



## AMANAH HARTA TANAH PNB

(a real estate investment trust constituted under the laws of Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting ("EGM") of unit holders of Amanah Harta Tanah PNB ("AHP") will be held at The Theatre, Level 2 of Menara PNB, 201-A, Jalan Tun Razak, 50400 Kuala Lumpur on Thursday, 26 March 2015 at 3.45 p.m. or immediately after the conclusion of the Third (3rd) Annual General Meeting of AHP which will be held on the same date at the same venue, whichever is later or at any adjournment thereof (as the case maybe) for the purpose of considering and, if thought fit, passing the following resolution (with or without modifications):

#### SPECIAL RESOLUTION 1

##### - PROPOSED AMENDMENT FOR ACQUISITION AND DISPOSAL FEES

"**THAT** subject to the approvals being obtained from all relevant authorities and/or parties, where required, approval be and is hereby given to the Manager, Pelaburan Hartanah PNB Berhad, ("Managers") to adopt the Proposed Amendment For Acquisition and Disposal Fees as set out in 2.1 of the Circular dated 5 March 2015 and to modify the Deed dated 20 March 1989, as previously amended by the First Supplementary Deed dated 6 November 1990, the Second Supplementary Deed dated 18 December 1990, the Third Supplementary Deed dated 12 March 1999 and the Fourth Supplementary Deed dated 15 January 2010; constituting AHP (collectively, the "Principal Deed") by including a new clause 25(6A) by way of a supplemental deed incorporating the restatement of the Deed in its entirety as the new deed governing AHP ("First Restated Deed") pertaining to the authorisation for the payment to the Managers of acquisition and disposal fees of 1.0% of the acquisition price and 0.5% of the disposal price respectively of any real estate and single purpose companies (as defined in the REIT Guidelines) purchased or disposed, directly or indirectly by AHP and to be paid to PHNB upon completion of such acquisition or disposal, as the case may be, in cash or in Units in AHP **AND THAT** the provisions on the Proposed Amendment for Acquisition and Disposal Fees will be effective from the date of registration of the First Restated Deed with the Securities Commission Malaysia;

**AND THAT**, the Managers and AmanahRaya Trustees Berhad, the Trustee of AHP ("Trustee") acting for and on behalf of AHP, be and are hereby authorised to do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Amendment for Acquisition and Disposal Fees with full powers to assent to any condition, modification, variation and/or amendments as may be required and/or permitted by the authorities.

**AND FURTHER THAT** the Managers and the Trustee, acting for and on behalf of AHP, are to do all such acts, deeds and/or things, including executing such documents and deeds as may be required, in order to implement, finalise and complete the Proposed Amendment for Acquisition and Disposal Fees."

#### SPECIAL RESOLUTION 2

##### - PROPOSED AMENDMENT FOR INVESTMENT OBJECTIVE

"**THAT** subject to the approvals being obtained from all relevant authorities and/or parties, where required, approval be and is hereby granted to the Managers to modify the Deed as set out in 2.2 of the Circular dated 5 March 2015 by including in the proposed First Restated Deed a new Clause 1A expressly providing for the investment objective of AHP **AND THAT** the provisions on the Proposed Amendment for Investment Objective will be effective from the date of registration of the First Restated Deed with the Securities Commission Malaysia;

**AND THAT**, the Managers and the Trustee acting for and on behalf of AHP, be and are hereby authorised to do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Amendment for Investment Objective with full powers to assent to any condition, modification, variation and/or amendments as may be required and/or permitted by the authorities."

**AND FURTHER THAT** the Managers and the Trustee, acting for and on behalf of AHP, are to do all such acts, deeds and/or things, including executing such documents and deeds as may be required, in order to implement, finalise and complete the Proposed Amendment for Investment Objective."

#### SPECIAL RESOLUTION 3

##### - PROPOSED AMENDMENT FOR PLEDGING OF TRUST'S ASSETS TO SECURE BORROWINGS AND INCREASE IN BORROWING LIMIT

"**THAT** subject to the approvals being obtained from all relevant authorities and/or parties, where required, approval be and is hereby granted to the Managers to modify the Deed as set out in 2.3 of the Circular dated 5 March 2015 by amending Clauses 9(1), 9(2) and 9(3) of the Deed by way of the First Restated Deed to permit the Managers, with the consent of the Trustee, to pledge assets of the Trust to secure borrowings by AHP subject to the REIT Guidelines and to increase the present borrowing limit from ten per centum (10%) of the Gross Asset Value of the Trust on the Market Day prior to that on which the borrowing is incurred to fifty per centum (50%) of the total asset value on the day the borrowing is incurred unless a higher limit is approved by an Ordinary Resolution of the Unit Holders, being the maximum permissible under the REIT Guidelines **AND THAT** the provisions on the Proposed Amendment for Pledging of Trust's Assets to Secure Borrowings and Increase in Borrowing Limit will be effective from the date of registration of the First Restated Deed with the Securities Commission Malaysia.

