
9. Fees, Charges and Expenses

9.1 Management Fee

The Manager is entitled to the following fees:-

- (i) Base fee - Up to 0.5% per annum of the Total Asset Value of the Fund (excluding any taxes payable), accruing monthly and payable every 6 months; and
- (ii) Performance fee - 3% per annum of net property income (excluding any taxes payable) determined by Am ARA in consultation with the Auditor, if appropriate, as representing all rental income less operating expenses pertaining to the real estate (except management fees), whether held directly or indirectly through single-purpose companies, but before deduction of property management fees payable to any property manager appointed to manage any real estate, accruing monthly and payable every 6 months.

For the 5-month period ending 31 March 2007 and the 3 financial years ending 31 March 2008 to 31 March 2010, the base fee payable by AmFIRST REIT is 0.3% per annum.

9.2 Acquisition and Divestment Fees

The Manager is entitled to the following fees:-

- (i) Acquisition fee - 1% of the acquisition price of any asset of AmFIRST REIT being real estate or a single-purpose company acquired by the Trustee for AmFIRST REIT (pro rated if applicable to the proportion of the interest in real estate or single-purpose company purchased by the Trustee for AmFIRST REIT); and
- (ii) Divestment fee - 0.5% of the sale price of any asset of AmFIRST REIT being real estate or a single-purpose company sold or divested by the Trustee (pro rated if applicable to the proportion of the interest of AmFIRST REIT in the asset of AmFIRST REIT sold).

9.3 Property Management Fee

Property management fee will be payable to the Property Managers as follows:-

- 5% of the gross annual rent on the first RM30,000;
- 3% of the gross annual rent on the residue up to RM100,000; and
- 2% of the gross annual rent on the residue over RM100,000,

with permissible discount payable in arrears in accordance with the Valuers, Appraisers and Estate Agent (Amendment) Rules 2002. The Property Managers are also entitled to disbursements from AmFIRST REIT provided that such disbursement are allowable to be charged to AmFIRST REIT under the Valuers, Appraisers and Estate Agent Acts 1981 ("VAEA Act") and its rules and that the disbursements shall not exceed 1% of the gross annual rental income of AmFIRST REIT. The disbursements that are allowable under the VAEA Act are the cost of printing, plans, copies of documents, lithography, travelling and other expenses actually incurred by the Property Managers.

9. Fees, Charges and Expenses (Cont'd)

9.4 Trustee Fee

In accordance with the Deed, an annual trusteeship fee of up to 0.10% per annum, of the NAV of AmFIRST REIT will be paid. Other than this, there will be no payment due to the Trustee by way of remuneration for its services.

The trustee fee is calculated on a monthly accrual basis, based on a year of 12 months, calculated as follows:-

$$\text{Trustee Fee} = \frac{\text{NAV at month end} \times \text{annual trustee fee} \times 1 \text{ month}}{12 \text{ months}}$$

The trustee fee is payable to the Trustee every 6 months.

The trustee fee may only be varied upwards with the prior approval of the Unitholders by way of a resolution of not less than $\frac{2}{3}$ of all Unitholders for the time being (*or such other majority as may be required under the REIT Guidelines*).

For the 5-month period ending 31 March 2007 and the 3 financial years ending 31 March 2008 to 31 March 2010, the trustee fee payable by AmFIRST REIT is 0.04% per annum of the NAV.

9.5 Fund Expenses

The Trustee and Am ARA may be reimbursed out of AmFIRST REIT for any cost reasonably incurred in the administration of AmFIRST REIT. The fund expenses currently include but are not limited to commission payable to brokers (*if any*), audit fee, taxes, printing and stationery, bank charges, investment committee fee for independent members, lodgement fee for annual report, commission paid to brokers and other expenses as permitted by the Deed.

Please also refer to Section 4.9 of this Prospectus for details of the listing expenses.

9.6 AmFIRST REIT's Policy on Rebates and Soft Commission

It is AmFIRST REIT's policy to channel all rebates, if any, received from stockbrokers/dealers to AmFIRST REIT. However, soft commissions received for goods and services which are of demonstrable benefit to Unitholders of AmFIRST REIT are retained by Am ARA.

As provided in the Deed, the management, acquisition, divestment and trustee fees may only be varied upwards with the prior approval of the Unitholders obtained by way of a resolution passed by not less than two-thirds of all the Unitholders for the time being.

There are fees and charges involved and investors are advised to consider the fees and charges before investing in AmFIRST REIT.

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10. Rights and Liabilities of the Unitholders

10.1 Rights of Unitholders

The rights of the Unitholders are as follows:-

- (i) receive income and other distributions attributable to the Units held;
- (ii) receive the interim reports within two (2) months from the end of the relevant period covered and also to receive the annual report of AmFIRST REIT within one (1) month from each financial year end;
- (iii) participate in the termination of AmFIRST REIT by receiving a share of all net cash proceeds derived from the sale or realisation of the assets of AmFIRST REIT less any liabilities, in accordance with their proportionate interests in AmFIRST REIT at the date of the termination of AmFIRST REIT;
- (iv) attend and vote at any meeting of Unitholders, and to appoint another person (*whether a Unitholder or not*) as its proxy to attend and vote;
- (v) remove or replace the Trustee by passing a Special Resolution in accordance with the Deed;
- (vi) remove the auditor of AmFIRST REIT by a resolution passed by Unitholders holding not less than 2/3 of the Units in circulation; and
- (vii) terminate AmFIRST REIT by passing a Special Resolution in accordance with the Deed;

A Unitholder does not have an equitable or proprietary interest in the assets of AmFIRST REIT and is not entitled to the transfer to it of any assets of AmFIRST REIT or any part of the assets of AmFIRST REIT or of any estate or interest in the assets of AmFIRST REIT.

10.2 Liabilities of Unitholders

The liability of each Unitholder shall be limited to the price payable by the Unitholder for the Unit(s) held by the Unitholder.

Provided that the price paid on the creation of any Units under the Deed is paid in full, no Unitholder shall be under any obligation personally to indemnify the Trustee or Am ARA or any of the Trustees' or Am ARA's creditors in the event of there being any deficiency of the assets of AmFIRST REIT.

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11. The Manager

11.1 Corporate Information

11.1.1 Background Information

Am ARA was incorporated in Malaysia under the Act on 20 April 2006 and Am ARA's registered office is at 22nd Floor, Bangunan AmBank Group, No 55, Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia.

Am ARA's current issued and paid-up share capital is RM1,000,000, comprising 1,000,000 ordinary shares of RM1.00 each. Am ARA is wholly-owned by Am ARA REIT Holdings Sdn Bhd. Am ARA REIT Holdings Sdn Bhd is 70% owned by AIGB (a 51% owned subsidiary of AHB) and 30% owned by ARA Asset Management (Malaysia) Limited which is in turn a wholly-owned subsidiary of ARA Asset Management Limited.

11.1.2 Am ARA's Directors

Am ARA's Board of Directors is entrusted with the responsibility for Am ARA's overall management. The details of Am ARA's Directors are as follows:

Name	Nationality	Age	Address	Position
Dato' Azlan Hashim	Malaysian	65	No. 35 Persiaran Duta, Taman Duta 50480 Kuala Lumpur	Non-Independent Non-Executive Chairman
Cheah Tek Kuang	Malaysian	59	No. 1 Jalan Setiabakti 10 Bukit Damansara 50490 Kuala Lumpur	Non-Independent Non-Executive Director
Lim Hwee Chiang	Singaporean	50	11 Goodman Road, Singapore 438976	Non-Independent Non-Executive Director
Mohd Salleh Akram	Malaysian	58	No. 2 Jalan 9 Taman Sungai Jelok 43000 Kajang Selangor	Independent Non- Executive Director
Dato' Teo Chiang Quan	Malaysian	57	No. 2, Jalan SS22/27A Damansara Jaya 47400 Petaling Jaya Selangor	Independent Non- Executive Director
Pushpa Rajadurai	Malaysian	48	25 Lorong Travers 50480 Kuala Lumpur	Alternate Director to Cheah Tek Kuang
Anthony Ang Meng Huat	Singaporean	51	10B Braddell Hill #18-08 Braddell View Singapore 579721	Alternate Director to Lim Hwee Chiang

Further information on Am ARA's Directors is set out in the ensuing paragraphs.

Dato' Azlan Hashim is the Non-Independent Non-Executive Chairman of the Manager. Dato' Azlan is a Fellow of the Institute of Chartered Accountants (Ireland), Economic Development Institute (World Bank, Washington) and Institute of Bankers Malaysia. Dato' Azlan Hashim, a qualified Chartered Accountant, served with the Malayan Railways from 1966 to 1971 and was its Chief Accountant for two years. In 1972, he became a partner of a public accounting, Azman Wong Salleh & Co. and was a Senior Partner of the firm prior to joining the board of AMDB Berhad in 1982. On 26 October 1989, he joined the Board of AmPTMB. He is the Chairman of AmSecurities Sdn Bhd and Deputy Chairman of AMDB Berhad, AHB and AmInternational (L) Limited. He is Non-Executive Vice-Chairman of AmcorpGroup Berhad. He also sits on the Boards of Kumpulan Perangsang Selangor Berhad, Paramount Corporation Berhad, Sapura Industrial Berhad, Metrod (M) Berhad, Kesas Holdings Berhad, Global Carriers Berhad and Syarikat Permodalan & Perusahaan Selangor Berhad.

11. *The Manager (Cont'd)*

Mr. Cheah Tek Kuang is the Non-Independent Non-Executive Director of the Manager. Mr. Cheah has a Bachelor of Economics (Honours) degree from the University of Malaya and is a Fellow of Institute of Bankers Malaysia. Mr. Cheah joined AmMerchant Bank in 1978. In 1994, Mr. Cheah became the Managing Director and he became the Group Managing Director of AmMerchant Bank from January 2002 to December 2004 before assuming the office of Group Managing Director of AHB. He remains as a Non-Independent Non-Executive Director of AmMerchant Bank.

Prior to joining AmMerchant Bank, he had served the Malaysian Industrial Development Authority. Mr. Cheah also serves as a Director of AHB and other subsidiaries of AHB, including AmBank. In addition, Mr. Cheah is currently a board member of the Employees Provident Fund and Bursa Malaysia Berhad.

Mr Lim Hwee Chiang is the Non-Independent Non-Executive Director of the Manager. Mr Lim holds an Engineering degree (First Class Honours), a Master of Science degree as well as a Diploma in Business Administration from the National University of Singapore. Mr Lim is the Group Chief Executive Officer and Director of the ARA Asset Management Limited group of companies. He is also the Director of ARA Asset Management (Singapore) Limited – the Manager of Fortune REIT listed in Singapore, ARA Trust Management (Suntec) Limited – the Manager of Suntec REIT listed in Singapore and ARA Asset Management (Prosperity) Limited – the Manager of Prosperity REIT listed in Hong Kong.

Mr Lim has over 25 years of experience in real estate. From 1997 to 2002, Mr Lim was an Executive Director of GRA (Singapore) Private Limited (“GRA”), which is a wholly-owned subsidiary of Prudential (US) Real Estate investors. From 1996 to 1997, prior to joining GRA, Mr Lim was the Founder and Managing Director of The Land Managers, a Singapore-based property and consulting firm specializing in feasibility studies, marketing and leasing management in Singapore, Hong Kong and China. Mr Lim was the General Manager of Singapore Labour Foundation Management Services Pte Ltd for 5 years from 1991 to 1995. Prior to this, Mr Lim worked for DBS Land Limited (now known as CapitaLand Limited after its merger with Pidemco Land Pte Ltd), a public listed Singapore-based real estate development and investment company for 10 years from 1981 to 1990.

Mr Lim also sits on the board of Teckwah Industrial Corporation Ltd (as an independent director and a member of the audit committee) and Inter-Rolier Engineering Limited, both of which are public listed companies in Singapore.

Mohd Salleh Akram is the Independent Non-Executive Director of the Manager. He graduated upon passing the final professional examinations of the Royal Institution of Chartered Surveyors United Kingdom in 1974. He had in 1973 obtained the Diploma in Land Use Control from the North-East London Polytechnic (now part of East London University). He is a Fellow of The Royal Institution of Chartered Surveyors, United Kingdom as well as a Fellow of the Institution of Surveyors, Malaysia. He is also a Registered Valuer & Estate agent with the Board of Valuers, Appraisers & Estate Agents, Malaysia as well as a Life Member of the Institute of Directors, Malaysia.

As a professional graduate and Federal scholar, he served as a Valuation Officer in the Valuation Division, Federal Treasury, Ministry of Finance from April 1974 and saw postings in Selangor, Penang and Johor and became the Kelantan State Director of Valuation in 1975 until 1977 followed by a stint as the Deputy Regional Director of Valuation Selangor Region.

In April 1980, he left the Treasury to join a chartered valuation firm and later became one of the founder directors upon its incorporation as a private limited professional company.

On 1 July 1988, he commenced AKRAM & Co., a chartered surveying firm providing professional services in valuation of properties including plant and machinery, real estate agency, property management and property consultancy.

11. *The Manager (Cont'd)*

Dato' Teo Chiang Quan is the Independent Non-Executive Director of the Manager. Dato' Teo joined Paramount Corporation Berhad ("PCB") as a Director on 19 January 1977. He started to play an active role in the management of PCB when he first served as Chief Executive of the PCB group's insurance division from 1981 to 1991. He was also instrumental in ensuring the successful merger of the PCB group's insurance operations with Jerneh Insurance Bhd (JIB). In 1989, Dato' Teo assumed the position of Group Managing Director and Group Chief Executive Officer of PCB and has since then transformed the PCB group into a reputable and financially sound diversified group. Dato' Teo has successfully completed the Harvard Business School Owner/President Management Program in 2004.

Pushpa Rajadurai is the Alternate Director for Cheah Tek Kuang of the Manager. Ms Pushpa joined AmMerchant Bank in May 1989 and has more than 19 years of experience in corporate finance and financial consultancy related work. She was appointed as the Executive Director of AmMerchant Bank on 1 January 2005. She was previously the Director/Head of Corporate Finance involved in both the equity and equity-linked business of the merchant bank. Her extensive corporate advisory service covers both the Malaysian and overseas markets and her client portfolio extends to all sectors of the economy. She is a fellow of the Chartered Association of Certified Accountants and a member with the Malaysian Institute of Accountants. Prior to joining AmMerchant Bank, she was attached with Coopers and Lybrand (*now known as PricewaterhouseCoopers*).

She is presently on the Boards of AIGB, AmMerchant Bank, Malaysian Ventures Management Incorporated Sdn Bhd, AMMB Consultant Sdn Bhd, Am International (L) Ltd, Malaysian Ventures (Two) Sdn Bhd, PT AmCapital Indonesia, AmPrivate Equity Sdn Bhd and AmTrustee Berhad. She also holds the position of chairperson for the Corporate Finance Committee of the Malaysian Investment Banking Association. She is actively involved in market development and work extensively with all the regulatory bodies in the country at consultative forums.

Anthony Ang Meng Huat is the Alternate Director for Lim Hwee Chiang and Adviser of the Manager. Mr. Ang holds a Masters of Business Administration from INSEAD in France, and a B.Sc in - Mechanical Engineering (First Class Honour) from the Imperial College of London, UK. Mr Ang is also the Director, Business and Corporate Development of ARA Asset Management Limited (ARA). He will serve as an Alternate Director (to Mr Lim Hwee Chiang, Group CEO of ARA) of Am ARA, and will be the liaison person and adviser for business and technical support that ARA will provide to Am ARA.

Mr Ang has over 25 years of experience in international marketing and business development, general and operational management in manufacturing, venture capital and real estate fund management. Mr Ang was the Executive Vice President of GIC Real Estate Pte Ltd ("GICRE") where he was responsible for all corporate developments and services for GICRE's worldwide operations. Mr Ang's other professional experiences included senior positions as the Executive Director of Majulah Connection Limited, a global business networking organization; Senior Vice President of Vertex Management, a leading global venture capital company; Executive Director and Group General Manager of Armstrong Industrial Corporation Limited, a Singapore listed group with over 15 regional manufacturing operations in several Asian countries.

Mr Ang started his career with the Singapore Economic Development Board where he served for 14 years, including 6 years in the USA as the Regional Director of their North American Operations.

Mr Ang sits on the board of Armstrong Industrial Corporation Limited and E-Nets Limited, both of which are publicly listed companies in Singapore.

