

AMANAHRAYA ■ REIT

AMANAHRAYA REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted under the laws of Malaysia)
(Managed by AmanahRaya-Kenedix REIT Manager Sdn Bhd)

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS GIVEN THAT the Twelfth Annual General Meeting ("12th AGM") of AmanahRaya Real Estate Investment Trust ("**AmanahRaya REIT**") will be convened and held on a virtual basis through live streaming and online remote voting from the broadcast venue, First Floor, Wisma Amanah Raya, No 2 Jalan Ampang, 50508 Kuala Lumpur on Thursday, 18 April 2024 at 10:00 a.m. to consider the following business:-

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 of AmanahRaya REIT together with the Reports of the Directors and Auditors thereon. Please refer to Explanatory Note 1

AS SPECIAL BUSINESS

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

2. **PROPOSED RENEWAL OF THE AUTHORITY TO ALLOT AND ISSUE NEW UNITS PURSUANT TO PARAGRAPH 6.59 OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD ("PROPOSED RENEWAL OF AUTHORITY")** Please refer to Explanatory Note 2

"THAT pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and subject to the approvals from the relevant regulatory authorities, where such approval is required, the Directors of AmanahRaya-Kenedix REIT Manager Sdn Bhd, the Manager of AmanahRaya REIT ("the Manager"), be and are hereby authorised to allot and issue new units in AmanahRaya REIT ("New Units") at any time to any such persons, and upon such terms and conditions as the Directors of the Manager may in their absolute discretion, deem fit and in the best interest of AmanahRaya REIT, provided that the aggregate number of the New Units to be allotted and issued pursuant to this resolution, when the aggregated number of units issued during the preceding twelve (12) months, does not exceed 20% of the issued fund size of AmanahRaya REIT.

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

- i. the conclusion of the next Annual General Meeting ("AGM") of AmanahRaya REIT at which time it shall lapse, unless by a resolution passed at the meeting, the authority is renewed;

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- ii. the expiration of the period within which the next AGM of the Unitholders is required by law to be held; or
- iii. the Proposed Renewal of Authority is revoked or varied by the Unitholders in a Unitholders' meeting.

whichever is the earliest;

THAT such New Units to be issued pursuant to the Proposed Renewal of Authority 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, made or paid before the date of allotment and issuance of the New Units;

AND THAT authority be and is hereby given to the Directors of the Manager and Pacific Trustees Berhad ("the Trustee") (acting for and on behalf of AmanahRaya REIT), to give effect to the Proposed Renewal of Authority with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in relation to the Proposed Renewal of Authority as they may deem fit in the best interests of the Unitholders and/or as may be imposed by the relevant authorities

AND FURTHER THAT the Directors of the Manager and the Trustee (acting for and on behalf of AmanahRaya REIT) 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 Renewal of Authority."

AS SPECIAL RESOLUTION

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

SPECIAL RESOLUTION 1

3. **PROPOSED ESTABLISHMENT OF ACQUISITION FEE, DIVESTMENT FEE AND PERFORMANCE FEE**

"THAT the establishment of the following fees by the Trustee for AmanahRaya REIT payable to Manager be and are hereby approved:

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- a) Acquisition Fee of up to 1.0% of the acquisition price of the assets to be acquired or purchased by the Trustee for AmanahRaya REIT;
- b) Divestment Fee of up to 0.5% of the sale price of the assets to be disposed by the Trustee for AmanahRaya REIT; and
- c) Performance Fee of up to 3.0% of the Net Property Income before deduction of property management fee.

AND THAT the Directors of the Manager and the Trustee be and are hereby authorised to take steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfers, assignments, deeds and/or guarantees with any 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 Establishment of Acquisition Fee, Divestment Fee and Performance Fee."

SPECIAL RESOLUTION 2

4. PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED TRUST DEED

"THAT the amendments to the Amended and Restated Deed constituting the AmanahRaya Real Estate Investment Trust dated 5 December 2019 and Supplemental Trust Deed dated 13 May 2019 entered into between the Manager and Trustee constituting AmanahRaya REIT ("Deed") to reflect the changes resulting from the Proposed Establishment of Acquisition Fee, Divestment Fee and Performance Fee as well as administrative amendments made to the Deed in accordance with applicable laws, regulations and guidelines are hereby approved;

AND THAT the Directors of the Manager and Trustee be and are hereby authorised to carry out all the necessary formalities in effecting the Proposed Amendments."

AS OTHER BUSINESS

- 5. To transact any other business for which due notice shall have been given in accordance with the Deed of Trust constituting AmanahRaya REIT.

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By Order of the Board

AMANAHRAYA-KENEDIX REIT MANAGER SDN BHD

REGISTRATION NO. 200901013113 (856167-A)

Management Company of AmanahRaya REIT

Jerry Jesudian a/l Joseph Alexander (MAICSA 7019735) (SSM PC No. 201908003018)

Rizana Binti Ahmad Rithauddeen (f) (LS 0009663) (SSM PC No. 20191224000019)

Leong Shiak Wan (f) (MAICSA 7012855) (SSM PC No. 202008002757)

Company Secretaries

Kuala Lumpur

22 March 2024

NOTES:

1. Mode of Meeting

The Twelfth Annual General Meeting ("12th AGM") of AmanahRaya REIT will be conducted on a virtual basis through live streaming and online remote voting by Unitholders via the Remote Participation and Voting ("RPV") Platform at <https://meeting.boardroomlimited.my>. Please follow the steps and procedures provided in the Administrative Notes for the 12th AGM of AmanahRaya REIT in order to register, participate and vote remotely via the RPV Platform. The primary mode of communication by Unitholders for the 12th AGM is via text messaging facilities provided under the RPV Platform. In the event of any technical glitch in the primary mode of communication, all other reasonable modes of communication is acceptable for the 12th AGM.

