

# AMANAHRAYA ■ REIT

AMANAHRAYA REAL ESTATE INVESTMENT TRUST  
(a real estate investment trust constituted under the laws of Malaysia)

## NOTICE OF UNITHOLDERS' MEETING

**NOTICE IS HEREBY GIVEN THAT** a meeting of unitholders of AmanahRaya Real Estate Investment Trust ("**AmanahRaya REIT**") will be held at Victorian Ballroom, Level 1, Holiday Villa Hotel Subang, No.9, Jalan SS12/1, Subang Jaya, 47500, Selangor Darul Ehsan on Monday, 19 April 2010 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:

### ORDINARY RESOLUTION 1

#### PROPOSED SELAYANG MALL ACQUISITION AND PROPOSED DANA 13 ACQUISITION

**THAT** subject to the passing of Ordinary Resolutions 2 and 3, the approval-in-principle from Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the new units to be issued and the approvals being obtained from the relevant regulatory authorities and parties (where required), CIMB Trustee Berhad ("**Trustee**") on behalf of AmanahRaya REIT be and is hereby authorised to acquire the entire interest of the following properties together with all charges or liens or any other encumbrances and with all rights now or hereinafter attaching thereto from Amanah Raya Berhad on behalf of Kumpulan Wang Bersama to be satisfied entirely by cash as follows:

- (a) A piece of leasehold land held under PM 11660, Lot 38451, Bandar Selayang, District of Gombak, Selangor Darul Ehsan, on which is erected a 6-storey shopping complex with a basement level, known as Selayang Mall, for a purchase consideration of RM128,000,000 ("**Proposed Selayang Mall Acquisition**"); and
- (b) A 13-storey stratified office building which forms part of the Dana 1 Commercial Centre, which is held under the parent title Pajakan Negeri 8024, Lot 59214, Mukim Damansara, District of Petaling, Selangor Darul Ehsan, known as Dana 13, for a purchase consideration of RM99,000,000 ("**Proposed Dana 13 Acquisition**");

**AND THAT** the Trustee (as trustee for AmanahRaya REIT), be and is hereby authorised to enter into the sale and purchase agreements (with salient terms as set out in Section 2.2 of the Circular to unitholders in relation to the Proposed Selayang Mall Acquisition, Proposed Dana 13 Acquisition, Proposed Placement and Proposed Increase in Fund Size ("**Proposals**")), power of attorney and other relevant or necessary documents with the vendor in relation to and for the purpose of completing the Proposed Selayang Mall Acquisition and Proposed Dana 13 Acquisition;

**AND FURTHER THAT** the Board of Directors ("**Board**") of AmanahRaya-REIT Managers Sdn Bhd ("**ARRM**") and the Trustee (acting for and on behalf of AmanahRaya REIT), be and are hereby authorised to take such steps and enter into all such agreements, arrangements and/or undertakings with any party or parties as it may deem fit, necessary, expedient and/or appropriate and to carry out any other matters as they may deem fit, necessary, expedient and/or appropriate to implement, finalise and give full effect to the Proposed Selayang Mall Acquisition and Proposed Dana 13 Acquisition with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by the relevant regulatory authorities or as a consequence of any such requirement or as may be deemed necessary and/or expedient in the best interests of AmanahRaya REIT.

### ORDINARY RESOLUTION 2

#### PROPOSED PLACEMENT OF UP TO 159,731,544 UNITS TO RAISE PROCEEDS OF RM119,000,000 ("**PROPOSED PLACEMENT**")

**THAT** subject to the passing of Ordinary Resolutions 1 and 3, the approval-in-principle from Bursa Securities for the listing of and quotation for the new units to be issued and the approvals being obtained from the relevant regulatory authorities and parties (where required), the Board of ARRM be and is hereby authorised to issue up to 159,731,544 new units in AmanahRaya REIT to raise proceeds of RM119,000,000 at an issue price to be determined based on the strike price of the new units in AmanahRaya REIT immediately prior to the price-fixing date for Kumpulan Wang Bersama ("**KWB**"), a major unitholder of AmanahRaya REIT, where the proceeds raised from KWB's portion of the Proposed Placement shall equal RM17,000,000 and at an issue price to be determined at not more than 10% discount based on the 5-day weighted average market price immediately prior to the price-fixing date to other places, in the manner as set out in Section 3 of the Circular to unitholders in relation to the Proposals.

**AND THAT** the new units shall upon issue and allotment, rank pari passu in all respects with the existing units except that they will not be entitled to participate in any distributable income, rights, allotments and/or any other distributions that may be declared prior to the date of allotment of the new units.

**AND FURTHER THAT** the Board of ARRM and the Trustee (acting for and on behalf of AmanahRaya REIT) be and are hereby authorised to give effect to the aforesaid Proposed Placement with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem fit, necessary, expedient and/or appropriate to implement, finalise and give full effect to the Proposed Placement.

### ORDINARY RESOLUTION 3

#### PROPOSED INCREASE IN EXISTING APPROVED FUND SIZE OF AMANAHRAYA REIT OF 431,553,191 UNITS TO UP TO 591,284,735 UNITS ("**PROPOSED INCREASE IN FUND SIZE**")

**THAT** subject to the passing of Ordinary Resolutions 1 and 2 above, the approval-in-principle from Bursa Securities for the listing of and quotation for the new units to be issued and the approvals being obtained from the relevant regulatory authorities and parties (where required), the Board of ARRM be and is hereby authorised to increase the existing approved fund size of AmanahRaya REIT of 431,553,191 units to up to 591,284,735 units pursuant to the Proposed Placement, in the manner as set out in Section 4 of the Circular to unitholders in relation to the Proposals.

**AND THAT** the Board of ARRM and the Trustee (as trustee of AmanahRaya REIT) be and are hereby authorised to give effect to the aforesaid Proposed Increase in Fund Size with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Fund Size.

#### BY ORDER OF THE BOARD OF AMANAHRAYA – REIT MANAGERS SDN BHD

Zainul Abidin bin Haji Ahmad (LS8854)  
Chu Kum Yoon (MAICSA 0794468)  
See Siew Cheng (MAICSA 7011225)

Joint Company Secretaries  
Kuala Lumpur

31 March 2010

#### Notes:

1. A unitholder entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote. A proxy may but need not be a unitholder of AmanahRaya REIT.
2. If the unitholder is an authorised nominee, it may appoint at least one (1) proxy in respect of each Securities Account it holds. If a unitholder appoints two (2) proxies, the appointment will be invalid unless the unitholder specified the proportions of his holdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney duly authorised in writing.
4. The instrument appointing a proxy must be deposited at the business office of CIMB Trustee Berhad at Level 7, Wisma Amanah Raya Berhad, Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for the meeting or at any adjournment thereof.