

AmFIRST REAL ESTATE INVESTMENT TRUST

[Established in Malaysia under the Trust Deed dated 28 September 2006 ("Original Deed") (as amended by the First Supplemental, Revised and Restated Trust Deed dated 15 December 2006 ("First Deed"), the Second Restated Deed dated 13 September 2013 ("Second Deed") and the Third Restated Deed dated 12 June 2020 ("Third Deed" or the "Deed")) entered into between AmREIT Managers Sdn Bhd and Maybank Trustees Berhad, companies incorporated under the Companies Act, 1965]

NOTICE OF THE NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the **Ninth Annual General Meeting ("9th AGM") of the Unitholders of AmFIRST Real Estate Investment Trust ("AmFIRST REIT")** will be conducted on a fully virtual basis through live streaming and online voting via Remote Participation Electronic Voting ("**RPEV**") facilities for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice.

Meeting Platform : <https://web.lumiagm.com>
Day and Date : **Wednesday, 7 July 2021**
Time : **10:00 a.m.**
Broadcast Venue : **Symphony Square Auditorium 3A Floor, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia**

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2021 of AmFIRST REIT together with the Reports of the Trustee and Auditors thereon.

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following resolutions:

- PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS PURSUANT TO PARAGRAPH 6.59 OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD ("PROPOSED AUTHORITY")** **ORDINARY RESOLUTION NO. 1**

"THAT pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant regulatory authorities, where such approval is required, authority be and is hereby given to the Board of Directors of AmREIT Managers Sdn Bhd (the "**Manager**") (the "**Directors**") to allot and issue new units in AmFIRST REIT ("**New Units**") from time to time to such persons and for such purposes as the Directors may in their absolute discretion deem fit and in the best interest of AmFIRST REIT and its Unitholders, provided that the aggregate number of New Units issued, when aggregated with the number of Units in AmFIRST REIT to be issued pursuant to this resolution during the preceding twelve (12) months, does not exceed 20% of the total number of units issued of AmFIRST REIT.

AND THAT the Proposed Authority shall be effective and continue to be in force from the date of receipt of all relevant authorities' approval or the date the unitholders pass this resolution, whichever may be the later, until:

- the conclusion of the next AGM of the unitholders at which time it shall lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- the expiration of the period within which the next AGM of the unitholders is required by law to be held; or
- the Proposed Authority is revoked or varied by the unitholders in a unitholders' meeting;

Whichever occurs first;

THAT the New Units to be issued pursuant to this resolution shall, upon allotment and issuance, rank equally in all respects with the existing Units, except that the New Units will not be entitled to any distributable income, rights, benefit, entitlement and/or any other distributions that may be declared prior to the date of allotment and issuance of such New Units.

AND THAT the Directors and Maybank Trustees Berhad (the "Trustee"), acting for and on behalf of AmFIRST REIT, be and are hereby authorised to give effect to with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be imposed by the relevant authorities or as the Manager and the Trustee may deem to be in the best interest of the Unitholders of AmFIRST REIT and to deal with all matters relating thereto;

AND FURTHER THAT authority be and is hereby given to the Director and the Trustee, acting for and on behalf of AmFIRST REIT, to give effect to take all such steps and do all acts, deeds and things in any manner (including execute such documents as may be required) as they may deem necessary or expedient to implement, finalise, complete and to give full effect to the Proposed Authority."

- ENHANCED GENERAL MANDATE FOR RIGHTS ISSUE OF UP TO 50% OF THE TOTAL NUMBER OF ISSUED UNITS IN AmFIRST REIT ON PRO RATA BASIS ("ENHANCED RIGHTS ISSUE MANDATE")** **ORDINARY RESOLUTION NO. 2**

"THAT pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of the relevant regulatory authorities, where such approval is required, authority be and is hereby given to Directors for the following:

- to provisionally or otherwise to allot and issue new units in AmFIRST REIT by way of a rights issue of up to 50% of the total number of issued units of AmFIRST REIT ("Rights Units") on pro rata basis to the Unitholders of AmFIRST REIT whose names appear on the Record of Depositors of AmFIRST REIT as at the close of business on an entitlement date to be determined and announced later by the Directors;
- to determine the issue price of the Rights Units, which shall not be priced at more than a 30% discount to the theoretical ex-rights price of the units;
- to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing of and quotation for the Rights Units;

THAT the Enhanced Rights Issue Mandate shall be effective and continue to be in force from the date the Unitholders pass this resolution until 31 December 2021;

THAT any Rights Units which are not taken up shall be made available for excess applications to the entitled Unitholders who have applied for the excess Rights Units; and are intended to be allocated on a fair and equitable basis to be determined by the Directors;

