

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional adviser immediately.

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Bursa Securities has not perused the contents of this Circular in respect of the Proposed RRPT Mandate (as defined herein) prior to its issuance as it is an exempt document pursuant to Paragraph 2.1 of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.



AL-SALĀM REAL ESTATE INVESTMENT TRUST

(established in Malaysia under the deed dated 26 March 2015 and as amended and restated by the Restated Trust Deed dated 25 November 2019, entered into between Damansara REIT Managers Sdn Berhad and AmanahRaya Trustees Berhad, both companies incorporated in Malaysia under the laws of Malaysia)

CIRCULAR TO UNITHOLDERS IN RELATION TO THE

**PROPOSED RENEWAL OF UNITHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

**IN CONJUNCTION WITH THE SPECIAL BUSINESS AT THE SIXTH
ANNUAL GENERAL MEETING**

Adviser



AmInvestment Bank

AmInvestment Bank Berhad

(Company No. : 197501002220 (23742-V))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of the sixth (6th) Annual General Meeting (“**AGM**”) of Al-Salām Real Estate Investment Trust to be held on a fully virtual basis at the Broadcast Venue: Unit 1-19-02, Block 1, V Square, Jalan Utara, 46200 Petaling Jaya, Selangor, on Wednesday, 28 April 2021 at 12.30p.m. together with the Form of Proxy set out in the Notice of AGM.

A member is entitled to attend and vote at the AGM and is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. The Form of Proxy should be lodged at the Registered Office of the Damansara REIT Managers Sdn Berhad at Level 16, Menara KOMTAR, Johor Bahru City Centre, 80000 Johor Bahru, Johor not less than twenty-four (24) hours before the time of the AGM. The last day and time for lodging the Form of Proxy is on Tuesday, 27 April 2021 at 12.30p.m.. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Tuesday, 27 April 2021 at 12.30p.m.

Date and time of AGM : Wednesday, 28 April 2021 at 12.30p.m.

DEFINITIONS

For the purpose of this document, except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

AGM	:	Annual General Meeting
Al-Salām or REIT	:	Al-Salām Real Estate Investment Trust, a real estate investment trust constituted by the Deed
Al-Salām Group or Group	:	Al-Salām and its subsidiary
AmInvestment Bank or Adviser	:	AmInvestment Bank Berhad, which was appointed as the adviser for the Proposed RRPT Mandate
ART or Trustee	:	AmanahRaya Trustees Berhad, being the trustee of Al-Salām
Board Audit and Risk Committee	:	Board Audit and Risk Committee of the Manager
Board	:	Board of Directors of the Manager
Bursa Securities	:	Bursa Malaysia Securities Berhad
Circular	:	This circular to unitholders of Al-Salām dated 30 March 2021
DASB	:	Damansara Assets Sdn Bhd
DRMSB or Manager	:	Damansara REIT Managers Sdn Berhad, being the manager of Al-Salām
Deed	:	The principal deed dated 26 March 2015 and as amended and restated by the Restated Trust Deed dated 25 November 2019, entered into between the Manager and the Trustee, constituting Al-Salām as amended, varied or supplemented from time to time
Director	:	Shall have the same meaning given in Section 2(1) of the Capital Market Services Act, 2007, and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or chief executive officer of the listed issuer, its subsidiary or holding company
FYE(s)	:	Financial year(s) ended / ending, as the case may be
Interested Directors	:	The directors of the Manager who are deemed interested in the Proposed RRPT Mandate as disclosed in Section 7 of this Circular.
Interested Major Unitholders	:	The major unitholders of Al-Salām who are deemed interested in the Proposed RRPT Mandate as disclosed in Section 7 of this Circular.
JCorp	:	Johor Corporation, being a major unitholder of Al-Salām
JCorp Group	:	JCorp, its subsidiaries and associated companies
KPJ	:	KPJ Healthcare Berhad
KPJ Group	:	KPJ, its subsidiaries and associated companies
Listed REIT Guidelines	:	Guidelines on Listed Real Estate Investment Trusts issued by the SC on 15 March 2018 and as revised on 18 June 2019

DEFINITIONS (CONT'D)

Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	8 March 2021, being the latest practicable date prior to the printing of the Circular
NAV	:	Net assets value
Proposed RRPT Mandate	:	Proposed renewal of unitholders' mandate for RRPT
QSR	:	QSR Brands (M) Holdings Bhd
QSR Group	:	QSR, its subsidiaries and associated companies
Related Party / (ies)	:	A director, major unitholder and/or person(s) connected with such director or major unitholder as defined under the Listing Requirements
RM and sen	:	Ringgit Malaysia and sen respectively
RRPT	:	Recurrent related party transactions of a revenue or trading nature which are necessary for the day to day operations of the REIT and which are in the ordinary course of business of the REIT
SC	:	Securities Commission of Malaysia

