

# 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 the unitholders of AmanahRaya Real Estate Investment Trust ("AmanahRaya REIT") will be held at Ballroom, Mezzanine Floor, Hotel Equatorial Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Friday, 26 October 2007 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 PLACEMENT OF UP TO 100,000,000 NEW UNITS IN AMANAHRAYA REIT ("PROPOSED PLACEMENT")

**THAT** subject to the passing of Ordinary Resolution 2 and 3 below and the approval-in-principle from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new units to be issued, the Board of Directors ("Board") of AmanahRaya-JMF Asset Management Sdn Bhd ("ARJMF") be and is hereby authorised to issue up to 100,000,000 new units in AmanahRaya REIT ("Placement Units") at an issue price to be determined based on the five-day volume weighted average market price ("VWAMP") of units in AmanahRaya REIT immediately prior to the price-fixing date for parties related to ARJMF and at an issue price to be determined at not more than 10% discount based on the five-day VWAMP immediately prior to the price-fixing date to other placees, in the manner as set out in Section 2 of the Circular to unitholders dated 11 October 2007.

**AND THAT** the Placement Units shall on allotment and issue thereof, rank pari passu in all respects with the existing units in AmanahRaya REIT, save and except that the Placement Units shall 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 Placement Units.

**AND FURTHER THAT** the Directors of ARJMF and CIMB Trustee Berhad (acting for and on behalf of AmanahRaya REIT) ("the Trustee") 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 necessary or expedient to implement, finalise and give full effect to the Proposed Placement.

#### ORDINARY RESOLUTION 2

##### PROPOSED TAMADAM ACQUISITION, PROPOSED AIC ACQUISITION AND PROPOSED SILVERBIRD ACQUISITION

**THAT** subject to the passing of Ordinary Resolution 1 and 3, the Trustee on behalf of AmanahRaya REIT be and is hereby authorised to acquire the entire interest of the following properties from Amanah Raya Berhad ("ARB") to be satisfied by the issuance of new units in AmanahRaya REIT at an issue price of RM0.94 per unit ("Consideration Units") as follows:

- (a) two (2) distinct parcels of leasehold industrial land held under (a) State Lease bearing Pajakan Negeri No. 4564 for Lot No. 11614 (now known as H.S.(D) 125003 Lot 11614) and (b) Qualified Title No. HSM 19795 for Lot No. P.T. 21596, all situated in the Mukim and District of Klang, State of Selangor Darul Ehsan and on which is erected a bonded warehouse complex for a purchase consideration of RM28.5 million to be satisfied by the issuance of 30,319,149 Consideration Units ("Proposed Tamadam Acquisition");
- (b) a parcel of freehold (grant-in-perpetuity) industrial land, which is held under Qualified Title bearing HSD No. 232293 for Lot No. P.T. 93, Pekan Baru Hicom (formerly Mukim of Damansara), District of Petaling, State of Selangor Darul Ehsan and on which is erected an industrial complex for a purchase consideration of RM92.0 million to be satisfied by the issuance of 97,872,340 Consideration Units ("Proposed Silverbird Acquisition");
- (c) two (2) parcels of leasehold industrial land which are held under Qualified Titles bearing HSD Nos. 97328 and 97329 for Lot Nos. P.T. 611 and P.T. 612, Town of Shah Alam, District of Petaling, State of Selangor Darul Ehsan and on which are erected two (2) industrial complexes for a purchase consideration of RM19.2 million to be satisfied by the issuance of 20,425,532 Consideration Units ("Proposed AIC Acquisition");

**AND THAT** the Trustee, be and is hereby authorised to enter into sale and purchase agreements (with salient terms as set out in Section 3.1 of the Circular to unitholders dated 11 October 2007), power of attorney and other relevant or necessary documents with the respective vendors in relation to and for the purpose of completing the Proposed Tamadam Acquisition, Proposed AIC Acquisition and Proposed Silverbird Acquisition;

**AND FURTHER THAT** the Directors of ARJMF and the Trustee (on behalf of AmanahRaya REIT), be and are hereby authorised to take steps and enter into all such agreements, party or parties and to carry out any other matters as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Tamadam Acquisition, Proposed AIC Acquisition and Proposed Silverbird Acquisition.

#### ORDINARY RESOLUTION 3

##### PROPOSED SEGI ACQUISITION AND PROPOSED GURUN ACQUISITION

**THAT** subject to the passing of Ordinary Resolution 1 and 2, the Trustee on behalf of AmanahRaya REIT be and is hereby authorised to acquire the entire interest of the following properties from SEG International Bhd ("SEG") and Teras Globalmas Sdn Bhd ("TGSB") respectively to be satisfied by cash as follows:

- (a) a parcel of leasehold commercial land identified as Developer's Lot No. 9 which is located in the Mukim of Sungai Buloh, District of Petaling, State of Selangor Darul Ehsan and on which is erected an institutional complex for a purchase consideration of RM145.0 million ("Proposed SEGI Acquisition");
- (b) A parcel of leasehold industrial land known as Plot No. 61B which is held under a Master Title bearing HSD No. 60855 for Lot No. P.T. 6736, Town of Gurun, District of Kuala Muda, State of Kedah Darul Aman and on which is erected an industrial complex for a purchase consideration of RM23.970 million ("Proposed Gurun Acquisition");

**AND THAT** the Trustee, be and is hereby authorised to enter into sale and purchase agreements (with salient terms as set out in Section 3.1 of the Circular to unitholders dated 11 October 2007), power of attorney and other relevant or necessary documents with the respective vendors in relation to and for the purpose of completing the Proposed SEGI Acquisition and the Proposed Gurun Acquisition;

**AND FURTHER THAT** the Directors of ARJMF and the Trustee (on behalf of AmanahRaya REIT), be and are hereby authorised to take steps and enter into all such agreements, party or parties and to carry out any other matters as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed SEGI Acquisition and the Proposed Gurun Acquisition.

#### BY ORDER OF THE BOARD OF AMANAHRAYA-JMF ASSET MANAGEMENT SDN BHD

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

11 October 2007

#### 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 specifies 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 appointor 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 office of CIMB Trustee Berhad's office at Level 3, 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.