**AND THAT**, the Managers and the Trustee acting for and on behalf of AHP, be and are hereby authorised to do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Amendment for Pledging of Trust's Assets to Secure Borrowings and Increase in Borrowing Limit with full powers to assent to any condition, modification, variation and/or amendments as may be required and/or permitted by the authorities.

**AND FURTHER THAT** the Managers and the Trustee, acting for and on behalf of AHP, are to do all such acts, deeds and/or things, including executing such documents and deeds as may be required, in order to implement, finalise and complete the Proposed Amendment for Pledging of Trust's Assets to Secure Borrowings and Increase in Borrowing Limit."

#### SPECIAL RESOLUTION 4

##### - PROPOSED OTHER AMENDMENTS

"**THAT** subject to the approvals being obtained from all relevant authorities and/or parties, where required, approval be and is hereby granted to the Manager to modify the Deed as set out in 2.4 of the Circular dated 5 March 2015 by way of the First Restated Deed to adopt the Proposed Other Amendments as set out in Section 2.4 of this Circular with effect from the date of registration of the First Restated Deed with the Securities Commission.

**AND THAT** the Managers and the Trustee be and are hereby authorised to do all such acts and things as they may consider expedient or necessary to give effect to the aforementioned Proposed Other Amendments with full powers to assent to any condition, modification, variation and/or amendments as may be required and/or permitted by the authorities.

**AND FURTHER THAT** the Managers and the Trustee, acting for and on behalf of AHP, are to do all such acts, deeds and/or things, including executing such documents and deeds as may be required, in order to implement, finalise and complete the Proposed Other Amendments."

#### ORDINARY RESOLUTION

##### - PROPOSED APPROVAL FOR EXPENSES RELATED TO THE PROPOSED AMENDMENTS

"**THAT** subject to the approval for waiver being obtained from the Securities Commission Malaysia, approval be and is hereby granted to the Managers to be reimbursed out of the Gross Income of the Fund any expenses relating to the Proposed Amendments and the Proposed Approval for Expenses Related to the Proposed Amendments, the convening and holding of the Extraordinary General Meeting, expenses related to the modification of the Deed and the execution and registration of the First Restated Deed.

**AND THAT** the Managers and the Trustee be and are hereby authorised to do all such acts and things as they may consider expedient or necessary to give effect to the aforementioned Proposed Approval for Expenses Related to the Proposed Amendments with full powers to assent to any condition, modification, variation and/or amendments as may be required and/or permitted by the authorities.

**AND FURTHER THAT** the Managers and the Trustee, acting for and on behalf of AHP, are to do all such acts, deeds and/or things, including executing such documents and deeds as may be required, in order to implement, finalise and complete the Proposed Approval for Expenses Related to the Proposed Amendments."

#### BY ORDER OF THE BOARD

Pelaburan Hartanah Nasional Berhad (175967-W)  
(as the Manager of Amanah Harta Tanah PNB)

**Adibah Khairiah binti Ismail @ Daud (MIA 13755)**

Company Secretary  
Kuala Lumpur  
5 March 2015

#### Notes:

1. A Unit Holder who is entitled to attend the meeting is entitled to appoint up to two (2) proxies to attend instead of him. Where a Unit Holder intends to appoint two proxies, the appointment shall be invalid unless the Unit Holder specifies the proportions of his/her holdings to be represented by each proxy. A proxy must be a Unit Holder except with the consent of the Manager unless the Unit Holder is a corporation who shall be entitled to appoint any officer (whether a Unit Holder or not) as its proxy to attend.
2. In the case of a vote to be taken by show of hands, every Registered Unit Holder who is present in person or by proxy shall have one (1) vote. In the event that a Registered Unit Holder appoints two (2) proxies, only the First Proxy shall vote on behalf of the Registered Unit Holders.
3. If a person is present in the capacity of a Registered Unit Holder and a proxy for another Registered Unit Holders or as proxy for more than one (1) Registered Unit Holders he shall be entitled to exercise only one (1) vote on a show of hands.
4. Where a Unit Holder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint a proxy in respect of each securities account it holds in units standing to the credit of the said securities account.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of its authorised duly authorised in writing or if such appointer is a corporation either under its common seal or under the hand of an officer or attorney so authorised.
6. The instrument appointing proxy shall be deposited at the office of the appointed Registrar of AHP, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor not less than forty eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.
7. Only Unit Holders whose names appear in the Records of Depositors as at 20 March 2015 shall be entitled to attend and speak at the EGM or appoint proxy(ies) to attend on his behalf.