

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Seventh Annual General Meeting of the unitholders of Tower Real Estate Investment Trust ("Tower REIT") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Thursday, 17 October 2019 at 10.00 a.m. in order:-

1. To lay before the meeting the audited financial statements of Tower REIT together with the reports of the Trustee and Auditors thereon for the financial period ended 30 June 2019.

**SPECIAL BUSINESS**

As special business, to consider and, if thought fit, pass the following motions as Ordinary/Majority Resolutions, with or without modifications:

**2. Ordinary Resolution 1**

**Proposed Renewal Of Unitholders' Mandate To Allot and Issue Up To 56,100,000 New Units In Tower Real Estate Investment Trust ("Tower REIT"), Representing Up To 20% Of The Existing Total Number Of Units Issued Of Tower REIT Of 280,500,000 Units ("Proposed Renewal Of Authority Mandate")**

"THAT pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Main Market of Bursa Securities"), and subject to the passing of Ordinary Resolution 2 below and the requisite approvals being obtained, approval be and is hereby given to the Directors of GLM REIT Management Sdn Bhd, the Manager of Tower REIT (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 total number of units issued of Tower REIT for the time being comprising 280,500,000 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 on the Main Market of Bursa Securities;

**AND 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 by a resolution passed at the meeting, the authority is renewed; or
- (ii) revoked or varied by resolution passed by the unitholders in a unitholders' meeting,

whichever is the earlier;

**AND 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;

**AND THAT** authority be and is hereby given to the Directors of the Manager and MTrustee Berhad, acting as Trustee of Tower REIT (the "Trustee"), acting for and on behalf of Tower REIT, to give effect to the Proposed Renewal Of Authority Mandate with full powers to assent to any condition, modification, variation and/or amendment as they may deem fit in the best interest of Tower REIT and/or as may be imposed by the relevant authorities; **AND FURTHER THAT** the Directors of the Manager and the Trustee, acting for and on behalf of Tower REIT, are to implement, finalise, complete and do all such acts and things (including executing such documents as may be required) in relation to the Proposed Renewal Of Authority Mandate."

(Resolution 1)

**3. Ordinary Resolution 2**

**Proposed Increase In The Existing Total Number of Units Issued Of Tower REIT From 280,500,000 Units To A Maximum Of 336,600,000 Units Pursuant To The Proposed Renewal Of Authority Mandate ("Proposed Increase In Units Issued")**

"THAT subject to the passing of Ordinary Resolution 1 above and the requisite approvals being obtained, the total number of units issued of Tower REIT be and is hereby increased from 280,500,000 units to a maximum of 336,600,000 units by the creation of up to 56,100,000 new units;

**AND THAT** authority be and is hereby given to the Directors of the Manager and the Trustee, acting for and on behalf of Tower REIT, to give effect to the Proposed Increase In Units Issued, with full power to assent to any condition, modification, variation and/or amendment as they may deem fit in the best interest of Tower REIT and/or as may be imposed by the relevant authorities; **AND FURTHER THAT** the Directors of the Manager and the Trustee, acting for and on behalf of Tower REIT, are to implement, finalise, complete and do all such acts and things (including executing such documents as may be required) in relation to the Proposed Increase In Units Issued."

(Resolution 2)

**4. Ordinary Resolution 3**

**Proposed Unitholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature With Hong Leong Company (Malaysia) Berhad ("HLCM") And Persons Connected With HLCM ("Proposed RRPT Mandate")**

"THAT approval be and is hereby given for Tower REIT to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.3 of Part A of the Circular to Unitholders dated 29 August 2019 ("Circular"), with HLCM and persons connected with HLCM provided that such transactions are undertaken in the ordinary course of business, on commercial terms which are not more favourable to the related parties than those generally available to and/or from the public, where applicable, and are not detrimental to the minority unitholders of Tower REIT;

**AND 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 by a resolution passed at the meeting, the authority is renewed; or
- (ii) revoked or varied by resolution passed by the unitholders in a unitholders' meeting,

whichever is the earlier;

**AND THAT** authority be and is hereby given to the Directors of the Manager and the Trustee, acting for and on behalf of Tower REIT, to give effect to the Proposed RRPT Mandate, with full power to assent to any condition, modification, variation and/or amendment as they may deem fit in the best interest of Tower REIT and/or as may be imposed by the relevant authorities; **AND FURTHER THAT** the Directors of the Manager and the Trustee, acting for and on behalf of Tower REIT, are to implement, finalise, complete and do all such acts and things (including executing such documents as may be required) in relation to the Proposed RRPT Mandate."

