



ADMINISTRATIVE GUIDE FOR THE NINTH ANNUAL GENERAL MEETING ("9TH AGM")

Day and Date	:	Wednesday, 28 April 2021
Time	:	11.00 a.m.
Broadcast Venue	:	Unit 1-19-02, Block 1, V Square Jalan Utara 46200 Petaling Jaya Selangor Darul Ehsan

1. Public Health Preventive Measure

- In line with the Government's Initiative and the Securities Commission Malaysia Guidance Note, as a precautionary measure amid Covid-19, Al-Aqar will conduct its 9th AGM on a fully virtual basis via live streaming and online remote voting on 28 April 2021.
- The Broadcast Venue of the 9th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the meeting to be at the main venue. No Unitholders/Proxy(ies) will be allowed to be physically present at the Broadcast Venue on the day of the 9th AGM.
- Due to the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 9th AGM at short notice. Kindly check Al-Aqar's website or announcements for the latest updates on the status of the 9th AGM.

2. Digital Ballot Form Voting at a Fully Virtual 9th AGM

- As **no unitholder should be physically present at the Broadcast Venue**, unitholders who wish to attend the 9th AGM of Al-Aqar will therefore have to do so remotely. Pre-registration of attendance is required via the link <https://vps.megacorp.com.my/n34veR> (refer to para 5c. for further details). After the registration is validated and accepted, unitholders will be sent an email with a link to grant access to the **Digital Ballot Form ("DBF")**.
- With the DBF, you may exercise your rights as a unitholder of Al-Aqar to participate (including to pose questions to the Board/Management of the Company) and vote during the 9th AGM, at the comfort of your home or from any location.
- Unitholders may use the *Questions'* Pane to submit questions in real time during the meeting via the Fully Virtual AGM session.

3. General Meeting Record of Depositors ("ROD")

- Only a depositor/unitholder whose name appears on the ROD as at 21 April 2021 shall be entitled to attend the 9th AGM or to appoint proxy(ies) to attend and/or vote on his/her behalf.

4. Proxy /Corporate Shareholders/Nominees Accounts

- If a unitholder is not able to attend the Fully Virtual Meeting on 28 April 2021, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy or email the Form of Proxy with the proxy's **email address** and **mobile phone number** to the Poll Administrator via email at agm-support.AIAqar@megacorp.com.my not later than **Tuesday, 27 April 2021 at 11.00 a.m.**
- Alternatively, you may submit your Form of Proxy to the Registered Office of the Company situated at Level 16, Menara KOMTAR, Johor Bahru City Centre 80000 Johor Bahru, Johor. The Form of Proxy must be received by the Company Secretary at the Registered Office no later than **Tuesday, 27 April 2021 at 11.00 a.m. in order for the Poll Administrator to process and send you the DBF** to participate and vote at the meeting.
- A corporate unitholder who wishes to participate and vote remotely at the 9th AGM will be required to provide the following documents to the Registered Office stated at para 4b. Alternatively, the unitholder may e-mail the same to agm-support.AIAqar@megacorp.com.my. The documents must be received by no later than **Tuesday, 27 April 2021 at 11.00 a.m.** failing which the corporate representative will not be allowed to participate and vote at the AGM:
 - Certificate of appointment of its Corporate Representative under the seal of the corporation;
 - Corporate Representative's NRIC Nos, e-mail address and hand-phone number.

The information provided must be complete before the request can be processed. Subject to the specified timeline, upon receipt and verification of such documents, the Corporate Representative will be sent an email providing a link to generate the DBF which will allow the Corporate Representative to participate at the AGM.

- d. A beneficiary who holds shares of Al-'Aqar under a Nominee Company's Central Depository System ("CDS") account, and who wishes to participate in the AGM must request his/her Nominee Company to appoint him/her as a proxy. In this respect, the Nominee Company will be required to execute the proxy form to appoint the beneficiary as its proxy and the proxy form must be sent to the Registered Office stated in para 4b. or e-mail the same to agm-support.AIAqar@megacorp.com.my no later than **Tuesday, 27 April 2021 at 11.00 a.m.** failing which the appointment shall be considered as invalid and the beneficiary will not be allowed to participate at the AGM:

Subject to the specified timeline, upon receipt and successful verification of the proxy form, the proxy will be sent an email providing a link to generate the DBF which will allow the proxy to participate in the AGM.

