



AMANAH HARTA TANAH PNB

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

NOTICE OF UNIT HOLDERS' MEETING

NOTICE IS HEREBY GIVEN THAT the Unit Holders' Meeting of Amanah Harta Tanah PNB ("AHP") will be held via Remote Participation and Electronic Voting facilities and live streaming from the broadcast venue at Theatre, Level 2, Menara PNB, 201-A, Jalan Tun Razak, 50400 Kuala Lumpur on Tuesday, 8 December 2020 at 2.30 p.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass the following resolutions, with or without any modifications:

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE DEED FOR THE SELECTIVE UNIT REDEMPTION ("PROPOSED AMENDMENTS FOR SUR")

"THAT subject to the approvals being obtained from all relevant authorities and/or parties, where required, approval be and is hereby given to the Manager of AHP, Pelaburan Hartanah Nasional Berhad ("**Manager**") to adopt the proposed amendments to the First Restated Deed dated 13 August 2015 as amended by the First Supplemental Deed dated 28 November 2019 entered into between the Manager, AmanahRaya Trustees Berhad, being the Trustee of AHP ("**Trustee**") and the several persons therein mentioned, constituting AHP ("**Deed**") as set out in Section 2.2 of the Circular dated 16 November 2020 by including a new sub-Clause 11(12) after Clause 11(11) of the Deed by way of a second supplementary deed ("**Second Supplemental Deed**") to facilitate the implementation of the proposed selective unit redemption by Ombak Real Estate Sdn Bhd ("**ORE**") of all units of AHP ("**AHP Units**") that are held by the unit holders of AHP (other than ORE, Permodalan Nasional Berhad and Amanah Saham Bumiputera);

AND THAT the provisions on the Proposed Amendments for SUR will be effective from the date of registration of the Second Supplemental Deed with the Securities Commission Malaysia ("**SC**");

AND THAT the board of directors of the Manager ("**Board**") and the Trustee acting for and on behalf of AHP, be and are hereby authorised and empowered to take all acts and things and to execute all necessary documents, to give full effect and to complete the Proposed Amendments for SUR with full power to assent to or make any modifications, variations and/or amendments as may be required, or imposed by the relevant authorities or as may be deemed necessary by the Board and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and expedient to finalise, implement and give full effect to complete the Proposed Amendments for SUR."

SPECIAL RESOLUTION 2

PROPOSED SELECTIVE UNIT REDEMPTION BY ORE OF ALL UNITS OF AMANAH HARTA TANAH PNB ("AHP") THAT ARE HELD BY THE UNIT HOLDERS OF AHP (OTHER THAN ORE, PERMODALAN NASIONAL BERHAD AND AMANAH SAHAM BUMIPUTERA) ("PROPOSED SUR")

"THAT subject to the approvals being obtained from all relevant authorities and/or parties, where required, and provided that the Proposed Amendments for SUR have taken effect, approval be and is hereby given to the Manager to undertake and effect the Proposed SUR in the following manner:

- (a) to undertake a selective unit redemption in respect of AHP Units held by all unit holders of AHP (save for Ombak Real Estate Sdn Bhd, Permodalan Nasional Berhad and Amanah Saham Bumiputera) ("**Non-Entitled Unit Holders**"), whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board ("**Entitlement Date**") ("**Entitled Unit Holders**");
- (b) cancel all the AHP Units in issue save for AHP Units which are held by the Non-Entitled Unit Holders as at the Entitlement Date;
- (c) thereafter, to effect the redemption by the payment of RM1.00 in cash for each existing AHP Unit held by the Entitled Unit Holders on the Entitlement Date;
- (d) prior to the redemption and cancellation of the AHP Units as set out in Paragraphs (a), (b) and (c) of this resolution, for AHP to obtain borrowings and/or advances of up to RM118,641,600 only from ORE, on such terms as may be determined by the Manager with the approval of the Trustee and that the Manager and/or the Trustee to do all such things and execute any agreement and document as may be required for the purposes of such borrowings and/or advances; and
- (e) at any time after the redemption and cancellation of the AHP Units as set out in Paragraphs (a), (b) and (c) of this resolution, the Manager shall take all such steps as may be necessary to procure the withdrawal of the listing status of the AHP Units from the Official List of Bursa Securities.

