

NOTICE OF ELECTION

THIS NOTICE OF ELECTION (“NOE”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND IS TO BE READ IN CONJUNCTION WITH THE INCOME DISTRIBUTION REINVESTMENT PLAN (“IDRP”) STATEMENT CONTAINED IN THE INFORMATION MEMORANDUM DATED 14 NOVEMBER 2011 (“STATEMENT”). TERMS DEFINED IN THE STATEMENT SHALL HAVE THE SAME MEANING WHEN USED HEREIN UNLESS THE CONTEXT REQUIRES OTHERWISE.

IF YOU WISH TO PARTICIPATE IN THE IDRP, YOU MUST COMPLETE AND RETURN THE IDRP FORM (“IDRF”) TO SYMPHONY SHARE REGISTRARS SDN BHD, THE REGISTRAR FOR THE IDRP (“REGISTRAR”), SUCH THAT IT REACHES THE REGISTRAR ON OR BEFORE THE EXPIRY DATE (AS DEFINED HEREIN). IF YOU DECIDE TO RECEIVE YOUR ENTIRE THIRD INTERIM INCOME DISTRIBUTION (AS DEFINED HEREIN) ENTITLEMENT IN CASH ONLY, YOU DO NOT NEED TO TAKE ANY ACTION. THE PAYMENT OF THE TOTAL THIRD INTERIM INCOME DISTRIBUTION WILL BE MADE TO YOU ON THE PAYMENT DATE (AS DEFINED HEREIN) AS PER THE ARRANGEMENT THAT YOU HAVE DECIDED.



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

NOTICE OF ELECTION IN RELATION TO THE IDRP THAT ALLOWS UNITHOLDERS OF AXIS REAL ESTATE INVESTMENT TRUST (“AXIS-REIT”) TO REINVEST THEIR INCOME DISTRIBUTION IN NEW UNITS IN AXIS-REIT (“UNITS”)

To: The Entitled Unitholders of Axis-REIT

Dear Sir/Madam,

The Board of Directors of Axis REIT Managers Berhad (“**Board**”), the management company of Axis-REIT (“**Manager**”), had on 19 October 2015, declared a third interim income distribution in respect of the period from 1 July 2015 to 30 September 2015 of 2.20 sen per Unit (of which 2.10 sen per Unit is taxable and 0.10 sen per Unit is non-taxable in the hands of unitholders of Axis-REIT (“**Unitholders**”) (“**Third Interim Income Distribution**”).

The Board has decided that the IDRP shall apply to the Third Interim Income Distribution, in which the gross electable portion of 1.00 sen per Unit (which is taxable in the hands of Unitholders) (“**Electable Portion**”) out of the Third Interim Income Distribution of 2.20 sen per Unit can be elected to be reinvested in new Units and the remaining portion of 1.20 sen per Unit (of which 1.10 sen per Unit is taxable and 0.10 sen per Unit is non-taxable in the hands of Unitholders) will be paid in cash.

The IDRP provides you with the option to reinvest the entire Electable Portion or part of the Electable Portion based on the proportion as determined by the Board, in new Units (“**Reinvestment Option**”). In this regard, the Board has determined that the proportion of the Electable Portion in which the Unitholders can elect to reinvest in new Units will be 0.50 sen per Unit (which is taxable in the hands of Unitholders) of the Electable Portion, and the remaining 0.50 sen per Unit (which is taxable in the hands of Unitholders) of the Electable Portion will be paid in cash. If the Unitholders elect not to participate in the IDRP, then the Electable Portion will be paid wholly in cash.

This NOE (including the IDRF) is issued in connection with the IDRP for the Third Interim Income Distribution. If you elect to participate in the IDRP, you must complete and sign the IDRF contained in this NOE and submit it to the Registrar such that it reaches the Registrar on or before the last date and time as specified below.

The new Units will be issued to you at the issue price of RM1.59 per Unit as determined on 19 October 2015 (“**Price-Fixing Date**”). The issue price of RM1.59 per Unit is based on the 5-day volume weighted average market price (“**VWAMP**”) of the Units up to and including 16 October 2015, being the last trading day immediately prior to the Price-Fixing Date of RM1.6875 per Unit and after adjusting for a discount of RM0.0975 per Unit which is approximately 5.80% discount to the 5-day VWAMP of RM1.6875 per Unit.

