



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 deemed registered under the Companies Act 2016 and AmanahRaya Trustees Berhad, a trust corporation established under the Trust Companies Act 1949 and incorporated under the Companies Act 1965 and deemed registered under the Companies Act 2016 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 Seventh (7th) Annual General Meeting (“**AGM**”) of the holders of units of Al-`Aqar Healthcare REIT (“**Al-`Aqar**”) (“**Unitholders**”) will be held at Permata Ballroom, Level B2, The Puteri Pacific Johor Bahru, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor on Wednesday, 17 April 2019, at 11:30 a.m. 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. Deloitte, as auditors of Al-`Aqar (“**Auditors**”) thereon for the financial year ended 31 December 2018.

(Please refer to Note 7.1)

AS SPECIAL BUSINESS:

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

ORDINARY RESOLUTION 1

2. **PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS PURSUANT TO PARAGRAPH 6.59 OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (“PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS”)**

“**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 (“**New Units**”) provided that the number of New Units to be allotted and issued pursuant to the resolution does not exceed 147,197,017 units, representing 20% of the approved fund size of Al-`Aqar;

AND THAT the Proposed Authority to Allot and Issue New Units shall be effective from the date of receipt of all relevant authorities’ approval or the date the Unitholders pass this resolution, whichever may be the later, until;

- (a) The conclusion of the next AGM of the Unitholders, at which time it shall lapse, unless the authority is renewed by Unitholders; or
- (b) The expiration of the period within which the next AGM of the Unitholders is required by law to be held; or
- (c) The Proposed Authority to Allot and Issue New Units is revoked or varied by the Unitholders at an earlier Unitholders’ meeting;

whichever occurs first (“**Validity Period**”);

AND THAT the New Units to be issued pursuant to the Proposed Authority to Allot and Issue New Units 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 to Allot and Issue New Units 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 Unitholders 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 to Allot and Issue New Units.”

ORDINARY RESOLUTION 2

3. PROPOSED INCREASE IN THE EXISTING APPROVED FUND SIZE OF AL-`AQAR FROM 735,985,088 UNITS TO A MAXIMUM OF 883,182,105 UNITS PURSUANT TO THE PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS (“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 735,985,088 units to a maximum of 883,182,105 units by the creation of up to 147,197,017 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.”

ORDINARY RESOLUTION 3

4. PROPOSED UNITHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED RRPT MANDATE”)

“**THAT** subject always to the provisions of the Listing Requirements or other regulatory authorities, approval be and is hereby given to Al-`Aqar, to enter into and give effect to the Recurrent Related Party Transactions of a Revenue or Trading nature, all with the particulars of which are set out in the Circular to Unitholders dated 21 March 2019 (“**Circular**”) with the Related Parties as described in the Circular, provided that such transactions are:-

- (a) recurrent transactions of a revenue or trading nature;
- (b) necessary for the day-to-day operations of Al-`Aqar;
- (c) carried out in the ordinary course of business of Al-`Aqar, made on an arm’s length basis and on normal commercial terms not more favourable to the Related Parties than those generally available to the public; and
- (d) not detrimental to the minority unitholders of Al-`Aqar;

AND THAT such authority shall continue to be in force until:-

- (a) the conclusion of the next AGM of Al-`Aqar following this AGM, at which time the authority will lapse unless by a resolution passed at the AGM, such authority is renewed; or
 - (b) the expiration of the period within which the next AGM after the date that is required to be held pursuant to the law; or
 - (c) revoked or varied by a resolution passed by the unitholders of Al-`Aqar at a general meeting;
- whichever is earlier;

AND THAT the Directors of the Manager and the Trustee be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of Al-`Aqar with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take 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 RRPT Mandate contemplated and/or authorised by this ordinary resolution.” (Note (3))

SPECIAL RESOLUTION 4

5. PROPOSED REVISION IN MANAGEMENT FEE

“**THAT** approval be and is hereby granted to Al-`Aqar to revise the management fee from the existing rate to the revised rate as follows:-

Existing	Revised
(i) up to zero point one zero percent (0.100%) of the gross asset value (“ GAV ”) of Al-`Aqar for the first RM1.0 billion of the value of the total assets of Al-`Aqar; and	up to one point zero percent (1.000%) of the total asset value (excluding cash and bank balances) of Al-`Aqar.
(ii) up to zero point one two five percent (0.125%) of the GAV above RM1.0 billion of the value of the total assets of Al-`Aqar.	

