



AmFIRST

Real Estate Investment Trust

AmFIRST REAL ESTATE INVESTMENT TRUST

[Established in Malaysia under the Trust Deed dated 28 September 2006 ("Original Deed") (as amended by the First Supplemented, 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 ELEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting ("11th AGM" or the "Meeting") of the Unitholders of AmFIRST Real Estate Investment Trust ("AmFIRST REIT") will be conducted virtually 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://meeting.boardroomlimited.my>
(Domain Registration No. with MYNIC - D6A357657)
Day and Date : Thursday, 20 July 2023
Time : 10:00 a.m.
Broadcast Venue : 12th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan, Malaysia

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2023 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:

2. **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:

- (a) 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
- (b) the expiration of the period within which the next AGM of the unitholders is required by law to be held; or
- (c) 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."

By Order of the Board of
AmREIT MANAGERS SDN. BHD.
Registration No. 200601011214 (730964-X)
The Manager of AmFIRST Real Estate Investment Trust

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

Kuala Lumpur
31 May 2023

EXPLANATORY NOTES:

- (A) **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.
- (B) **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.

NOTES:

1. Remote Participation and Electronic Voting

- (i) 11th AGM will be conducted virtually through live streaming and online voting via RPEV facilities by registering online with Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>.
- (ii) Please follow the procedures provided in the Administrative Guide for the 11th AGM in order to register, participate and vote remotely via the RPEV facilities.
- (iii) With RPEV facilities, a Unitholder may exercise his/her right to participate (including to pose questions to the Directors) and vote at the meeting, at the comfort of your home/office.
- (iv) Unitholders may use the query box facility to submit questions real time during the AGM.
- (v) The broadcast venue of the meeting 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.

2. Proxy

- (i) Since the meeting will be conducted virtually, if a Unitholder entitled to attend and vote at a meeting is not able to participate at the meeting on 20 July 2023, 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 ("Form of Proxy").
- (ii) A Unitholder entitled to attend and vote at the meeting 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 meeting shall have the same rights as the Unitholder to speak at the meeting.
- (iii) A Unitholder shall not be entitled to appoint more than two (2) proxies to attend and vote at the meeting. 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.
- (iv) 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 another person (whether a Unitholder or not) as its proxy to attend and vote. The Form of Proxy 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 the meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor.
- (v) 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.
- (vi) Where a Unitholder is an exempt authorised nominee who 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.
- (vii) The appointment of Proxy may be made in a hardcopy form or by electronic means as follows:

In Hardcopy Form

The hardcopy of Form of Proxy 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 the meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor. The Form of Proxy shall be deposited at the office of the Share Registrar of AmFIRST REIT at Boardroom Share Registrars Sdn Bhd at 11th 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 Form of Proxy shall not be treated as valid.

By Electronic Means

The Form of Proxy may be submitted:

- (a) to the Share Registrar of AmFIRST REIT, Boardroom Share Registrars Sdn Bhd via email 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
- (b) via electronic means ("e-Proxy") through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by logging in and selecting "Submit e-Proxy Form" under "AmFIRST REAL ESTATE INVESTMENT TRUST 11TH ANNUAL GENERAL MEETING" from the list of Corporate Meetings 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 Form of Proxy for further information on submission via e-Proxy).

3. Unitholders entitled to participate and vote

For the purposes of determining a Unitholder who shall be entitled to participate and vote at the meeting, AmFIRST REIT shall be requesting from Bursa Malaysia Depository Sdn. Bhd., to issue a General Meeting Record of Depositors as at 13 July 2023. In respect of the deposited securities, only Unitholders whose names appear in the Record of Depositors of AmFIRST REIT on 13 July 2023 shall be entitled to participate and vote at the meeting or appoint the Chairman of the Meeting as Proxy to participate and vote on such depositor's behalf.

4. Registration of Unitholders/Proxies

Registration of Unitholders/Proxies is opened from 5:00 p.m. Wednesday, 31 May 2023 up to 10:00 a.m. Tuesday, 18 July 2023. Please follow the procedures provided in the Administrative Guide for the 11th AGM in order to register, participate and vote remotely via RPEV facilities.

5. Voting

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in the Notice of the meeting 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 meeting, 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.

6. 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.