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and/or neuter gender, and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment or guidelines is a reference to that enactment or guidelines as for the time being amended or re-enacted or guidelines. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

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EXTRACT OF NOTICE OF AGM**ENCLOSED**



DAMANSARA REIT MANAGERS
SDN BERHAD

**DAMANSARA REIT MANAGERS SDN BERHAD
(MANAGER OF AL-SALĀM REAL ESTATE INVESTMENT TRUST)**

(Company No. 200501035558 (717704-V))

(Incorporated in Malaysia under the Companies Act, 1965 and deemed registered under Companies Act, 2016)

Registered Office:

Level 16 Menara KOMTAR
Johor Bahru City Centre
80000 Johor Bahru
Johor

30 March 2021

Board of Directors

Dato' Mohd Redza Shah Bin Abdul Wahid
Abdullah Bin Abu Samah
Dato' Wan Kamaruzaman Bin Wan Ahmad
Wan Azman Bin Ismail

Independent Non-Executive Chairman
Independent Non-Executive Director
Independent Non-Executive Director
Chief Executive Officer and Non-Independent
Executive Director

Datuk Sr. Akmal Bin Ahmad
Shamsul Anuar Bin Abdul Majid
Mohd Yusof Bin Ahmad

Non-Independent Non-Executive Director
Non-Independent Non-Executive Director
Non-Independent Non-Executive Director

To: The Unitholders of Al-Salām Real Estate Investment Trust

Dear Sir/Madam,

PROPOSED RRPT MANDATE

1. INTRODUCTION

On 24 March 2021, the Board had announced that Al-Salām will be seeking its unitholders' approval for a general mandate in relation to RRPT in line with Paragraph 10.09 of the Listing Requirements at its forthcoming sixth (6th) AGM.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION IN RELATION TO THE PROPOSED RRPT MANDATE AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING THERETO TO BE TABLED AS A SPECIAL BUSINESS AT THE FORTHCOMING AGM.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RRPT MANDATE TO BE TABLED AT THE FORTHCOMING AGM.

2. PROPOSED RRPT MANDATE

2.1 Details of the Proposed RRPT Mandate

Pursuant to Paragraph 10.09(2) of Listing Requirements, Al-Salām proposes to seek a general mandate from the unitholders of Al-Salām for Al-Salām Group to enter into arrangements or transactions with the Related Parties.

Under Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its unitholders for RRPT subject to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (ii) the Proposed RRPT Mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Proposed RRPT Mandate during the financial year where the aggregate value is equal to or more than the following threshold:-

- (a) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
- (b) the percentage ratio of such RRPT is 1% or more,

whichever is the higher;

- (iii) the circular for the Proposed RRPT Mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;

- (iv) in a meeting to obtain unitholder mandate, the relevant related party must comply with the requirements set out below:-

- (a) related party with any interest, direct or indirect ("**Interested Related Party**"), must not vote on the resolution in respect of the Proposed RRPT Mandate;

- (b) an Interested Related Party who is:-

- (aa) in the case of a corporation, a director or major shareholder;

- (bb) in the case of a business trust, a trustee-manager, a director or major shareholder of the trustee-manager or major unit holder of the business trust;

- (cc) in the case of a closed-end fund, a director or major shareholder of the closed-end fund, the managers or a director or major shareholder of the managers; or

- (dd) in the case of a real estate investment trust, a management company, a trustee, a director or major shareholder of the management company or major unitholder of the real estate investment trust,

must ensure that persons connected with it abstain from voting on the resolution in respect of the Proposed RRPT Mandate; and

- (c) where the Interested Related Party is a person connected with:-

- (aa) in the case of a corporation, a director or major shareholder;

- (bb) in the case of a business trust, a trustee-manager, a director or major shareholder of the trustee-manager or major unit holder of the business trust;

(cc) in the case of a closed-end fund, a director or major shareholder of the closed-end fund, the managers or a director or major shareholder of the managers; or

(dd) in the case of a real estate investment trust, a management company, a trustee, a director or major shareholder of the management company or major unit holder of the real estate investment trust,

such persons stated in subparagraphs (aa), (bb), (cc) or (dd) above, as the case may be, must not vote on the resolution in respect of the related party transaction.

(v) the Manager shall immediately announce to Bursa Securities when the actual value of a RRPT entered into by Al-Salām, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Key investment objective of Al-Salām and principal activities of the subsidiary

The objectives of Al-Salām is to invest, directly and indirectly in a diversified Shariah-compliant portfolio of real estate which are Shariah-compliant which include but are not limited to industrial properties, office buildings, shopping mall, college building and food and beverage retail outlets (save and except for healthcare real estate and healthcare related real estate) (“**Permissible Investment**”) that will provide unitholders with stable distributions per unit with the potential for sustainable long-term growth of such distributions.