AND THAT the Proposed Revision in Management Fee will be effective from the date of registration of the second restated trust deed with the Securities Commission of Malaysia;

AND THAT the Directors of the Manager and the Trustee be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of Al-`Aqar with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take 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 Revision in Management Fee contemplated and/or authorised by this special resolution.”

SPECIAL RESOLUTION 5

6. PROPOSED REVISION IN TRUSTEE FEE

“**THAT** approval be and is hereby granted to Al-`Aqar to revise the trustee fee from the existing rate to the revised rate as follows:-

<u>Existing</u>	<u>Revised</u>
up to zero point zero three percent (0.030%) of the net assets value (“NAV”) of Al-`Aqar per annum.	up to zero point zero four percent (0.040%) of the NAV of Al-`Aqar per annum .

AND THAT the Proposed Revision in Trustee Fee will be effective from the date of registration of the second restated trust deed with the Securities Commission of Malaysia;

AND THAT the Directors of the Manager and the Trustee be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of Al-`Aqar with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take 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 Revision in Trustee Fee contemplated and/or authorised by this special resolution.”

SPECIAL RESOLUTION 6

7. PROPOSED REVISION IN DISTRIBUTION OF INCOME

“**THAT** approval be and is hereby granted to Al-`Aqar to revise the minimum distribution rate from the existing rate to the revised rate as follows:-

<u>Existing</u>	<u>Revised</u>
at least ninety-five percent (95.0%) of Al-`Aqar’s distributable income	at least ninety percent (90.0%) of Al-`Aqar’s distributable income

AND THAT the Proposed Revision in Distribution of Income will be effective from the date of registration of the second restated trust deed with the Securities Commission of Malaysia;

AND THAT the Directors of the Manager and the Trustee be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of Al-`Aqar with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take 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 Revision in Distribution of Income contemplated and/or authorised by this special resolution.”

SPECIAL RESOLUTION 7

8. PROPOSED CLAUSE AMENDMENTS

“**THAT** approval be and is hereby granted to Al-`Aqar to modify the clause in the Restated Trust Deed dated 31 July 2013 as stated in Section 2.4, Part B of the Circular.

AND THAT the Proposed Clause Amendments will be effective from the date of registration of the second restated trust deed with the Securities Commission of Malaysia;

AND THAT the Directors of the Manager and the Trustee be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of Al-Aqar with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take 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 Clause Amendments contemplated and/or authorised by this special resolution.”

AS OTHER BUSINESS:

9. 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)

JAMALLUDIN BIN KALAM (LS 0002710)
ROHAYA BINTI JAAFAR (LS 0008376)
Company Secretaries
Johor Bahru

Dated: 21 March 2019

Notes:

1. A Unitholder shall be entitled to attend and vote at this AGM, and shall be entitled to appoint another person (whether a Unitholder or not) as its proxy to attend and vote.
2. Where a Unitholder 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 Unitholder or not) as its proxy to attend and vote.
3. Where the Unitholder 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 Unitholder 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 16, Menara KOMTAR, Johor Bahru City Centre 80000 Johor Bahru, Johor at least twenty-four (24) hours before the time appointed for holding the AGM or any adjournment thereof.
6. Only Unitholders registered in the Record of Depositors as at 10 April 2019 shall be entitled to attend and speak at the AGM or appoint proxy(ies) to attend on his/her behalf.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

7.1 Audited Financial Statements

The Audited Financial Statements laid at this meeting pursuant to Clause 13.18(b) of the Listed REIT Guidelines are meant for discussion only. It does not require Unitholders' approval and therefore, shall not be put forward for voting.

Explanatory Notes on Special Business:

1. Proposed Authority to Allot and Issue New Units

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 to Allot and Issue New Units, unless revoked or varied at a Unitholders' meeting, will expire at the conclusion of the next AGM of Unitholders.

The Proposed Authority to Allot and Issue New Units 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 Unitholders' meetings to approve such issue of New 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 to Allot and Issue New Units.