- e. A unitholder who has submitted proxy form appointing another person as his/her proxy may revoke the appointment if he/she should decide to personally participate at the AGM remotely. Should revocation is required, please contact Mega Corporate Services Sdn. Bhd. at telephone number +60 (3) 26924271 no later than **Tuesday, 27 April 2021 at 11.00 a.m.** to request for revocation. If any unitholder should need clarification on revocation of proxy, he/she can email to agm-support.AIAqar@megacorp.com.my.

5. Poll Voting

- a. The voting of the 9th AGM will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements. Al-'Aqar has appointed Mega Corporate Services Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.

For the purpose of this AGM, e-voting will be carried out via your internet-enabled device (e.g. Computer / Mobile Phone).

- b. Unitholders can proceed to vote on the resolutions and submit your votes during the voting period as stipulated in the DBF. Upon completion of the voting session at the 9th AGM, the Scrutineers will verify the poll results after which the Chairman will announce the results of the resolutions.

- c. The procedures for unitholders to register and to obtain the DBF are as follows:

- **Step 1**

Open this link <https://vps.megacorp.com.my/n34veR> and submit all details requested at least twenty-four (24) hours before the meeting day, i.e. no later than **11.00 a.m. on 27 April 2021**. Only depositor / unitholder is allowed to register his / her details online. Kindly ensure that the details are accurate and match the details on the ROD or the proxy form. Any discrepancy in details may result in the depositor / unitholder in not receiving the Webinar Meeting Link and DBF for Voting.

- **Step 2**

A unitholder who has successfully registered himself / herself via the link in Step 1 will receive an email from the Poll Administrator, Mega Corporate Services Sdn. Bhd., who will email the DBF to the respective unitholder / proxy. If your registration is successful and you do not receive an email from the Poll Administrator within 24 hours, please contact the hotline of Mega Corporate Services Sdn. Bhd. at telephone number +60 (3) 26924271. Alternatively, you may email to agm-support.AIAqar@megacorp.com.my with your details.

- d. Upon successful registration, you will receive 2 emails:-
- i. Meeting Link from *Webinar Master*
 - ii. DBF from Mega Corporate Services Sdn.Bhd.

6. No Door Gift or Food Voucher

There will be no distribution of door gifts or food vouchers during the 9th AGM.

7. Enquiry

If you have any enquiry prior to the 9th AGM, please contact Mega Corporate Services Sdn. Bhd. at their hotline number +60 (3) 26924271. Alternatively, you can email your queries, with full details of your particulars to: agm-support.AIAqar@megacorp.com.my.



AL-`AQAR HEALTHCARE REIT

(established in Malaysia under the deed dated 27 June 2006 and as amended by the supplementary deed dated 14 May 2009, 27 January 2011 and 9 November 2011, amended and restated by the Restated Deed dated 31 July 2013 and further amended and restated by the Second Restated 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 and the persons who are for the time being registered as holders of the units in Al-`Aqar Healthcare REIT)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth (9th) Annual General Meeting ("**AGM**") of the holders of units of Al-`Aqar Healthcare REIT ("**Al-`Aqar**") ("**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 11.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS:

1. To lay before the AGM the Audited Financial Statements of Al-`Aqar together with the report of Messrs. Ernst & Young, as auditors of Al-`Aqar ("**Auditors**") thereon for the financial year ended 31 December 2020.