11. The Manager (Cont'd)

11.1.3 Am ARA's Key Personnel

Save for the profile of Anthony Ang Meng Huat which is disclosed in Section 11.1.2 of this Prospectus, the profiles of Am ARA's other key personnel are set out below:

Anthony Ooi Kwee Yang is the Acting Chief Executive Officer and Chief Investment Officer. Mr Ooi has many years of international and business experience in the finance, investment and commerce sectors. Mr Ooi was previously a consultant involved in advising, promoting and investing in selected pre-IPO companies for listing in SGX or Bursa Malaysia.

From 1980 to 1986, Mr Ooi was the Director and General Manager of Great Pacific Finance Ltd, a deposit-taking company in Singapore. The Company was sold to DBS Bank of Singapore in 1996 as part of the Singapore Government's policy to consolidate the financial institutions in Singapore.

From 1978 to 1980, he was based in London as the Manager of the London Branch of United Overseas Bank ("UOB") of Singapore. Prior to that, he was the Banking Manager with AMDB Bank in Malaysia. He also held the position of Investment Officer with The Private Investment Co for Asia (PICA), an equity investment company which focused on investments in developing countries in Asia from 1971 to 1976 before moving on to the Asian Development Bank based in Manila, Philippines, as a Control Officer for 2 years.

Mr Ooi began his career in 1966 with Jardine Waugh Ltd, a British trading company under the Jardine Matheson Group, where he worked for 6 years.

Mr Ooi, who is a Malaysian citizen, graduated from the University of Singapore and holds a degree in the Bachelor of Economics. He also studied Banking in Citibank Middle East and North Africa Training School in Athens, Greece as well as Management in Asian Institute of Management in Manila, Philippines.

Yusri Kamaruzaman Mohamed Yusof would be appointed as the Asset Manager of the Manager. He has about 20 years of experience in the property field. He was with AmPTMB since 1996 prior to joining Am ARA as the Asset Manager.

He commenced his professional career with A Majid & Co in 1985 and later served with the Wilayah Persekutuan Valuation & Property Services Department in 1986 as a Valuation Assistant for 8 years.

In 1994 he joined the Property Management Department of Keretapi Tanah Melayu Berhad (KTMB) as a Property Manager/Valuer. Later in 1995 he joined the Premises, Administration & Services Department of Bank Bumiputra Malaysia Berhad (BBMB) as the Property Officer/Valuer.

En.Yusri holds a Bachelor of Estate Management (Honours) from the Universiti Teknologi MARA.

Panneer Selvam Narayanan would be appointed as the Finance Manager of the Manager. He was the Accounts Manager of AmPTMB who was responsible for the financial reporting of AmFPT prior to joining Am ARA as the Finance Manager. During his tenure in AmPTMB, he had been involved in various discussions with relevant authorities in relation to taxation and accounting issues of the REIT industry.

Prior to joining AmPTMB in 1991, he had served several subsidiaries of public listed companies for more than 5 years in the area of financial and cost accounting.

Mr Panneer holds a degree in Bachelor of Commerce (Hons) Majoring in Accounting from University of Tasmania, Australia. He is a member of National Institute of Accountants (Australia), a member of International Federation of Accountants.

11. The Manager (Cont'd)

Chan Weng Chuen would be appointed as the Assistant Finance Manager of the Manager. Mr Chan is an Accountant with ARA Asset Management Limited.

Prior to joining ARA Asset Management Limited, Mr Chan was an Accountant with a major Singapore property developer, where he handled the full set of accounts for the company and its subsidiaries. Before that, Mr Chan was the Senior Accountant with Jurong Town Corporation ("JTC") which was one of the major Statutory Boards under the Ministry of Trade and Industry of Singapore. JTC is the largest developer of industrial properties in Singapore. Mr Chan began his career in 1999 with Ernst & Young, a leading international accounting and audit firm in Singapore, where he was involved in the audit assignments of several private and public listed companies.

Mr Chan, who is a Singapore citizen, graduated from the Nanyang Technological University and holds a degree in the Bachelor of Accountancy (Honours). He is a Certified Public Accountant with the Institute of Certified Public Accountants of Singapore.

11.1.4 Number of Staff

Currently, Am ARA has 8 staff (including seconded staff from ARA Asset Management Limited).

11.1.5 Total Number of Funds under Management

Currently, Am ARA only manages one fund, namely AmFIRST REIT.

11.1.6 Am ARA's Financial Information

Am ARA was incorporated on 20 April 2006, hence Am ARA does not have any past performance.

11.2 Unitholdings of Sponsor, Substantial Unitholders and Substantial Shareholders, Directors and Key Management of Am ARA in AmFIRST REIT

As at 29 September 2006, the unitholdings of the Sponsor, substantial Unitholders and substantial shareholders, Directors and key management of Am ARA (if the Cash Option is not being exercised and the Restricted Offer For Sale being exercised without AHB's warrants being exercised) in AmFIRST REIT after the IPO are as follows:-

Name	Designation	Proforma After the IPO			
		Direct		Indirect	
		No. of Units '000	%	No. of Units '000	%
Sponsor					
AIGB	Not applicable	-	-	-	-
Substantial Unitholders					
RCE Synergy Sdn Bhd ("RCE Synergy")	Not applicable	58,264	13.58	-	-
RCE Resources Sdn Bhd ("RCE Resources")	Not applicable	-	-	58,264*	13.58
RCE Capital Berhad ("RCE Capital")	Not applicable	-	-	58,264*	13.58
Cempaka Empayar Sdn Bhd ("Cempaka")	Not applicable	-	-	58,264*	13.58
AncorpGroup Berhad (formerly known as Arab-Malaysian Corporation Berhad) ("AmCorp")	Not applicable	28,029	6.53	58,281* [^]	13.59
Slan Sdn Bhd ("Slan")	Not applicable	-	-	86,643* [^]	20.20

11. The Manager (Cont'd)

Name	Designation	Proforma After the IPO			
		Direct		Indirect	
		No. of Units '000	%	No. of Units '000	%
RCE Ventures Sdn Bhd ("RCE Ventures")	Not applicable	333	0.08	-	-
Tan Sri Dato' Azman Hashim	Not applicable	500	0.12	86,643 ^{*^#}	20.20
AMDB Equipment Trading Sdn Bhd ("AMDB")	Not applicable	17	negligible	-	-
Am ARA's substantial shareholders					
AIGB	Not applicable	-	-	-	-
ARA Asset Management (Malaysia) Limited	Not applicable	-	-	-	-
Am ARA's Directors					
Dato' Azlan Hashim [@]	Non-Independent Non-Executive Chairman	4	negligible	-	-
Cheah Tek Kuang	Non-Independent Non-Executive Director	1	negligible	-	-
Lim Hwee Chiang	Non-Independent Non-Executive Director	-	-	-	-
Mohd Salleh Akram	Independent Non-Executive Director	-	-	-	-
Dato' Teo Chiang Quan	Independent Non-Executive Director	-	-	-	-
Pushpa Rajadurai	Alternate Director of Cheah Tek Kuang	17	negligible	-	-
Anthony Ang Meng Huat	Alternate Director to Lim Hwee Chiang	-	-	-	-
Am ARA's Key Management					
Anthony Ooi Kwee Yang	Acting Chief Executive Officer and Chief Investment Officer	-	-	-	-
Anthony Ang Meng Huat	Adviser	-	-	-	-
Yusri Kamaruzaman Mohamed Yusof	Asset Manager	-	-	-	-
Panneer Selvam Narayanan	Finance Manager	-	-	-	-
Chan Weng Chuen	Assistant Finance Manager	-	-	-	-

* RCE Synergy is a wholly-owned subsidiary of RCE Resources which in turn a wholly-owned subsidiary of RCE Capital. AMCorp owns 40.81% in RCE Capital through its wholly-owned subsidiary Cempaka. AMCorp is 25.89% owned by Slan. In turn, Slan is 100% owned by Tan Sri Dato' Azman Hashim and his family.

^ RCE Ventures is a wholly owned subsidiary of Redi Management Group Sdn Bhd which in turn is 40% owned by Ginagini Sdn Bhd ("Ginagini"). In turn, Ginagini is 100% owned by Slan whilst Slan is 100% owned by Tan Sri Dato' Azman Hashim and his family.

Deemed interested through AMDB.

@ Dato' Azlan Hashim is the brother of Tan Sri Dato' Azman Hashim who is the Chairman and major shareholder of AHB.

The Sponsor will not hold any Unit directly upon Listing. However, upon Listing, the Sponsor's subsidiary company, AmMerchant Bank and AHB's subsidiary company, AmAssurance Berhad, will hold a total of 2,008,000 units and 4,305,500 units in AmFIRST REIT respectively representing 0.47% and 1.00% in AmFIRST REIT respectively based on its present unitholding in AmFPT. AmAssurance is involved in life and general insurance business.

11. The Manager (Cont'd)

11.3 Am ARA's Functions, Duties and Responsibilities

Am ARA has general powers to manage the assets of AmFIRST REIT. Am ARA's main responsibility is to manage the assets of AmFIRST REIT in accordance with Am ARA's stated investment strategy for the benefit of the Unitholders. In particular, Am ARA is responsible for the day-to-day management of the assets held by AmFIRST REIT and shall at Am ARA's discretion make recommendations to the Trustee on the management and operation of the assets and the annual budget.

Am ARA will set the strategic direction and risk management policies of AmFIRST REIT. Am ARA will give recommendations to the Trustee on the acquisition, divestment or enhancement of assets of AmFIRST REIT in accordance with Am ARA's stated investment strategy. Am ARA will also carry out the activities in relation to the assets in accordance with the provisions of the Deed.

Am ARA will also be responsible for ensuring compliance with the applicable provisions of the SC Act and all other relevant legislation, the Listing Requirements, the REIT Guidelines and the Deed.

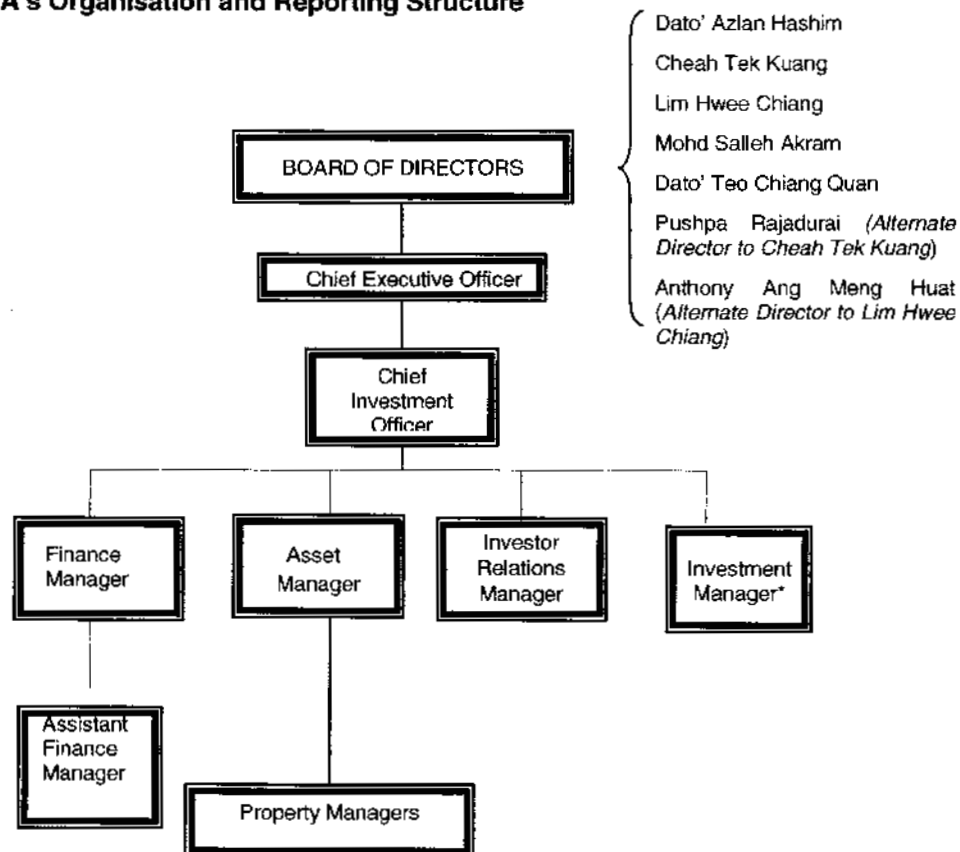
Am ARA is functionally independent of the Trustee and possesses the skills and resources to discharge its functions in relation to AmFIRST REIT effectively and responsibly.

Am ARA's general functions, duties and responsibilities include, but are not limited to, the following:-

- (a) to manage AmFIRST REIT's assets and liabilities for the benefit of Unitholders;
- (b) to be responsible for the day-to-day management of AmFIRST REIT and shall at Am ARA's discretion make recommendations to the Trustee on the annual budget and the management and operation of AmFIRST REIT;
- (c) to carry out the activities in relation to the assets of AmFIRST REIT in accordance with the provisions of the Deed;
- (d) to set the strategic direction of AmFIRST REIT and make recommendations to the Trustee on the acquisition, divestment or enhancement of assets of AmFIRST REIT in accordance with its stated investment strategy;
- (e) to carry on and conduct Am ARA's business in a proper and efficient manner and to ensure that AmFIRST REIT is carried on and conducted in a proper and efficient manner and to conduct all transactions with or for AmFIRST REIT at arm's length;
- (f) to monitor the performance of AmFIRST REIT's assets;
- (g) to issue an annual report and an interim report of AmFIRST REIT to Unitholders within one (1) month of AmFIRST REIT's financial year end and two (2) months of the end of the period it covers respectively; and
- (h) to ensure that AmFIRST REIT is managed within the ambit of the Deed, the SC Act, the REIT Guidelines and other applicable laws or guidelines at all times.

11. The Manager (Cont'd)

11.4 Am ARA's Organisation and Reporting Structure



* There is no immediate need to appoint an Investment Manager at this stage. However, if the need arises, a suitable and qualified candidate will be engaged.

Role of the Chief Executive Officer

The **Chief Executive Officer** is responsible for the day-to-day operations and working with the Board of Directors to determine the overall business, investment and operational strategies for AmFIRST REIT. The Chief Executive Officer will also work with other members of the management team as well as the Property Manager to ensure that the strategic, investment and operational strategies of AmFIRST REIT are implemented as planned and also in accordance with the Deed, SCA and REIT Guidelines. In addition, the Chief Executive Officer is also responsible for overall planning in respect of the future strategic development and growth of AmFIRST REIT.

Role of the Chief Investment Officer

The **Chief Investment Officer** is responsible for identifying, researching and evaluating potential acquisitions with a view to enhancing AmFIRST REIT's portfolio or divestments where a property is no longer strategic or fails to enhance the value of AmFIRST REIT's portfolio. The Chief Investment Officer also recommends and works with the investment team to analyse potential asset enhancement initiatives. In order to support these initiatives, financial models are developed to test the financial impact.

11. The Manager (Cont'd)

Role of the Finance Manager

The **Finance Manager** is mainly responsible for financial matters relating to AmFIRST REIT in particular, the review of financial performance, financial reporting and monitoring the performance indicators of the investments of AmFIRST REIT. The key role of the Finance Manager includes preparing annual budgets for the efficient and effective financial management and operation of AmFIRST REIT; projection of rental returns, accounting for rental collections and operating expenses incurred in the course of managing and operating all the investments of AmFIRST REIT; monitoring and reporting on any outstanding rents; managing and reporting all tax affairs of AmFIRST REIT; overseeing the preparation of the accounts and/or financial/annual/interim reports; ensuring regulatory, legal and corporate compliance in relation to the portfolio of investments, and other financial matters of the Manager.

Role of the Asset Manager

The **Asset Manager** is responsible for formulating the business plans of AmFIRST REIT's properties with short, medium and long-term objectives, and with a view of maximising the rental income of AmFIRST REIT via active asset management. The Asset Manager works closely with the Property Manager to implement AmFIRST REIT's strategies so as to ensure that its properties maximise their income generation potential and minimise their expense base without compromising the marketability of the lettable space. The Asset Management Team led by the Asset Manager focuses on the operations and implementation of the short to medium-term objectives of AmFIRST REIT's portfolio and supervises the Property Manager in the implementation of AmFIRST REIT's strategies.

Role of the Property Manager

The responsibilities of the **Property Manager** broadly include managing and maintaining the Properties intensively which includes obtaining quality tenants, good lease conditions and keeping the Properties in good order; maintaining good working relationships with tenants and sub-contractors to ensure the Properties are always in exemplary condition; conducting regular inspections of the Properties and expend all efforts to promptly resolve all problems related to the Properties; maintaining the image of the Properties in consultation with Am ARA; sourcing for good tenants; following up on overdue balances and delinquent tenants and also monitoring the financial condition of tenants, where possible.

