



## 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**” or the “**Trust**”) will be held at The Theatre, Level 2 of Menara PNB, 201-A, Jalan Tun Razak, 50400 Kuala Lumpur on Friday, 14 August 2015 at 3.00 p.m. 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):

#### ORDINARY RESOLUTION

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 120,000,000 NEW UNITS IN AHP (“RIGHTS UNIT(S)”) ON THE BASIS OF SIX (6) RIGHTS UNITS FOR EVERY FIVE (5) EXISTING UNITS IN AHP (“UNITS”) AT AN ENTITLEMENT DATE AND FOR ISSUE PRICE TO BE DETERMINED LATER (“PROPOSED RIGHTS ISSUE”)**

**THAT** subject to the fulfilment of the conditions precedent in the Sale and Purchase Agreement dated 27 April 2015 in respect of the acquisition of the Property (as defined in the Circular to unit holders dated 30 July 2015) by Amanah Raya Trustee Berhad (“**the Trustee**”), for and on behalf of AHP, and all relevant approvals for the Proposed Rights Issue being obtained, approval be and is hereby given to the Board of Directors (“**Board**”) of Pelaburan Hartanah Nasional Berhad to allot (provisionally or otherwise) and issue the Rights Units to the unit holders of AHP (“**Unit Holder(s)**”) whose names appear on the Record of Depositors maintained by Bursa Malaysia Depository Sdn Bhd at a later date to be determined by the Board (“**Entitlement Date**”), on the basis of six (6) Rights Units for every five (5) existing Units held on the Entitlement Date at an issue price per Rights Unit to be fixed by the Board and announced later;

**THAT** the Board be and is hereby empowered to deal with any fractional entitlement that may arise from the Proposed Rights Issue as they shall, in their absolute discretion, deem fit and in the best interests of AHP;

**THAT** the Rights Units shall, upon allotment and issue, rank equally in all respects with the existing Units, except that they shall not be entitled to any distributable income, rights, allotment and/or any other distributions, the entitlement date of which is prior to the date of allotment of the Rights Units;

**THAT** any Rights Units which are not taken up or not validly taken up shall be made available for excess applications in such manner as the Board shall, in their absolute discretion, deem fit;

**THAT** the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Rights Issue in the manner as set out in Section 4 of the Circular to unit holders dated 30 July 2015;

**THAT** in order to implement, complete and give full effect to the Proposed Rights Issue, approval be and is hereby given to the Board and the Trustee (acting for and on behalf of AHP) to do or to procure to be done all acts, deeds and things and to execute, sign deliver on behalf of AHP, all such documents as they may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Rights Issue, with full powers to assent to any condition, modification, variation and/or amendment thereto as the Board and the Trustee may deem fit in connection with the Proposed Rights Issue;

**AND THAT** no documents pertaining to the Proposed Rights Issue shall be issued or sent to the unit holders of the Trust having registered addresses outside Malaysia or who have not provided an address in Malaysia at which such documents may be delivered to, prior to the Entitlement Date.

#### 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

30 July 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.
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 Holder 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 attorney 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 Record of Depositors as at 31 July 2015 shall be entitled to attend and speak at the EGM or appoint proxy(ies) to attend on his behalf.