

## **RESPONSIBILITY STATEMENTS**

OUR DIRECTORS HAVE SEEN AND APPROVED THIS PROSPECTUS. OUR DIRECTORS COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF ALL INFORMATION IN THIS PROSPECTUS. OUR DIRECTORS CONFIRM, HAVING MADE ALL ENQUIRIES WHICH ARE REASONABLE IN THE CIRCUMSTANCES, THAT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE ARE NO OTHER FACTS, THE OMISSION OF WHICH WOULD MAKE ANY STATEMENT IN THIS PROSPECTUS MISLEADING. OUR DIRECTORS ACCEPT FULL RESPONSIBILITY FOR THE PROFIT FORECAST AND PROJECTIONS INCLUDED IN THIS PROSPECTUS. OUR DIRECTORS FURTHER CONFIRM THAT THE PROFIT FORECAST AND PROJECTIONS HAVE BEEN PREPARED BASED ON THE ASSUMPTIONS MADE.

CIMB (AS DEFINED IN THIS PROSPECTUS) AS OUR ADVISER, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS ON THIS PUBLIC OFFERING (AS DEFINED IN THIS PROSPECTUS). CIMB IS SATISFIED THAT THE PROFIT FORECAST AND PROJECTIONS (FOR WHICH OUR DIRECTORS ARE FULLY RESPONSIBLE) PREPARED FOR INCLUSION IN THIS PROSPECTUS HAVE BEEN STATED BY OUR DIRECTORS AFTER DUE AND CAREFUL ENQUIRY AND HAVE BEEN DULY REVIEWED BY THE REPORTING ACCOUNTANTS (AS DEFINED IN THIS PROSPECTUS).

## **STATEMENTS OF DISCLAIMER**

THE SC (AS DEFINED IN THIS PROSPECTUS) HAS APPROVED THE ISSUE, OFFER OR INVITATION IN RESPECT OF THE PUBLIC OFFERING. HOWEVER, THIS APPROVAL SHALL NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THIS PUBLIC OFFERING. THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE IN THIS PROSPECTUS ON THE PART OF THE MANAGER. THE SC ALSO TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS AND MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

**YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT IN TOWER REIT. IN CONSIDERING THE INVESTMENT, IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.**

THE VALUATION OF THE REIT PROPERTIES (AS DEFINED IN THIS PROSPECTUS) APPROVED OR ACCEPTED BY THE SC SHALL ONLY BE USED FOR THE PURPOSE OF THE PROPOSAL IN RELATION TO THE INITIAL LISTING OF TOWER REIT SUBMITTED TO, AND APPROVED BY, THE SC AND SHALL NOT BE CONSTRUED AS THE SC'S ENDORSEMENT ON THE VALUE OF THE REIT PROPERTIES FOR ANY OTHER PURPOSES.

BURSA SECURITIES (AS DEFINED IN THIS PROSPECTUS) SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE IN THIS PROSPECTUS BY US. BURSA SECURITIES TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS AND MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS. BURSA SECURITIES SHALL NOT BE LIABLE FOR ANY LOSS THAT YOU MAY SUFFER AS A RESULT OF YOUR RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS. ADMISSION OF TOWER REIT TO THE OFFICIAL LIST OF THE MAIN BOARD OF BURSA SECURITIES IS NOT AN INDICATION OF THE MERITS OF THE INVITATION, TOWER REIT OR OF ITS UNITS.

YOU SHOULD NOT TAKE THE AGREEMENT BY THE UNDERWRITER NAMED IN THIS PROSPECTUS TO UNDERWRITE THIS PUBLIC OFFERING AS AN INDICATION OF THE MERITS OF THE PUBLIC OFFERING UNITS.

THIS PROSPECTUS HAS BEEN REGISTERED AND LODGED WITH THE SC.

NO UNITS WILL BE ISSUED OR SOLD ON THE BASIS OF THIS PROSPECTUS LATER THAN ONE YEAR AFTER THE DATE OF THIS PROSPECTUS.

