



REAL ESTATE INVESTMENT TRUST

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

NOTICE OF FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting ("AGM") of Axis Real Estate Investment Trust ("Axis-REIT") will be convened and held at Atlanta Ballroom, Level 3, Armada Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 26 April 2017 at 10.00 a.m. or at any adjournment thereof, for the following purposes:

ORDINARY BUSINESS

To receive the Audited Financial Statements for the financial year ended 31 December 2016 of Axis-REIT together with the Reports attached thereon.

SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without modifications, the following resolutions as Ordinary Resolutions of Axis-REIT:

ORDINARY RESOLUTION NO. 1

PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS IN AXIS-REIT ("UNITS") OF UP TO 20% OF THE APPROVED FUND SIZE OF AXIS-REIT, TO FACILITATE A PLACEMENT EXERCISE ("PROPOSED AUTHORITY")

THAT pursuant to Clause 14.03 of the Guidelines on Real Estate Investment Trusts issued by the Securities Commission Malaysia ("SC") ("REIT Guidelines") on 21 August 2008 and updated on 28 December 2012, or such corresponding provisions under any superseding guidelines issued by the SC from time to time; and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), where applicable, and subject to requisite approvals being obtained, approval be hereby given to the Directors of Axis REIT Managers Berhad ("Manager") to allot and issue new Units, to facilitate Axis-REIT in raising funds via a placement exercise ("Proposed Placement"), at any time to any such persons, upon such terms and conditions as they may, in their absolute discretion, deem fit and in the best interest of Axis-REIT, provided that the aggregate number of new Units to be issued pursuant to this resolution does not exceed 20% of the approved fund size of Axis-REIT of 1,472,857,980 Units;

THAT such authority shall continue to be in force until:

- the conclusion of the Sixth AGM of Axis-REIT to be held in year 2018 or a meeting of the Unitholders ("Unitholders' Meeting") following the Sixth AGM of Axis-REIT (whichever is later) provided that such authority does not exceed one (1) year from the Fifth AGM of Axis-REIT, at which time it will lapse, unless by a resolution passed by the Unitholders at such meeting the authority is renewed; or
- the Proposed Authority is revoked or varied by a resolution passed by the Unitholders at a Unitholders' Meeting,

whichever is the earliest;

THAT such new Units to be issued under the Proposed Placement ("Placement Units") shall, upon allotment and issue, rank equally in all respects with the Units already in existence except that the Placement Units will not be entitled to any distributable income, right, benefit, entitlement and/or any other distributions that may be declared, made or paid before the date of allotment and issue of the Placement Units;

AND THAT authority be and is hereby given to the Directors of the Manager and RHB Trustees Berhad ("Trustee") (acting for and on behalf of Axis-REIT), to give effect to the Proposed Authority including but not limited to the creation of the requisite new Units and with full powers to assent to any condition, modification, variation, arrangement and/or amendment in relation to the Proposed Authority 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 Authority."

ORDINARY RESOLUTION NO. 2

PROPOSED RENEWAL OF THE AUTHORITY TO ALLOT AND ISSUE UP TO 145,537,173 NEW UNITS IN AXIS-REIT FOR THE PURPOSE OF THE INCOME DISTRIBUTION REINVESTMENT PLAN ("IDRP") THAT PROVIDES THE UNITHOLDERS OF AXIS-REIT THE OPTION TO REINVEST THEIR INCOME DISTRIBUTION IN NEW UNITS ("PROPOSED RENEWAL OF IDRP AUTHORITY")

THAT pursuant to the approval from the Unitholders obtained on 21 August 2015 for, among others, the renewal of the authority to allot and issue new Units for the purpose of the IDRP, approval be and is hereby given to the Directors of the Manager and the Trustee (acting for and on behalf of Axis-REIT), to renew the authority in order to empower the Board to allot and issue new Units from time to time pursuant to the IDRP upon such terms and conditions as they may, in their absolute discretion, deem fit and in the best interest of Axis-REIT, provided that the aggregate number of the new Units to be issued pursuant to this resolution does not exceed 145,537,173 new Units;

THAT such authority shall continue to be in force until:

- the conclusion of the Sixth AGM of Axis-REIT to be held in year 2018 or a Unitholders' Meeting following the Sixth AGM of Axis-REIT (whichever is later) provided that such authority does not exceed one (1) year from the Fifth AGM of Axis-REIT, at which time it will lapse, unless by a resolution passed by the Unitholders at such meeting the authority is renewed; or
- the Proposed Renewal of IDRP Authority is revoked or varied by a resolution passed by the Unitholders at a Unitholders' Meeting,

whichever is the earliest;

THAT such new Units to be issued under the Proposed Renewal of IDRP Authority shall, upon allotment and issue, rank equally in all respects with the Units already in existence except that the Units will not be entitled to any distributable income, right, benefit, entitlement and/or any other distributions that may be declared, made or paid before the date of allotment and issue of such Units;

AND THAT authority be and is hereby given to the Directors of the Manager and the Trustee (acting for and on behalf of Axis-REIT), to give effect to the Proposed Renewal of IDRP Authority including but not limited to the creation of the requisite new Units and with full powers to assent to any condition, modification, variation, arrangement and/or amendment in relation to the Proposed Renewal of IDRP Authority 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 Renewal of IDRP Authority."

