

AMANAH HARTA TANAH PNB (“AHP”)

PROPOSED AMENDMENTS TO THE FIRST RESTATED DEED DATED 13 AUGUST 2015 ENTERED INTO BETWEEN PELABURAN HARTANAH NASIONAL BERHAD, AMANAHRAYA TRUSTEES BERHAD AND THE SEVERAL PERSONS THEREIN MENTIONED CONSTITUTING AHP (“PROPOSED AMENDMENTS”)

1. INTRODUCTION

On behalf of the Board of Directors of Pelaburan Hartanah Nasional Berhad (“PHNB” or the “REIT Manager”) (“Board”), MIDF Amanah Investment Bank Berhad (“MIDF Investment”) is pleased to announce that the Board proposes to undertake the Proposed Amendments.

Details of the Proposed Amendments are set out in the ensuing sections of this announcement.

2. DETAILS OF THE PROPOSED AMENDMENTS

The Proposed Amendments entails the amendments to the First Restated Deed dated 13 August 2015 entered into between PHNB, AmanahRaya Trustees Berhad (the “Trustee”) and the several persons therein mentioned constituting AHP (“Deed”) for the following:

- (i) To align the Deed with Appendix 4A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) updated up to 3 June 2019 (“MMLR”) pertaining to notices of unit holders’ meeting and the relevant advertisement requirements (“Proposed Amendment 1”); and
- (ii) Additionally, the amendment to Clause 47 of the Deed to align the Deed with Section 295(4) of the Capital Markets and Services Act 2007 (“CMSA”) (“Proposed Amendment 2”).

Collectively, Proposed Amendment 1 and Proposed Amendment 2 are referred to as the Proposed Amendments.

The Proposed Amendments are summarised as follows:

| | Existing Clause in the Deed | Proposed amendments |
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| Proposed Amendment 1 | <u>Clause 36(2)(b)(ii)</u> <i>“by publishing at least fourteen (14) days (twenty one (21) days in the case of the annual general meeting or a meeting where a Special Resolution to be passed) before the date of the proposed meeting, and advertisement giving notice of the meeting in a nationally circulated Bahasa Malaysia or English daily newspaper”</i> | The existing Clause 36(2)(b)(ii) is to be amended as follows: <i>“by publishing at least fourteen (14) days (twenty one (21) days in the case of the annual general meeting or a meeting where a Special Resolution to be passed) before the date of the proposed meeting, and <u>an</u> advertisement giving notice of the meeting in a nationally circulated Bahasa Malaysia <u>or national language and English daily newspaper circulating in Malaysia</u>”</i> |

| | Existing Clause in the Deed | Proposed amendments |
|--------------------------------------|--|--|
| Proposed Amendment 1 (cont'd) | - | <p>Insertion of a new sub-Clause 5(A) after Clause 36(5) of the Deed which reads as follows:</p> <p><i>“Where the Registered Holder is an authorised nominee as defined under the Central Depositories Act, 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 Registered Holder appoints two (2) proxies in accordance with this provision the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. Such proxy shall have the same rights as the member to vote, to speak and to be reckoned in a quorum.”</i></p> |
| Proposed Amendment 2 | <p><u>Clause 47</u></p> <p>(1) <i>"Deleted</i></p> <p>(2) <i>The Manager and the Trustee may (with the prior approval of the Securities Commission, the Principal Stock Exchange and any relevant authority or other approval required under any Applicable Laws and Requirements) by deed supplemental hereto make:-</i></p> <p>(i) <i>the amendments and additions to this Deed required to give effect to the provisions of sub-clause (2) of this Clause 47; and</i></p> <p>(ii) <i>any other amendment or addition to this Deed in such manner and to such extent as they may consider expedient for any purpose; provided that either the sanction of an Special Resolution or a statement from the Trustee and the Manager certifying that in their opinion such alteration, amendment or addition to this Deed does not materially prejudice the interest of the Registered Holders and does not operate to release the Trustee or the Manager from any responsibility to the Registered Holders shall be required or unless the modification or amendment is one which the</i></p> | <p>The existing Clause 47 is to be deleted in its entirety and substituted with the following:</p> <p>(1) <u><i>"Deleted</i></u></p> <p>(2) <u><i>The Manager and the Trustee may (with such approvals as may be required under any Applicable Laws and Requirements) by a deed expressed to be supplementary to this Deed and submitted by the Manager to the Securities Commission for registration, make such modifications, additions or deletion to this Deed in such manner and to such extent as they may consider expedient for any purpose, accompanied by a resolution passed by not less than two-thirds (2/3) (or such other majority as may be required under the Applicable Laws and Requirements) of all Registered Holders at a meeting duly convened and held according to the provisions and covenants of this Deed and the Applicable Laws and Requirements Provided Always the approval of Registered Holders shall not be required where the supplementary deed is submitted for registration accompanied by a statement from the Trustee and Manager certifying that in their opinion such modification, addition or deletion does not materially prejudice the interest of the Registered Holders and does not operate to release the</i></u></p> |