#### **ADDITIONAL STATEMENTS**

AN APPLICATION HAS BEEN MADE TO BURSA SECURITIES FOR PERMISSION TO DEAL IN AND FOR THE LISTING OF AND QUOTATION FOR ALL THE UNITS OF TOWER REIT ALREADY ISSUED AS WELL AS THE PUBLIC OFFERING UNITS (AS DEFINED IN THIS PROSPECTUS) WHICH ARE THE SUBJECT OF THIS PUBLIC OFFERING. SUCH PERMISSION WILL BE GRANTED WHEN TOWER REIT HAS BEEN ADMITTED TO THE OFFICIAL LIST OF BURSA SECURITIES. ACCEPTANCE OF APPLICATIONS FOR THE PUBLIC OFFERING UNITS WILL BE CONDITIONAL UPON PERMISSION BEING GRANTED TO DEAL IN AND QUOTATION FOR ALL THE PUBLIC OFFERING UNITS. MONIES PAID IN RESPECT OF ANY APPLICATION FOR THE PUBLIC OFFERING UNITS ACCEPTED WILL BE RETURNED IF THE SAID PERMISSION IS NOT GRANTED. ADMISSION TO THE OFFICIAL LIST IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF TOWER REIT OR ITS UNITS.

THIS PROSPECTUS HAS NOT BEEN, AND WILL NOT BE, MADE TO COMPLY WITH THE LAWS OF ANY JURISDICTION OTHER THAN MALAYSIA, AND HAS NOT BEEN AND WILL NOT BE LODGED, REGISTERED OR APPROVED PURSUANT TO, OR UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION, OR WITH, OR BY, ANY REGULATORY AUTHORITY OR OTHER RELEVANT BODY OF ANY JURISDICTION OTHER THAN MALAYSIA.

THIS PROSPECTUS IS NOT INTENDED TO BE, AND WILL NOT BE, ISSUED, CIRCULATED OR DISTRIBUTED AND THE OFFER OF THE PUBLIC OFFERING UNITS WILL NOT BE MADE OR DEEMED TO BE MADE IN ANY COUNTRY OR JURISDICTION OTHER THAN MALAYSIA OR TO PERSONS WHO ARE MADE SUBJECT TO THE LAWS OF ANY COUNTRY OR JURISDICTION OTHER THAN THE LAWS OF MALAYSIA. THE PUBLIC OFFERING TO WHICH THIS PROSPECTUS RELATES IS ONLY AVAILABLE TO PERSONS RECEIVING THIS PROSPECTUS ELECTRONICALLY OR OTHERWISE WITHIN MALAYSIA.

WE WILL NOT, PRIOR TO ACTING ON ANY ACCEPTANCE IN RESPECT OF THE PUBLIC OFFERING, MAKE OR BE BOUND TO MAKE ANY ENQUIRY AS TO WHETHER YOU HAVE A REGISTERED ADDRESS IN MALAYSIA AND WILL NOT ACCEPT OR BE DEEMED TO ACCEPT ANY LIABILITY IN RELATION TO THIS WHETHER OR NOT ANY ENQUIRY OR INVESTIGATION IS MADE IN CONNECTION TO THIS. IT SHALL BE YOUR SOLE RESPONSIBILITY IF YOU ARE OR MAY BE SUBJECT TO THE LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS AS TO WHETHER THE PUBLIC OFFERING WOULD RESULT IN THE CONTRAVENTION OF ANY LAWS OF SUCH COUNTRIES OR JURISDICTIONS.

FURTHER, IT SHALL ALSO BE YOUR SOLE RESPONSIBILITY TO ENSURE THAT YOUR APPLICATION FOR THE PUBLIC OFFERING WOULD BE IN COMPLIANCE WITH THE TERMS OF THE PUBLIC OFFERING AND WOULD NOT BE IN CONTRAVENTION OF ANY LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO WHICH YOU MAY BE SUBJECTED TO. WE WILL FURTHER ASSUME THAT YOU HAVE ACCEPTED THE PUBLIC OFFERING IN MALAYSIA AND WILL AT ALL APPLICABLE TIMES BE SUBJECTED ONLY TO THE LAWS OF MALAYSIA IN CONNECTION THEREWITH.