Further information on the Property Managers are set out in Section 12 of this Prospectus.

Role of the Investor Relations Manager

The **Investor Relations Manager** is responsible for communicating and liaising with Unitholders, fund managers, analysts and potential investors. The role of the Investor Relations division includes creating value and providing customer service to Unitholders; maintaining continuous disclosure and communication to Unitholders, the public and potential investors; and together with the officers of Am ARA, promoting and marketing AmFIRST REIT to investors and the media through regular communications, events and road shows.

The post of Investor Relations Manager is still vacant as a suitable candidate will be identified in due course.

Role of the Investment Manager

The **Investment Manager** will focus on the management of AmFIRST REIT's investments in such real estate-related assets and non-real estate assets. The appointment of an Investment Manager by Am ARA must be approved by the Trustee and licensed under the Securities Industry Act, 1983 and/or the Futures Industry Act 1993. The said appointment shall in any case comply with the REIT Guidelines.

11. The Manager (Cont'd)

There is no immediate need to appoint an Investment Manager at this stage. However, if the need arises, a suitable and qualified candidate will be engaged.

11.5 Delegation of Registrar Function

As set out in Section 15 of this Prospectus, the SC has approved the delegation of the Registrar function by the Manager to Symphony Share Registrars Sdn Bhd ("SSR").

The Manager has entered into an agreement with SSR to delegate the function of registrar to SSR.

SSR was incorporated in Malaysia under the Act on 7 March 1996 as a private limited company under the name of Scans Registration Services Sdn Bhd. It changed its name to Malaysian Share Registration Services Sdn Bhd on 12 March 1998. SSR assumed its present name on 26 June 2004. The present authorised share capital of SSR is RM10,000,000 comprising 10,000,000 ordinary shares of RM1.00 each, of which 2,000,000 are currently issued and credited as fully paid-up. SSR is principally involved in the provision of share registration services.

SSR has 9 years experience in the capital market industry, serving close to 400 clients, most of which are listed on Bursa Securities. SSR is also the only full-fledged share registration wholly owned by a public-listed company, i.e. Symphony House Berhad.

The principal services to be provided by the Registrar shall comprise *inter-alia* the following:

- (a) processing and registering of transfers subject to the satisfaction of the requirements of Bursa Securities, cancellation of transferred certificates, preparing, sealing, signing, auditing and despatching duly registered certificates to transferees or lodging stockbrokers (if applicable);
- (b) maintenance of the register and keeping the same updated in compliance with the Securities Commission Act 1993 and/or any other relevant laws and in accordance with the provisions in the Trust Deed entered into between Am ARA and the Trustee;
- (c) attending to relevant correspondences and enquiries from the unitholders of AmFIRST REIT and any other interested parties pertaining to the register which include changes of names and addresses, replacement of lost certificates (if applicable), distribution statements, registration of powers of attorneys, letters of administration, grant of probate, indemnities, court orders and any other matters ancillary thereto;
- (d) preparing, verifying and despatching of distribution statements and reconciling the distribution accounts unless surrendered to the Registrar of Unclaimed Moneys in accordance with the Unclaimed Moneys Act 1965;
- (e) auditing of all transfers, duly issued certificates (if applicable), cancelled certificates, and distribution statements;
- (f) mailing of notices, circulars and annual/interim reports to unit holders;
- (h) liaising with Depository to facilitate depositing of Units, access to the Record of Depositors, statistics for unit holders' information and for the purposes of General Meetings or any other corporate actions, in compliance with the Securities Industry (Central Depositories) Act, 1991;
- (i) providing where applicable, information to the Depository on relevant dates for book closure and payment;
- (j) providing information for disclosure purposes, which shall include the following:
 - (a) analysis of unitholders by size and type; and
 - (b) list of thirty (30) largest unitholders; and

11. The Manager (Cont'd)

- (k) providing services for other corporate exercises (Bonus/Rights Issues and Distribution Payment), which shall include the provision of information on the following:
 - (a) successful allotment list (in the case of rights issue); and
 - (b) successful allotment list.

11.6 Relationship between Am ARA and/or any of Am ARA's Associated/Related Corporations with the Vendors of Real Estate Properties Purchased or to be Purchased by AmFIRST REIT

The Properties were purchased from AmBank and Mayban Trustees Berhad, as trustee for AmFPT (*i.e. the Vendors*). AmBank is an indirect wholly-owned subsidiary of AHB while AmPTMB, the manager of AmFPT, is 51% owned by AHB (interest held through AIGB).

Am ARA is wholly-owned by Am ARA REIT Holdings Sdn Bhd. Am ARA REIT Holdings Sdn Bhd is 70% owned by AIGB, which is in turn 51% owned by AHB.

In addition, save as disclosed below, there is no relationship between Am ARA's Directors and the Vendors, AHB, AmPTMB and the Sponsor:-

Am ARA's Directors	Directorship	Major shareholding
Dato' Azlan Hashim	AHB AmPTMB	- -
Cheah Tek Kuang	AHB AIGB AmBank	- - -
Pushpa Rajadurai	AmMerchant Bank AIGB	- -

Save for the disclosure in Section 6.3 of this Prospectus; there are no other real estate properties to be purchased by AmFIRST REIT and neither is there any formal arrangements entered into by AmFIRST REIT for such purpose as at the date of this Prospectus.

11.7 Am ARA's Policy in Dealing with Conflict of Interest Situations

All transactions carried out for or on behalf of AmFIRST REIT are executed on commercial terms and which are no less favourable than arm's length transactions between independent parties. The Trustee and Am ARA will avoid conflicts of interests from arising, or, if conflicts arise, will ensure that AmFIRST REIT is not disadvantaged by the transaction concerned. In addition, any event or transaction in which a conflict of interest arises or could arise will adequately be disclosed in the prospectus and fund reports of AmFIRST REIT.

Under the Deed, Am ARA's related parties and Am ARA are prohibited from voting in respect of their Units at, or being part of a quorum for, any meeting of Unitholders convened, unless otherwise permitted by the SC.

Am ARA has instituted the following procedures to deal with conflict of interest issues:-

- (a) Am ARA will not manage any other REIT which invests in the same type of properties as AmFIRST REIT;
- (b) At least two of Am ARA's Board shall comprise independent directors while maintaining a minimum ratio of at least one-third independent directors at all times; and
- (c) In respect of matters in which one of Am ARA's Director or persons connected to him/her have an interest, direct or indirect, such interested Director will abstain from deliberation and voting. In such matters, the quorum must comprise a majority of Am ARA's Directors and must exclude such interested Directors.

11. The Manager (Cont'd)

11.8 Am ARA's Retirement / Removal and Am ARA's Power to Remove / Replace the Trustee

11.8.1 Am ARA's Retirement / Removal

(i) Retirement

Am ARA may retire upon giving six (6) months' written notice to the Trustee (*or such shorter period as may be agreed upon with the Trustee*) and then the Trustee shall appoint in writing any other corporation as manager in its stead subject to the approval of the SC.

(ii) Removal By Trustee

If Am ARA:

- (a) has ceased to exist;
- (b) is not validly appointed;
- (c) is not eligible to be appointed or to act as management company pursuant to Section 98 of the SC Act;
- (d) fails or refuses to act as management company in accordance with the provisions or covenants of the Deed or the provisions of the SC Act;
- (e) has a receiver appointed over the whole or a substantial part of Am ARA's assets or undertaking and Am ARA has not ceased to act under the appointment, or a petition is presented for the winding up of Am ARA (*other than for the purpose of and followed by a reconstruction, unless during or following such reconstruction Am ARA become or is declared to be insolvent*);
- (f) is under investigation for conduct that contravenes the Act or any Securities Law and an adverse finding is found;
- (g) is required to be removed by the SC or is required to be removed pursuant to the provisions of the REIT Guidelines; or
- (h) is required to be removed by the Unitholders by way of a Special Resolution passed at a meeting of Unitholders convened for that purpose on the grounds that Am ARA is in breach of Am ARA's obligations under the Deed and Am ARA has failed to remedy the breach despite the request from the Trustee to remedy the breach;

the Trustee shall as soon as practicable after becoming aware of any of the above events take all reasonable steps to remove Am ARA from Am ARA's appointment under the Deed and appoint by way of deed a replacement management company which is eligible to be appointed to act as management company under the SC Act and which has been approved by the SC.

11.8.2 Am ARA's Power to Remove / Replace the Trustee

If the Trustee:

- (a) has ceased to exist;
- (b) is not validly appointed;
- (c) is not eligible to be appointed or to act as trustee pursuant to Section 99 of the SC Act;

11. The Manager (Cont'd)

- (d) fails or refuses to act as trustee in accordance with the provisions or covenants of the Deed or the provisions of the SC Act;
- (e) has a receiver appointed over the whole or a substantial part of its assets or undertaking and the Trustee has not ceased to act under the appointment, or a petition is presented for the winding up of the Trustee (*other than for the purpose of and followed by a reconstruction, unless during or following such reconstruction the Trustee becomes or is declared to be insolvent*); or
- (f) is under investigation for conduct that contravenes the Trust Companies Act 1949, the Trustee Act 1949, the Act or any securities law and an adverse finding is found.

Am ARA shall, as soon as practicable after becoming aware of any of the above events, take all reasonable steps to remove the Trustee from its appointment under the Deed and appoint a replacement trustee which is eligible to be appointed to act as trustee under the SC Act and which has been approved by the SC.

11.9 Material Litigation and Arbitration

As at the LPD, Am ARA is not engaged in any material litigation and arbitration, either as plaintiff or defendant, which has a material effect on Am ARA's financial position and Am ARA's Directors do not know of any proceedings pending or threatened or of any facts likely to give rise to any proceedings which might materially and adversely affect Am ARA's position or business.

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12. The Property Managers

12.1 Background Information of the Property Managers

JLW

JLW is owned by Singham Sulaiman Sdn Bhd which was incorporated on 19 November 1981. Singham Sulaiman Sdn Bhd has an authorised share capital of 500,000 ordinary shares of RM1.00 each, of which 150,000 ordinary shares of RM1.00 each are fully paid-up. As at the LPD, JLW does not have any subsidiary or associated companies.

JLW is involved principally in the business of property consultancy, valuations, real estate agency and property management. JLW is licensed by the Board of Valuers, Appraisers and Estate Agents to undertake property management function.

The major shareholders and current Directors of JLW and their shareholdings in JLW as at the LPD are as follows:-

Name	Nationality	←-----Direct----->		←-----Indirect*----->	
		No. of shares	%	No. of shares	%
Singasulai Holdings Sdn Bhd	Malaysian	150,000	100	-	-
N. Ratnasingham	Malaysian	-	-	150,000	100
Sulaiman Mustafa	Malaysian	-	-	150,000	100

* Deemed to have indirect interests pursuant to Section 6A of the Companies Act, 1965.

Rahim & Co

Rahim & Co was incorporated in Malaysia under the Act as a private limited company on 9 April 1981. Rahim & Co has an authorised share capital of 500,000 ordinary shares of RM1.00 each, of which 350,000 ordinary shares of RM1.00 each are fully paid-up. As at the LPD, Rahim & Co has a subsidiary company but does not have any associated companies. The detail of the subsidiary company is as follow:-

Name	Equity Interest %	Principal Activities
Rahim & Co Engineering Sdn Bhd	91.7	Facilities Management

Rahim & Co is involved principally in providing a comprehensive range of services including property management, valuation research, real estate and the business of property investment. Rahim & Co is licensed by the Board of Valuers, Appraisers and Estate Agents to undertake property management function.

The major shareholders and current Directors of Rahim & Co and their shareholdings in Rahim & Co as at the LPD are as follows:-

Name	Nationality	←-----Direct----->		←-----Indirect----->	
		No. of shares	%	No. of shares	%
Dato' Abdul Rahim Rahman	Malaysian	349,999	99.9	-	-
Mohd Nasir Ali	Malaysian	1	0.1	-	-

12. The Property Managers (Cont'd)

12.2 Experience in Real Estate / Property Management

JLW

Jones Lang Wootton (“JLW”) was founded in London in 1783, and commenced practice in Kuala Lumpur in 1974, following the acquisition of Wick & Partners (established in 1963). In 1982, the practice became fully “Malaysianised” and owned by Singham Sulaiman Sdn Bhd. JLW has offices in Kuala Lumpur, Penang and Johor Bahru. JLW Malaysia is in association with Jones Lang LaSalle, the merged entity of JLW with Lasalle Partners of the USA.

Details of the services provided are as follows:-

(i) Valuation services

JLW valuation services cover all segments of the property market, from agriculture & plantation, development land, residential, industrial, commercial, hospitality & resort, special uses (forest concession, mining land, petrol station, airspace etc.) to plant & machinery. JLW prepares valuations for a variety of needs.:-

- mortgage and charge
- sales and purchase
- corporate finance
- merger and acquisition
- statutory compulsory acquisition
- accounting purposes
- share issues
- statutory submission
- litigation
- privatisation

(ii) Property management

JLW's Property and Asset Management Department services provides asset in the framework to specific property an organizational objectives. JLW aims to ensure maximum protection of the investment made by its clients which involves monitoring the asset throughout its economic life span so that it achieves its fully and highest potential.

Properties under JLW management include office and retail complexes, industrial premises and upmarket condominiums.

Expertise offered encompasses areas such as:

- Real Estate Business Plan
- Space Management
- Facilities Planning & Budget Control
- Facilities Management
- Financial Management
- Advisory Services on HR Organisation
- Building Operational System and Procedures
- Building Audit and Repositioning Strategy
- Building Cost Audit and Budget Plan
- General Building Consultancy Services
- Expatriates Housing Services
- Rent Review and Tenancy Renewals
- Property Database Management

12. The Property Managers (Cont'd)

(iii) Research & Consultancy

JLW develops and maintains detailed, fully computerized and comprehensive database providing essential research materials to clients.

In addition, JLW publishes in-depth, analysis on the real estate market in the form of "Quarterly Property Market Report" covering three prime urban regions of Malaysia, namely, Kuala Lumpur & Klang Valley, Penang and Johor Bahru. In each of these three markets, the report covers office, retail, industrial, hospitality (hotel and serviced apartments) and residential sectors (housing, bungalow lots, condominiums and apartments)

Areas of Expertise include

- Strategic Consulting
- Development Consulting
- Investment Consulting
- Occupier Consulting

(iv) Real Estate Agency

JLW's Agency services are fully involved in the various sectors of the property market and is able to anticipate opportunities, take competitive advantage and execute the right real estate strategy for a particular client.

Knowledge supports businesses and service in every market and JLW's valuable database, provides a systematic and efficient sharing of information where all sections within the firm are able to combine their various strengths to support the Agency Services. This has enabled JLW to be involved in the successful creation of some of Malaysia's most notable real estate transactions.

Rahim & Co

Rahim & Co is registered with the Board of Valuers, Appraisers and Estate Agents and the Ministry of Finance. Rahim & Co was awarded with a quality management system accreditation **ISO 9001:2000** by JAS-ANZ, an Australian International Standards Accreditation Organisation, and was one of the first property consultancy firms in Malaysia to be awarded.

Rahim & Co has been the property manager for Menara AmBank since 2002. Other notable properties that Rahim & Co is currently involved in the management of the facility/building are such as Bursa Malaysia, Bangunan Malaysian Re, Menara MPPJ, Bangunan Yayasan Tun Razak (YTR), Bangunan Pertubuhan Peladang Negeri Kedah (PPNK), and Plaza Damansara A.

Details of the services provided are as follows:-

(i) Valuation services

Valuation or appraisals conducted are for land and buildings, plant and machinery, as well as going concern valuations and leasehold interest appraisals. Valuations are carried out for a wide range of purposes including property financing and securitisation, corporate restructuring, compulsory acquisition, and for submission to the SC.

12. The Property Managers (Cont'd)

(ii) Research / Consultancy services

Rahim & Co's research department has through the years accumulated a wealth of information and experience that enable it to deliver comprehensive and insightful real estate market data, feasibility and market studies, forecasting, cash flow and econometric analyses. It provides management with the pertinent economic, financial and social information to make well-informed decisions on real estate issues.

(iii) Real Estate Agency

Provision of comprehensive sale, leasing and marketing services of residential properties, industrial properties, office buildings, condominiums and others.