The objective is sought to be achieved by optimising the performance and enhancing the overall quality of a large and geographically diversified portfolio of Permissible Investment through various investment and business strategies.

Details of the subsidiary of Al-Salām as of LPD are set out below:-

Name of company	Country of Incorporation	Group effective equity interest %	Principal activities
ALSREIT Capital Sdn Bhd	Malaysia	100.0	Special purpose company for the purpose of raising Islamic Financing for Al-Salām

2.3 Classes of RRPT for the Proposed RRPT Mandate

The Proposed RRPT Mandate applies to the following classes of Related Parties:-

Nature of RRPT	Transacting Party	Classes of Related Party and Nature of Interest
Registrar costs and expenses & secretarial fees	JCorp	JCorp is a major unitholder of Al-Salām. The Manager is also indirectly wholly-owned by JCorp.
Rental income for renting of office lots and indoor entertainment park at Menara KOMTAR, KOMTAR JBCC and Pasar Komuniti @Mart Kempas ⁽ⁱ⁾	JCorp Group	The Interested Directors (save for Dato' Mohd Redza Shah Bin Abdul Wahid) are deemed interested by virtue of them being the Directors of DRMSB nominated by JCorp and being part of the senior management of JCorp Group.
Technical advisory in relation to the project management		

Nature of RRPT	Transacting Party	Classes of Related Party and Nature of Interest
Property services fee which include, inter-alia, building management and maintenance and lease and tenancy administration	DASB Property Management Sdn Bhd (“ DASBPMSB ”) (formerly known as Synergy Mall Management Sdn Bhd (“ SMMSB ”))	<p>DASBPMSB is a wholly-owned subsidiary of DASB, the holding company of the Manager. DASB is a wholly-owned subsidiary of JCorp. DASB and JCorp are also the major unitholders of Al-Salām.</p> <p>The Interested Directors (save for Dato' Mohd Redza Shah Bin Abdul Wahid) are deemed interested by virtue of them being the Directors of DRMSB nominated by JCorp and being part of the senior management of JCorp Group.</p>
Rental income for renting of college building at Bandar Dato' Onn, Johor ⁽ⁱⁱ⁾	KPJ Group	<p>KPJ is a 38.60% owned company of JCorp. KPJ and JCorp are also major unitholders of Al-Salām. The Manager is also indirectly wholly-owned by JCorp.</p> <p>The Interested Directors (save for Dato' Mohd Redza Shah Bin Abdul Wahid) are deemed interested by virtue of them being the Directors of DRMSB nominated by JCorp and being part of the senior management of JCorp Group.</p> <p>Dato' Mohd Redza Shah Bin Abdul Wahid is a Director of DRMSB and also a Director of KPJ.</p>
Rental income from renting of KFC and Pizza Hut outlets ⁽ⁱⁱⁱ⁾ and non-restaurant properties ^(iv)	QSR Group	<p>QSR is a 56% associate company of JCorp. The Manager is also indirectly wholly-owned by JCorp.</p> <p>The Interested Directors (save for Dato' Mohd Redza Shah Bin Abdul Wahid) are deemed interested by virtue of them being the Directors of DRMSB nominated by JCorp and being part of the senior management of JCorp Group.</p>
Takaful coverage	Premier Revenue Sdn Bhd (“ PRSB ”)	<p>PRSB is a wholly-owned subsidiary of the Manager. PRSB is the takaful agent for the takaful operator which insures properties of Al-Salām managed by DRMSB.</p> <p>The Directors of PRSB are Wan Azman Bin Ismail, a Director of the Manager; and Shahril Zairis Bin Ramli, who is part of the management team of the Manager.</p>

Notes:-

- (i) The rentals of the office lots are payable on a monthly basis and the current rental term will expire between 1 year to 3 years. The rental of indoor entertainment park at KOMTAR JBCC is payable on a monthly basis and the current rental term will expire in October 2023.

The details of the properties where the office lots and indoor entertainment park are located are as follows:-

<u>Properties</u>	<u>Location</u>
(a) KOMTAR JBCC	KOMTAR JBCC, Johor Bahru City Centre, Jalan Wong Ah Fook, 80000 Johor Bahru, Johor Bahru
(b) Menara KOMTAR	Menara KOMTAR, Johor Bahru City Centre, Jalan Wong Ah Fook, 80000 Johor Bahru, Johor
(c) Pasar Komuniti @Mart Kempas	Premises No. 10, Jalan Persiaran Tanjung, Taman Cempaka 81200 Johor Bahru, Johor

