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

MINUTES OF THE MEETING OF UNITHOLDERS OF AXIS REAL ESTATE INVESTMENT TRUST HELD ON A VIRTUAL BASIS AT THE BROADCAST VENUE AT BOARDROOM, PENTHOUSE, MENARA AXIS, NO. 2, JALAN 51A/223, 46100 PETALING JAYA, SELANGOR DARUL EHSAN ON WEDNESDAY, 1 DECEMBER 2021 AT 10.00 A.M. (MALAYSIA TIME)

Present:

Directors* (at the broadcast venue):
Tew Peng Hwee @ Teoh Peng Hwee (Chairman of the Meeting)
(Non-Independent Non-Executive Director)
Leong Kit May *(Chief Executive Officer/ Executive Director)*

Company Secretary* (at the broadcast venue):
Rebecca Leong Siew Kwan *(Company Secretary & Head of Compliance)*

Directors* (Remote attendance via the RPEV facilities):
YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin
(Independent Non-Executive Chairman)
Dato' Abas Carl Gunnar Bin Abdullah *(Executive Deputy Chairman)*
Datuk Seri Fateh Iskandar Bin Tan Sri Dato' Mohamed Mansor
(Independent Non-Executive Director)
Mohd Sharif Bin Haji Yusof *(Senior Independent Non-Executive Director)*
Alvin Dim Lao *(Non-Independent Non-Executive Director)*
Alex Lee Lao *(Alternate Director)*
Jancis Anne Que Lao *(Alternate Director)*
Maxine Teoh Sui Vern *(Alternate Director)*

Others as per attendance records

** Referring to Directors and Company Secretary of Axis REIT Managers Berhad, the management company of Axis-REIT*

1. CHAIRMAN OF MEETING

Mr Tew Peng Hwee @ Teoh Peng Hwee was elected by the Board of Directors ("Board") of Axis REIT Managers Berhad ("ARMB" or "Manager"), the management company of Axis Real Estate Investment Trust ("Axis-REIT" or "Fund") to preside as Chairman at the Meeting of Unitholders ("Meeting") of Axis-REIT, in accordance with the provisions of Axis-REIT's trust deed ("Trust Deed").

On behalf of the Board of ARMB, the Chairman welcomed the Unitholders and proxies who participated in the Meeting remotely from various locations through live streaming.

The Chairman informed the Meeting that in view of the current coronavirus disease 2019 ("COVID-19") pandemic and in compliance with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, the Board of the Manager, had decided that the Meeting be held virtually without physical attendance by Unitholders, corporate representatives and proxies at the broadcast venue.

2. QUORUM

Before proceeding to the meeting proper, the Secretary being called upon by the Chairman, confirmed that there was a quorum present for the Meeting.

The Chairman then called the Meeting to order and declared the Meeting duly convened.

3. INTRODUCTION

The Chairman introduced the Chief Executive Officer ("CEO"), the Company Secretary and the Scrutineers from KPMG PLT, who were present at the broadcast venue as well as Directors who were attending the Meeting remotely.

4. NOTICE OF MEETING

The Chairman informed the Meeting that the Notice convening the Meeting was issued and made electronically available to all Unitholders of Axis-REIT on 16 November 2021 in accordance with the mode prescribed in the Trust Deed of Axis-REIT.
With the permission of the Meeting, the Notice of the Meeting having been circulated to all Unitholders in accordance with the prescribed requirements and period, was taken as read.

5. POLLING AND ADMINISTRATIVE DETAILS

The Chairman advised the Meeting that the voting at the Meeting would be by poll in line with the Listing Requirements of Bursa Malaysia Securities Berhad.

As there was no legal requirement for a proposed resolution to be seconded, the Chairman explained that he would take the Meeting through each item on the Agenda accordingly and propose the resolution for the Unitholders' consideration. He then invited the Secretary to explain the voting procedures.

6. VOTING PROCEDURES

The Secretary gave an overview of the voting mechanism and informed the Unitholders and proxies present virtually at the Meeting of their rights to participate and vote remotely at the Meeting.

The Secretary highlighted that the Manager had taken all efforts and tried their best to ensure a smooth live streaming, however the quality of the broadcast may be affected by the participants' own internet bandwidth connection and stability.

