is hereby given to the Directors of the Manager and the Trustee to allot and issue, from time to time, up to 31,952,333 Manager's Units for the payment of management fee to the Manager in respect of the financial years ending 31 December 2017 to 31 December 2019 in the form of new Units, at an issue price which shall be determined in accordance with Clause 19.3 of the deed of trust constituting MQREIT, and to deal with the same, upon such terms and conditions as the Manager shall deem fit;

THAT the Proposed Authority shall be effective from the date of the Unitholders' approval until:

- (i) 31 March 2020, being the last date on which the management fee in respect of the financial year ending 31 December 2019 shall be paid; or
- (ii) all the 31,952,333 Manager's Units have been issued pursuant to the Proposed Authority for the purpose of the payment of the management fee to the Manager in respect of the financial years ending 31 December 2017 to 31 December 2019,

whichever is earlier;

THAT the Manager's Units shall, upon allotment and issue, rank equally in all respects with the then existing Units in issue, save and except that the Manager's Units shall not be entitled to any distributable income, rights, benefits, entitlements and/or any other distributions, unless the allotment and issue of the Manager's Units were made on or prior to the entitlement date of such distributable income, rights, benefits, entitlements and/or any other distributions;

AND THAT the Directors of the Manager 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 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 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 MQREIT to implement, finalise and give full effect to the Proposed Authority."

ORDINARY RESOLUTION 6

PROPOSED INCREASE IN THE EXISTING APPROVED FUND SIZE OF MQREIT FROM 700,000,000 UNITS UP TO A MAXIMUM OF 1,100,000,000 UNITS ("PROPOSED INCREASE IN FUND SIZE")

"THAT subject to the passing of Ordinary Resolutions 1, 2, 3, 4 and 5, the approved fund size of MQREIT be and is hereby increased from 700,000,000 Units up to a maximum of 1,100,000,000 Units by the creation of up to 400,000,000 Units;

AND THAT the Directors of the Manager 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 Increase in Fund Size with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required 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 MQREIT to implement, finalise and give full effect to the Proposed Increase in Fund Size."

BY ORDER OF THE BOARD

MRCB QUILL MANAGEMENT SDN BHD
(as the Manager of MRCB-Quill REIT)

Mohamed Noor Rahim Yahaya (MAICSA 0866820)

Ho Ngan Chui (MAICSA 7014785)

Company Secretaries

Kuala Lumpur

22 November 2016

Notes:

1. A Unitholder who is entitled to attend and vote at this meeting is entitled to appoint another person to attend and vote in his stead. A proxy may but need not be a Unitholder.
2. Where a Unitholder appoints 2 proxies, the appointment shall be invalid unless it specifies the proportions of its holdings to be represented by each proxy.
3. 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.
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 and the power of attorney or other authority (if any) under which it is signed or a notorially certified copy of such power or authority shall be deposited at the Registered Address of MRCB Quill Management Sdn Bhd at Level 33A, Menara NU 2, No. 203, Jalan Tun Sambanthan, Kuala Lumpur Sentral, 50470 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
6. 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 30 November 2016. 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.