(iv) Property and Facilities Management

Rahim & Co's property and facilities management department aims to maintain the value of clients' real estate assets while enhancing their long-term asset values. The scope of their services cover the following areas; management of occupiers' premises, security services, cleaning, repair and maintenance, car park management, landscape management, quality assurance, financial management and letting and tenancy management.

12.3 Total Property under Management

JLW

JLW is presently the property manager for 15 purpose built office, retail, complexes, industrial and warehouse complexes and 3 condominiums, with floor space totalling 4 million sq. ft. in Kuala Lumpur and managing trusts accounts in excess of RM100 million.

Other buildings that JLW had previously managed include AmCorp Trade Centre, Wisma MPL, Menara ING, Menara Milenium and Menara Prudential.

Rahim & Co

Rahim & Co is presently the property manager for 9 commercial buildings in Kedah, Kuching, Kuala Lumpur and Selangor.

Other buildings that Rahim & Co had previously managed include the Exchange Square, Central Market Complex, Menara MPPJ, Putra World Trade Centre and Wisma Bernama.

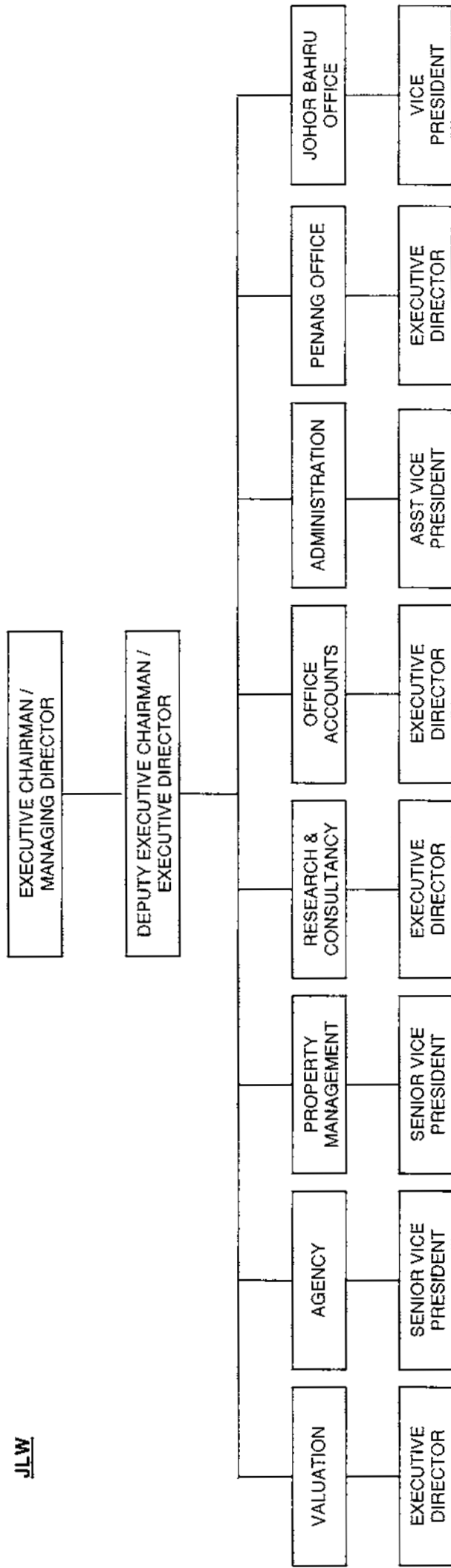
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12. The Property Managers (Cont'd)

12.4 Organisational Structure and Information on Key Personnel and Staff Strength

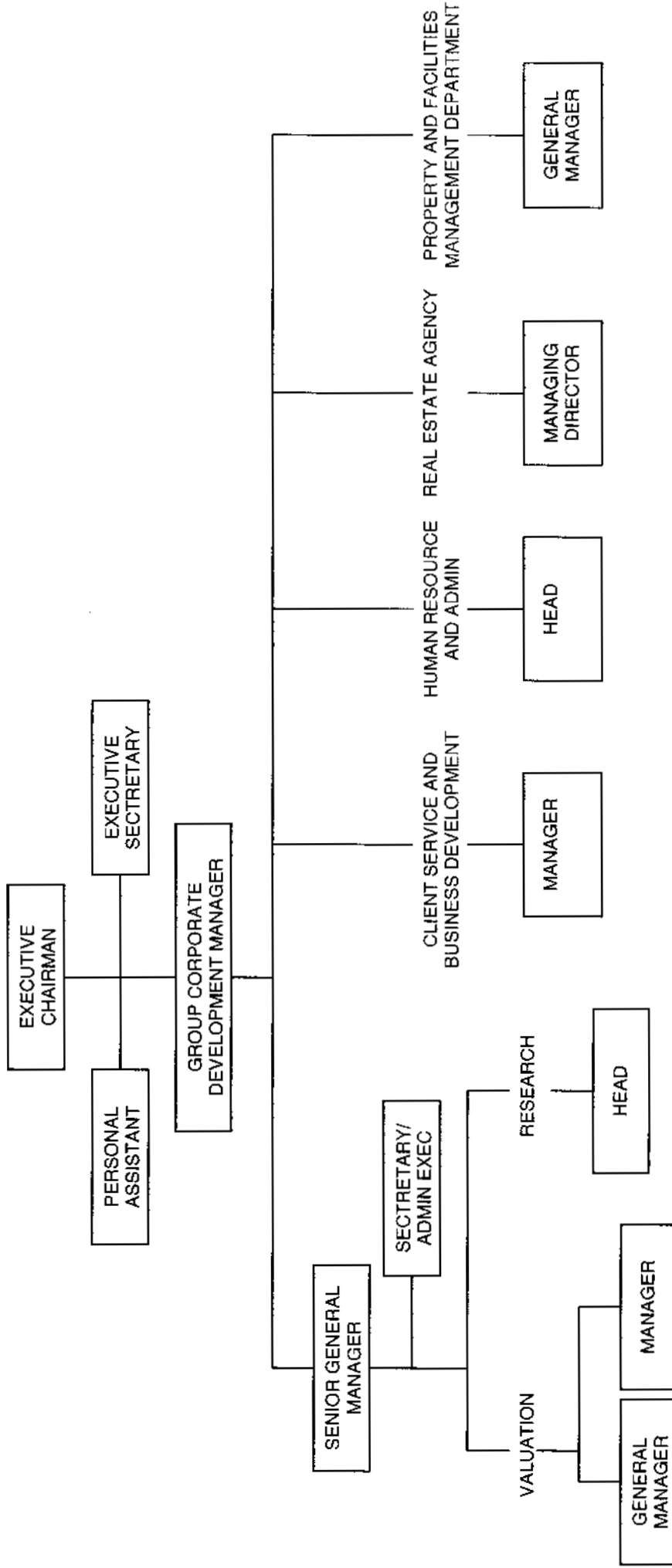
12.4.1 Organisational Structure

JLW



12. The Property Managers (Cont'd)

Rahim & Co



12. *The Property Managers (Cont'd)*

12.4.2 Information on Key Personnel and Staff Strength of the Property Managers

JLW

As at LPD, JLW's staff strength comprises approximately 105 staff.

The profiles of the key personnel of JLW are as follows:-

N. Ratnasingham has over thirty-five years working experience in real estate professional services. He is the Executive Chairman / Managing Director of JLW, Malaysia, with offices located in Kuala Lumpur, Penang and Johor Bahru. He is actively involved with all aspects of the firm's professional and back-up services.

In 1974, N. Ratnasingham joined JLW, Malaysian as a Manager. In 1976, he became a Proprietary Partner and two years later, at the age of 34, he became Senior Partner of the firm. Since 1978, he has seen the firm grow from 35 to over 160 personnel, who provide a comprehensive range of professional property services.

Sulaiman Mustafa has over thirty-one years working experience in real estate professional services. After spending four year (1969 – 1973) in London, U.K, Sulaiman qualified as a member of the Royal Institution of Chartered Surveyors, and was awarded the 'Julian Rogers' prize for being the best Probationary member in the RICS exams.

In 1973, Sulaiman worked as a Valuation Officers in the Federal Government Ministry of Finance's Jabatan Penilaian dan Perkhidmatan Harta and less than a year later in the role of Acting Deputy Director for the Selangor State.

In 1975, he joined Baktimara Sdn Bhd, a subsidiary company of MARA, as a Property Manager and in the same year he was invited to lecture at University Technology Malaysia, where he continued until 1978.

In 1976, he left Baktimara to become an Associate Partner of JLW and in 1978 he became a Proprietary Partner of the firm. He is currently and Executive Director and Senior Partner of JLW, Malaysia and he is actively involved with all aspects of the firm's services.

Malathi Thevendran has over nineteen years experience in real estate professional services, specializing in property market research and development consultancy.

She heads the JLW Malaysia's property consultancy team and her expertise includes: undertaking property market analysis and forecasting, feasibility studies, development appraisals and providing property market and advice for individual, corporate and public sector clients, both local and foreign.

She is responsible for the production of The Malaysian property publications including The Malaysian Quarterly Property Market Report and research materials on Malaysia for Jones Lang LaSalle research Asia.

Malathi has good working experience in the public sector as she initially worked with the Kuantan Municipality Council (Financing, Valuation and Licensing department), where she was involved in rating valuation and establishing an in-house property management team to oversee the council's property portfolio.

Prem Kumar has over twenty years working experience in real estate professional services within Peninsular Malaysia, Sabah and Sarawak.

He joined JLW, Kuala Lumpur office in 1987, gaining experience in undertaking valuations of all types of real estate.

12. **The Property Managers (Cont'd)**

In 1991, he was assigned to the Johor Bahru office, as its resident manager and subsequently promoted to Senior Executive/Chief Operating Officer of the Johor Bahru office in 1995. He was made a proprietary partner/Executive Director in 1998.

In 2002, Prem returned to the Kuala Lumpur office as the Partner in Charge of the Valuation department and continues to supervise the running of the Johor Bahru office.

He has given professional advise to major public and private companies, multinationals, major corporations and developers and industrialists based in Malaysia and other countries such as Singapore, Indonesia, Hong Kong, Taiwan, Japan and United States of America. He has also undertaken portfolio valuations of properties belonging to various companies seeking listing in the Bursa Securities and has significant expertise in marketing condominiums and office lots, having achieved bench mark prices and record sales.

Donna Barnaby has over fourteen years working experience in real estate professional services and financial systems and reporting. Joining the firm in 1998 she plays a significant role in the real estate management consultancy projects and is joint head of the property management department.

Her eight years in the real estate financial services with the public accounting firm KPMG Peat Marwick provided hands on experience in dealing with financial reporting issues, portfolio analysis and due diligence reviews. Operational experience was gained in her five years with The John Buck Company, a property developer and management firm. The majority of her five years was spent at the Sears Tower where she was responsible for the overview of the owners investment including not only building operations but also the profitability of the four restaurants and tourist centre.

This experience brought her to Malaysia to provide consultancy services to KLCC Urusharta Sdn Bhd, the property manager for the Petronas Twin Towers. This consultancy continued through her employment with JLW.

Her relevant experience includes financial audits, accounting software implementation, consultancy in management operating procedures and financial reporting.

Kuruvilla Abraham joined JLW in 1992 and is currently joint operations head of the Property Management department leading a team of ten Property Managers in managing a portfolio of properties owned by major local corporations and foreign clients.

On graduating from Heriot-Watt University, Edinburgh in 1989, Mr Abraham joined Savills PLC in London where he was involved in the operations and management of a portfolio owned by a pension trust comprising office, retail and industrial properties located throughout South East England. His experience covers all aspects of property and asset management, property consultancy and facilities management. He has also been involved in the valuations of commercial and leisure-orientated properties, the preparation and study of mixed development schemes, marketing and rating valuations of petrol filling stations for BP and Shell. Major clients he has advised include the AmBank Group, Hong Leong Property Management Co. Sdn Bhd, KFC Holdings (M) Bhd and GIC Real Estate.

He is responsible for the creation of an occupational cost index and has presented several Property Management papers at seminars organized by the National Institute of Valuation (INSPEN) and the Institution Surveyors Malaysia. He has also represented the Institution Surveyors Malaysia in meetings with local and national authorities on property management issues.

Prem Singh has over thirty-five years experience in Property Management starting his career with Wicks and Partners in January 1970, he joined JLW when it acquired the former in 1974. He is currently joint head of the Property Management Department in Kuala Lumpur and responsible for operation, administration and financial aspects.

12. The Property Managers (Cont'd)

His experience involves property / asset management of commercial, residential and industrial properties. Major clients he has advised include the AmBank Group, Public Bank and Standard Chartered Bank and Permodalan Nasional Berhad.

He has also presented several Property Management papers at seminars organized by the National Institute of Valuation (INSPEN) and Developers / Management Councils of Strata Titled properties.

Sunny Lai joined JLW in 1975 and has over thirty years of real estate agency experience. He has been responsible for a broad range of office, retail and industrial transactions amounting to over RM1.5 billion.

He has also been involved in the leasing of over 6 million sq. ft. of office, retail and industrial premises in Kuala Lumpur and the Klang Valley. He specializes in the commercial sector and adds a well-rounded perspective to all aspects of clients' need with his extensive experience in property marketing and service activities, including the sale and leaseback of entire property portfolios. His comprehensive knowledge of the industry has added value to the projects under his charge.

Sunny has significant experience in providing advice to corporate occupiers with regard to real estate planning and implementation of processes including: Lease acquisitions, restructuring and renewal for office, retail; and industrial property owned and leased property, Master plans and strategic review of assets and the disposal of excess accommodation.

He also maintains regular contact with local and foreign institutional and individual property investors. He has extensively traveled through the Asia Pacific region and North America to identify, and maintain existing relationships with potential investors for commercial and residential real estate in Malaysia.

David Jarnell joined JLW (Kuala Lumpur) in 1996, having previously worked in London and has over nineteen years of working experience in real estate professional services.

He is responsible for providing corporate real estate advice to large multinational companies, specializing in occupier requirements. Clients include: ABN Amro, Bank of America, Caltex, Cisco Systems, Credit Suisse, Deutsche Bank, EDS, IBM, Maxis, Microsoft, Procter & Gamble, Towers Perrin and WPP Group. With a concentration in advisory services and financial analysis, David focuses on best practices service delivery in Malaysia.

On the transaction side, he has been involved with both commercial and industrial premises and he has focused on corporate occupier strategies with the goal of aligning corporate operational and financial objectives with real estate requirements.

David has also been involved with a wide range of research and consultancy projects, involving property market analysis and forecasting, development appraisal, feasibility studies, and investment policy advice towards implementing successful commercial and residential developments both in Malaysia and other Asian countries.

Some of the more notable projects he has worked on include: KL LinearCity (retail and leisure development), Mid Valley Megamall (retail), KL Sentral (commercial), Putrajaya (Township) and The Binjai at KLCC (residential).

Rohan Padmanathan leads the Residential Projects and Investment Division within the Agency Department. He has over eighteen years working experience in real estate professional services and agency work.

Rohan commenced employment in JLW London in October 1986. His work in London included valuations for institutions, portfolio management for a pension fund and rent review work.

12. ***The Property Managers (Cont'd)***

He joined JLW Malaysia in June 1990 where his primary involvement was in sales and purchase of investment properties and development land, leasing of buildings and providing consultancy advice to various local and international clients. By virtue of his experience in all aspects of the real estate business, Rohan generates and creates solutions for investors and sellers to meet their real estate needs.

Rohan Padmanathan is also project director of the Residential Projects Division. He works with other personnel within JLW who are experts in specialized fields to offer a comprehensive consultancy and sales services to developers and investors. His other residential work includes sales of residences in prime arrears of Kuala Lumpur and offering Corporate Residential Services to multi-nationals in terms of tenancy renewals and relocation.

Rahim & Co

As at LPD, Rahim & Co's staff strength is 200 staff.

The profiles of the key personnel of Rahim & Co are as follows:-

Dato' Abdul Rahim Rahman is Executive Chairman of Rahim & Co Group of Companies and has more than 30 years experience in the real estate industry in both of the local scene and the international area.

Dato' Rahim established Rahim & Co in 1976. Prior to that, he served as a Property Officer/Valuer at the London Borough of Hounslow, Valuation Officer with the Valuation Division within the Ministry of Finance, Property Manager with Malaysian Railways and Property & Valuation Manager with Bank Bumiputra Malaysia Berhad.