(Please refer to Note 8.1)

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without any modification, the following Ordinary Resolutions:

ORDINARY RESOLUTION 1

2. **PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS OF UP TO 20% OF THE TOTAL NUMBER OF ISSUED UNITS OF AL-`AQAR ("PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS")**

"THAT pursuant to the REIT Guidelines, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of any relevant regulatory authorities, where such approval is required, the Directors of Damansara REIT Managers Sdn Berhad ("**Manager**") be and is hereby authorised to allot and issue new units in Al-`Aqar ("**New Units**") from time to time to such persons and for such purposes as the Directors of the Manager may in its absolute discretion deem fit and in the best interest of Al-`Aqar, provided that the aggregate number of New Units issued pursuant to this resolution, when aggregate with the number of units in Al-`Aqar issued during the preceding 12 months, must not exceed 20% of the total number of issued units of Al-`Aqar for the time being comprising 735,985,088 units;

AND THAT the Proposed Authority to Allot and Issue New Units shall be effective from the date of receipt of all relevant authorities' approval or the date the Unitholders pass this resolution, whichever may be the later, until;

- (a) The conclusion of the next AGM of the Unitholders, at which time it shall lapse, unless the authority is renewed by Unitholders; or
- (b) The expiration of the period within which the next AGM of the Unitholders is required by law to be held; or
- (c) The Proposed Authority to Allot and Issue New Units is revoked or varied by the Unitholders at an earlier Unitholders' meeting;

whichever occurs first;

AND THAT the New Units to be issued pursuant to the Proposed Authority to Allot and Issue New Units shall, upon allotment and issuance, rank equally in all respects with the existing units except that the New Units will not be entitled to any distributable income, right, benefit, entitlement and/or any other distributions that may be declared before the date of allotment and issuance of such New Units;

AND FURTHER THAT the Directors of the Manager and AmanahRaya Trustees Berhad (“**Trustee**”), for and on behalf of Al-`Aqar, be and are hereby authorised to give effect to the aforesaid Proposed Authority to Allot and Issue New Units with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or as the Manager and the Trustee may deem to be in the best interests of the Unitholders and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Authority to Allot and Issue New Units.”

ORDINARY RESOLUTION 2

3. PROPOSED INCREASE IN THE EXISTING APPROVED FUND SIZE OF AL-`AQAR FROM 735,985,088 UNITS TO A MAXIMUM OF 883,182,105 UNITS PURSUANT TO THE PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS (“PROPOSED INCREASE IN FUND SIZE”)

“**THAT** subject to the passing of the Ordinary Resolution 1 above and the requisite approvals being obtained, the approved fund size of Al-`Aqar be and is hereby increased from 735,985,088 units to a maximum of 883,182,105 units by the creation of up to 147,197,017 New Units;

AND THAT authority be and is hereby given to the Directors of the Manager and the Trustee, for and on behalf of Al-`Aqar, to give effect to the Proposed Increase in Fund Size, with full power to assent to any condition, modification, variation and/or amendment as they may deem fit in the best interest of Al-`Aqar and/or as may be imposed by the relevant authorities;

AND FURTHER THAT the Directors of the Manager and the Trustee, for and on behalf of Al-`Aqar, be and are hereby authorised to implement, finalise, complete and do all such acts and things (including executing all such documents as may be required) in relation to the Proposed Increase in Fund Size.”

ORDINARY RESOLUTION 3

4. 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-`Aqar, 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-`Aqar and which are in the ordinary course of business of Al-`Aqar (“**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-`Aqar;

- (c) carried out in the ordinary course of business of Al-`Aqar, 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-`Aqar 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-`Aqar 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.”

AS OTHER BUSINESS:

- 5. To transact such other business as may be transacted at an AGM.

By Order of the Board
DAMANSARA REIT MANAGERS SDN BERHAD
(as Manager of Al-`Aqar Healthcare REIT)

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.AIAqar@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/n34veR>.
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.

8.1 Audited Financial Statements

The Audited Financial Statements laid at this meeting pursuant to Clause 13.18(b) of the Guidelines on Listed Real Estate Investment Trusts issued by the Securities Commission of Malaysia on 15 March 2018 and as revised on 18 June 2019 are meant for discussion only. It does not require Unitholders' approval and therefore, shall not be put forward for voting.

Explanatory Notes on Special Business:**1. Proposed Authority to Allot and Issue New Units**

The proposed ordinary resolution is a renewal of a general mandate obtained from the unitholders of Al-`Aqar at the previous Annual General Meeting and if passed, will give a mandate to the Manager of Al-`Aqar to issue units of Al-`Aqar from time to time provided that the aggregate number of the New Units to be issued, when aggregated with the number of units issued during the preceding 12 months must not exceed 20% of the approved fund size of Al-`Aqar for the time being. The Proposed Authority to Allot and Issue New Units, unless revoked or varied at a Unitholders' meeting, will expire at the conclusion of the next AGM of Unitholders.

