



AL-AQAR HEALTHCARE REIT

(established in Malaysia under the deed dated 27 June 2006 and as amended by the supplementary deed dated 14 May 2009, 27 January 2011 and 9 November 2011, amended and restated by the Restated Deed dated 31 July 2013, amended and restated by the Second Restated Deed dated 25 November 2019 and further amended by Supplemental Deed to the Second Restated Deed dated 29 December 2022 entered into between Damansara REIT Managers Sdn Berhad and AmanahRaya Trustees Berhad, both companies incorporated in Malaysia under the laws of Malaysia and the persons who are for the time being registered as holders of the units in Al-Aqar Healthcare REIT as amended, varied or supplemented from time to time)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh (11th) Annual General Meeting (“AGM”) of the holders of units of Al-Aqar Healthcare REIT (“Al-Aqar”) (“Unitholders”) will be held on a fully virtual basis at the Broadcast Venue: Unit 1-19-02, Block 1, V Square, Jalan Utara, 46200 Petaling Jaya, Selangor on Tuesday, 18 April 2023 at 2.00 p.m. to transact the following businesses:

AS ORDINARY BUSINESS:

- 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 2022.

(Please refer to Note 8.1)

AS SPECIAL BUSINESS:

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

ORDINARY RESOLUTION 1

- PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS OF UP TO 20% OF THE TOTAL NUMBER OF ISSUED UNITS OF AL-AQAR (“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”) from time to time to such persons and for such purposes as the Directors of the Manager may in its absolute discretion deem fit and in the best interest of Al-Aqar, provided that the aggregate number of New Units issued pursuant to this resolution, when aggregate with the number of units in Al-Aqar issued during the preceding 12 months, must not exceed 20% of the total number of issued units of Al-Aqar for the time being comprising 756,485,757 units;

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;

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

whichever occurs first;

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

- PROPOSED INCREASE IN THE EXISTING APPROVED FUND SIZE OF AL-AQAR FROM 756,485,757 UNITS TO A MAXIMUM OF 907,782,908 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 756,485,757 units to a maximum of 907,782,908 units by the creation of up to 151,297,151 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

- PROPOSED RENEWAL OF 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 which are necessary for the day to day operations of Al-Aqar and which are in the ordinary course of business of Al-Aqar (“RRPT”), provided that such transactions are:-

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations of Al-Aqar;
- 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
- not detrimental to the minority Unitholders;

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

- 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
- the expiration of the period within which the next AGM after the date that is required to be held pursuant to the law; or
- revoked or varied by a resolution passed by the Unitholders 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.”

AS OTHER BUSINESS:

- 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)

NURALIZA BINTI A. RAHMAN (MAICSA 7067934)
ROHAYA BINTI JAAFAR (LS 0008376)

Company Secretaries
Johor Bahru

21 March 2023

Notes:

- 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.
- 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.
- 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.
- 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.
- The instrument appointing a proxy must be deposited at the registered office of the Manager at: Mega Corporate Services Sdn. Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan at least twenty-four (24) hours before the time appointed for holding the AGM or any adjournment thereof or e-mail to AGM-support.Alaqar@megacorp.com.my.
- Only Unitholders registered in the Record of Depositors as at 11 April 2023 shall be entitled to attend and speak at the AGM or appoint proxy(ies) to attend on his/her behalf.
- Unitholders can register online to participate in the AGM via <https://vps.megacorp.com.my/V2cfr0>.
- 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.

8.1 Audited Financial Statements

The Audited Financial Statements laid at this meeting pursuant to Clause 13.18(b) of the guidelines on Listed Real Estate Investment Trusts issued by the Securities Commission of Malaysia on 15 March 2018 and as revised on 18 June 2019 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:

- Proposed Authority to Allot and Issue New Units**

The proposed ordinary resolution is a renewal of a general mandate obtained from the unitholders of Al-Aqar at the previous Annual General Meeting and 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.

As at the date of this notice, Al-Aqar has not issued any units under the mandate which was approved at the 10th AGM held on 20 April 2022 and which will lapse at the conclusion of the 11th AGM.

The Proposed Authority to Allot and Issue New Units will allow the Manager the flexibility to issue and allot New Units to raise funds for, inter-alia, corporate exercises or in the event business opportunities or other circumstances arise which involve the issue of New Units, capital expenditure, working capital and repayment of debts and to avoid delay and further cost in convening Unitholders’ meetings to approve such issue of New Units.

- 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.

- Proposed RRPT Mandate**

The proposed Ordinary Resolution 3 if passed, is primarily to authorise Al-Aqar to enter into RRPT with Related Parties, 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 RRPT arise.

IMPORTANT NOTICE:-

You are requested to read and adhere to the Administrative Guide issued which is published in Al-Aqar’s website at www.alaqar.com.my. Unitholders are also reminded to monitor Al-Aqar’s website and announcements from time to time for any changes to the AGM arrangement.