Any issuance of new Units pursuant to the IDRP is subject to the terms and conditions stated in the Statement and this NOE (including the IDRF) issued by Axis-REIT in conjunction with the Third Interim Income Distribution. The number of new Units and the amount of cash that are set out in the IDRF have been computed based on your entitlement for the Third Interim Income Distribution as at 2 November 2015 (“**Book Closure Date**”).

You will receive the Electable Portion in cash if you do not expressly elect in writing to participate in the IDRP according to its terms. As such, you need not take any action if you wish to receive your Electable Portion in cash.

Last date and time to submit the IDRF	:	Thursday, 26 November 2015, at 5.00 p.m. , or such other date and time as may be extended by the Board at its sole discretion (“ Expiry Date ”)
Payment of the First Interim Income Distribution to Unitholders	:	Wednesday, 9 December 2015 (“ Payment Date ”)
Issuance and allotment of new Units to Unitholders	:	Wednesday, 9 December 2015

By order of the Board of the Manager

YEOH CHONG KEAT (MIA 2736)
REBECCA LEONG SIEW KWAN (MAICSA 7045547)
Company Secretaries
12 November 2015

THIS NOTICE OF ELECTION IS DATED 12 NOVEMBER 2015.

Registrar
Symphony Share Registrars Sdn Bhd (378993-D)
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Peti Surat 9150, Pejabat Pos Kelana Jaya
46785 Petaling Jaya
Selangor Darul Ehsan
Helpdesk Telephone No: 603-7849 0777
Facsimile No: 603-7841 8151 / 8152

INCOME DISTRIBUTION REINVESTMENT FORM

IF YOU WISH TO PARTICIPATE IN THE IDR, YOU MUST COMPLETE AND RETURN THIS IDR TO THE REGISTRAR SUCH THAT IT REACHES THE REGISTRAR ON OR BEFORE THE EXPIRY DATE. IF YOU DECIDE TO RECEIVE YOUR ENTIRE THIRD INTERIM INCOME DISTRIBUTION ENTITLEMENT IN CASH ONLY, YOU DO NOT NEED TO TAKE ANY ACTION. THE PAYMENT OF THE TOTAL THIRD INTERIM INCOME DISTRIBUTION WILL BE MADE TO YOU ON THE PAYMENT DATE AS PER THE ARRANGEMENT THAT YOU HAVE DECIDED.

To: **The Board of Directors
Axis REIT Managers Berhad
Management company of Axis-REIT**



Name, Address and Central Depository System (“CDS”) Account Number of Unitholder

NRIC No. /
Company No.

CDS A/C No.

Number of Units held at 5:00 p.m. on 2 November 2015

THIRD INTERIM INCOME DISTRIBUTION ENTITLEMENT

	Gross income distribution (RM)	Net income distribution (RM)
(A) Income Distribution of 2.20 sen per Unit held ⁽¹⁾		
(B) Entire Electable Portion of 1.00 sen per Unit held under the Reinvestment Option ⁽²⁾		
Part of the Electable Portion of 0.50 sen per Unit held under the Reinvestment Option based on the proportion as approved by the Board ⁽²⁾		
(C) = (A) - (B) Non-Electable Portion of 1.20 sen per Unit held		

REINVESTMENT OPTION UNDER THE ELECTABLE PORTION

	Number of new Units under the Reinvestment Option	Please tick (✓) either of the below ⁽⁵⁾
Entire Electable Portion of 1.00 sen less withholding tax per Unit held ⁽³⁾		
Part of the Electable Portion of 0.50 sen less withholding tax per Unit held based on the proportion as approved by the Board ⁽⁴⁾		

Notes:

- (1) If you decide to receive your entire Third Interim Income Distribution entitlement in cash only, the payment of the total Third Interim Income Distribution is as per indicated.
- (2) Kindly take note that you have the option to elect to participate in the IDR and thereby reinvest the entire Electable Portion of 1.00 sen per Unit or part of the Electable Portion based on the proportion as approved by the Board of 0.50 sen per Unit, in new Units under the Reinvestment Option and to receive the Non-Electable Portion and if applicable, the remaining portion of the Electable Portion not reinvested, wholly in cash.
- (3) The number of new Units is calculated based on the entire Electable Portion (net of withholding tax) under the Reinvestment Option divided by RM1.59 per Unit, rounded down to the nearest Unit.
- (4) The number of new Units is calculated based on part of the Electable Portion (net of withholding tax) under the Reinvestment Option based on the proportion as approved by the Board, divided by RM1.59 per Unit, rounded down to the nearest Unit.
- (5) Kindly tick only one (1) of the options based on your decision on the Reinvestment Option, i.e. to reinvest the entire Electable Portion or part of the Electable Portion based on the proportion as approved by the Board, in new Units. It should be noted that since fractional new Units will not be allotted, any amount of this Income Distribution payment that is insufficient for the issuance of one (1) whole new Unit will be paid in cash to Unitholders.

I/We* hereby elect to participate in the IDR and hereby irrevocably agree to subscribe to the total number of new Units under the Reinvestment Option as stated above, at the issue price of RM1.59 per Unit, subject to the terms and conditions set out in the Statement and the NOE and further confirm compliance with all requirements for acceptance as set out therein.

I/We* hereby confirm and declare and/or represent and warrant and/or agree that:

- (i) All information provided by me/us* is true and correct;
- (ii) All information is identical with the information in the records of Bursa Malaysia Depository Sdn Bhd (“Bursa Depository”) and further agree and confirm that in the event the said information differs from Bursa Depository’s records as mentioned earlier, the exercise of my/our* rights may be rejected;
- (iii) I/We* am/are* 18 years of age or over and not an undischarged bankrupt;
- (iv) My/Our* participation in the IDR and subscription to the total number of new Units under the Reinvestment Option as stated above does not and will not result in a breach of any restrictions on my/our* holding of the Units imposed by any of relevant authorities, as the case may be, or as prescribed in the Deed; and
- (v) Notwithstanding any provision of the IDR, if at any time after the Board has determined that the IDR shall apply to any Income Distribution and before the Allotment Date in respect of the Electable Portion, the Board shall consider that by reason of any event or circumstance (whether arising before or after such determination) or by reason of any matter whatsoever, it is no longer expedient or appropriate to implement the IDR in respect of the Electable Portion, the Board may, in its absolute discretion and as it deems fit in the interest of Axis-REIT and without assigning any reason thereof, cancel the application of the IDR in relation to the Electable Portion. In such an event, the Electable Portion shall be paid entirely in cash to Unitholders in accordance with the current mode of payment.

Signature/Authorised Signatory(ies)
(Corporate bodies must affix their Common Seal)

Affix Malaysian
Revenue Stamp
of RM10.00 here
(NOT POSTAGE STAMP)

Contact telephone number (during working hours)

House/Office no.

Mobile no.

Dated this _____ day of _____ 2015

Last date and time to submit the IDR : **Thursday, 26 November 2015 at 5.00 p.m.**, or such other date and time as may be extended by the Board at its sole discretion
Payment of the First Interim Income Distribution to Unitholders : **Wednesday, 9 December 2015**
Issuance and allotment of new Units to Unitholders : **Wednesday, 9 December 2015**

*Please delete whichever is not applicable

THIS IDR IS DATED 12 NOVEMBER 2015.

NOTES AND INSTRUCTIONS FOR COMPLETING THE IDRf

YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE STATEMENT TO WHICH THIS NOE (CONTAINING THE IDRf) RELATES IN ITS ENTIRETY BEFORE COMPLETING THE IDRf.