(Resolution 3)

**5. Majority Resolution**

**Proposed Amendment To The Investment Objective Of Tower REIT ("Proposed Objective Amendment")**

"THAT subject to the approvals being obtained from all relevant authorities and/or parties, where required, approval be and is hereby given to Directors of the Manager to adopt the Proposed Objective Amendment as follows:

"The objective of the Trust is:-

to invest primarily in a portfolio of **real estate including** quality office buildings, commercial properties, **residential properties and industrial properties** in order to:

- (1) provide Unitholders with regular and stable distributions; and
- (2) achieve medium to long-term growth in the Net Asset Value per Unit."

by way of a second restated deed to be entered into between the Manager and the Trustee, that amends and restates the principal deed dated 17 February 2006 constituting Tower REIT (as amended and restated by the restated deed dated 29 May 2014);

**THAT** authority be and is hereby given to the Directors of the Manager and the Trustee, acting for and on behalf of Tower REIT, to give effect to the Proposed Objective Amendment with full power to assent to any condition, modification, variation and/or amendment as they may deem fit in the best interests of Tower REIT and/or as may be imposed by the relevant authorities;

**AND THAT** the Directors of the Manager and the Trustee, acting for and on behalf of Tower REIT, be and are hereby authorised to do all acts, deeds and/or things, including executing such documents as may be required, in order to implement, finalise and effect the Proposed Objective Amendment."

(Resolution 4)

6. To consider any other business of which due notice shall have been given.

By Order of the Board of  
**GLM REIT Management Sdn Bhd**  
The Manager of Tower Real Estate Investment Trust

**CHEW ANN NEE** (MAICSA 7030413)  
Company Secretary

Kuala Lumpur  
29 August 2019

**Notes**

1. For the purpose of determining unitholders' eligibility to attend this meeting, only unitholders whose names appear in the Record of Depositors as at 9 October 2019 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on their behalf.
2. Save for unitholder who is an exempt authorised nominee, a unitholder entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a unitholder of Tower REIT. A unitholder who is an authorised nominee may appoint more than two (2) proxies in respect of each securities it holds. A unitholder who is an exempt authorised nominee for multiple beneficial owners in one securities account ("Omnibus Account") may appoint any number of proxies in respect of the Omnibus Account.
3. Where two (2) or more proxies are appointed, the proportions of unitholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which, the appointments shall be invalid.
4. The Form of Proxy must be deposited at the Registered Office of GLM REIT Management Sdn Bhd at Level 10, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time appointed for holding of the meeting or adjourned meeting.
5. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), all resolutions set out in this Notice will be put to vote by way of a poll.

**Explanatory Notes****1. Ordinary Resolution 1 - Proposed Renewal Of Authority Mandate**

The Proposed Renewal Of Authority Mandate, if passed, will give a renewed mandate to the Directors of the Manager of Tower REIT to issue units of Tower REIT 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 total number of units issued of Tower REIT for the time being. The Proposed Renewal Of Authority Mandate, unless revoked or varied at a unitholders' meeting, will expire at the conclusion of the next Annual General Meeting ("AGM") of unitholders of Tower REIT.

As at date, no new units of Tower REIT have been issued pursuant to the mandate granted to the Directors of GLM REIT at the last AGM of Tower REIT held on 17 April 2018 and which will lapse at the conclusion of the forthcoming Seventh AGM of Tower REIT.

The Proposed Renewal Of Authority Mandate will enable the Directors of 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 units.

**2. Ordinary Resolution 2 - Proposed Increase In Units Issued**

The purpose of the Proposed Increase In Units Issued is to accommodate the issuance of such new units pursuant to the Proposed Renewal Of Authority Mandate.

**3. Ordinary Resolution 3 - Proposed RRPT Mandate**

The Proposed RRPT Mandate, if passed, will give a mandate to Tower REIT to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of Tower REIT, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to and/or from the public and are not detrimental to the minority unitholders of Tower REIT.

Detailed information on the Proposed RRPT Mandate is set out in Part A of the Circular to Unitholders dated 29 August 2019 which is despatched together with the 2019 Annual Report of Tower REIT.

**4. Majority Resolution - Proposed Objective Amendment**

Pursuant to Section 295(4)(a) of the Capital Markets and Services Act 2007 and the principal deed dated 17 February 2006 entered into between the Manager and the Trustee constituting Tower REIT (as amended and restated by the restated deed dated 29 May 2014), the Proposed Objective Amendment is subject to approval being obtained from the unitholders comprising not less than two-thirds (2/3) of all unitholders present at the forthcoming Seventh AGM of Tower REIT.