Axis-REIT had appointed Boardroom Share Registrars Sdn. Bhd. as the Poll Administrator to conduct the polling process and KPMG PLT as the Independent Scrutineers to verify the poll results.

The electronic voting guidelines were then screened to demonstrate the electronic voting process via the remote participation and electronic voting ("RPEV") facilities provided by Boardroom Share Registrars Sdn. Bhd.. After the screening, the Chairman informed the Meeting that the e-voting session would commence and the Unitholders and proxies may proceed to cast and submit their votes via the portal, until the closure of the voting session to be announced later. Unitholders who were unable to participate in the Meeting via the online platform had appointed the Chairman to vote on their behalf. Accordingly, the Chairman would be voting in his capacity as proxy in accordance with their instructions.

The Chairman further informed that the Unitholders and proxies may use the message box function under the RPEV facilities to transmit their questions in real time during the Meeting.

The Chairman also informed that for the smooth running of the Meeting's proceedings, the question-and-answer session would be conducted by the CEO immediately after her presentation. He said that the presentation by the CEO would give the Unitholders a better overview and understanding of the Agenda of the Meeting. He highlighted that in the interest of time, the Board of the Manager may not be able to address all questions received.

The questions received would be moderated to avoid repetition and may also be summarised for expediency. The Chairman informed that Unitholders' whose questions were not addressed at the Meeting (if any) would receive electronic mail responses from the Manager soonest as practicable. He also added that the minutes of the Meeting would be uploaded to the corporate website for Unitholders' information.

7. CORPORATE PRESENTATION

The Chairman invited the CEO to share with the Meeting her presentation relating to the Agenda of the Meeting.

The CEO briefed the Meeting with a slide presentation on the background of the proposed placement exercise which would be Axis-REIT's 8th private placement, the overview of Axis-REIT, highlights of the Fund as at third quarter of year 2021 as well as Axis-REIT's portfolio overview. The CEO also briefed the Meeting on the track record of Axis-REIT, the acquisitions and developments by Axis-REIT since the last private placement undertaken in the final quarter of 2019, the Fund's acquisition strategy and targets and the effects of the placement on the financing ratio levels of Axis-REIT.

8. QUESTION-AND-ANSWER ("Q&A") SESSION

The CEO first addressed the questions received by the Manager prior to the Meeting and thereafter, the questions submitted by the Unitholders and proxies during the Meeting.

The answers and clarifications were provided by the CEO, on behalf of the Board, in response to the following questions received:

(i) Minority Unitholders subscription to the private placement units

There were no restrictions for Unitholders to subscribe to Axis-REIT's private placement so long that the Unitholders fall under Schedules 6 and 7 of the Capital Markets and Services Act 2007.

(ii) Reasons for the private placement exercise

In real estate investment, capital management is vital and there has to be a balance between a prudent level of financing and equity raising. The private placement exercise was rolled out as part of the capital management strategy to reduce Axis-REIT's financing ratio and provide Axis-REIT with sufficient financial headroom for the future growth of Axis-REIT. As such, a prudent capital management strategy ensures a stable and growing portfolio for Axis-REIT.

(iii) Reason for funds raised from private placement not directly used to purchase new properties but to pay-off financing

It is part of Axis-REIT's investment strategy to ensure that there is headroom for acquisitions when viable opportunities arise. It will be time consuming should a capital raising be undertaken to complete each acquisition. Hence, time to completion of an acquisition is crucial to ensure that Axis-REIT remains competitive in the real estate market.

(iv) Reason for the private placement instead of utilising retained profits

REITs in Malaysia distribute more than 90% of their profits in order to enjoy tax exemption and Axis-REIT distributes more than 99% of its profits to its Unitholders yearly. Therefore, a good capital management strategy is important in order to maintain healthy level of financing and equity. It is also to ensure that Axis-REIT does not overly geared as this will pose a risk to the Unitholders.

(v) Indicative issue price of RM1.88 was based on a much higher volume weighted average market price ("VWAMP") of RM1.931. Since the issuance of the Circular to Unitholders, Axis-REIT's market price had dropped below RM1.90. Assuming if market continues its current correction, will the Manager wait for a more favourable VWAMP to obtain the required proceeds?

