



REAL ESTATE INVESTMENT TRUST

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

## NOTICE OF UNITHOLDERS' MEETING

**NOTICE IS HEREBY GIVEN THAT** a meeting of the unitholders of Axis Real Estate Investment Trust ("Axis-REIT") ("Unitholders") will be held at Kristal Ballroom, Level 1, West Wing, Hilton Petaling Jaya, No. 2, Jalan Barat, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 19 November 2014 at 10.00 a.m. or at any adjournment, for the purpose of considering and, if thought fit, passing the following resolutions:

### ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION BY RHB TRUSTEES BERHAD ("TRUSTEE"), ON BEHALF OF AXIS-REIT, OF A PIECE OF FREEHOLD LAND HELD UNDER H.S.(D) 43148, LOT NO. PT 17562, MUKIM AND DISTRICT OF KLANG, STATE OF SELANGOR DARUL EHSAN MEASURING APPROXIMATELY 94,021 SQUARE METRES TOGETHER WITH THE BUILDINGS ERRECTED THEREON ("AXIS SHAH ALAM DC3"), FROM GREAT AVENUE (M) SDN BHD ("GASB") FOR A CASH CONSIDERATION OF RM183,000,000 ("PROPOSED AXIS SHAH ALAM DC3 ACQUISITION")**

**"THAT** subject to the requisite approvals being obtained, approval be and is hereby given to the Trustee, on behalf of Axis-REIT, to acquire Axis Shah Alam DC3 upon the terms and conditions contained in the conditional sale and purchase agreement dated 4 August 2014 entered into between the Trustee, on behalf of Axis-REIT, and GASB;

**AND THAT** authority be and is hereby given to any one (1) director of Axis REIT Managers Berhad, the management company of Axis-REIT ("**Manager**") and the Trustee (acting for and on behalf of Axis-REIT) to give effect to the Proposed Axis Shah Alam DC3 Acquisition, with full power to assent to any modification, revaluation, variation, arrangement, condition and/or amendment in relation to the Proposed Axis Shah Alam DC3 Acquisition as they may deem fit in the best interest of Axis-REIT 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 Axis-REIT) are to implement, finalise, complete and do all such acts and things (including executing such documents as may be required) in relation to the Proposed Axis Shah Alam DC3 Acquisition."

### ORDINARY RESOLUTION 2

**PROPOSED ACQUISITION BY THE TRUSTEE, ON BEHALF OF AXIS-REIT, OF A PIECE OF LEASEHOLD LAND HELD UNDER H.S.(D) 22390, LOT NO. PT 61, SECTION 15, TOWN OF SHAH ALAM, DISTRICT OF PETALING, STATE OF SELANGOR DARUL EHSAN MEASURING 12,328 SQUARE METRES TOGETHER WITH THE BUILDINGS ERRECTED THEREON ("AXIS MRO HUB"), FROM EXCEPTIONAL LANDMARK SDN BHD ("ELSB") FOR A CASH CONSIDERATION OF RM52,500,000 ("PROPOSED AXIS MRO HUB ACQUISITION")**

**"THAT** subject to the requisite approvals being obtained, approval be and is hereby given to the Trustee, on behalf of Axis-REIT, to acquire Axis MRO Hub upon the terms and conditions contained in the conditional sale and purchase agreement dated 4 August 2014 entered into between the Trustee, on behalf of Axis-REIT, and EL SB;

**AND THAT** authority be and is hereby given to any one (1) director of the Manager and the Trustee (acting for and on behalf of Axis-REIT) to give effect to the Proposed Axis MRO Hub Acquisition, with full power to assent to any modification, revaluation, variation, arrangement, condition and/or amendment in relation to the Proposed Axis MRO Hub Acquisition as they may deem fit in the best interest of Axis-REIT 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 Axis-REIT) are to implement, finalise, complete and do all such acts and things (including executing such documents as may be required) in relation to the Proposed Axis MRO Hub Acquisition."