HOWEVER, WE RESERVE THE RIGHT, IN OUR ABSOLUTE DISCRETION, TO TREAT ANY ACCEPTANCE AS INVALID IF WE BELIEVE THAT SUCH ACCEPTANCE MAY VIOLATE ANY LAW OR APPLICABLE LEGAL OR REGULATORY REQUIREMENTS.

NO ACTION HAS BEEN OR WILL BE TAKEN TO ENSURE THAT THIS PROSPECTUS COMPLIES WITH THE LAWS OF ANY COUNTRY OR JURISDICTION OTHER THAN THE LAWS OF MALAYSIA. IT SHALL BE YOUR SOLE RESPONSIBILITY TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS ON THE LAWS TO WHICH THE PUBLIC OFFERING OR YOU ARE OR MIGHT BE SUBJECTED TO. WE, OUR ADVISER, UNDERWRITER, LEAD MANAGER, JOINT PLACEMENT AGENTS OR ANY OTHER ADVISERS IN RELATION TO THE PUBLIC OFFERING SHALL NOT ACCEPT ANY RESPONSIBILITY OR LIABILITY IN THE EVENT THAT ANY APPLICATION MADE BY YOU SHALL BECOME ILLEGAL, UNENFORCEABLE, VOIDABLE OR VOID IN ANY COUNTRY OR JURISDICTION.

THE CONTENTS OF THE ELECTRONIC PROSPECTUS (AS DEFINED IN THIS PROSPECTUS) AND THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC ARE THE SAME. YOU MAY OBTAIN A COPY OF THE ELECTRONIC PROSPECTUS FROM THE WEBSITE OF CIMB SECURITIES SDN BHD AT [www.eipocimb.com](http://www.eipocimb.com). YOU MAY ALSO OBTAIN A COPY OF THE ELECTRONIC PROSPECTUS FROM THE WEBSITE OF MALAYAN BANKING BERHAD AT [www.maybank2u.com.my](http://www.maybank2u.com.my) AND RHB BANK BERHAD AT [www.rhbbank.com.my](http://www.rhbbank.com.my) VIA HYPERLINK TO THE WEBSITE OF BURSA SECURITIES.

THE INTERNET IS NOT A FULLY SECURED MEDIUM. YOUR INTERNET APPLICATION (AS DEFINED IN THIS PROSPECTUS) MAY BE SUBJECT TO RISKS IN DATA TRANSMISSION, COMPUTER SECURITY THREATS SUCH AS VIRUSES, HACKERS AND CRACKERS, FAULTS WITH COMPUTER SOFTWARE AND OTHER EVENTS BEYOND THE CONTROL OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION (AS DEFINED IN THIS PROSPECTUS). THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTION. IF YOU DOUBT THE VALIDITY OR INTEGRITY OF THE ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST A PAPER/PRINTED COPY OF THE PROSPECTUS DIRECTLY FROM US, CIMB OR MALAYSIAN ISSUING HOUSE SDN BHD. IF THERE IS ANY DISCREPANCY BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE PAPER/PRINTED COPY OF THIS PROSPECTUS, THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS, WHICH IS IDENTICAL TO THE COPY OF THE PROSPECTUS REGISTERED WITH THE SC, SHALL PREVAIL.