THAT any fractional entitlements of the Rights Units arising from the rights issue, if any, shall be disregarded and dealt with in such manner as the Directors shall in their absolute discretion deem fit and expedient, and is in the best interest of AmFIRST REIT;

THAT authority be and is hereby given to the Directors and the Trustee, acting for and on behalf of AmFIRST REIT to utilise the proceeds of the rights issue pursuant to the Enhanced Rights Issue Mandate and be authorised with full power to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Directors and the Trustee, may at their absolute discretion, deem fit, necessary, expedient and/or in the best interest of AmFIRST REIT, subject to the approval of the relevant authorities, where required;

THAT the Rights Units will, upon allotment and issuance, be of the same class and rank pari passu in all respects with each other and the then existing Units, save and except that the Rights Units will not be entitled to any distributable income, rights, allotments and/or any other distributions which may be declared, made or paid to the Unitholders of AmFIRST REIT, the entitlement date of which is prior to or on the date of allotment of the Rights Units;

AND FURTHER THAT the Directors and the Trustee, acting for and on behalf of AmFIRST REIT be and are hereby authorised to sign and execute all documents, enter into any arrangements, agreements and/or undertakings with any party or parties, do all things as may be required to give effect to the Enhanced Rights Issue Mandate with full powers to assent to any conditions, variations, modifications and/or amendments including to vary the manner and/or the purpose of the utilisation of proceeds arising from the Enhanced Rights Issue Mandate, if necessary, in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/or expedient to implement, finalise and give full effect to the Enhanced Rights Issue Mandate in the best interest of AmFIRST REIT."

By Order of the Board of AmREIT MANAGERS SDN. BHD.
Registration No. 20060101214 (730964-X)
The Manager of AmFIRST Real Estate Investment Trust

Chan Sau Leng (MAICSA 7012211) (SSM PC No.: 202008002709)
Ruzeti Emar Binti Mohd Rosli (LS0010372) (SSM PC No.: 202008000974)
Company Secretaries

Kuala Lumpur
31 May 2021

EXPLANATORY NOTES:

- Audited Financial Statements**
This Agenda item is meant for discussion only and does not require a formal approval of the Unitholders. Hence, this item is not put forward for voting.
- Ordinary Resolution No. 1 – Proposed Authority to Allot and Issue New Units Pursuant to Paragraph 6.59 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad**
Ordinary Resolution No. 1, if passed, will give the Directors, from the date of the forthcoming AGM, authority to allot and issue up to twenty percent (20%) of the existing total number of units issued of AmFIRST REIT for the time being, as and when the need or business opportunities arise which the Directors consider would be in the interest of AmFIRST REIT. This authority, unless revoked or varied at a general meeting, will expire at the next AGM.

- Ordinary Resolution No. 2 - Enhanced General Mandate for Rights Issue of up to 50% of the Total Number of Units Issued of AmFIRST REIT on Pro Rata Basis ("Enhanced Rights Issue Mandate")**

The Securities Commission Malaysia and Bursa Malaysia Securities Berhad had on 10 November 2020 introduced a temporary relief measure allowing listed issuers to undertake secondary fund raising via an enhanced general mandate for a rights issue of shares or units of up to 50% of the total number of issued shares (excluding treasury shares) or issued units, as the case may be, on a pro rata basis. The enhanced general mandate for rights issue is subject to certain conditions including, inter-alia, that the issue price of the shares or units shall not be priced at more than a 30% discount to the theoretical ex-rights price of the shares or units, and the eligible listed issuer must procure irrevocable letter(s) of undertaking from its existing controlling Unitholders, as the case may be, to subscribe for their full entitlements under the rights issue exercise. The enhanced general mandate may be utilised by an eligible listed issuer to issue new rights shares or units until 31 December 2021.

The Directors, having considered the current economic climate affected by the COVID-19 pandemic and future financial needs of AmFIRST REIT, is of the opinion that the Enhanced Rights Issue Mandate is in the best interest of AmFIRST REIT and its unitholders as the Enhanced Rights Issue Mandate provides flexibility to AmFIRST REIT in terms of fund raising options to meet AmFIRST REIT's funding requirements for working capital, repay borrowings and/or future acquisitions; and enables AmFIRST REIT to raise funds via a rights issue in an expeditious manner without delay and incurring additional costs to convene a separate general meeting to seek unitholders' approval for a rights issue of units.