As at the date of this notice, Al-`Aqar has not issued any units under the mandate which was approved at the 8th AGM held on 25 June 2020 and which will lapse at the conclusion of the 9th AGM.

The Proposed Authority to Allot and Issue New Units will allow the Manager the flexibility to issue and allot New Units to raise funds for, inter-alia, corporate exercises or in the event business opportunities or other circumstances arise which involve the issue of New Units, capital expenditure, working capital and repayment of debts and to avoid delay and further cost in convening Unitholders' meetings to approve such issue of New Units.

2. Proposed Increase in Fund Size

The purpose of the Proposed Increase in Fund Size is to accommodate the issuance of such New Units pursuant to the Proposed Authority to Allot and Issue New Units.

3. Proposed RRPT Mandate

The proposed Ordinary Resolution 3 if passed, is primarily to authorise Al-`Aqar 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-'Aqar 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-'Aqar's website at www.alaqar.com.my. Unitholders are also reminded to monitor the Al-'Aqar's website and announcements from time to time for any changes to the AGM arrangement.

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AL-AQAR HEALTHCARE REIT

(established in Malaysia under the deed dated 27 June 2006 and as amended by the supplementary deed dated 14 May 2009, 27 January 2011 and 9 November 2011, amended and restated by the Restated Deed dated 31 July 2013 and further amended and restated by the Second Restated 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 and the persons who are for the time being registered as holders of the units in Al-Aqar Healthcare REIT)

Form of Proxy

I/We* _____
(FULL NAME, NRIC NO./COMPANY NO. IN BLOCK LETTERS)

of _____
(FULL ADDRESS)

with email address _____ mobile phone no : _____

being a Unitholder/Unitholders of Al-Aqar Healthcare REIT, hereby appoint Chairman of the Annual General Meeting ("AGM"), or

(FULL NAME AND NRIC NO.)

of _____
(FULL ADDRESS)

with email address _____ mobile phone no : _____

or, failing him/her _____
(FULL NAME AND NRIC NO.)

of _____
(FULL ADDRESS)

with email address _____ mobile phone no : _____

as my/our* Proxy to vote for me/us* on my/our* behalf at the Ninth AGM of the Unitholders of Al-Aqar Healthcare REIT 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 11.00 a.m. and at any adjournment thereof.

My/Our* proxy is to vote as indicated below:

	FOR	AGAINST
ORDINARY RESOLUTION 1 PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS		
ORDINARY RESOLUTION 2 PROPOSED INCREASE IN FUND SIZE		
ORDINARY RESOLUTION 3 PROPOSED RRPT MANDATE		
OTHER BUSINESS		
To transact any other business as may be transacted at an AGM		

(Please indicate with an "X" in the space as to how you wish your vote to be cast. If you do not do so, the Proxy will vote or abstain from voting at his/her discretion)



For appointment of two (2) proxies, number of unit and percentage of unit holding to be represented by each proxy		
	No of units	% of unit holding
Proxy 1		
Proxy 2		
Total		

Signature(s) / Common Seal of Company

Dated thisday of..... 2021

NO. OF UNITS HELD	CDS ACCOUNT NO

Notes:

**Please delete the words "Chairman of the Annual General Meeting" if you wish to appoint some other person(s) to be your proxy.*

- 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.AIAqar@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/n34veR>.*
- 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.*

8.1 Audited Financial Statements

The Audited Financial Statements laid at this meeting pursuant to Clause 13.18(b) of the Guidelines on Listed Real Estate Investment Trusts issued by the Securities Commission of Malaysia on 15 March 2018 and as revised on 18 June 2019 are meant for discussion only. It does not require Unitholders' approval and therefore, shall not be put forward for voting.

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AFFIX
STAMP

The Company Secretaries

DAMANSARA REIT MANAGERS SDN BERHAD
(as Manager of Al- Aqar Healthcare REIT)

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

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