IN RELATION TO ANY REFERENCE IN THIS PROSPECTUS TO THIRD PARTY INTERNET SITES (REFERRED TO AS "THIRD PARTY INTERNET SITES"), WHETHER BY WAY OF HYPERLINKS OR BY WAY OF DESCRIPTION OF THE THIRD PARTY INTERNET SITES, YOU ACKNOWLEDGE AND AGREE THAT:

- (I) WE DO NOT ENDORSE AND ARE NOT AFFILIATED IN ANY WAY WITH THE THIRD PARTY INTERNET SITES. ACCORDINGLY, WE ARE NOT RESPONSIBLE FOR THE AVAILABILITY OF, OR THE CONTENT OR ANY DATA, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD PARTY INTERNET SITES. YOU BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD PARTY INTERNET SITES;
- (II) WE ARE NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD PARTY INTERNET SITES, PARTICULARLY IN FULFILLING ANY OF THE TERMS OF ANY OF YOUR AGREEMENTS WITH THE THIRD PARTY INTERNET SITES. WE ARE ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COST THAT YOU MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD PARTY INTERNET SITES OR THE USE OF OR RELIANCE UPON ANY DATA, FILES OR OTHER MATERIAL PROVIDED BY SUCH PARTIES; AND
- (III) ANY DATA, FILES OR OTHER MATERIAL DOWNLOADED FROM THE THIRD PARTY INTERNET SITES IS DONE AT YOUR OWN DISCRETION AND RISK. WE ARE NOT RESPONSIBLE, LIABLE OR UNDER ANY OBLIGATION FOR ANY DAMAGE TO YOUR COMPUTER SYSTEM OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, FILES OR OTHER MATERIAL.

WHERE AN ELECTRONIC PROSPECTUS IS HOSTED ON THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, YOU ARE ADVISED THAT:

- (I) THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS ONLY LIABLE FOR THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS, TO THE EXTENT OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS ON THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION WHICH MAY BE VIEWED VIA YOUR WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT RESPONSIBLE FOR THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS WHICH HAS BEEN OBTAINED FROM THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION AND SUBSEQUENTLY COMMUNICATED OR DISSEMINATED IN ANY MANNER TO YOU OR OTHER PARTIES; AND
- (II) WHILE ALL REASONABLE MEASURES HAVE BEEN TAKEN TO ENSURE THE ACCURACY AND RELIABILITY OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS, THE ACCURACY AND RELIABILITY OF AN ELECTRONIC PROSPECTUS CANNOT BE GUARANTEED AS THE INTERNET IS NOT A FULLY SECURED MEDIUM.

THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT LIABLE FOR ANY LOSS, DAMAGE OR COSTS, YOU OR ANY OTHER PERSON MAY SUFFER OR INCUR DUE TO, AS A CONSEQUENCE OF OR IN CONNECTION WITH ANY INACCURACIES, CHANGES, ALTERATIONS, DELETIONS OR OMISSIONS IN RESPECT OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS WHICH MAY ARISE IN CONNECTION WITH OR AS A RESULT OF ANY FAULT WITH WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULT ON YOUR OR ANY THIRD PARTY'S PERSONAL COMPUTER, OPERATING SYSTEM OR OTHER SOFTWARE, VIRUSES OR OTHER SECURITY THREATS, UNAUTHORISED ACCESS TO INFORMATION OR SYSTEMS IN RELATION TO THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, AND/OR PROBLEMS OCCURRING DURING DATA TRANSMISSION, WHICH MAY RESULT IN INACCURATE OR INCOMPLETE COPIES OF INFORMATION BEING DOWNLOADED OR DISPLAYED ON YOUR PERSONAL COMPUTER.

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## INDICATIVE TIMETABLE

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The following events are intended to take place on the following tentative dates:

<b>Event</b>	<b>Tentative Dates</b>
Opening of the Public Offering	22 March 2006
Closing of the Public Offering	29 March 2006
Balloting of applications for the Public Offering Units	31 March 2006
Allotment of Public Offering Units to successful applicants	6 April 2006
Listing	12 April 2006

Our Directors and the Underwriter may mutually decide, in their absolute discretion, to extend the closing date and time for the Public Offering. We will announce any extension of the closing date in widely circulated Bahasa Malaysia and English daily newspapers within Malaysia. If the closing date of the Public Offering is extended, the dates for the balloting, allotment of the Public Offering Units and the Listing will be extended accordingly.