In his professional capacity, Dato' Rahim has served as a member of the Board of Valuers, Appraisers & Estate Agents, Malaysia. He is a Past President of the Institution of Surveyors, Malaysia (1986 – 1987), the International Real Estate Federation (FIABCI) Malaysian Chapter (1984-1986), the Asia Pacific Real Estate Federation (1985-1988) and the Association of Valuers and Property Consultants in Private Practice Malaysia (1990-1994). Dato' Rahim was elected the Deputy World President of the International Real Estate Federation (FIABCI) in 1990 for a 2-year term. Dato' Rahim was recently awarded the Anugerah Perunding Harta Tanah Utama Negara for the year 2001 by the Board of Valuers, Appraisers and Estate Agents, Malaysia.

Robert Ang is the Managing Director of Rahim & Co Real Estate Agents Sdn Bhd, Kuala Lumpur. A mathematician by qualification, Robert joined Rahim & Co in 1982 as Marketing Manager in the Estater Agency Department.

Over his 21-year experience, Robert has worked with and advised numerous local public-listed companies such as IGB and MUI Properties; multinational companies such as Schlumberger, BP, Mitsui, Sumitomo and Sony; and high net-worth individuals in various property sectors. Robert has vast experience in the real estate profession especially in the marketing and agency sides of the business.

Alisa M Rahim is the Executive Director of Rahim & Co engineering and the Head of Corporate Development Strategy for Rahim & Co Group of Companies. She was trained in UK where she completed her Master degree in Property Investment.

Prior to joining the firm in 1998, she practiced in London with Savills. Her professional experience includes valuation, property management, real estate agency, research and consultancy. At Rahim & Co, she has been engaged in valuations of high-value properties of various property types, major research projects and lately has been involved in the restructuring of the Property and Facilities Management Department.

Chee Kok Thim is the Senior General Manager of Rahim & Co Chartered Surveyors Sdn Bhd. Prior to joining Rahim & Co in July 1997, Chee had served more than 21 years with the Valuation and Property Services department in the Ministry of Finance and 2 years as a Branch Manager in the private sector.

12. **The Property Managers (Cont'd)**

In the Institution of Surveyors Malaysia, Chee has served as a Committee Member of the Property Consultancy & Valuation Surveyors Division, the Examination Secretary of the Examination & Accreditation Board. He is currently a Council Member of The Institution and the Chairman of the Examination Board. At the Board of Valuers, Appraisers and Estate Agents Malaysia, Chee is an examiner for the Board' Test of Professional Competence and a member of the Accreditation Committee.

Thong Soo Fun is the General Manager of Rahim & Co Chartered Surveyors Sdn Bhd. She started her working career when she joined Rahim & Co in 1983 as Valuation Executive at Kuala Lumpur Head Office. In all, she has 19 years experience in valuation.

G. Shanmuganathan is the General Manager at the Maintenance & Facilities Management Department of Rahim & Co. He joined Rahim & Co in 1991 as an Assistant Manager in the Department.

Prior to joining Rahim & Co, Shan has worked at an engineering manufacturing company for 8 years and at various 5-star international hotels in the Klang Valley. He has about 28 years of experience in both engineering and maintenance & facilities management fields.

Sulaiman Akhmady Mohd Saheh is the Head of Research & Strategic Planning which principally overlooks the Research operations for both internal and external clients. This involves conducting market & product marketability studies, feasibility and financial assessments studies, marketing strategy formulation and establishing proposed development briefs and proposals. A medical scientist and a valuer by qualification, Sulaiman joined Rahim & Co in 2001 and has been involved in valuation, property research, real estate agency, property development and property management.

Prior to joining Rahim & Co, Sulaiman was working at CB Richard Ellis in Melbourne, Australia in 1999 where he was initially engaged with the Property Management Department and later joined the Valuation & Advisory Team - focusing on retail, commercial and healthcare property sectors. Sulaiman has just completed his Masters in Facilities Management from a well-renowned university.

Erik Kan Kok Leong is the Manager attached to the Valuation department at Kuala Lumpur Had Office. Prior to joining Rahim & Co in 2004, Erik was working at Colliers, Jordan Lee & Jaafar from 1990 to 2000 and M. Nawawi & Co from 2000 to 2002.

Aidid Mohd Salled is the Special Assistant to the Executive Chairman attached to the Chairman's Office at Rahim & Co and has been with the company since September 2004.

Prior to joining Rahim & Co, Aidid was attached with RHB Group of Companies, Puncak Niaga Sdn Bhd as an IT Network Engineer and Special Assistant to Executive Chairman for 7 years with a Parking Concessionaire company in Shah Alam and was initially handling relationship and liason with the government ministries, departments and agencies.

12.5 **Functions, Duties and Responsibility of the Property Managers**

The services provided by the Property Managers for the Properties include the following *(in addition to those as set out in Section 11.4 of this Prospectus)*:-

- (a) Recruiting and supervising of all personnel required to properly manage, operate, market and maintain the Properties in accordance with the standards prescribed in the Property Management Agreement;
- (b) Supervising, directing and controlling the renting of the Properties;
- (c) Negotiating new or renewed tenancies, licences, letting arrangements and concessions for any part of the Properties on such term *(including the granting of any*

12. The Property Managers (Cont'd)

incentives of any nature to the tenants, licensee or concessionaire) as determined by the Property Manager to be appropriate;

- (d) Managing and monitoring the upgrading, refurbishment, retrofitting and renovation works of the Properties;
- (e) Billing and collecting all monies due for payments including but not limited to monthly rental from each tenant and deposit into the Trustee's account held on behalf of AmFIRST REIT;
- (f) Overseeing the overall functioning of the parcel manager;
- (g) Performing, supervising, directing and/or controlling all acts reasonably necessary in connection with the performance of its services under the Property Management Agreement in an efficient and proper manner;
- (h) Assisting Am ARA in the implementation of AmFIRST REIT's organic growth strategies; and
- (i) Prepare and plan annual maintenance budget and undertake physical inspection of the properties.

12.6 Unitholdings of the Property Managers in AmFIRST REIT

Presently, the Property Managers do not hold any Units in AmFIRST REIT.

12.7 The Property Management Agreement and its Salient Terms

BAG and AGLC will be managed by JLW as the property manager pursuant to the property management agreements both dated 12 October 2006 entered into between JLW, the Trustee and Am ARA.

Menara AmBank and Menara Merais will be managed by Rahim & Co as the property manager pursuant to the property management agreement both dated 12 October 2006 entered into between Rahim & Co, the Trustee and Am ARA.

Subject to the rights of termination under the property management agreement with JLW and Rahim & Co, the initial term of JLW and Rahim & Co as the property manager is one (1) year from the date of the property management agreement. Upon expiry of the one (1) year period, the Property Managers may be renewed by the Trustee at the Trustees' sole and absolute discretion, subject to the fees and terms and conditions to be agreed between the Trustees and the Property Managers.

The property management agreements with the Property Managers may be terminated under the following circumstances:-

- (i) If the Trustees sells or disposes of its interest in the Properties, the appointment of the Property Managers shall terminate on the date of completion of such sale or disposal. The Property Managers shall thereby not be entitled to any compensation whatsoever including the unexpired term of the appointment as at the date of termination save and except for the provisions of Clause 9[iii] of the property management agreements; or
- (ii) if either party have a receiver appointed over the whole or any part of its assets or undertaking; or
- (iii) if either party enters into liquidation whether compulsorily or voluntarily (except for the purpose of amalgamation or reconstruction) or have a receiving order made against any of its assets or suffer any similar action is consequence of debt; or
- (iv) if either party enters into any composition or arrangement over the whole or any part of its assets or undertakings; or

12. The Property Managers (Cont'd)

- (v) if either party ceases or threatens to cease to carry on the whole or any substantial part of its business other than in the course of reconstruction or amalgamation; or
- (vi) if either party be in breach of the provisions of the property management agreements which is not capable of remedy or being capable of remedy, is not remedied within thirty (30) days of the service of such notice by the party requesting action to remedy such breach; or
- (vii) dissolution of the Property Managers' business in Malaysia.

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13. The Trustee

13.1 Corporate Information

13.1.1 Background Information

The Trustee of AmFIRST REIT is Mayban Trustees Berhad (5004-P), a company incorporated in Malaysia and registered as a trust company under the Trust Companies Act 1949 and having its registered office at 34th Floor, Menara Maybank, 100 Jalan Tun Perak, 50050 Kuala Lumpur, Malaysia. The Trustee is qualified to act as a trustee for collective investment schemes approved under the Securities Commission Act pursuant to the REIT Guidelines. As at the LPD, the Trustee had a paid-up share capital of RM500,000.

13.1.2 Board of Directors

The following table sets out information regarding the Board of Directors of the Trustee:-

<u>Name</u>	<u>Directorship</u>
YB Dato' Richard Ho Ung Hun	Independent Non-Executive Director, Chairman
Mr Teh Soon Poh	Independent Non-Executive Director
Mr Tong Hon Keong	Non-Independent Executive Director
En. Mohd Nazlan Bin Mohd Ghazali	Non-Independent Executive Director

13.1.3 Total Number of Staff

As at the LPD, Mayban Trustees' staff strength comprises 13 executives and 9 non-executives.

The profiles of the key management team of Mayban Trustees are as follows:

SURINDAR KAUR A/P GIAN SINGH, CHIEF EXECUTIVE OFFICER

She graduated from University Sains Malaysia (USM) with Bachelor of Science (Honours) in 1983 and from University of London with LLB (Honours) in 1993.

She joined Maybank in 1983 and served in various capacities in both the business and risk management sectors. She was a Senior Manager as part of the Approving Team for enterprise business loans prior to her current appointment in Mayban Trustees Berhad in July 2004

MAZIAH YONG, HEAD UNIT TRUST & RETAIL

She joined Mayban Trustees on 1 April 1995. Prior to this, she had spent five years in a trust company in Malaysia. She has more than fifteen (15) years experience in trust administration, especially unit trust schemes. She is in charge of private client trusts and a portfolio of unit trust funds. She holds an Advanced Diploma in Law from Institut Teknologi MARA.

QUEK YEN LENG, HEAD ACCOUNTS & ADMINISTRATION

Ms Quek joined Mayban Trustees on 16 April 2001. Prior to this, she was in a Malaysian accounting firm (Coopers & Lybrand) before joining an established commercial bank. As Head of Accounts & Administration, she is in charge of Mayban Trustees's and clients' accounts.

Ms Quek is a member of the Australian Society of Certified Practising Accountants and Malaysian Institute of Accountants. She holds an Accounting degree from RMIT, Melbourne, Australia.

13. The Trustee (Cont'd)

GEETA MANOCHA, HEAD BUSINESS DEVELOPMENT

Ms Geeta joined Mayban Trustees on 15 March 2001. Prior to this, she was in private practice as an advocate and solicitor in Kuala Lumpur before joining Pacific Bank as a Senior Executive (Legal Officer). She now heads the Business Development Unit for Mayban Trustees.

Ms Geeta, who holds a LL.B (Honours) from University of Glamorgan, United Kingdom was called to the Malaysian Bar on 27 November 1997.

13.1.4 Experience as Trustee to Unit Trust Funds and Number of Funds under Trusteeship

The Trustee has been engaged in trust business and the administration of unit trust funds for more than 14 years and as at LPD, the Trustee acts as trustee for 43 unit trust funds. The Trustee is also the existing trustee to two (2) Malaysian REITs.

13.1.5 Financial Information of the Trustee

The following is a summary of the past performance of the Trustee based on its audited accounts for FYE 30 June for the last 4 years:

	2002	2003	2004	2005
	(RM'000)	(RM'000)	(RM'000)	(RM'000)
Paid up share capital.....	500.0	500.0	500.0	500.0
Shareholders' fund.....	9,201.5	10,034.9	10,338.8	12,372.7
Turnover.....	5,131.0	5,533.3	6,581.7	7,002.7
Pre tax profit/loss	3,730.4	3,929.4	4,743.9	5,731.0
Taxation	1,043.0	1,116.0	1,290.0	1,537.1
After tax profit/loss	2,687.3	2,813.4	3,453.9	4,193.9
Net dividends paid/payable	1,980.0	3,150.0	2,160.0	-
	(RM)	(RM)	(RM)	(RM)
Net earnings per share.....	26.87	28.13	34.54	41.94
Net dividends per share	19.80	31.50	21.60	-

13.2 Functions, Duties and Responsibilities

The Trustee's functions, duties and responsibilities are set out in the Deed. The general function, duties and responsibility of the Trustee include, but are not limited to, the followings:

- (a) acting as trustee of AmFIRST REIT and, therefore, safeguarding the rights and interests of the Unitholders;
- (b) holding the assets of AmFIRST REIT on trust for the benefit of the Unitholders; and
- (c) exercising all the powers of a trustee and the powers that are incidental to the ownership of the assets of AmFIRST REIT.

The Trustee has covenanted in the Deed that it will exercise all due diligence and vigilance in carrying out its functions and duties, and in safeguarding the rights and interests of Unitholders.

13. The Trustee (Cont'd)

13.3 Retirement / Removal of the Trustee and Powers of the Trustee to Remove / Replace Am ARA

13.3.1 Retirement / Removal of the Trustee

(i) Retirement

The Trustee may retire upon giving six (6) months' written notice to Am ARA (*or such shorter period as may be agreed upon with Am ARA*). Am ARA shall within three (3) months after becoming aware of the intention of the Trustee to retire, appoint a replacement trustee who is eligible to be appointed to act as trustee under the SC Act and who has been approved by the SC.

(ii) Removal by Am ARA

If the Trustee:

- (a) has ceased to exist;
- (b) is not validly appointed;
- (c) is not eligible to be appointed or to act as trustee pursuant to Section 99 of the SC Act;
- (d) fails or refuses to act as trustee in accordance with the provisions or covenants of the Deed or the provisions of the SC Act;
- (e) has a receiver appointed over the whole or a substantial part of its assets or undertaking and the Trustee has not ceased to act under the appointment, or a petition is presented for the winding up of the Trustee (*other than for the purpose of and followed by a reconstruction, unless during or following such reconstruction the Trustee becomes or is declared to be insolvent*); or
- (f) is under investigation for conduct that contravenes the Trust Companies Act 1949, the Trustee Act 1949, the Act or any securities law and an adverse finding is found,

Am ARA shall, as soon as practicable after becoming aware of any of the above events, take all reasonable steps to remove the Trustee from its appointment under the Deed and appoint a replacement trustee which is eligible to be appointed to act as trustee under the SC Act and which has been approved by the SC.

(iii) Removal by Unitholders

The Unitholders may remove the Trustee by a Special Resolution passed at a duly convened meeting on grounds that the Trustee is in breach of its obligations under the Deed and the Trustee has failed to remedy the breach despite the request from Am ARA to remedy the breach and another trustee (*which is eligible to be appointed to act as trustee under the SC Act and duly approved by the SC*) has been appointed.

(iv) Removal by SC

The SC may remove the Trustee under the SC Act.

13.3.2 Powers of the Trustee to Remove / Replace Am ARA

If Am ARA:

- (a) has ceased to exist;
- (b) is not validly appointed;
- (c) is not eligible to be appointed or to act as management company pursuant to Section 98 of the SC Act;

13. The Trustee (Cont'd)

- (d) fails or refuses to act as management company in accordance with the provisions or covenants of the Deed or the provisions of the SC Act;
- (e) has a receiver appointed over the whole or a substantial part of Am ARA's assets or undertaking and Am ARA has not ceased to act under the appointment, or a petition is presented for Am ARA's winding up (*other than for the purpose of and followed by a reconstruction, unless during or following such reconstruction Am ARA become or are declared to be insolvent*);
- (f) is under investigation for conduct that contravenes the Companies Act or any Securities Law and an adverse finding is found, or
- (g) is required to be removed by the SC or is required to be removed pursuant to the provisions of the REIT Guidelines; or
- (h) is required to be removed by the Unitholders by way of a Special Resolution passed at a meeting of Unitholders convened for that purpose on the grounds that Am ARA is in breach of Am ARA's obligations under the Deed and Am ARA has failed to remedy the breach despite the request from the Trustee to remedy the breach;

the Trustee shall as soon as practicable after becoming aware of any of the above events take all reasonable steps to remove Am ARA from Am ARA's appointment under the Deed and appoint a replacement management company which is eligible to be appointed to act as management company under the SC Act and which has been approved by the SC.

13.4 Trustee's Statement of Responsibility

The Trustee has stated its willingness to assume:

- (a) the position as trustee of AmFIRST REIT; and
- (b) all the obligations in accordance with the Deed and all relevant laws, regulations and rules.

13.5 Material Litigation and Arbitration

As at the LPD, save for the pending suit mentioned here below, neither the Trustees nor its delegates are engaged in any material litigation and arbitration as plaintiff or defendant, and the Trustee and its delegate are not aware of any proceedings, pending or threatened or of any facts likely to give rise to any proceedings which might materially and adversely affect their financial position or business.