INSTRUCTIONS:

- (1) The IDRf, duly completed and signed, must be received by the Registrar, by post or by hand, not later than 5.00 p.m. on **Thursday, 26 November 2015**, being the Expiry Date of the election offer period, or such other date and time as may be extended by the Board at its sole discretion, at the following address:

Symphony Share Registrars Sdn Bhd
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Peti Surat 9150, Pejabat Pos Kelana Jaya
46785 Petaling Jaya
Selangor Darul Ehsan
Helpdesk Telephone No.: +603 7849 0777
Facsimile No.: +603 7841 8151/8152

Any IDRf received by the Registrar after the date and time stipulated above shall be regarded as null and void and of no legal effect and such Unitholder who is entitled to this Income Distribution based on his/her/its entitlement on the Book Closure Date (“**Entitled Unitholder**”), shall be deemed to have elected to receive the Electable Portion in cash. A completed and signed IDRf, once received by the Registrar from you, is irrevocable and shall be binding on you.

- (2) One (1) IDRf will be issued in respect of your unitholdings in one (1) Central Depository System (“**CDS**”) account. For each IDRf, you can have the option to elect to participate in the IDRf and thereby reinvest the entire Electable Portion or a part thereof based on the proportion as approved by the Board, in new Units under the Reinvestment Option and to receive the Non-Electable Portion and if applicable, the remaining portion of the Electable Portion not reinvested, wholly in cash. Accordingly for each IDRf, you can elect to exercise the Reinvestment Option in full or part as stipulated in the IDRf or if you do not so elect, you will receive the Electable Portion in cash as stipulated in the IDRf.

If you receive more than one (1) IDRf and wish to reinvest in new Units in respect of all of your entitlement to the Electable Portion of all of your unitholdings, you must complete all IDRfs received and return the completed IDRfs to the office of the Registrar as stated above. Multiple submissions in relation to the same CDS account, or those appearing to be, or suspected of being multiple submissions in relation to the same CDS account, may be rejected at the discretion of the Board, and shall be treated as having elected to receive the entire Electable Portion in cash.

- (3) The IDRf must be completed and signed in accordance with the notes and instructions in the Statement and NOE. IDRfs that do not conform to the terms of the Statement and NOE or which are illegible may be rejected at the sole discretion of the Board. The Board reserves the right at their absolute discretion to reject IDRfs which are incomplete, contain error or are otherwise defective and shall be treated as having elected to receive the entire Electable Portion in cash.
- (4) The maximum number of new Units available under the Reinvestment Option that is set out in this IDRf have been computed based on your unitholdings as stated in the Record of Depositors of Axis-REIT and your entitlement for this Income Distribution.

If you have not received the IDRf or require a replacement, please contact the Registrar for a replacement IDRf. Alternatively, you can fill up a blank IDRf (available for download at Axis-REIT’s website: www.axis-reit.com.my and Bursa Malaysia Berhad’s website: www.bursamalaysia.com) and submit the completed IDRf to the Registrar. Please refer to the restrictions in eligibility to participate in the IDRf as set out in Section 3 of the Terms and Conditions of the IDRf set out in the Statement.

In the event that you tick more than one (1) option under the Reinvestment Option set out in this IDRf to which you are entitled to reinvest in new Units, you are deemed to have elected to invest in the maximum number of new Units set out in this IDRf.

- (5) General Instructions
- (a) All Entitled Unitholders who wish to reinvest the entire Electable Portion or a part thereof based on the proportion as approved by the Board, in new Units under the Reinvestment Option must sign the IDRf. All corporations who wish to reinvest the entire Electable Portion or a part thereof based on the proportion as approved by the Board, in new Units under the Reinvestment Option must complete the IDRf under its common seal which must be affixed and witnessed in accordance with its constitution or other regulations or under the hand of a duly authorised officer or attorney.
- (b) Amendments must be clearly legible and should be countersigned by you in full. Any IDRf defaced by erasures or any kind of correcting fluid may be rejected at the discretion of the Board and such Unitholder shall be treated as having elected to receive the Electable Portion in cash.
- (c) If you elect the Reinvestment Option, no cash payment for the new Units is required from you. However, a Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on the IDRf.
- (6) The new Units arising from the Reinvestment Option will be issued as fully paid-up and will be credited into your CDS account.
- (7) The contract arising from your Reinvestment Option shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this IDRf, the NOE and the contract arising from the execution of the IDRf.
- (8) No acknowledgement of receipt will be issued in respect of any IDRfs received. Please note that proof of posting cannot be construed or deemed to be proof of receipt of such IDRf by the Registrar on or before the last date and time to submit the IDRf.