For further information on the indicative timetable, you may refer to Sections 3.2 and 3.3 of this Prospectus.

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## GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS

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The following terms in this Prospectus have the same meanings as set out below unless indicated otherwise:

3 KiaPeng	:	A 28 storey service apartment building with a 3 level basement car park situated at No. 3, Jalan Kia Peng, 50450 Kuala Lumpur and sited on part of the HLA Land
Acquisitions	:	Collectively, the HP Towers Acquisition and the Menara HLA Acquisition
Act	:	Companies Act, 1965
ADA	:	Authorised Depository Agent
ADA Code	:	ADA (Broker) Code
Adviser	:	CIMB
Application Form(s)	:	The application form(s) printed for the application for the Public Offering Units
Assets	:	All the cash (including subscriptions for units), investments and other property of the Fund
ATM	:	Automated teller machine
Authorised Financial Institution	:	Authorised financial institutions, namely Malayan Banking Berhad and RHB Bank Berhad, participating in the Internet Application, with respect to payments for the Public Offering Units
Base Fee	:	A base fee (excluding any GST payable) of up to 0.75% per annum of the Gross Asset Value which is calculated as at the end of each month, payable monthly in arrears and accrues daily
Board	:	Our Board of Directors
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd ( <i>Company No. 165570-W</i> )
Bursa Securities	:	Bursa Malaysia Securities Berhad ( <i>Company No. 635998-W</i> )
Bursa Securities Listing Requirements	:	Listing Requirements of Bursa Securities
CDS	:	Central Depository System
CIMB	:	Commerce International Merchant Bankers Berhad ( <i>Company No. 18417-M</i> )
Completion of Acquisitions	:	The date of the completion of the Acquisitions pursuant to the HP Towers SPA and the Menara HLA SPA respectively
Deed	:	The deed of trust constituting Tower REIT, dated 17 February 2006, entered into between our Company and the Trustee and which was registered with the SC on 21 February 2006
Distributable Income	:	The distributable income of Tower REIT as described in Section 6.3 of this Prospectus

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## GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS *(Cont'd)*

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Electronic Application	:	Application for the Public Offering Units through a Participating Financial Institution's ATM
Electronic Prospectus	:	A copy of this Prospectus that is issued, circulated or disseminated via the Internet, and/or an electronic storage medium, including but not limited to CD-ROMs or floppy disks
Establishment Date	:	21 February 2006, being the date of establishment of Tower REIT
GLL	:	GuocoLand Limited ( <i>Registration No. 197600660-W</i> ), a deemed substantial shareholder of GLM
GLM	:	GuocoLand (Malaysia) Berhad ( <i>Company No. 300-K</i> ), our holding company
GLM Group	:	GLM and its subsidiaries
Gross Asset Value	:	At any time, the sum of (a) the value of all Assets, determined in accordance with the Deed, and (b) any other amounts which, in our opinion in consultation with the auditors, if appropriate, should be included for the purpose of making a fair and reasonable determination of the gross asset value of Tower REIT, having regard to approved accounting standards prescribed by the Financial Reporting Act, 1997
GST	:	Any value added, consumption, goods and services or other such tax imposed on goods and services in Malaysia
HLA Land	:	The piece of freehold land held under Lot No. 1286, Seksyen 57, Geran 43969, Bandar and Daerah Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on which Menara HLA and 3 KiaPeng are situated
Hong Leong Group Malaysia	:	Hong Leong Company (Malaysia) Berhad ( <i>Company No. 7802-V</i> ) and its subsidiaries and associated corporations
HP Towers	:	2 blocks of office buildings identified as Block A (9 storey) and Block B (21 storey) with a 3 level connecting podium and a 4 level basement car park situated at No. 12, Jalan Gelenggang, Bukit Damansara, 50490 Kuala Lumpur and located on the piece of freehold land held under Lot No. PT 5748, Title No. HS (D) 100327, Mukim and Daerah Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur
HP Towers Acquisition	:	The acquisition by Tower REIT of HP Towers for a purchase consideration of RM130,000,000 to be satisfied by the issuance of 35,625,000 Units at an issue price of RM1.00 per Unit and the balance for a cash consideration of RM94,375,000
HP Towers SPA	:	The conditional sale and purchase agreement, dated 23 February 2006, entered into between PDSB and the Trustee (on behalf of Tower REIT) for the HP Towers Acquisition
Internet Application	:	Application for the Public Offering Units through an Internet Participating Financial Institution
Internet Participating Financial Institution	:	The participating financial institution(s) for the Internet Application as listed in Section 16.6 of this Prospectus
Issue Price	:	Issue price of RM1.07 per Public Offering Unit
Issuing House	:	Malaysian Issuing House Sdn Bhd ( <i>Company No. 258345-X</i> )