3. Proposed RRPT Mandate

The proposed Ordinary Resolution 3 if passed, is primarily to authorise Al-`Aqar to enter into arrangements or transactions with Related Parties, particulars of which are set out in the Circular, which are necessary for the day-to-day operations of the Group and are based on normal commercial terms that are not more favourable to the Related Parties than those generally made to the public.

The procurement of the Proposed RRPT Mandate would reduce substantially administrative time, effort and expenses associated with the convening of separate general meetings to seek unitholders' approval as and when potential Recurrent Related Party Transactions arise.



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 deemed registered under the Companies Act 2016 and AmanahRaya Trustees Berhad, a trust corporation established under the Trust Companies Act 1949 and incorporated under the Companies Act 1965 and deemed registered under the Companies Act 2016 and the persons who are for the time being registered as holders of the units in Al-`Aqar Healthcare REIT)

Form of Proxy

I/We* _____
(FULL NAME, NRIC NO./COMPANY NO. IN BLOCK LETTERS)

of _____
(FULL ADDRESS)

being a Unitholder/Unitholders of Al-`Aqar Healthcare REIT, hereby appoint Chairman of the Annual General Meeting ("**AGM**"), or

_____ (FULL NAME AND NRIC NO.)

of _____
(FULL ADDRESS)

or, failing him/her _____
(FULL NAME AND NRIC NO.)

of _____
(FULL ADDRESS)

as my/our* Proxy to vote for me/us* on my/our* behalf at the Seventh AGM of the Unitholders of Al-`Aqar Healthcare REIT to be held at the Permata Ballroom, Level B2, The Puteri Pacific Johor Bahru, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor on Wednesday, 17 April 2019, at 11:30 a.m. and at any adjournment thereof.

My/Our* proxy is to vote as indicated below:

	FOR	AGAINST
<u>ORDINARY RESOLUTION 1</u> PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS		
<u>ORDINARY RESOLUTION 2</u> PROPOSED INCREASE IN FUND SIZE		
<u>ORDINARY RESOLUTION 3</u> PROPOSED RRPT MANDATE		
<u>SPECIAL RESOLUTION 4</u> PROPOSED REVISION IN MANAGEMENT FEE		
<u>SPECIAL RESOLUTION 5</u> PROPOSED REVISION IN TRUSTEE FEE		
<u>SPECIAL RESOLUTION 6</u> PROPOSED REVISION IN DISTRIBUTION OF INCOME		
<u>SPECIAL RESOLUTION 7</u> PROPOSED CLAUSE AMENDMENTS		
OTHER BUSINESS To transact any other business as may be transacted at an AGM		

(Please indicate with an "X" in the space as to how you wish your vote to be cast. If you do not do so, the Proxy will vote or abstain from voting at his/her discretion)



For appointment of two (2) proxies, number of unit and percentage of unit holding to be represented by each proxy		
	No of units	% of unit holding
Proxy 1		
Proxy 2		
Total		

Signature(s) / Common Seal of Company

Dated thisday of..... 2019.

NO. OF UNITS HELD	CDS ACCOUNT NO

Notes:

**Please delete the words "Chairman of the Annual General Meeting" if you wish to appoint some other person(s) to be your proxy.*

1. *A Unitholder shall be entitled to attend and vote at this AGM, and shall be entitled to appoint another person (whether a Unitholder or not) as its proxy to attend and vote.*
2. *Where a Unitholder 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 Unitholder or not) as its proxy to attend and vote.*
3. *Where the Unitholder 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 Unitholder 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 16, Menara KOMTAR, Johor Bahru City Centre 80000 Johor Bahru, Johor at least twenty-four (24) hours before the time appointed for holding the AGM or any adjournment thereof.*
6. *Only Unitholders registered in the Record of Depositors as at 10 April 2019 shall be entitled to attend and speak at the AGM or appoint proxy(ies) to attend on his/her behalf.*
7. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.*

7.1 Audited Financial Statements

The Audited Financial Statements laid at this meeting pursuant to Clause 13.18(b) of the Listed REIT Guidelines are meant for discussion only. It does not require Unitholders' approval and therefore, shall not be put forward for voting.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretaries

**DAMANSARA REIT MANAGERS SDN BERHAD
(as Manager of Al-Aqar Healthcare REIT)**

Level 16, Menara KOMTAR
Johor Bahru City Centre
80000 Johor Bahru, Johor

1st fold here