- (ii) This is in relation to the rental of college building by KPJ Group located at No.1, Jalan Dato' Onn 1, Bandar Dato' Onn 81100 Johor Bahru, Johor Darul Takzim. The rental is payable on a monthly basis. The rental term will expire in October 2025.
- (iii) The rental income for the rental of KFC and Pizza Hut outlets is payable on a monthly basis. The contractual lease term for the properties will expire in year 2030 except for 1 property located in Megamall Pinang Shopping Complex which has expired in September 2020 and currently untenanted. The tenancy terms for 2 lots located in KOMTAR JBCC will expire in June 2023 and September 2023 respectively. The properties are located at shophouse/offices, single-storey restaurants building with drive-through and restaurant outlets in malls. The properties are located in different states across Malaysia as follows:-

<u>State</u>	<u>Number of properties</u>
Melaka	1
Perlis	1
Kedah	2
Selangor	2
Kuala Lumpur	3
Negeri Sembilan	1
Johor	6
Pulau Pinang	5
Perak	1
	<hr/> 22 <hr/>

- (iv) The rental income for the rental of non-restaurant properties including rental of properties as factory, warehouse, bakery and commissary. The rental is payable on a monthly basis. The contractual lease term for the properties will expire in year 2030. There are 3 properties in Selangor, 1 property in Pulau Pinang and 1 property in Sabah.

2.4 Nature of RRPT for the Proposed RRPT Mandate

Transacting Party	Nature of RRPT	Estimated value from the date of the forthcoming AGM to the date of next AGM (RM'000)	Estimated value approved on the last AGM "Estimated Value" (RM'000)	Actual value transacted from 25 June 2020 (date of last AGM) up to the LPD "Actual Value" (RM'000)
JCorp	Registrar costs and expenses & secretarial fees	340	350	63
JCorp Group	Rental income for renting of office lots and indoor entertainment park at Menara KOMTAR, KOMTAR JBCC and Pasar Komuniti @Mart Kempas	8,544	7,635	6,066
JCorp Group	Technical advisory in relation to the project management	1,000	1,000	-
DASBPMSB	Property services fee which include, inter-alia, building management and maintenance and lease and tenancy administration	4,464	4,375	2,654
KPJ Group	Rental income for renting of college building at Bandar Dato' Onn, Johor	2,785	2,215	1,784
QSR Group	Rental income from renting of KFC and Pizza Hut outlets and non-restaurant properties	19,730	16,765	13,442
PRSB	Takaful coverage	-	585	266
Total		36,863	32,925	24,275

2.5 Details of the sums due and owing to Al-Salām by its Related Parties pursuant to a RRPT which exceeded the credit terms as at FYE 2020

As at 31 December 2020, the outstanding amount due to Al-Salām by the Related Parties pursuant to the RRPT, which exceeded the credit term for the following periods, are as follows:-

Principal Sum	Late Payment Interest	Total Outstanding Amount	Ageing Analysis			
			1 year or less	More than 1 year but less than 3 years	More than 3 years but less than 5 years	More than 5 years
RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
7,729	-	*7,729	7,729	-	-	-

No late payment charges were imposed on the outstanding amounts due as a matter of goodwill gesture in view of the active on-going transactions between the parties. The Manager has and will continue to meet and discuss with the Related Parties to actively pursue for early settlement of the outstanding amounts due and owing by the Related Parties to Al-Salām. The Board is of the opinion that the outstanding amounts is recoverable.

As at LPD, the total amount outstanding from its Related Parties is RM3,149,716.

Note:-

* Total amount outstanding consist of, amongst others, the following major debts:-

- (i) The REIT entered into a settlement arrangement with a related company. Both parties agreed that the outstanding rental of RM1,272,139 is to be paid by the related company to the REIT through 10 monthly installments as and when they fall due each month starting January 2021.
- (ii) In respect to the balance of RM1,877,577, the REIT and Related Parties are in the process of negotiating for a settlement arrangement for the amount due. The COVID-19 pandemic had resulted in the disruption in the business and operations of the Related Parties.

2.6 Review procedures in relation to RRPT

The Manager has established the following internal control systems to ensure that the RRPT are undertaken on an arm's length basis and on normal commercial terms consistent with Al-Salām's usual business practices and policies, which are not more favourable to the Related Parties than those extended to third parties/public and are not to the detriment of the minority unitholders of Al-Salām:-

- (i) in determining the pricing for the RRPT of a revenue or trading nature, the Al-Salām Group transacts at the prevailing market rates/prices for services or products, on the service or product providers' usual commercial terms, and otherwise in accordance with applicable industry norms. Other than pricing, the level of service, quality of products and other factors are also considered;