The Bondholders of the Al-Bai Bithaman Ajil ("ABBA") Bonds issued by Pesaka Astana (M) Sdn Bhd ("PASB") have sued PASB for its failure to meet its Bonds payment obligation under Kuala Lumpur High Court Civil Suit No: D8-22-1810-2005 ("the 1st Suit") and cited Trustee as one of the 12 co-defendants in the same suit. The claim in the 1st Suit is for RM157.8 million or any other sum that the Court deems fit. The other defendants in the 1st Suit include amongst others the Facility Agent, PASB's Chief Executive Officer, one of PASB's directors and associate companies of the said Chief Executive Officer and the said director. The claim, however, does not take into consideration the sum of RM8.405 million already paid by PASB to the ABBA Bondholders.

Connected to the above, Amanah Short Deposits Berhad, a Noteholder of the Combined Commercial Papers and/or Medium Term Notes/Letters of Credit/Financial Guarantee Facilities ("CP/MTN") totaling RM13 million and issued by PASB, have also sued PASB for full payment under CP/MTN arising from a cross-default by PASB under its ABBA Bonds, in Kuala Lumpur High Court Civil Suit No. D2-22-1085-2006 ("the 2nd Suit"). The Trustee was cited as one of the 5 co-defendants in the 2nd Suit. The claim in the 2nd Suit is for RM13 million or any other sum that the court deems fit and damages. The other defendants in the 2nd Suit are the Facility Agent, PASB's Chief Executive Officer and one of PASB's directors.

The Trustee is presently defending both the 1st and 2nd Suit and does not admit liability to the same. In any event, any successful claim that may be established against the Trustee will be covered by the Trustees insurer and/or Malayan Banking Berhad as the ultimate holding company of the Trustees. As such, both the 1st and 2nd Suit will not materially affect the business/financial position of the Trustees.

14. Related Party Transactions / Conflict of Interest

14.1 Existing And Proposed Related-Party Transactions And Conflict Of Interest

Save for the Acquisitions as disclosed in Section 4.6 of this Prospectus and as disclosed below, there are no existing and/or proposed related party transactions or conflict of interest situations or other subsisting contracts of arrangements, involving AmFIRST REIT, the Sponsor, the Vendors, the tenants of the Properties and/or persons connected to them.

	Related Party	Nature of Transactions	Relationship
1.	AmBank	<ul style="list-style-type: none"> - Proposed rental of level 1 to 3, 11, 16 to 23, 25 to 35, 41 to 43, 45 and 46 to 49 in Menara AmBank (323,873 sq. ft.) for RM1,319,764 per month. - Rental of the ground floor, mezzanine floor and floor 10 to 12 in BAG (36,591 sq. ft.) for RM213,040 per month. 	AmBank is the vendor of Menara AmBank and is an indirect wholly-owned subsidiary of AHB.
2.	AmSecurities Sdn Bhd	<ul style="list-style-type: none"> - Rental of floor 8, 9, 12, 13, 15 and 16 in BAG (66,231 sq.ft.) for RM281,154 per month. 	AmSecurities Sdn Bhd is an indirect wholly-owned subsidiary of AIGB.
3.	AmMerchant Bank	<ul style="list-style-type: none"> - Rental of floor 9, 10, 14, 17 to 19 and 21 to 26 in BAG (176,339 sq. ft.) for RM819,656 per month. - Rental of floor 1 to 3 and 6 to 10 (42,577 sq. ft.) in AGLC for RM85,154 per month. 	AmMerchant Bank is a wholly-owned subsidiary of AIGB.
4.	Malaysian Ventures Management Incorporated Sdn Bhd	<ul style="list-style-type: none"> - Rental of floor 15 in BAG (1,378 sq. ft.) for RM6,890 per month. 	Malaysian Ventures Management Incorporated Sdn Bhd is 80% owned by AIGB.
5.	AmPTMB	<ul style="list-style-type: none"> - Rental of floor 17 in BAG (1,141 sq. ft.) for RM4,564 per month. 	AmPTMB is a wholly-owned subsidiary of AmMerchant Bank which in turn is a wholly owned subsidiary of AIGB.

14.2 Potential Related-Party Transactions and Conflict Of Interest

In the event the Manager decides to purchase properties for which conflict of interest arises from the transactions, the situation will be mitigated in view that a valuation must be undertaken on the properties by an independent qualified valuer and a valuation report must be submitted to the SC (if applicable) and the Trustee for their approval, as provided in the REIT Guidelines and the Deed.

In addition, in transactions where approval of Unitholders is required, as provided in the Deed and the REIT Guidelines, neither the Manager nor its related companies or associated persons will be able to vote at the meetings of Unitholders to approve the said transactions, hence, mitigating the conflict-of-interest situation.

15. Approvals and Conditions

15.1 Approval and Conditions

The SC had approved the IPO on 7 July 2006 and 10 October 2006. The conditions imposed by the SC and status of their compliance are as follows:-

Conditions imposed by the SC	Status of compliance
(i) Am ARA and its adviser to clearly disclose in the prospectus the risks and ways to mitigate the risks of having a single-major tenant, which is a related-party and occupying a larger portion of the net lettable area of the buildings;	Complied as disclosed in Section 6.1.3 (i) of this Prospectus.
(ii) Am ARA to revise the management fee to a lower rate. The revised rate must receive SC's consent prior to registration of the prospectus;	Am ARA had via a letter dated 19 September 2006 informed the SC that the management fee for the 5-month period ending 31 March 2007 and the 3 financial years ending 31 March 2008 to 31 March 2010 is 0.3% per annum and 3% per annum for the base fee and performance fee respectively. SC's consent was received via SC's letter dated 10 October 2006.
(iii) The decision for the exemption from Clause 4.05(9) of the REIT Guidelines is only for a period of 6 months from the date of SC's decision letter;	Noted.
(iv) Am ARA to submit an operational audit report of their respective operation pertaining to AmFIRST REIT to the SC 6 months after AmFIRST REIT is launched and listed. The appointment of the auditors and scope of work shall be subject to the SC's clearance;	To be complied.
(v) SC's approval for the proposed candidates for the Board of Directors and Chief Executive Officer of Am ARA is subject to no adverse reports received against the candidates pursuant to vetting conducted on the said candidates;	Noted.
(vi) Am ARA or its adviser must inform the SC the date of appointment of the Board of Directors and Chief Executive Officer of Am ARA within 2 weeks after the appointment is made effective;	Complied via AmMerchant Bank's letter dated 30 August 2006 in respect of appointment of the Board of Directors. Please refer to Section 15.2.1 of this Prospectus for the appointment of the Acting Chief Executive Officer.
(vii) Am ARA to comply with the requirements of at least two (2) independent Directors, while maintaining a minimum ratio of one-third (1/3) independent representation on the board, before registration of the prospectus, as required under Clause 4.05(8) of the REIT Guidelines;	Complied.
(viii) The adviser or AIGB to inform the SC within 14 days of the decision letter, its action plan as to how they intend to meet the 30% Bumiputera equity requirement for Am ARA by 30 June 2008;	Complied via AmMerchant Bank's letter dated 19 July 2006 on behalf of AIGB.
(ix) Am ARA or its adviser to inform SC upon completion of the proposals;	To be complied.
(x) Am ARA or its adviser must inform the SC of the date of listing of AmFIRST REIT prior to the listing of the fund;	To be complied.
(xi) The listing of AmFIRST REIT must be completed within six (6) months from the date of SC's decision letter. SC's approval is deemed to lapse if Am ARA fail to do so within the stipulated time frame; and	To be complied.
(xii) Am ARA, Mayban Trustees and AmFIRST REIT to fully comply with all the relevant requirements in the REIT Guidelines, the SC Act and any notices that are issued from time to time (where relevant).	Noted.

15. Approvals and Conditions (Cont'd)

15.2 Other Approval and Waivers Granted by the SC

The SC has further approved and granted certain waivers in relation to AmFIRST REIT as follows:-

15.2.1 Other Approval granted by the SC

- (i) the delegation of the Registrar function by Am ARA to SSR vide letter dated 13 October 2006. The conditions imposed by the SC and status of their compliance are as follows:-

Conditions imposed by the SC	Status of compliance
(a) Am ARA to table its Operations Manual for its Board's approval, and shall put in place procedures to monitor and maintain the overall control of the outsourcing arrangement in accordance with the Board's approved policy;	To be complied.
(b) Am ARA to submit duly executed Service Level Agreement on the outsourcing arrangement to the SC; and	Complied via AmMerchant Bank's letter dated 16 October 2006
(c) Am ARA to inform the SC within 10 working days in the event the said outsourcing arrangement is ceased or terminated.	Noted.

; and

- (ii) appointment of Anthony Ooi Kwee Yang as the Acting Chief Executive Officer of Am ARA vide letter dated 5 October 2006. The conditions imposed by the SC and status of their compliance are as follows:-

Conditions imposed by the SC	Status of compliance
(a) SC's approval for the proposed candidate for the Acting Chief Executive Officer of Am ARA is subject to no adverse reports received against the candidate pursuant to vetting conducted on the said candidate; and	Noted.
(b) Am ARA's adviser must inform the SC the date of appointment of the Acting Chief Executive Officer of Am ARA within 2 weeks after the appointment is made effective.	Complied via AmMerchant Bank's letter dated 10 October 2006.

15.2.2 Waivers granted by the SC

The SC has granted the following waivers vide letter dated 7 July 2006:-

- (i) Waiver from Clause 4.05(9) of the REIT Guidelines

Clause 4.05(9) of the REIT Guidelines stipulates that a director of a management company shall not hold office as a director of more than one management company at any one time and a member of the investment committee of real estate investment trusts managed and administered by another management company.

The SC has granted approval for the appointment of Dato' Azian Hashim as a director of Am ARA with a condition that the above waiver is only for a period of 6 months from the date of SC's decision letter.

15. Approvals and Conditions (Cont'd)

(ii) Waiver from Clause 12.01(2) of the REIT Guidelines

Clause 12.01(2) of the REIT Guidelines states that the acceptable formula for calculation of fees shall be based on the fund's net asset value including the management fee and trustee fee on the relevant day.

The SC has granted approval for the Manager to calculate the Manager's base and performance fees to be based on the gross asset value and net property income of AmFIRST REIT respectively.

The SC has granted the following waivers vide letter dated 28 September 2006:-

(i) Waiver from Clause 7.03(2) of the REIT Guidelines

Clause 7.03(2) of the REIT Guidelines requires that units may be placed with persons other than parties connected to the placement agent.

The SC has granted AmMerchant Bank a waiver from compliance with the above such that AmMerchant Bank, as the Sole Bookrunner for the bookbuilding portion pursuant to the Offer for Sale, may accept bids from and allot the Units to its connected parties as follows:-

- (1) AmcorpGroup Berhad;
- (2) AHB;
- (3) AIGB;
- (4) AmAssurance Berhad;
- (5) AmInvestment Management Sdn Bhd;
- (6) AmInvestment Services Berhad;
- (7) Fraser Securities Pte Ltd;
- (8) PT AmCapital Indonesia; and
- (9) Employee Provident Fund.

The approval above is subject to the followings conditions:-

	Conditions imposed by the SC	Status of compliance
(i)	AmMerchant Bank should establish internal arrangements (Chinese walls) to prevent parties related/persons connected to it from accessing the books;	Noted.
(ii)	The related parties/connected persons should disclose to Am ARA and AmMerchant Bank, the amount of order which they have put in for their own/proprietary account and customer account, whichever is applicable;	To be complied.
(iii)	AmMerchant Bank should fully inform and obtain the consent of Am ARA on inviting the related parties/connected persons to bid for the units; and	To be complied.
(iv)	Am ARA and AmMerchant Bank must make full disclosure in the prospectus on the waiver from compliance with sub-clause 8.03(1) of the REIT Guidelines.	Complied as disclosed in Section 15.2.2(ii) of this Prospectus.

(ii) Waiver from Clause 8.03(1) of the REIT Guidelines

Clause 8.03(1) of the REIT Guidelines requires *inter-alia* that underwriting arrangements must be in place before the offering of units is made (*for offerings to the general public and restricted issues/offers*).

The SC has granted approval for underwriting arrangements for the bookbuilding portion pursuant to the Offer for Sale by AHB to be in place only after the completion of the bookbuilding exercise.

In this respect, underwriting arrangement for the Units pursuant to the Offer for Sale by AHB will take place after the completion of the bookbuilding exercise, as disclosed in Section 4.2 of this Prospectus.

C H Williams Talhar & Wong

C H Williams Talhar & Wong Sdn Bhd (10149-U)

Jurukukur Berkanun
Chartered Surveyors

Perunding Harta Antarabangsa
International Property Consultants



Report and Valuation

Our Ref : 5670/05/YKA/wk
6140/06/HWP/wk
6141/06/LSH/wk
PJ/381/05/61/06/TKL

Date : **09 OCT 2006**

The Board of Directors
AmInvestment Group Berhad
22nd Floor, Bangunan AmBank Group
55, Jalan Raja Chulan
50200 Kuala Lumpur

Dear Sirs

VALUATION CERTIFICATE FOR

- 1) MENARA AMBANK
- 2) BANGUNAN AMBANK GROUP
- 3) AMBANK GROUP LEADERSHIP CENTRE
- 4) MENARA MERAIS

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Mohd Talhar A Rahman
FRICS, FISM, MCSI, APEPS

Goh Tian Sui
B.Sc. FRICS, FISM, APEPS

P'ng Soo Theng
B.Sc., FRICS, MISM, APEPS

Chong Pah Aung SWE
B.Sc. FRICS, FISM, APEPS

Tew You Kian
B.Sc., MISM, APEPS

Md Baharuddin Mustafa
B.Sc., FISM, MISM, APEPS

Wan Nordin Wan Salleh
Dip in Val., Dip in Est. Mgt., MISM, APEPS

Danny Yeo Soon Kee
Dip in Val., MISM, APEPS

Foo Gee Jen
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Tony Lee Eng Kow
B.Sc., MISM, APEPS

Ku Fuziah Ku Hamzah
B.Sc., MISM, APEPS

Aziah Mohd Yusoff
MBA, BUE, MIPIC, MISM, APEPS

Heng Kiang Hai
MBA, B.Sc., MISM, APEPS

Consultant

Abdul Halim Othman
B.Sc., FRICS, FISM, APEPS

This certificate has been prepared for inclusion in the Prospectus of AmFIRST REIT Property Trust to be dated **09 NOV 2006** in relation to the listing exercise of AmFIRST REIT.

We received an instruction from AmInvestment Group Berhad to value the above-mentioned properties for the purpose of submission to the Securities Commission, Malaysia, we have inspected the abovementioned properties, extracted particulars of title(s) at the relevant Land / Registry Office and gathered other information necessary to arrive at our opinion of value.

We have inspected the properties on the dates as stated in the schedule below and as instructed the material date of valuation is taken to be the date of valuation.

The basis of the valuation is the market value of the subject properties. The market value is the estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

The valuation has been prepared in accordance with the requirements as set out in the Guidelines on Asset Valuations issued by the Securities Commission, Malaysia and the Malaysian Valuation Standards issued by the Board of Valuers, Appraisers and Estate Agents, Malaysia.

We have valued the subject properties by Investment Method of Valuation and as a check, Comparison Method of Valuation vide our respective Valuation Reports under Reference Nos. as listed in the following schedule.