### ORDINARY RESOLUTION 3

**PROPOSED ACQUISITION BY THE TRUSTEE, ON BEHALF OF AXIS-REIT, OF A PIECE OF LEASEHOLD LAND HELD UNDER H.S.(D) 293642, LOT NO. PT 2233, SECTION 16, TOWN OF SHAH ALAM, DISTRICT OF PETALING, STATE OF SELANGOR DARUL EHSAN MEASURING 23,923 SQUARE METRES TOGETHER WITH THE BUILDINGS INSTALLED WITH ROOFTOP-MOUNTED SOLAR ELECTRIC GENERATING SYSTEM ERRECTED THEREON ("AXIS SHAH ALAM DC2"), FROM ABLE HEIGHTS (M) SDN BHD ("AHSB") FOR A CASH CONSIDERATION OF RM45,000,000 ("PROPOSED AXIS SHAH ALAM DC2 ACQUISITION")**

**"THAT** subject to the requisite approvals being obtained, approval be and is hereby given to the Trustee, on behalf of Axis-REIT, to acquire Axis Shah Alam DC2 upon the terms and conditions contained in the conditional sale and purchase agreement dated 4 August 2014 entered into between the Trustee, on behalf of Axis-REIT, and AHSB;

**AND THAT** authority be and is hereby given to any one (1) director of the Manager and the Trustee (acting for and on behalf of Axis-REIT) to give effect to the Proposed Axis Shah Alam DC2 Acquisition, with full power to assent to any modification, revaluation, variation, arrangement, condition and/or amendment in relation to the Proposed Axis Shah Alam DC2 Acquisition as they may deem fit in the best interest of Axis-REIT 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 Axis-REIT) are to implement, finalise, complete and do all such acts and things (including executing such documents as may be required) in relation to the Proposed Axis Shah Alam DC2 Acquisition."

**By Order of the Board of  
AXIS REIT MANAGERS BERHAD (649450-W)**  
Management company of Axis Real Estate Investment Trust

Yeoh Chong Keat (MIA 2736)  
Rebecca Leong Siew Kwan (MAICSA 7045547)  
Company Secretaries

Kuala Lumpur  
4 November 2014

#### Notes:

- (1) 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.
- (2) 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.
- (3) 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.
- (4) 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 no more than two (2)) in respect of each securities account it holds with units of Axis-REIT ("**Units**") standing to the credit of the said securities account.
- (5) If the Unitholder is an exempt Authorised Nominee which holds Units for multiple beneficial owners in one (1) 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.
- (6) Only a depositor whose name appears in the Record of Depositors of Axis-REIT as at 12 November 2014 shall be regarded as a Unitholder and entitled to attend, speak and vote at this Unitholders' meeting of Axis-REIT or appoint proxy(ies) to attend and vote on his/her behalf.
- (7) 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 a corporation, the Instrument of Proxy must be executed under the corporation's seal or under the hand of an officer or attorney duly authorised.
- (8) To be valid, the original Instrument of Proxy duly completed and signed must be deposited at the registered office of the Manager at Suite 11.1A Level 11, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting (facsimile copy of Instrument of Proxy would be disregarded).

#### Personal Data Notice

In view of the enforcement of **Personal Data Protection Act 2010 ("Act")** which regulates the processing of personal data in commercial transactions, the Act applies to us, **Axis REIT Managers Berhad**, being the manager of Axis Real Estate Investment Trust.

The personal data processed by us may include your name, contact details, and mailing address and any other personal data derived from any documentation.

We may use or disclose your personal data to any person whom we may engage for the purpose of issuing the above notice of meeting and convening the meeting.

It is necessary for us to obtain your personal data in order to carry out the above stated purpose.

Subject to the requirements under the Act, if you would like to make any enquiries of your personal data, please contact us using any of the following modes:

Mailing address : Axis REIT Managers Berhad  
Penthouse, Menara Axis,  
No. 2, Jalan 51A/223, 46100 Petaling Jaya, Selangor

Telephone / Fax No : 603-7958 4882 / 603-7957 6881

E-mail Address : pdpa@axis-reit.com.my