The Board of the Manager believed that this is the right time to roll out the private placement exercise as timing is important in the growth trajectory of the Fund. Market price of the units aside, the acquisition pipeline also has bearing on the timing to implement the placement.

(vi) Deadline to implement the private placement

The private placement exercise is expected to be completed in a single tranche within 6 months from the announcement made on 21 October 2021.

(vii) Commitment from the Employees Provident Fund Board ("EPF") and Kumpulan Wang Persaraan (Diperbadankan) ("KWAP")

There is no firm commitment from EPF and KWAP at this point in time with respect to their subscription to the placement units but they may participate in the private placement via the bookbuilding exercise to be conducted in consultation with the placement agents.

(viii) Unfavourable to current Unitholders due to the dilutive effects of the private placement exercise and the additional yield expected after the dilution

Axis-REIT has grown since its Initial Public Offering in 2005 and such growth is the result of the past 7 successful private placements exercises. The proceeds of the private placement exercise will be utilised to reduce gearing and enable Axis-REIT to have sufficient headroom for future acquisitions. With the availability of financial headroom, Axis-REIT will be able to acquire yield-accretive properties, thus also resulting in higher distribution per unit ("DPU") to Unitholders.

(ix) Assurance from the Manager that the DPU in financial year 2022 ("FY2022") will match the amount distributed in financial year 2021 ("FY2021") due to the savings from the repayment of borrowings and acquisitions made in FY2021

The Manager would try its best to manage the proceeds from the private placement exercise and to quickly redeploy the proceeds to optimise earnings through yield-accretive acquisitions and developments. The outlook for FY2022 would depend on the COVID-19 pandemic situation. However, based on the performance of Axis-REIT in years 2019 and 2020, Axis-REIT had shown growth in its DPU.

After the questions from the Unitholders were addressed, the Chairman took over from the CEO and announced the closure of the Q&A session. The Chairman continued with the proceedings of the Meeting.

9. ORDINARY RESOLUTION 1
PROPOSED ALLOTMENT OF UP TO 144,648,151 NEW UNITS IN AXIS-REIT ("PLACEMENT UNITS") TO BE ISSUED, BEING UP TO 10% OF THE TOTAL NUMBER OF UNITS ISSUED, PURSUANT TO THE PROPOSED PLACEMENT OF UP TO 188,042,597 NEW UNITS REPRESENTING UP TO 13% OF THE TOTAL NUMBER OF UNITS ISSUED AS AT 29 OCTOBER 2021 ("PROPOSED PLACEMENT") TO EMPLOYEES PROVIDENT FUND BOARD ("EPF") AND/OR PERSONS CONNECTED WITH EPF ("PROPOSED ALLOTMENT TO EPF")

The Chairman advised the Meeting that the motion as indicated in the Ordinary Resolution 1 was to seek the Unitholders' approval for the Proposed Allotment to EPF. He added that the renewal of the authority for the Board to allot and issue new Units in Axis-REIT of up to 20% of the total number of units issued in Axis-REIT, to facilitate the placement exercise was approved by the Unitholders at the Annual General Meeting held on 28 April 2021.

The Chairman then proposed the Ordinary Resolution 1 as follows to be put to vote by poll:

"**THAT** subject to the approvals of all relevant authorities and/or parties (if required) being obtained for the Proposed Allotment to EPF:

(a) approval be and is hereby given to Axis REIT Managers Berhad ("Manager") to place, and pursuant thereto for the board of directors of the Manager ("Board") to allot and issue up to 144,648,151 Placement Units, representing up to 10% of the total number of Units issued of 1,446,481,518 as at 29 October 2021, to EPF and/or persons connected with EPF at an issue price to be determined and fixed by the Board. The actual allotment of the Placement Units pursuant to the Proposed Allotment to EPF shall be at the Manager's absolute discretion provided that the aggregate number of Units to be issued pursuant to the Proposed Placement shall not exceed 188,042,597 Units (including the Proposed Allotment to EPF) and the allotment to any single placee must not exceed 144,648,151 Units or 10% of the total number of Units issued;

(b) the Placement Units shall, upon allotment and issue, rank equally in all respects with the existing Units 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 on the existing Units before the date of allotment and issue of such Placement Units; and

(c) approval and authority be and are hereby given to the Board and RHB Trustees Berhad ("Trustee") (acting for and on behalf of Axis-REIT) to do all such acts and things as they may consider necessary or expedient in the best interests of the Fund with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority, and to issue and execute all declarations, confirmations, agreements, instruments and such other documents and arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Allotment to EPF."