- (ii) at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of produces/services and/or quantities. In the event that quotation or comparative pricing from unrelated third party cannot be obtained, the transaction price will be determined by the Al-Salām Group based on that offered by/to other unrelated third parties for the same or substantially similar type of transaction to ensure that the RRPT of a revenue or trading nature is not detrimental to the Al-Salām Group;
- (iii) for the award of contracts and any other services, the Manager will prepare an internal RRPT budget that will be evaluated and approved by the Board Audit and Risk Committee. The projects will be evaluated based on pricing as well as technical and financial capabilities of the tenderers by a person/a party appointed by the Board Audit and Risk Committee. The whole process of project budgeting, tendering, evaluation and selection of tenderer is reviewed and approved by an appointed person as approved by the Board Audit and Risk Committee;
- (iv) proper records will be maintained by Al-Salām to capture all RRPT entered into pursuant to the Proposed RRPT Mandate to ensure that relevant approvals have been obtained and review procedures for such transactions are adhered to;
- (v) RRPT that meets the following criteria requires the review and approval by the Board Audit and Risk Committee and the Board:-

Transactions that are categorised as operating expenditure and capital expenditure

Budgeted	RM500,000 and above
Unbudgeted	RM250,000 and above

Transactions involving award for the appointment of service providers

Budgeted	RM250,000 and above
Unbudgeted	RM100,000 and above

Any RRPT with value below the abovementioned threshold will be approved and carried out in accordance with the Limit of Authority (“LoA”) Policy and the Procurement Policy and Procedures. In the case where the Senior Management team and/or Executive Director has an interest in the transaction, recommendation/approval from the Board Audit and Risk Committee and Trustee will be sought;

- (vi) In the event of any new RRPT of revenue or trading nature, the recommendation of the Board Audit and Risk Committee will be sought and approval from the Board and Trustee will be obtained and to ensure compliance with Listing Requirements;
- (vii) if any Director or personnel has a direct or indirect interest in any particular transaction, he or she will have to abstain from any deliberation and also voting in respect of the said transaction. If a member of the Board Audit and Risk Committee is interested in any particular transaction, that Board Audit and Risk Committee member shall abstain from deliberation and voting in any matter relating to any decision to be taken by the Board Audit and Risk Committee with respect to such transactions;
- (viii) proper records shall be maintained to capture all RRPT of a revenue or trading nature entered into pursuant to the unitholders’ mandate to ensure accurate disclosure thereof;
- (ix) the Board Audit and Risk Committee shall have overall responsibility for the determination of the review procedures;

- (x) the Board Audit and Risk Committee shall review the relevant RRPT of a revenue or trading nature and the existing procedures to ascertain that they have been complied with; and
- (xi) if during the review, the Board Audit and Risk Committee is of the view that the abovementioned procedures are no longer sufficient to ensure that the RRPT of a revenue or trading nature are undertaken on an arm's length basis and on normal commercial terms that are not more favourable to the Related Party than those normally available to the public, the Board Audit and Risk Committee shall have the discretion to request for additional procedures to be imposed on all the RRPT of a revenue or trading nature.

2.7 Board Audit and Risk Committee Statement

The Board Audit and Risk Committee has seen and reviewed the procedures set out in Section 2.6 above and is of the view that the procedures are sufficient to ensure that the RRPT are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority unitholders of Al-Salām.

The Manager has in place adequate procedures and processes to monitor, track and identify RRPT of Al-Salām in a timely and orderly manner. The Audit Committee reviews these procedures on an annual basis.

3. RATIONALE FOR THE PROPOSED RRPT MANDATE

The Proposed RRPT Mandate will eliminate the need to make announcement and convene separate general meetings on each occasion to seek unitholders' prior approval for the entry by Al-Salām Group into such transactions. This will reduce the associated expenses, improve administrative efficiency and allow manpower, resources and time to be better channelled towards achieving other corporate objectives.

The RRPT entered into by Al-Salām Group are intended to meet business needs at the best possible terms. It also enhances the ability of Al-Salām Group to explore beneficial business opportunities and promote cross-selling between the Al-Salām Group and its related parties.

4. VALIDITY PERIOD FOR THE PROPOSED RRPT MANDATE

The Proposed RRPT Mandate, if approved at the forthcoming AGM, will continue to be in force until:-

- (i) the conclusion of the next AGM of Al-Salām, at which time it will lapse, unless renewed by a resolution passed at the meeting;
- (ii) the expiration of the period within which the next AGM of Al-Salām is required to be held pursuant to the law; or
- (iii) revoked or varied by resolution passed by the unitholders in a general meeting,

whichever is earlier.

5. EFFECTS OF THE PROPOSED RRPT MANDATE

The Proposed RRPT Mandate will not have any effects on the issued unitholders' capital of Al-Salām, substantial unitholders' unitholdings in Al-Salām, NAV, NAV per unit, gearing, earnings per unit and income distribution of Al-Salām.

Nevertheless, the Proposed RRPT Mandate is in relation to transactions which relate to Al-Salām's day to day operation and have impact on the Al-Salām Group's financial performance.