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**GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS (Cont'd)**

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JLW	:	Jones Lang Wootton (proprietor : Singham Sulaiman Sdn Bhd) ( <i>Company No. 78217-X</i> )
JLW Report	:	The independent office market overview report dated 6 August 2005 prepared by JLW as set out in Section 13 of this Prospectus
Joint Placement Agents	:	CIMB and HLG Securities Sdn Bhd ( <i>Company No. 12855-D</i> )
KDSB	:	Kiapeng Development Sdn Bhd ( <i>Company No. 263272-W</i> ), an indirect 70%-owned subsidiary of GLM
Latest Practicable Date	:	27 February 2006, being the latest practicable date for the purposes of ascertaining certain information contained in this Prospectus
Lender	:	Public Bank Berhad ( <i>Company No. 6463-H</i> )
Listing	:	Admission into the Official List, and listing of and quotation for the entire 237,500,000 Units on the Main Board of Bursa Securities
Manager or Company	:	GLM REIT Management Sdn Bhd (formerly known as Premiumview Development Sdn Bhd) ( <i>Company No. 659312-H</i> ), the management company of Tower REIT
Market Day	:	Any day on which Bursa Securities is open for the trading of securities
MASB	:	Malaysian Accounting Standards Board
MASB Standards	:	Accounting standards issued by the MASB
Master Tenancy	:	The master tenancy arrangement to be entered into between KDSB (as the tenant) and the Trustee (on behalf of Tower REIT as the landlord) in respect of a pre-identified total net lettable area of 373,011 sq. ft., representing 94% of the total net lettable area of Menara HLA, at a gross rental rate of RM3.85 per sq. ft. per month for a fixed term of 2 years commencing from the date of the completion of the Menara HLA SPA
Master Tenancy Agreement	:	The Master Tenancy Agreement to be entered into between KDSB and the Trustee (on behalf of Tower REIT), in respect of the Master Tenancy
Menara HLA	:	A 32 storey high-rise office building with a 4 level basement car park situated at No. 3, Jalan Kia Peng, 50450 Kuala Lumpur and sited on part of the HLA Land
Menara HLA Acquisition	:	The acquisition by Tower REIT of Menara HLA for a purchase consideration of RM221,000,000 to be satisfied entirely by cash
Menara HLA SPA	:	The conditional sale and purchase agreement, dated 23 February 2006, entered into between KDSB and the Trustee (on behalf of Tower REIT) for the Menara HLA Acquisition
MER	:	Management expense ratio
NAV	:	At any time, the net asset value of Tower REIT as determined by deducting the value of Tower REIT's liabilities from the Gross Asset Value



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## GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS *(Cont'd)*