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16. Valuation Certificate (Cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

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Our Ref : 5670/05/YKA/wk (Menara AmBank)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
<p><u>Lot No. :</u> Lot No. 140, Section 44, Town of Kuala Lumpur, District of Kuala Lumpur, Federal Territory of Kuala Lumpur</p> <p><u>Title No. :</u> GRN 52468 (formerly H.S.(D) 84940)</p> <p><u>Address :</u> Menara AmBank, No. 8, Jalan Yap Kwan Seng, 50450 Kuala Lumpur</p> <p><u>Surveyed Land Area :</u> 7,471 square metres (80,420 square feet)</p> <p><u>Registered Owner :</u> MBF Finance Berhad</p> <p><u>Category of Land Use :</u> Building</p> <p><u>Tenure :</u> Term in perpetuity</p> <p><u>Encumbrances :</u> Nil</p> <p><u>Express Condition :</u> Tanah ini hendaklah digunakan untuk bangunan perdagangan sahaja</p> <p><u>Restriction In Interest :</u> Nil</p> <p><u>Other Endorsements :</u> Vide Presentation No. 4713/2005 amendment on quit rent registered on 25th August 2005</p>	<p>The subject property is a forty six (46) storey purpose built office building together with car parks on Levels 4 to 10</p> <p><u>Site</u></p> <p>The site, an intermediate lot with a surveyed land area of 7,471 square metres (80,420 square feet), is near rectangular in shape.</p> <p>It has a total frontage of approximately 101.423 metres onto Jalan Yap Kwan Seng and an average depth of about 76.685 metres. The land is generally flat and lies at about the level of Jalan Yap Kwan Seng.</p> <p>Menara AmBank is erected upon Lot No. 140 (formerly Lot No. PT 17 or Lot Nos. 60 & 61) Section 44, Town of Kuala Lumpur, District of Kuala Lumpur, Federal Territory of Kuala Lumpur.</p> <p>The access/driveway to the main entrance foyer into the building is finished with tiles. The compound is generally well landscaped and maintained.</p> <p><u>Building</u></p> <p>The building is constructed of reinforced concrete framework with plastered brickwalls and reinforced concrete flat roof enclosed with parapet walls.</p> <p>The mechanical room on the roof top is partly overlaid with metal deck roofing sheets.</p> <p>The car park levels are constructed of reinforced concrete framework with plastered brickwalls, whilst the mechanical basement is constructed of reinforced concrete framework with concrete walls.</p> <p>The external façade of the building is partly finished with full height metal framed glass panel curtain walls and partly with aluminium-carbon curtain wall panels.</p>	<p>RM230,000,000/-</p>

16. Valuation Certificate (Cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

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Our Ref : 5670/05/YKA/wk (Menara AmBank)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
	<p><u>Building (Cond't)</u></p> <p>Doors are generally of decorative timber glass panels, metal framed glass panels, frameless glass panels, fire rated doors and timber flush. Windows are generally of metal framed glass panels</p> <p>Internal wall finishes are generally of granite tiles and solid timber panels for Level 1, granite and marble tiles for lift lobbies, skim coat and wall papers for office areas and the others are of skim coat.</p> <p>Ceilings are generally of decorative plastered ceiling with recess lightings/ downlights, ventilated metal panels and flat sheets in the office areas, flat sheets for toilets and plastered ceiling with downlights in the lift lobby areas.</p> <p>Vertical access within the building is via fifteen (15) passenger lifts, one (1) fireman/ Bomba lift, two (2) car park lifts and two (2) reinforced concrete fire escape staircases.</p> <p>Based on the Tenancy Schedule as at February 28, 2006 as provided by the client, the building has a total net lettable area of 42,630.14 square metres (458,882 square feet).</p> <p>As provided by the client , there are a total of 795 car park bays which consists of 319 conventional bays and 476 mechanical (automatic and manual) double decker bays.</p> <p>Note: As Nos. 13, 14 and 44 have been excluded in the naming of the levels of the subject building by the client, therefore for the purpose of building description, we have adopted the level numbering according to the client's numbering.</p>	

16. Valuation Certificate (Cont'd)

C H Williams Talhar & Wong



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Our Ref : 5670/05/YKA/wk (Menara AmBank)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
	<p><u>Building (Cond't)</u></p> <p>The valuation is based on the above information provided and is assumed to be correct. We reserve the right to amend the facts and the value in the event these are incorrect. We suggest a proper investigation to be done to confirm the information.</p> <p>The client is unable to provide a copy of the Building Plans approved by Dewan Bandaraya Kuala Lumpur (DBKL). However, a certified true copy of the as built-plans drawing no. KL/208/90 dated February 1991, September 1992, April 1995, June 1995, March 1996, April 1997 and August 1997 is provided to us.</p> <p>We have made verbal enquiries with Jabatan Perancang dan Kawalan Bangunan, DBKL pertaining to the approved Building Plans and Certificate of Fitness for Occupation (CF) and they have confirmed that the subject building has been issued with a CF.</p> <p>We have been further advised by the Client that there has been no structural alteration, external renovation and extensions to the said building since the issuance of the Certificate of Fitness for Occupation dated 22 August 2002.</p> <p><u>Occupation Status</u></p> <p>At the time of our inspection, the subject building has an occupancy rate of 92.40% or 424,020 square feet of the net lettable area is occupied based on the Tenancy Schedule as at February 28, 2006 as provided to us. The total lettable area is 458,882 square feet.</p> <p><u>Planning Provisions</u></p> <p>The subject property is designated for commercial building as per the Express Condition in the document of title.</p>	

16. Valuation Certificate (Cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

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Our Ref : 6140/06/HWP/wk (Bangunan AmBank Group)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
<p><u>Lot No. :</u> Lot No. 1200, Section 57, Town of Kuala Lumpur, District of Kuala Lumpur, Federal Territory of Kuala Lumpur</p> <p><u>Title No. :</u> Pajakan Negeri 4512</p> <p><u>Address :</u> Bangunan AmBank Group, 55, Jalan Raja Chulan, 50200 Kuala Lumpur</p> <p><u>Surveyed Land Area :</u> 4,422 square metres (47,600 square feet)</p> <p><u>Registered Owner :</u> Mayban Trustees Bhd (sebagai Pemegang Amanah)</p> <p><u>Category of Land Use :</u> Building</p> <p><u>Tenure :</u> Leasehold 99 years expiring on 3rd June 2084</p> <p><u>Encumbrances :</u> Nii</p>	<p>The subject property is a twenty six (26) storey office building with car parks on Basement 1 to 3, Level 1 and Level 3 to Level 6</p> <p><u>Site</u> The site, an intermediate lot with a surveyed land area of 4,422 square metres, is almost trapezoidal in shape.</p> <p>It enjoys a frontage of approximately 111.29 metres onto Jalan Raja Chulan and an average depth of approximately 60.75 metres.</p> <p>The land is generally flat and lies at the level of Jalan Raja Chulan.</p> <p>The compound is partly enclosed with plastered brickwalls surmounted with metal grills and partly not demarcated by any form of fencing.</p> <p><u>Building</u> The subject building is a modern individual architectural designed purpose-built office building constructed of reinforced concrete framework with external façade partly clad with tinted glazed and aluminium panel curtain walling and partly plastered brickwalls.</p> <p>The external walls for the entrance lobby on the ground floor are of frameless glass panels.</p> <p>The framework construction is also supported with reinforced concrete floor slabs and covered with reinforced concrete flat roof concealed behind parapet walls.</p>	<p>RM180,000,000/-</p>

16. Valuation Certificate (Cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

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Our Ref : 6140/06/HWP/wk (Bangunan AmBank Group)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
<p><u>Express Condition :</u> (i) Tanah ini hendaklah digunakan hanya untuk bangunan bagi maksud perdagangan sahaja ii) Pembangunan diatas tanah ini hendaklah mematuhi Perintah Pembangunan yang dikeluarkan oleh Datuk Bandar Kuala Lumpur</p> <p><u>Restriction In Interest :</u> Nil</p> <p><u>Other Endorsements :</u> Nombor Perserahan 3957/1987 Jilid 7 Folio 72 Pajakan Sebahagian Tanah kepada LEMBAGA LETRIK NEGARA, TANAH MELAYU WILAYAH PERSEKUTUAN KL bagi tempoh masa selama 30 tahun mulai dari 15 Julai 1986 dan berakhir pada 14 Julai 2016 didaftarkan pada 23 April 1987 Jam 09:20:00 pagi</p> <p>Vide Presentation No. 11587/2005 amendment on quit rent registered on 31st December 2005</p>	<p><u>Building (Cond't)</u></p> <p>Ceilings are generally of decorative plaster, plastered ceiling with downlights, anodised reflective metal, decorative hardboards / flat sheets incorporating recessed lightings and cement sheets.</p> <p>The internal walls are generally of granite slabs, ceramic tiles, plastered wall laid over with wall paper and plastered brickwalls.</p> <p>Doors are generally of frameless glass panels, aluminium / timber framed glass panels, decorative timber glass panels, fire rated doors, timber flush, metal door and metal roller shutters.</p> <p>Windows are generally of aluminium framed glass panels.</p> <p>Vertical access within the subject property is by means of twelve (12) lifts, located at two (2) separate lift lobbies and two (2) reinforced concrete staircases. The low zone serves Level 1, Level 3 to Level 16 whilst the high zone serves Level 1 and Level 16 to 26. Three (3) lifts of each zone also serve the three (3) levels of basement car parks.</p> <p>Vertical access to the mezzanine floor is by means of two (2) separate aluminium framed spiral staircases located within the banking hall and the other banking hall respectively located on the ground floor of the subject building.</p> <p>Based on the Tenancy Schedule provided by the client, the building has a total net lettable area of 33,459.42 square metres (360,166 square feet).</p>	

16. Valuation Certificate (Cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

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Our Ref : 6140/06/HWP/wk (Bangunan AmBank Group)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
	<p><u>Building (Cond't)</u></p> <p>As provided by the client, there are a total of 522 car park bays. Our site inspection revealed that 6 car parking bays each on Basement 1A and Level 6B respectively have been enclosed with plastered brickwalls and being utilised as mechanical rooms.</p> <p>We were informed by the client that the 6 car parking bays on Basement 1A are being utilised by the building management for an additional set of transformer whilst the 6 car parking bays on Level 6B are considered as reserved bays and are being utilised as mechanical room for their tenant's data centre. The monthly rentals are being paid by the Tenant [AmBank (M) Berhad].</p> <p>Note:</p> <p>The valuation is based on the above information provided and is assumed to be correct. We reserve the right to amend the facts and the value in the event these are incorrect. We suggest a proper investigation to be done to confirm the information.</p> <p>The client is unable to provide a copy of the Building Plans approved by Dewan Bandaraya Kuala Lumpur (DBKL). However, a certified true copy of the building plans with endorsement of "Amendment to Approved Plan Bil (19) DIm JPL 12/79 dated 11th July 1984" is provided to us.</p>	

16. Valuation Certificate (Cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

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Our Ref : 6140/06/HWP/wk (Bangunan AmBank Group)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
	<p><u>Building (Cond't)</u></p> <p>We have made verbal enquiries with Jabatan Perancang dan Kawalan Bangunan, DBKL pertaining to the approved Building Plans and Certificate of Fitness for Occupation (CF) and they have confirmed that the subject building has been issued with a CF.</p> <p>We have been further advised by the client that there has been no structural alteration, external renovation and extensions to the said building since the issuance of the Certificate of Fitness for Occupation dated 24th July 1987.</p> <p>We noted that the labelling of the floor plans do not correspond with the labelling of the levels on site. A letter indicating the actual levels to which the plans correspond to is provided to us by the client</p> <p><u>Occupation Status</u></p> <p>At the time of our inspection, the subject building has an occupancy rate of 95.23% or 342,970 square feet of the net lettable area is occupied based on the Tenancy Schedule as at March 2006 as provided to us. The total lettable area is 360,166 square feet.</p> <p>Vide a renewal letter dated 9th February 2004, we noted that the tenancy of the car parks within the subject property has been tenanted to Sistemurus Secure Parking Sdn Bhd for a term of three (3) years commencing on 1st January 2004 at a monthly rental of RM78,000/-.</p> <p><u>Planning Provisions</u></p> <p>The subject property is designated for commercial building as per the Express Condition in the document of title.</p>	

16. Valuation Certificate (Cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

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Our Ref : 6141/06/LSH/wk (AmBank Group Leadership Centre)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
<p><u>Lot No. :</u> Lot No. 1153, Section 57, Town of Kuala Lumpur, District of Kuala Lumpur, Federal Territory of Kuala Lumpur</p> <p><u>Title No. :</u> GRN 6312</p> <p><u>Address :</u> AmBank Group Leadership Centre, Lorong P Ramlee, 50250 Kuala Lumpur</p> <p><u>Surveyed Land Area :</u> 1,428 square metres (15,371 square feet)</p> <p><u>Registered Owner :</u> Mayban Trustees Bhd (sebagai Pemegang Amanah)</p> <p><u>Category of Land Use :</u> Building</p> <p><u>Tenure :</u> Term In Perpetuity</p> <p><u>Encumbrances :</u> Nil</p> <p><u>Express Condition :</u> (i) Tanah ini hendaklah digunakan hanya untuk bangunan perdagangan sahaja</p> <p>ii) Pembangunan diatas tanah ini hendaklah mematuhi perintah pembangunan yang dikeluarkan oleh Datuk Bandar Kuala Lumpur</p>	<p>The subject property is fourteen (14) storey office block with a penthouse level, car parks on the ground, 4th and 5th floors</p> <p><u>Site</u></p> <p>The site is an intermediate lot with surveyed land area of 1,428 square metres (15,370 square feet) and is almost rectangular in shape.</p> <p>It enjoys dual road frontages onto Lorong P Ramlee on the north-eastern boundary and Jalan Puncak on the south-western boundary. It has a frontage of approximately 23.9 metres (78.3 feet) onto Lorong P Ramlee, 22.4 metres (73.4 metres) and an average depth of 70.3 metres (230.6 feet).</p> <p>The land is generally flat and lies at the level of Lorong P Ramlee and below the level of Jalan Puncak.</p> <p>The compound is generally enclosed with dwarf brickwalls surmounted with metal grills. A pair of metal gates is installed at the front main entrance along Lorong P Ramlee.</p> <p><u>Building</u></p> <p>The subject building is constructed of reinforced concrete framework with reinforced concrete floors, plastered brickwalls and a flat roof covered with corrugated sheets.</p> <p>Doors are generally of decorative timber glass panels, fire rated doors and timber flush.</p> <p>Windows are generally of aluminium framed glass panels and fixed glass louvres.</p> <p>Ceilings are generally of flat sheets in the office areas and w.c.s and plastered ceiling with downlights in the lift lobby areas.</p>	<p>RM19,000,000/-</p>

16. Valuation Certificate (Cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

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Our Ref : 6141/06/LSH/wk (AmBank Group Leadership Centre)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
<p><u>Restriction In Interest :</u> Not Stated</p> <p><u>Other Endorsements :</u> Nombor Peralihan 14443/1994 Perletakhakan Oleh Mahkamah melibatkan Gadaian No Pers 4177/1986, 16893/1990 dari OVERSEAS UNION BANK LIMITED kepada OVERSEAS UNION BANK (MALAYSIA) BERHAD mengikut No. Perintah dibawah Seksyen 420 K.T.N didaftarkan pada 28 Disember 1994 jam 02:59:33 petang</p> <p>Vide Presentation No. 3694/2005, amendment on quit rent registered on 24 August 2005</p>	<p><u>Building (Cond't)</u></p> <p>Internal partitions of the office areas are generally of gypsum boards.</p> <p>Vertical access within the building is by means of two (2) passenger lifts of type Otis Pernas Elevator with the capacity of 15 persons or 2,250 kilograms.</p> <p>Based on the Tenancy Schedule as at March 2006, the subject building has a total lettable area of 5,370 square metres (57,801 square feet).</p> <p>As provided by the client, the subject building is provided with 57 car park bays.</p> <p>The client is unable to provide a copy of the Building Plans approved by Dewan Bandaraya Kuala Lumpur (DBKL). However, as per the As Built-Plan as provided by the client, it is noted that the set of plans does not have the 12th floor plan.</p> <p>Verbal enquiries with Jabatan Perancang dan Kawalan Bangunan, DBKL pertaining to the approved Building Plans and Certificate of Fitness For Occupation (CFO) has confirmed that the subject building has been issued with a CFO.</p> <p>The client has also confirmed that there are no major structural alteration, no major external renovation and major extensions to the subject building since its acquisition by AmFirst Property trust on 30th December 1994 save for the following:-</p> <ul style="list-style-type: none"> i) Repainting of external wall in 2003; and ii) Upgrading of the lift lobbies and washrooms in 2003 	

16. Valuation Certificate (Cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

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Our Ref : 6141/06/LSH/wk (AmBank Group Leadership Centre)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
	<p><u>Building (Cond't)</u></p> <p>Note : The valuation is based on the above information provided and is assumed to be correct. We reserve the right to amend the facts and the value in the event these are incorrect. We suggest a proper investigation to be done to confirm the information.</p> <p><u>Occupation Status</u> At the time of our inspection, the subject building has an occupancy rate of 83.1% or 48,039 square feet of the net lettable area is occupied based on the Tenancy Schedule as at March 2006 as provided to us. The total lettable area is 57,801 square feet.</p> <p><u>Planning Provisions</u> The subject property is designated for commercial building as per the Express Condition in the document of title.</p> <p>The subject property has been issued with a Certificate of Fitness for Occupation by Dewan Bandaraya Kuala Lumpur No. 21320, Rujukan: BP715/76/E dated 30th October 1990.</p>	