6. APPROVAL REQUIRED

The Proposed RRPT Mandate is subject to and conditional upon approval being obtained from the unitholders of Al-Salām at the forthcoming AGM.

7. DIRECTORS' AND MAJOR UNITHOLDERS' INTERESTS

Save and except as disclosed below, none of the Directors, major unitholders and persons connected to them, have any interests, direct or indirect in the Proposed RRPT Mandate:-

7.1 Major Unitholders' Interest

JCorp and DASB, being the Interested Major Unitholders, will abstain from voting in respect of their direct and indirect interests in Al-Salām on the resolution pertaining to the Proposed RRPT Mandate at the forthcoming AGM. JCorp and DASB have undertaken to ensure that persons connected with them shall abstain from voting on the resolution pertaining to the Proposed RRPT Mandate at the forthcoming AGM in respect of their direct or indirect interests in Al-Salām.

7.2 Directors' Interests

Dato' Mohd Redza Shah Bin Abdul Wahid is deemed interested in the Proposed RRPT Mandate by virtue of him being a Director of the Manager and also a Director of KPJ. Wan Azman Bin Ismail, Datuk Sr. Akmal Bin Ahmad, Shamsul Anuar Bin Abdul Majid and Mohd Yusof Bin Ahmad, are deemed interested in the Proposed RRPT Mandate by virtue of them being Directors of the Manager nominated by JCorp and persons being part of the senior management of JCorp Group.

Accordingly, the Interested Directors have abstained and will continue to abstain from deliberations and voting on the Proposed RRPT Mandate at all Board meetings. They will also abstain from voting in respect of their direct and indirect interests, if any, on the resolution pertaining to the Proposed RRPT Mandate at the forthcoming AGM.

In addition, the Interested Directors have undertaken to ensure that persons connected with them shall abstain from voting on the resolution pertaining to the Proposed RRPT Mandate at the forthcoming AGM in respect of their direct and indirect interests in Al-Salām.

The direct and indirect unitholdings of the Interested Directors and Interested Major Unitholders in Al-Salām as at LPD are as follows:-

	Direct		Indirect	
	No. of Units '000	% ^(a)	No. of Units '000	% ^(a)
<u>Interested Major Unitholder</u>				
JCorp	24,436	4.2	^(b) 333,839	57.6
DASB	278,539	48.03	-	-
<u>Interested Directors</u>				
Dato' Mohd Redza Shah Bin Abdul Wahid	-	-	-	-
Wan Azman Bin Ismail	-	-	-	-
Datuk Sr. Akmal Bin Ahmad	-	-	-	-
Shamsul Anuar Bin Abdul Majid	-	-	-	-

	Direct		Indirect	
	No. of Units	% (a)	No. of Units	% (a)
	'000		'000	
Mohd Yusof Bin Ahmad	-	-	-	-

Notes:-

- (a) Based on the total number of issued units of Al-Salām.
- (b) Deemed interested by virtue of its interest in DASB, Kulim (Malaysia) Berhad, KPJ, Johor Land Berhad, Kumpulan Bertam Plantations Berhad and Tenaga Utama (J) Berhad under Section 8 of the Act.

8. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors), having considered all aspects of the Proposed RRPT Mandate, is of the opinion that the Proposed RRPT Mandate is in the best interests of Al-Salām Group.

Accordingly, the Board (save for the Interested Directors), recommends that you vote in favour of the ordinary resolution pertaining to the Proposed RRPT Mandate to be tabled at the forthcoming AGM.

9. AGM

The AGM, (the notice of which circulated on 30 March 2021 and an extract of which is also enclosed in this Circular), will be held on a fully virtual basis at the Broadcast Venue: Unit 1-19-02, Block 1, V Square, Jalan Utara, 46200 Petaling Jaya, Selangor, on Wednesday, 28 April 2021 at 12.30p.m. for the purpose of considering, and if thought fit, passing the resolution to give effect to the Proposed RRPT Mandate.

If you are unable to attend and vote in person at the AGM, you may complete and return the Form of Proxy in the notice of AGM accordance with the instructions therein as soon as possible and in any event so as to arrive at the Registered Office of DRMSB at Level 16, Menara KOMTAR, Johor Bahru City Centre, 80000 Johor Bahru, Johor at least twenty-four (24) hours before the time set for the AGM. The lodging of a Form of Proxy does not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Please refer to the Notice of the sixth (6th) AGM and the Administrative Guide at this link www.alsalamreit.com.my for further information on the meeting.

10. FURTHER INFORMATION

Unitholders are advised to refer to the attached Appendix I for further information.