By Order of the Board of

AXIS REIT MANAGERS BERHAD (649450-W)

Management company of Axis Real Estate Investment Trust

Rebecca Leong Siew Kwan (MAICSA 7045547)

Tan Fong Shian @ Lim Fong Shian (MAICSA 7023187)

Company Secretaries

Kuala Lumpur

28 February 2017

Notes:

- 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.
- 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.

- 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.
- 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 standing to the credit of the said securities account.
- If the Unitholder is an exempt Authorised Nominee which holds Units for multiple beneficial owners in one 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.
- Only a depositor whose name appears in the Record of Depositors of Axis-REIT as at 19 April 2017 shall be regarded as a Unitholder and entitled to attend, speak and vote at this AGM of Axis-REIT or appoint proxy(ies) to attend and vote on his/her behalf.
- 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.
- 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).

EXPLANATORY NOTES ON:

Ordinary Business

There shall be no voting on the aforesaid Ordinary Business given that the laying of the Audited Financial Statements for the financial year ended 31 December 2016 of Axis-REIT together with the Reports attached thereon, before the Unitholders at the AGM is meant for discussion only, in accordance with Clause 15.33A of the REIT Guidelines.

Other than the aforesaid Ordinary Business, there is no other ordinary business to be transacted at the AGM.

Special Business – Ordinary Resolution No. 1 : Proposed Authority

- The Manager proposes to seek the authority from the Unitholders to allot and issue up to 20% of the approved fund size of Axis-REIT for the time being, to facilitate Axis-REIT in raising funds via the Proposed Placement. The Proposed Authority will empower the Directors with the flexibility to allot and issue new Units at any time via the Proposed Placement to any such persons, upon such terms and conditions as they may, in their absolute discretion, deem fit and in the best interest of Axis-REIT, provided that the aggregate number of new Units to be issued pursuant to the Proposed Authority does not exceed 20% of the approved fund size of Axis-REIT for the time being.
- The proceeds, after deducting the estimated expenses of the Proposed Placement is expected to be used to repay Axis-REIT's existing bank financing (including finance cost payable), which were taken up to finance the acquisitions of properties as well as for capital expenditure, including development cost and working capital purposes, subject to the relevant applicable laws and regulations.

With the Proposed Authority, delays and further costs involved in convening separate Unitholders' meetings to approve such issue of the Placement Units to raise funds can be avoided. The Manager may, subject to relevant applicable laws and regulations, use the net proceeds from the issuance of the Placement Units under the Proposed Authority at its absolute discretion for other purposes as permitted under the REIT Guidelines. Any allotment and issue of the Placement Units pursuant to the Proposed Authority will be subject to the requisite approvals being obtained.

Special Business – Ordinary Resolution No. 2 : Proposed Renewal of IDRP Authority

- The Manager proposes to renew the authority to allot and issue up to 145,537,173 new Units, representing approximately 13.17% of the existing issued fund size of Axis-REIT of 1,105,173,591 Units, for the purpose of the IDRP. The Proposed Renewal of IDRP Authority will empower the Directors with the flexibility to allot and issue new Units at any time under the IDRP, provided that the aggregate number of Units to be issued pursuant to the Proposed Renewal of IDRP Authority does not exceed 145,537,173 new Units.
- The Unitholders had, at the Fourth AGM of Axis-REIT convened and held on 29 April 2016 approved, among others, the authority to allot and issue up to 150,917,696 new Units pursuant to the IDRP. Axis-REIT had applied the IDRP to the first interim income distribution for the period from 1 January 2016 to 31 March 2016 ("2016 First Interim Income Distribution") which was declared on 25 April 2016 where a total of 5,380,523 new Units were issued under the IDRP on 16 June 2016. The new Units issued pursuant to the 2016 First Interim Income Distribution were listed on the Main Market of Bursa Securities on 17 June 2016.
- Taking into account the 5,380,523 Units which had been issued under the IDRP in conjunction with the 2016 First Interim Income Distribution, the remaining number of new Units that can be allotted and issued pursuant to the Proposed Renewal of IDRP Authority will be up to 145,537,173 new Units, subject to the Unitholders' approval being obtained at the forthcoming AGM for the Proposed Renewal of IDRP Authority.
- The net proceeds of a total RM8,048,000 were raised from the 5,380,523 Units which had been issued under the IDRP in conjunction with the 2016 First Interim Income Distribution (after deducting the related issuing expenses). The proceeds raised were utilised to refurbish and/or renovate the properties of Axis-REIT.
- Any proceeds to be raised from the issuance(s) of new Units pursuant to the Proposed Renewal of IDRP Authority, if such authority is renewed at the forthcoming AGM, shall be utilised to refurbish and/or renovate the properties of Axis-REIT.

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 management company of Axis-REIT.

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 we may engage for the purpose of the issuance of the Notice of AGM, despatch of the 2016 Annual Report and the convening of the AGM of Axis-REIT. As such, it is necessary for us to obtain your personal data in order to carry out the said purposes.

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 Darul Ehsan

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

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