| | Existing Clause in the Deed | Proposed amendments |
|--|---|---|
| | <p><i>Trustee and the Manager consider appropriate to comply with the REIT Guidelines or any direction of any relevant authority.</i></p> <p><i>(3) While the Units are listed on the Principal Stock Exchange no alteration, deletion or addition shall be made to this Deed without the prior approval of the Principal Stock Exchange and Majority Resolution of the Registered Holders at a duly convened meeting.”</i></p> | <p><u><i>Trustee or the Manager from any responsibility to the Registered Holders.</i></u></p> <p><i>(3) Deleted”</i></p> |

PHNB and the Trustee shall enter into a supplementary deed (“**First Supplemental Deed**”) to amend the Deed and the Proposed Amendments will be effective from the date of the registration of the First Supplemental Deed with the Securities Commission Malaysia (“**SC**”).

3. RATIONALE FOR THE PROPOSED AMENDMENTS

Proposed Amendment 1 is for the alignment of the Deed with Appendix 4A of the MMLR and is necessary for compliance with the latest requirements under the MMLR.

Proposed Amendment 2 is to align the Deed with Section 295(4) of the CMSA.

4. EFFECTS OF THE PROPOSED AMENDMENTS

The Proposed Amendments will not have any effect on the issued unit capital and major unit holders’ unit holdings in AHP as the Proposed Amendments do not involve any issuance of new units.

Further, the Proposed Amendments will not have any material effect on the net asset value (“NAV”) and NAV per unit, gearing, earnings and earnings per unit of AHP after taking into consideration the estimated expenses relating to the Proposed Amendments.

5. APPROVALS REQUIRED

The Proposed Amendments are subject to the following:

- (i) the approval of not less than two-thirds (2/3) of unit holders of AHP present and voting at the forthcoming Extraordinary General Meeting; and
- (ii) the approval from any other relevant authorities or parties, if required.

The Board and the Trustee are of the opinion that the Proposed Amendments:

- (a) do not materially prejudice the interests of the unit holders of AHP; and

- (b) do not operate to release the REIT Manager or the Trustee from any responsibility to the unit holders of AHP,

and a written statement each from the REIT Manager and the Trustee certifying the above has been obtained.

The First Supplemental Deed shall be registered and lodged with the SC once the approval of the unit holders is obtained.

Proposed Amendment 1 is not conditional upon Proposed Amendment 2, and vice versa. The Proposed Amendments are not conditional upon any other corporate exercise/ scheme of AHP.

6. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDER OF PHNB, MAJOR UNIT HOLDERS OF AHP AND PERSONS CONNECTED TO THEM

None of the directors of PHNB, Permodalan Nasional Berhad as the sole shareholder of PHNB, major unit holders of AHP and/or persons connected with them has any interest, direct or indirect, in the Proposed Amendments.

7. STATEMENT FROM THE BOARD

The Board, after having considered all other aspects of the Proposed Amendments, is of the opinion that the Proposed Amendments are in the best interest of AHP.

8. ADVISOR

The REIT Manager has appointed MIDF Investment as the Principal Advisor for the Proposed Amendments.

9. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Board expects the Proposed Amendments to be completed by the fourth quarter of 2019.

10. DOCUMENTS AVAILABLE FOR INSPECTION

The Deed and the draft First Supplemental Deed are available for inspection at the principal place of business of PHNB at 20th Floor, Menara PNB, 201-A, Jalan Tun Razak, 50400 Kuala Lumpur during normal business hours from Mondays to Fridays (except public holidays) for a period of three (3) months from the date of this announcement.

This announcement is dated 17 October 2019.