The Chairman then proceeded to the final Agenda of the Meeting.

10. ORDINARY RESOLUTION 2
PROPOSED ALLOTMENT OF UP TO 144,648,151 NEW UNITS IN AXIS-REIT ("PLACEMENT UNITS") TO BE ISSUED, BEING UP TO 10% OF THE TOTAL NUMBER OF UNITS ISSUED, PURSUANT TO THE PROPOSED PLACEMENT OF UP TO 188,042,597 NEW UNITS REPRESENTING UP TO 13% OF THE TOTAL NUMBER OF UNITS ISSUED AS AT 29 OCTOBER 2021 ("PROPOSED PLACEMENT") TO KUMPULAN WANG PERSARAAN (DIPERBADANKAN) ("KWAP") AND/OR PERSONS CONNECTED WITH KWAP ("PROPOSED ALLOTMENT TO KWAP")

The Chairman advised the Meeting that the motion as indicated in the Ordinary Resolution 2 was to seek the Unitholders' approval for the Proposed Allotment to KWAP.

The Chairman then proposed the Ordinary Resolution 2 as follows to be put to vote by poll:

"**THAT** subject to the approvals of all relevant authorities and/or parties (if required) being obtained for the Proposed Allotment to KWAP:

(a) approval be and is hereby given to the Manager to place, and pursuant thereto for the Board to allot and issue up to 144,648,151 Placement Units, representing up to 10% of the total number of Units issued of 1,446,481,518 as at 29 October 2021, to KWAP and/or persons connected with KWAP at an issue price to be determined and fixed by the Board. The actual allotment of the Placement Units pursuant to the Proposed Allotment to KWAP shall be at the Manager's absolute discretion provided that the aggregate number of Units to be issued pursuant to the Proposed Placement shall not exceed 188,042,597 Units (including the Proposed Allotment to KWAP) and the allotment to any single placee must not exceed 144,648,151 Units or 10% of the total number of Units issued;

(b) the Placement Units shall, upon allotment and issue, rank equally in all respects with the existing Units 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 on the existing Units before the date of allotment and issue of such Placement Units; and

(c) approval and authority be and are hereby given to the Board and the Trustee (acting for and on behalf of Axis-REIT) to do all such acts and things as they may consider necessary or expedient in the best interests of the Fund with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority, and to issue and execute all declarations, confirmations, agreements, instruments and such other documents and arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Allotment to KWAP."

11. POLL VOTING

Having dealt with all the items on the Agenda, the Chairman announced that the voting session would continue for another 5 minutes to allow the Unitholders and proxies to complete their voting.

After 5 minutes, the Chairman announced the closure of the voting session and the Meeting was adjourned at 10.39 a.m. for the verification of the poll results by the Scrutineers.

12. ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed and the Chairman called the Meeting to order for the declaration of the poll results at 10.47 a.m..

The Chairman informed that the poll results verified by the Scrutineers would be screened and invited the Scrutineers to read out the poll results.

The Scrutineers announced the finalised and verified poll results in respect of all the Ordinary Resolutions tabled, for and on behalf of the Chairman, as follows:

Resolution	**Vote For**		**Vote Against**	
	No. of Units	**%**	**No. of Units**	**%**
Ordinary Resolution 1 Proposed Allotment to EPF	866,645,629	99.9791	181,092	0.0209
Ordinary Resolution 2 Proposed Allotment to KWAP	931,688,285	99.9662	314,972	0.0338

With a majority of votes in favour of both resolutions, the Chairman declared that both the Ordinary Resolution 1 and Ordinary Resolution 2 were duly carried.

13. <u>CLOSURE</u>

There being no further business to be discussed, the Meeting concluded at 10.49 a.m. with a vote of thanks to the Chairman.

[END]