16. Valuation Certificate (Cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

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Our Ref : PJ/381/05/61/06/TKL (Menara Merais)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
<p><u>Lot No.:</u> PT 29649, Mukim of Sungai Buluh, District of Petaling, Selangor</p> <p><u>Title No.:</u> HSM 9104</p> <p><u>Address:</u> Menara Merais, No. 1, Jalan 19/3, 46300 Petaling Jaya, Selangor</p> <p><u>Land Area:</u> 4,512.0601 square metres (48,569 square feet)</p> <p><u>Registered Owner:</u> Merais Sdn Bhd</p> <p><u>Category of Land Use:</u> Building</p> <p><u>Tenure:</u> Term In Perpetuity</p> <p><u>Encumbrances:</u> Charged twice to AlliedBank (Malaysia) Bhd</p> <p><u>Express Condition:</u> Pusat Perdagangan</p> <p><u>Restriction In Interest:</u> Not Stated</p> <p><u>Other Endorsements:</u> Vide Presentation No. 2354/2005, amendment on quit rent registered on 26th July 2005.</p>	<p>The subject property is a twenty two (22) storey purpose-built office building with a mezzanine floor and three (3) levels basement car park known as Menara Merais, No. 1, Jalan 19/3, 46300 Petaling Jaya, Selangor.</p> <p><u>Site</u></p> <p>The site is elongated and near rectangular in shape. It has a frontage of approximately 40.57 metres along its north-eastern boundary onto Jalan 19/3 and a maximum depth of approximately 136.68 metres. The site covers a land area of about 4,512.0601 square metres.</p> <p>The site is generally flat in terrain and lies at about the same level with the existing frontage metalled road, Jalan 19/3 except that its rear / western portion which is built upon with the TNB sub-station and sewerage tank lies approximately 1.8 metres lower than the overall site.</p> <p>The north-eastern and southern boundaries are enclosed with dwarf plastered brickwalls incorporating metal grilles whilst other boundaries are generally enclosed with dwarf plastered brickwalls. The entrances are secured with sliding metal gates.</p> <p>The compound where not built-upon is improved with concrete driveway, tarmac and landscaped. Proper pre-cast concrete drainage system and car parking bays are provided within the subject site.</p> <p><u>Building</u></p> <p>Based on the Approved Building Plans prepared by Messrs. Akitek OCA bearing reference nos. BP165C/92 (1C - 1Q) dated 21st August 1997 as provided to us by the client and our site inspection, we noted that the subject site is built-upon with the following buildings and structures:-</p>	<p>RM58,000,000/-</p> <p><u>Terms of Reference</u></p> <p>As instructed, the valuation is carried out based on the following BASIS :-</p> <p>1. THE SUBJECT PROPERTY HAS BEEN CONSTRUCTED AND COMPLETED IN ACCORDANCE WITH THE APPROVED BUILDING PLANS AND SPECIFICATIONS BEARING REF. NOS. MPPJ/PJB/ BP165C/92 (21B-21Q) DATED 22nd NOVEMBER 1994, (1C-1R) DATED 21st AUGUST 1997 AND (38E-T) DATED 5th DECEMBER 2000 AS STATED IN THE CERTIFICATE OF FITNESS FOR OCCUPATION UNDER CERTIFICATE NO. 0677 DATED 9th DECEMBER 2000 ISSUED BY MAJLIS PERBANDARAN PETALING JAYA.</p>

16. Valuation Certificate (Cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

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Our Ref : PJ/381/05/61/06/TKL (Menara Merais)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
	<p><u>Building (Cond't)</u></p> <p>(i) Twenty two (22) storey purpose-built office building with a mezzanine floor and three (3) levels basement car park</p> <p>(ii) Double storey mechanical block</p> <p>(iii) Double storey TNB sub-station</p> <p>(i) Twenty two (22) storey purpose-built office building with a mezzanine floor and three (3) levels basement car park</p> <p>The building is constructed of reinforced concrete framework, reinforced concrete floor slabs with plastered brickwalls finished with tiles and glass curtain walling, tinted panels and covered with reinforced concrete flat roof enclosed with parapet walls.</p> <p>Vertical access within the office building is by means of five (5) passenger's lifts, one (1) fire lift and two (2) reinforced concrete staircases. Vertical access within the three (3) level basement car park to the Ground Floor is by means of two (2) other lifts situated at the front portion of the building and three (3) reinforced concrete staircases.</p> <p>Access to the mezzanine floor is by means of a reinforced concrete staircase finished with ceramic tiles located near the entrance lobby on the ground floor of the subject property.</p> <p>Doors are generally of frameless glass panels, aluminium framed glass panels, timber incorporating glass panels, solid timber, timber flush, timber incorporating glass panels, timber panels and fire rated doors.</p> <p>Windows are generally of aluminium framed glass panels and aluminium framed top hung windows.</p>	<p>2. THE SUBJECT PROPERTY HAS A NET LETTABLE AREA OF 14,771.25 SQUARE METRES (159,002 SQUARE FEET) AS PER THE TENANCY SCHEDULE AND TENANCY DETAILS PROVIDED TO US.</p> <p>3. EXCLUDING THE LETTABLE AREA OF 264.27 SQUARE METRES (2,844.645 SQUARE FEET) ON THE GROUND FLOOR OF THE TWO (2) STOREY MECHANICAL BLOCK.</p>

16. Valuation Certificate (Cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

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Our Ref : PJ/381/05/61/06/TKL (Menara Merais)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
	<p><u>Building (Cond't)</u></p> <p>Ceiling finishes are generally of mineral fibre acoustic ceiling boards with recessed lightings, plastered ceiling incorporating downlights and cornices, plastered ceiling, plastered concrete and flat sheets.</p> <p>The internal walls of the building are generally painted/plastered walls, plastered walls laid with wall paper except for the toilets which are generally laid with ceramic wall tiles to ceiling height.</p> <p>At the time of our inspection, we noted that part of the office areas have been fixed with cabinets and shelves, whilst the internal partitions are of full height glass panels, gypsum boards, gypsum boards incorporating glass panels and plastered brickwalls.</p> <p>The floor finishes for the tenanted areas have been improved with carpet, ceramic tiles, granite slabs or laminated timber strips. We also noted that the kiosk located on the ground floor is presently used as the management office.</p> <p><u>Note :-</u> <i>During our site inspection, for "Feng Shui" purposes, we noted that the Storey Nos. 4, 13 and 14 Floors have been excluded in the naming of the levels of the building by the owner. Therefore, the levels of the building are presently known as Ground, Mezzanine, 1st, 2nd, 3rd, 3A, 5th - 12th, 15th, 15A, 16th - 21st Floor and Penthouse.</i></p> <p>The approximate net lettable area based on the latest Tenancy Schedule as provided by the client is 159,001.64 square feet (14,771.25 square metres).</p> <p>Based on the Schedule of Floor Area Calculation as provided by the owner, we noted that the total net lettable area of the office building is 159,855.65 square feet.</p>	

16. Valuation Certificate (Cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

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Our Ref : PJ/381/05/61/06/TKL (Menara Merais)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
	<p><u>Building (Cond't)</u></p> <p>We were made to understand that the discrepancies in the total net lettable area are due to the division of multiple tenancies in single and/or taking over of the entire floor by single tenants excluding the lift lobbies</p> <p><i>For the purpose of this valuation exercise, we have adopted the net lettable area of the subject office building at 159,002 square feet (14,771.25 square metres) as per the latest tenancy schedule as provided by the client.</i></p> <p><u>Car Park Bays</u></p> <p>Based on our computation from the Approved Building Plans prepared by Akitek OCA bearing reference no MPPJ/PJB/BP165C/92 (1D), (1E), (1F) and (1G) dated 21st August 1997, there are a total of 324 car park bays.</p> <p>Based on the above-mentioned Schedule of Floor Area Calculation provided by the owner, the office building including the 3 levels basement car park has an approximate gross floor area of 33,659.18 square metres (362,304.13 square feet).</p> <p>(ii) <u>Double storey mechanical block</u></p> <p>The building is constructed of reinforced concrete framework, reinforced concrete floor slabs with ventilation blockwalls/plastered brickwalls finished with tiles supporting a combination of pitched metal deck and reinforced concrete flat roof.</p> <p>Vertical access within the subject block is by means of a reinforced concrete staircase situated at the rear portion of the building.</p> <p>Doors are generally of aluminium framed glass panels, timber flush, timber incorporating glass panels and fire rated doors. Windows are generally of aluminium framed glass panels.</p>	

16. Valuation Certificate (Cont'd)

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Our Ref : PJ/381/05/61/06/TKL (Menara Merais)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
	<p><u>Building (Cond't)</u></p> <p>Ceiling finishes are generally of mineral fibre acoustic ceilings with recessed lightings, plastered concrete and flat sheets.</p> <p>The internal walls of the toilets, kitchen and refuse chamber are laid with ceramic wall tiles to ceiling height.</p> <p>During our site inspection, we noted that the food courts / dining area, two (2) VIP dining areas, wash area, kitchen and reading area at the ground floor are presently rented to Agfa Film (Asean) Sdn Bhd and used as office space. The floor finishes for the ground floor have been improved with of granite slabs.</p> <p>Based on the tenancy details provided to us by the client, the above tenanted area within the Mechanical Block has a lettable floor area of 2,844.645 square feet (264.27 square metres).</p> <p><i>Our valuation has excluded the above lettable floor area as our verbal enquiries with the relevant authority, Majlis Perbandaran Petaling Jaya revealed that as per the original approved plans, food courts and dining areas are required under the planning requirements.</i></p> <p>(iii) <u>Double storey TNB sub-station</u></p> <p>The double storey TNB sub-station which is situated near the mechanical block is constructed of reinforced concrete framework, plastered brickwalls and covered with a reinforced concrete flat roof. Doors are generally of metal louvres. Access to the first floor is by means of a reinforced concrete staircase.</p> <p>The subject property has been issued with a Certificate of Fitness for Occupation by Majlis Perbandaran Petaling Jaya bearing Certificate No. 0677 dated 9th December 2000.</p>	

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Our Ref : PJ/381/05/61/06/TKL (Menara Merais)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
	<p><u>Building (Cond't)</u></p> <p>Based on the aforesaid Certificate of Fitness for Occupation provided to us, we noted that the Approved Building Plans bearing reference nos. BP165C/92 (1C - 1Q) dated 21st August 1997 are not the latest plans as it is stated in the certificate that the latest Approved Plans should bear reference nos. (38E-T) dated 5th December 2000.</p> <p>Based on a copy of the letter from Messrs. Akitek OCA bearing ref no. 1188/PJ/ME/11 dated 28th December 2005, we noted that the architect has advised that the Approved Plans bearing reference nos. MPPJ (38E-T) are the internal as-built plans submitted to Majlis Perbandaran Petaling Jaya on 5th December 2000 for record purposes. However, these plans were not returned to the architect.</p> <p>We have also written to the relevant authority, Majlis Perbandaran Petaling Jaya (MPPJ) on 16th March 2006 for a copy of the aforesaid latest Approved Building Plans but have yet to receive a reply.</p> <p>However, our verbal enquiries with Majlis Perbandaran Petaling Jaya (MPPJ) revealed that the subject property has been approved and issued with a Certificate of Fitness for Occupation by the Authorities.</p> <p>The registered owner has confirmed that there are no major structural alteration, no major external renovation and major extensions to the subject building after the issuance of the Certificate of Fitness for Occupation dated 9th December 2000 vide their letter dated 20th March 2006.</p> <p><u>Repair And Maintenance</u></p> <p>At the time of our inspection, the subject property was generally in a good state of repairs and maintenance. We were informed by the owner that the building was completed at the end of 1997. Therefore, the building was to be estimated at about 8 years old.</p>	

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Our Ref : PJ/381/05/61/06/TKL (Menara Merais)

Brief description of the subject property is as follows: -

Property Identification (Title Details, Address)	General Description of Property	Market Value
	<p><u>Occupation Status</u></p> <p>At the date of our inspection, the subject building has an occupancy rate of 98.98% or 157,379 square feet of the net lettable area (excluding the lettable area of 2,844,645 square feet at the Mechanical Block) is occupied based on the Tenancy Schedule and Tenancy Details provided to us.</p> <p><u>Planning Provisions</u></p> <p>The subject property is designated for commercial centre use as per the Express Condition in the document of title.</p> <p><u>Acquisition Details</u></p> <p>The subject property itself was transacted at a consideration of RM57,000,000/- vide a conditional Sale and Purchase Agreement entered into between the Vendor, Merais Sdn Bhd and the Purchaser, Mayban Trustees Berhad (the trustee of AmFirst Property Trust) on 30th December 2005.</p>	

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Our Ref : 5670/05/YKA/wk (Menara AmBank)
6140/06/HWP/wk (Bangunan AmBank Group)
6141/06/LSH/wk (AmBank Group Leadership Centre)
PJ/381/05/61/06/TKL (Menara Merais)

Valuation Rationale :-

The subject properties are office buildings mainly held for investment/leasing purposes, hence in arriving at our valuation, we have relied on the Investment Method of Valuation as a primary method and as a check, the Comparison Method.

In assessing the market value of the properties, due consideration has been given to the general economic condition, property market condition with regards to the office sector in particular, current rental rates and occupancy rates of similar office buildings and up-coming supply of office buildings in the locality.

The Investment Method entails determining the annual income by deducting the annual outgoings from the gross annual income and capitalizing the net income by a suitable rate of return consistent with the type and quality of investment to arrive at the market value.

The current rental rates of the subject properties appear to be competitive with the comparative market rentals and the subject properties have achieved high occupancy rates of above 92% except for AmBank Group Leadership Center which registered an occupancy rate of 83.1%. We were given to understand that the remaining space of 17% was earmarked for the AmBank Group's usage.

Prominent anchor tenants within the subject properties include AmMerchant Bank Berhad within Bangunan AmBank Group and AmBank Group Leadership Centre, AmBank Berhad within Menara AmBank and Merck Sharp & Dohme (I.A) Corp and KAO (Malaysia) Sdn Bhd within Menara Merais.

The salient facts and opinion of value for the subject properties are summarized as follows :-

Subject Properties	Net Lettable Area (1) (sq. feet)	Occupancy Rate	Yield.(%) (2)	Total Current Gross Monthly Rental (3)	Market Value (4)	Tenure
Bangunan AmBank Group	360,166	95.23% (as of March 2006)	7.25% (Term) 7.75% (Reversionary)	RM1,497,492/- (RM4.37 psf over tenanted area)	RM180,000,000/- (RM500 psf over net lettable area)	Leasehold 99 years expiring on 3 rd June 2084
AmBank Group Leadership Centre	57,801	83.1% (as at March 2006)	6.50% (Term) 7.00% (Reversionary)	RM118,673/- (RM2.47 psf over tenanted area)	RM19,000,000/- (RM329 psf over net lettable area)	Term in Perpetuity
Menara AmBank	458,882	92.4% (as of 28 February 2006)	6.50% (Term) 7.00% (Reversionary)	RM1,626,814/- (RM3.84 psf over tenanted area)	RM230,000,000/- (RM501 psf over net lettable area)	Term in Perpetuity
Menara Merais	159,001.64	98.98% (as of latest Tenancy Schedule)	6.75% (Term) 7.25% (Reversionary)	RM428,486/- (RM2.72 psf over tenanted area)	RM58,000,000/- (RM365 psf over net lettable area)	Term in Perpetuity

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Our Ref : 5670/05/YKA/wk (Menara AmBank)
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6141/06/LSH/wk (AmBank Group Leadership Centre)
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Note :-

1. Net Lettable Area is based on the Tenancy Schedule for each building provided to us by the client
2. Rate adopted to discount future income to present value is at the reversionary yield.
3. Total current gross monthly rental based on Tenancy Schedule for each building provided to us by the client.
4. Market value as at the date of valuation i.e. 7th March 2006 and 8th March 2006

The Comparison Method of Valuation is used as a check. Recent transactions and asking prices of similar property in the locality are analysed for comparison purposes with adjustments made for differences in location, size, age and condition of the building, tenure, title restrictions if any and other relevant characteristics to arrive at the market value.

In our opinion, the total market value of the subject properties as at the dates of valuation free from all encumbrances is RM487,000,000/- (Ringgit Malaysia : Four Hundred and Eighty Seven Million Only).

Yours faithfully
for and on behalf of
C H Williams Talhar & Wong Sdn Bhd

P'ng Soo Theng
BSc FRICS MISM
Registered Valuer (V-140)