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Net Property Income	:	Net property income for any financial year means the amount determined by our Company in consultation with the auditor, if appropriate, as representing the surplus (if any) of the total income and gains of Tower REIT derived from real estate, whether held directly or indirectly through single-purpose companies after deducting all direct costs but excluding any GST payable.  For the purpose of this definition, “direct costs” means all direct costs of operating and maintaining real estate whether held directly or indirectly through single-purpose companies but excluding the costs of administration of the Fund, fees payable to our Company and the Trustee, finance charges and other indirect costs, and as more particularly defined in the Deed.
OMV	:	Open market value
Official List	:	The Official List of the Main Board of Bursa Securities
Participating Financial Institution(s)	:	The participating financial institution(s) for the Electronic Application as listed in Section 16.5 of this Prospectus
PDSB	:	Prophills Development Sdn Bhd ( <i>Company No. 659475-W</i> ), an indirect wholly-owned subsidiary of GLM
Performance Fee	:	A performance fee (excluding any GST payable) of up to 4% per annum of the Net Property Income, but before deduction of the property management fee payable to the Property Manager, which is calculated as at the end of each month and payable monthly in arrears
Property Manager	:	Yap Burgess Rawson International (proprietor : Yap & Partners Sdn Bhd) ( <i>Company No. 288015-V</i> ), the property manager of Tower REIT
Property Management Agreement	:	The property management agreement entered into between the Property Manager and our Company by way of a letter of offer dated 9 November 2005 from the Property Manager, which was accepted by our Company on 20 February 2006, for the provision of certain property management services for the REIT Properties
Promoter Units	:	The 1,000 Units issued to our Company on the Establishment Date at RM1.00 per Unit as promoter units to facilitate the initial constitution of Tower REIT
Public Offering	:	Public offering of 201,874,000 new Units at the Issue Price to the Malaysian public, eligible directors and employees of our Company, GLM, GLL and subsidiaries and associated companies of GLM and GLL and identified investors
Public Offering Units	:	201,874,000 new Units to be offered pursuant to the Public Offering
Real Estate Investments	:	The REIT Properties and such other assets of Tower REIT comprising real estate or single-purpose companies (both as defined in the SC Guidelines on REIT) as may be acquired from time to time
Registrar	:	Hong Leong Share Registration Services Sdn Bhd ( <i>Company No. 8629-P</i> ), the registrar for Tower REIT
REIT	:	Real estate investment trust
REIT Properties	:	Collectively, HP Towers and Menara HLA, the properties to be acquired by Tower REIT from the Vendors pursuant to the Acquisitions

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## GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS *(Cont'd)*

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RM and sen	:	Ringgit Malaysia and sen respectively
Reporting Accountants	:	KPMG (Firm No. AF 0758), the reporting accountants of Tower REIT
SC	:	Securities Commission
SC Guidelines on REIT	:	The guidelines on real estate investment trusts issued by the SC
SC Guidelines on Unit Trust Funds	:	The guidelines on unit trust funds issued by the SC
SCA	:	Securities Commission Act, 1993
sq. ft.	:	Square feet
Tax Consultant	:	KPMG Tax Services Sdn Bhd ( <i>Company No. 96860-M</i> ), the tax consultant of Tower REIT
Tower REIT or the Fund	:	Tower Real Estate Investment Trust
Trustee	:	AmTrustee Berhad ( <i>Company No. 163032-V</i> ), the trustee of Tower REIT
Underwriter	:	CIMB
Underwriting Agreement	:	The underwriting agreement, dated 28 February 2006, entered into between the Underwriter and our Company to underwrite 11,800,000 Public Offering Units
Unit	:	An undivided interest in Tower REIT
Unitholder	:	Holder of the Units
VAEA	:	Valuers, Appraisers and Estate Agents Act, 1981
Valuer	:	Knight Frank (Ooi & Zaharin Sdn Bhd) ( <i>Company No. 585479-A</i> ), the independent property valuer of the REIT Properties
Vendors	:	The vendors of the REIT Properties, namely: (a) PDSB in respect of HP Towers; and (b) KDSB in respect of Menara HLA.

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations.

All references to “our Company”, the “Manager”, “we”, “us”, “our” and “ourselves” in this Prospectus are references to “GLM REIT Management Sdn Bhd (*formerly known as Premiumview Development Sdn Bhd*)” and references to “you”, “applicant” and “your” are references to the investors of the Public Offering.

Any reference to a time or day in this Prospectus shall be a reference to Malaysian time, otherwise unless stated.

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