Yours faithfully,
For and on behalf of the Board of Directors
DAMANSARA REIT MANAGERS SDN BERHAD
(as the Manager of Al-Salām Real Estate Investment Trust)

DATO' WAN KAMARUZAMAN BIN WAN AHMAD
Independent Non-Executive Director

APPENDIX I – FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board, and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement herein misleading.

2. CONSENT

AmInvestment Bank, being the Adviser for the Proposed RRPT Mandate, has given and has not subsequently withdrawn their written consent for the inclusion in this Circular of their names, reports and/or letters (where applicable) and all references thereto in the form and context in which they appear in this Circular.

AmInvestment Bank has given its written confirmation that it is not aware of any conflict of interest which exists or is likely to exist in its capacity as the Adviser in respect of the Proposed RRPT Mandate.

AmInvestment Bank, its related and associated companies, as well as its holding company, AMMB Holdings Berhad and the subsidiaries and associated companies of its holding company (“**AmBank Group**”) form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, asset and funds management and credit transaction service businesses.

In the ordinary course of their businesses, any member of AmBank Group may at any time extend services to any company as well as hold long or short positions, and trade or otherwise effect transactions, for its own account or the account of its other clients, in debt or equity securities or senior loans of any company. Accordingly, there may be situations where parts of the AmBank Group and/or its clients now have or in the future, may have interests or take actions that may conflict with the interests of the Al-Salām Group.

AmInvestment Bank is of the view that its role as the Adviser for the Proposed RRPT Mandate is not likely to result in a conflict of interest or potential conflict of interest situation for the following reasons:-

- (i) AmInvestment Bank’s role in the Proposed RRPT Mandate is undertaken in the ordinary course of business; and
- (ii) AmInvestment Bank undertakes each of its roles on an arm’s length basis and its conduct is regulated by Bank Negara Malaysia and the SC and governed under, inter alia, the Financial Services Act 2013, the Capital Markets and Services 2007, and AmBank Group’s Chinese Wall policy and internal controls and checks.

Premised on the above, AmInvestment Bank confirms that it is not aware of any conflict of interest which exists or is likely to exist in its capacity as the Adviser in respect of the Proposed RRPT Mandate.

3. MATERIAL CONTRACTS

Save as disclosed below, Al-Salām Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business), during the two (2) years preceding the LPD:-

- (i) A Supplemental Sale and Purchase Agreement dated 2 April 2019 entered by the Trustee as the purchaser (solely in its capacity as the trustee and on behalf of Al-Salām) and (i) KFC (Peninsular Malaysia) Sdn Bhd (“**KFC (PM)**”); and (ii) SPM Restaurant Sdn Bhd (“**SPM**”), (KFC (PM) and SPM are collectively, the “Vendors”) (collectively the “**Parties**”), to vary the terms of the sale and purchase agreement dated 30 November 2017 entered by the Parties for the acquisition for Al-Salām of 5 properties located across Malaysia which require the consent of the relevant state authorities for a total purchase consideration of RM28.4 million to be satisfied entirely in cash;

APPENDIX I – FURTHER INFORMATION (CONT'D)

- (ii) A Restated Trust Deed dated 25 November 2019 entered into between the Manager and the Trustee to amend the principal trust deed dated 26 March 2015 entered into between the Manager and the Trustee which constituted Al-Salām, and to ensure compliance with the provisions of the applicable laws and requirements and the objectives of the trust; and
- (iii) A Master Lease Agreement, entered into on 17 September 2020, between the Trustee, QSR Stores Sdn Bhd (a subsidiary of QSR) and the Manager, for the lease of 5 properties acquired by Al-Salam from QSR Group upon the terms and conditions of the master lease agreement.

4. MATERIAL LITIGATION

As at LPD, there are no material litigations, claims or arbitration, either as a plaintiff or a defendant, which will have a material and/or adverse effect on the financial position or business of Al-Salām Group and the Board is not aware of any proceedings pending or threatened against Al-Salām Group or of any fact which is likely to give rise to any proceedings which may materially and/or adversely affect the position or business of Al-Salām.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of DRMSB following the date of this Circular from Sundays to Fridays (except public holidays) during business hours up to the date of the AGM:-

- (i) the Restated Trust Deed dated 25 November 2019;
- (ii) the audited consolidated financial statements of the Al-Salām Group for the past two (2) FYE 2019 and FYE 2020;
- (iii) the letter of consent referred to in Section 2 above; and
- (iv) the material contracts referred to in Section 3 above.