2. Venue

The venue of the 12th AGM is the Online Meeting Platform which is located in Malaysia being the main venue and is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue. In a virtual general meeting, all meeting participants including the Chairman of the meeting, Board members, Senior Management and Unitholders are required to participate in the meeting online through the Online Meeting Platform only.

3. Voting

All resolutions in the Notice of the 12th AGM are to be conducted by poll voting as per Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") via the RPV Platform.

4. Proxy(ies)

- a) A Unitholder/Proxy/Corporate Representative of AmanahRaya REIT ("**Unitholders**") **WILL NOT BE ALLOWED** to attend the forthcoming 12th AGM in person at the broadcast venue on the day of the meeting.
- b) Unitholders are to participate, speak (in the form of real time submission of typed texts) and vote remotely at the 12th AGM using the Remote Participation and Voting ("RPV") facility provided by AmanahRaya REIT's Share Registrar. Please follow the procedures for RPV facility provided in the Administrative Guide for the 12th AGM at <http://amanahrayareit.com.my/investor-relations/>.
- c) A Unitholder shall be entitled to attend and vote at any meeting of Unitholders and shall be entitled to appoint up to two (2) persons, whether a Unitholder or not, as its proxy to attend and vote. As the 12th AGM will be conducted on a virtual basis, an individual Unitholder who is unable to attend and vote via the remote participation and electronic voting facilities at the AGM, can appoint the Chairman of the meeting as his/her proxy.

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- d) Where a Unitholder is a corporation, its duly authorised representative shall be entitled to attend and vote at the meeting and shall be entitled to appoint up to two (2) persons (whether a Unitholder or not) as its proxy to attend and vote.
- e) 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.
- f) If the Unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("**Authorised Nominee**"), it may appoint at least one (1) proxy (but not more than two (2)) in respect of each securities account it holds with units of AmanahRaya REIT standing to the credit of the said securities account.
- g) If the Unitholder is an exempt Authorised Nominee which holds Units for multiple beneficial owners in one securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- h) Only a depositor whose name appears in the Record of Depositors of AmanahRaya REIT as at 5 April 2024 shall be regarded as a Unitholder and entitled to attend, speak and vote at this 12th AGM of AmanahRaya REIT or appoint proxy(ies) to attend and vote on his/her behalf.
- i) The Instrument of Proxy shall be in writing under the hand of the appointor or of its attorney duly authorised in writing or if the appointor is corporation, the Instrument of Proxy must be executed under the corporation's seal or under the hand of an officer or attorney duly authorised.
- j) To be valid, the original Instrument of Proxy duly completed and signed must be deposited with the Manager at **AmanahRaya-Kenedix REIT Manager Sdn. Bhd. at Level 46, Vista Tower, The Intermark, 348 Jalan Tun Razak, 50400 Kuala Lumpur** no later than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the Instrument of Proxy proposes to vote; in default of this provision, the Instrument of Proxy shall not be treated as valid.

5. Corporate Representatives

As an alternative to the appointment of a proxy, a corporate member may appoint its corporate representative to attend the 12th AGM pursuant to Section 333 of the Companies Act 2016. For this purpose and pursuant to Section 333(5) of the Companies Act 2016, the corporate member shall provide a certificate under its common seal as prima facie evidence of the appointment of the corporate representative.

EXPLANATORY NOTES:

(1) Ordinary Business

This Agenda is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act 2016 and the Company's Constitution, the Audited Financial Statements ("the Accounts"), need not be approved by the Unitholders and hence, the matter will not be put forward for voting. It is also in accordance with Paragraph 13.18(b) of Guidelines on Listed Real Estate Investment Trust issued by the Securities Commission Malaysia.

The Accounts of AmanahRaya REIT are contained in the 2023 Annual Report of AmanahRaya REIT issued to all Unitholders of AmanahRaya REIT on 22 March 2024 pursuant to Paragraph 9.45(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

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If any Unitholder does not have a copy of the 2023 Annual Report, you may download from the corporate website of AmanahRaya REIT at <http://www.amanahrayareit.com.my> or request via telephone requisition at +603-2380 0606 from the principal place of business of the Manager.

(2) Special Business

Subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, if passed, the proposed Ordinary Resolution is for the purpose of granting a renewal mandate and would enable the Manager to issue up to a maximum of 20% of units of AmanahRaya REIT as at the date of such issuance ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a unitholder's meeting, will expire at the conclusion of the next AGM of AmanahRaya REIT.

The Renewed Mandate will enable the Manager to take swift action in case of a need for fund raising exercises including but not limited to further placement of units for purpose of funding current and/or future investment projects, working capital and/or acquisitions of investment assets.