NOTES:

- Precautionary measures against Coronavirus disease 2019 (COVID-19) pandemic**

- In light of the current ongoing COVID-19 pandemic and having regard to the well-being and the safety of our Unitholders, the 9th AGM will be conducted via RPEV facilities through live streaming and online voting using RPEV facilities by registering online with Boardroom Smart Investor Portal at <https://boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide for the 9th AGM in order to register, participate and vote remotely via the RPEV facilities.
- With RPEV facilities, a Unitholder may exercise his/her right to participate (including to pose questions to the Directors) and vote at the 9th AGM, at the comfort of your home/office. Unitholders may use the query box facility to submit questions real time during the AGM.
- The venue of the 9th AGM is strictly for the purpose of observing the requirement where it entails the Chairman of the Meeting to be at the main venue (broadcast venue). No Unitholders/Proxy(ies) from the public will be physically present at the broadcast venue.
- Due to the constant evolving of COVID-19 pandemic situation in Malaysia, we may be required to change the arrangements of our 9th AGM at short notice. Kindly check the website or announcements of AmFIRST REIT for the latest updates on the status of the 9th AGM.

- Proxy**

- Since the 9th AGM will be conducted via RPEV virtually, if a Unitholder entitled to attend and vote at a meeting is not able to participate the AGM on 7 July 2021, in accordance with established practices, we encourage the Unitholders to appoint the Chairman of the meeting as his/her Proxy and indicate the voting instructions in the instrument appointing a Proxy (Proxy Form).
- A Unitholder entitled to attend and vote at the 9th AGM is entitled to appoint another person (whether a Unitholder or not) as its proxy to attend and vote instead of him/her. There shall be no restrictions as to the qualification of the proxy. A proxy appointed to attend and vote at the 9th AGM shall have the same rights as the Unitholder to speak at the AGM.
- A Unitholder shall not be entitled to appoint more than two (2) proxies to attend and vote at the AGM. Where a Unitholder appoints two (2) proxies, the appointment shall be invalid unless the Unitholder specifies the proportions of its holdings to be represented by each proxy in the Form of Proxy.
- Where a Unitholder is a corporation, its duly authorised representative shall be entitled to attend and vote at the AGM and shall be entitled to appoint another person (whether a Unitholder or not) as its proxy to attend and vote. The Proxy Form shall be in writing under the hands of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation either under its common seal, or the hand of its officer or its duly authorised attorney. An instrument appointing a Proxy to vote at a meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor.
- If a Unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with units of AmFIRST REIT standing to the credit of the said securities account.
- Where a Unitholder is an exempt authorised nominee which holds units in AmFIRST REIT 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.
- The appointment of Proxy may be made in a hardcopy form or by electronic means as follows:

In Hardcopy Form

The Hardcopy Proxy Form shall be in writing under the hands of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation either under its common seal, or the hand of its officer or its duly authorised attorney. An instrument appointing a Proxy to vote at a meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor. The Proxy Form shall be deposited at the office of the Share Registrar of AmFIRST REIT at Boardroom Share Registrars Sdn Bhd, at Ground Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia no later than forty-eight (48) hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote, and in default the Proxy Form shall not be treated as valid.

By Electronic Means

The Proxy Form may be submitted:

- to the Share Registrar of AmFIRST REIT, Boardroom Share Registrars Sdn Bhd via e-mail to bsr.helpdesk@boardroomlimited.com, no later than forty-eight (48) hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote, or
- via electronic means ("e-Proxy") through Boardroom Smart Investor Portal at <https://boardroomlimited.my> by logging in and selecting "E-PROXY LODGEMENT" no later than forty-eight (48) hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote, (please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy).

- Unitholders entitled to participate and vote**

For the purposes of determining a Unitholder who shall be entitled to participate and vote at the 9th AGM, AmFIRST REIT shall be requesting from Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 30 June 2021. In respect of the deposited securities, only Unitholders whose names appear in the Record of Depositors of AmFIRST REIT on 30 June 2021 shall be entitled to participate and vote at the 9th AGM or appoint the Chairman of the Meeting as Proxy to participate and vote on such depositors' behalf.

- Registration of Unitholders/Proxies**

Registration of Unitholders/Proxies is opened from 10:00 a.m. Monday, 31 May 2021 up to 10:00 a.m. Monday, 5 July 2021. Please follow the procedures provided in the Administrative Guide for the 9th AGM in order to register, participate and vote remotely via the RPEV facilities.

- Voting**

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in the Notice of the 9th AGM will be put to vote by poll. Poll Administrator and Independent Scrutineer will be appointed to conduct the poll via e-voting process and to verify the poll results.

Upon completion of the voting session for the 9th AGM, the Independent Scrutineer will verify and announce the poll results followed by the Chairman of the meeting's declaration whether the resolutions are duly passed.

- Personal Data Privacy**

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the Unitholder has consented to the use of such data for purposes of processing and administration by AmFIRST REIT (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The Unitholder agrees that he/she will indemnify AmFIRST REIT in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.