AL-SALĀM REAL ESTATE INVESTMENT TRUST

(established in Malaysia under the deed dated 26 March 2015 and as amended and restated by the Restated Trust Deed dated 25 November 2019, entered into between Damansara REIT Managers Sdn Berhad and AmanahRaya Trustees Berhad, both companies incorporated in Malaysia under the laws of Malaysia)

EXTRACT OF NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the sixth (6th) Annual General Meeting (“**AGM**”) of the holders of units of Al-Salām Real Estate Investment Trust (“**Al-Salām**”) (“**Unitholders**”) will be held on a fully virtual basis at the Broadcast Venue: Unit 1-19-02, Block 1, V Square, Jalan Utara, 46200 Petaling Jaya, Selangor, on Wednesday, 28 April 2021, at 12.30p.m. to transact the following businesses:

AGENDA

Special Business

ORDINARY RESOLUTION 3

PROPOSED RENEWAL OF UNITHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED RRPT MANDATE”)

“**THAT** subject always to the provisions of the Listing Requirements or other regulatory authorities, approval be and is hereby given to Al-Salām, to enter into and give effect to the recurrent related party transactions of a revenue or trading nature which are necessary for the day to day operations of Al-Salām and which are in the ordinary course of business of Al-Salām (“**RRPT**”), the particulars of which are set out in the Circular to Unitholders dated 30 March 2021 (“**Circular**”) with the Related Parties as described in the Circular, provided that such transactions are:-

- (a) recurrent transactions of a revenue or trading nature;
- (b) necessary for the day-to-day operations of Al-Salām;
- (c) carried out in the ordinary course of business of Al-Salām, made on an arm’s length basis and on normal commercial terms not more favourable to the Related Parties than those generally available to the public; and
- (d) not detrimental to the minority Unitholders;

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

- (a) the conclusion of the next AGM of Al-Salām following this AGM, at which time the authority will lapse unless by a resolution passed at the AGM, such authority is renewed; or
- (b) the expiration of the period within which the next AGM after the date that is required to be held pursuant to the law; or
- (c) revoked or varied by a resolution passed by the Unitholders at a general meeting;

whichever is earlier;

AND THAT the Directors of the Manager and the Trustee be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of Al-Salām with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed RRPT Mandate contemplated and/or authorised by this ordinary resolution.”

**By Order of the Board,
DAMANSARA REIT MANAGERS SDN BERHAD
(as Manager of Al-Salām Real Estate Investment Trust)**

**NURALIZA BINTI A. RAHMAN (MAICSA 7067934)
ROHAYA BINTI JAAFAR (LS 0008376)
Company Secretaries
Johor Bahru**

Dated: 30 March 2021

Notes:-

1. A Unitholder shall be entitled to attend and vote at this AGM, and shall be entitled to appoint another person (whether a Unitholder or not) as its proxy to attend and vote.
2. Where a Unitholder is a corporation, its duly authorised representative shall be entitled to attend and vote at the AGM, and shall be entitled to appoint another person (whether a Unitholder or not) as its proxy to attend and vote.
3. Where the Unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with units standing to the credit of the said securities account. Where a Unitholder appoints two (2) proxies, the appointment shall be invalid unless it specifies the proportions of its holdings to be represented by each proxy. Such proxy shall have the same rights as the member to vote whether on a poll or a show of hands, to speak and to be reckoned in a quorum.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of its attorney duly authorised in writing or if the appointor is a corporation either under its common seal or under the hand of an officer or attorney so authorised.
5. The instrument appointing a proxy must be deposited at the registered office of the Manager at: Level 16, Menara KOMTAR, Johor Bahru City Centre 80000 Johor Bahru, Johor at least twenty-four (24) hours before the time appointed for holding the AGM or any adjournment thereof or e-mail to agm-support.AISalam@megacorp.com.my.
6. Only Unitholders registered in the Record of Depositors as at 21 April 2021 shall be entitled to attend and speak at the AGM or appoint proxy(ies) to attend on his/her behalf.
7. Unitholders can register online to participate in the AGM via <https://vps.megacorp.com.my/kK75z5>.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

EXPLANATORY NOTES ON SPECIAL BUSINESS:-

Proposed RRPT Mandate

The proposed Ordinary Resolution 3 if passed, is primarily to authorise Al-Salām to enter into RRPT with Related Parties, particulars of which are set out in the Circular to Unitholders dated 30 March 2021, which are necessary for the day-to-day operations of the Group and are based on normal commercial terms that are not more favourable to the Related Parties than those generally made to the public.

The procurement of the Proposed RRPT Mandate would reduce substantially administrative time, effort and expenses associated with the convening of separate general meetings to seek Unitholders' approval as and when potential RRPT arise.

IMPORTANT NOTICE:-

In view of the outbreak of COVID-19 which is now a global pandemic, Al-Salām has in place rules and control for the AGM in order to safeguard the health of attendees at the AGM. You are requested to read and adhere to the Administrative Guide issued which is published in the Al-Salām's website at www.alsalamreit.com.my. Unitholders are also reminded to monitor the Al-Salām's website and announcements from time to time for any changes to the AGM arrangement.