THAT, pursuant to the Proposed SUR, the Board be and is hereby authorised to take all such steps as it may deem necessary in connection with the Proposed SUR including:

- (i) to determine the Entitlement Date;
- (ii) to determine the date on which the matters described in Paragraphs (a), (b), (c), (d) and (e) of this resolution are to be implemented;
- (iii) to assent to any terms, conditions, stipulations, modifications, variations and/or amendments as the Board may deem fit, necessary and/or expedient in the best interest of AHP or as a consequence of any requirements imposed by the relevant authorities and/ or by the SC and/or as may be required to comply with any applicable laws, in relation to the Proposed SUR; and
- (iv) to do all such acts, deeds and/or things as the Board may consider fit, necessary and/or expedient in the best interest of AHP in order to implement, finalise, complete and to give full effect to the Proposed SUR, including to execute any documents, to enter into any arrangements and/or agreements with any party and to give any undertakings."

MAJORITY RESOLUTION 3

PROPOSED AMENDMENTS TO THE DEED FOR UNLISTED REIT ("PROPOSED AMENDMENTS FOR UNLISTED REIT")

"THAT subject to the approvals being obtained from all relevant authorities and/or parties, where required and provided that the Proposed SUR has been completed, approval be and is hereby given to the Manager to adopt the proposed amendments to the First Restated Deed dated 13 August 2015 as amended by the First Supplemental Deed dated 28 November 2019 and the Second Supplemental Deed to be executed and registered pursuant to Special Resolution 1 above, entered into between the Manager, AmanahRaya Trustees Berhad, being the Trustee and the several persons therein mentioned, constituting AHP ("**Deed**") as set out in Section 2.2 of the Circular dated 16 November 2020 ("**Circular**") by way of the second restated deed as set out in Appendix I of the Circular ("**Second Restated Deed**") in relation to the conversion of AHP to an unlisted real estate investment trust;

AND THAT the provisions on the Proposed Amendments for Unlisted REIT will be effective from the date of registration of the Second Restated Deed with the SC;

AND THAT the Board and the Trustee acting for and on behalf of AHP, be and are hereby authorised and empowered to take all acts and things and to execute all necessary documents, to give full effect and to complete the Proposed Amendments for Unlisted REIT with full power to assent to or make any modifications, variations and/or amendments as may be required, or imposed by the relevant authorities or as may be deemed necessary by the Board and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and expedient to finalise, implement and give full effect to complete the Proposed Amendments for Unlisted REIT".

BY ORDER OF THE BOARD

Pelaburan Hartanah Nasional Berhad (Registration No: 198801008611 (175967-W))
(as the Manager of Amanah Harta Tanah PNB)

Adibah Khairiah binti Ismail @ Daud (MIA 13755)

Company Secretary
Kuala Lumpur

Dated : 16 November 2020

Notes:-

1. A Unit Holder who is entitled to attend the meeting is entitled to appoint up to two (2) proxies to attend instead of him. Where a Unit Holder intends to appoint two proxies, the appointment shall be invalid unless the Unit Holder specifies the proportions of his holdings to be represented by each proxy.
2. Where a Unit Holder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint a proxy in respect of each securities account it holds in units standing to the credit of the said securities account.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of its attorney duly authorised in writing or if such appointor is a corporation either under its common seal or under the hand of an officer or attorney so authorised.
4. The instrument appointing proxy shall be deposited at the office of the appointed registrar of AHP, 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 or the proxy appointment may also be lodged electronically at <https://boardroomlimited.my>, which is free and available to all individual Unit Holders not less than forty eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Only Unit Holders whose names appear in the Record of Depositors as at 30 November 2020 shall be entitled to attend and speak at the Meeting or appoint proxy(ies) to attend on his behalf.
6. At any meeting, a resolution put to the vote of the meeting shall be decided on a poll.

ADMINISTRATIVE NOTES TO THE UNIT HOLDERS' MEETING

Meeting Date	:	Tuesday, 8 December 2020
Time	:	2.30 p.m.
Meeting Platform	:	https://web.lumiagm.com/
Mode of Communication	:	<ul style="list-style-type: none"> i. Submit questions to the Board prior to the meeting by emailing to phnb@pnb.com.my no later than 2.30 p.m., Sunday, 6 December 2020 ii. Pose questions to the Board via real time submission of typed texts at https://web.lumiagm.com/ during live streaming of the meeting
Broadcast Venue	:	Theatrette Level 2, Menara PNB 201-A, Jalan Tun Razak 50400 Kuala Lumpur

In light of the outbreak of COVID-19, and as part of the safety measures to prevent the further spread of the disease, the Unit Holders' Meeting ("Meeting") will be conducted on a fully virtual basis via Remote Participation Electronic Voting ("RPEV"). Please follow the procedures provided in this Administrative Notes in order to register, participate and vote remotely via LUMI AGM facilities.

The RPEV allows you to exercise your rights as a unit holder where you will be able to participate, view the live webcast of the Meeting, pose questions to the Board of Directors and/or Management of the Manager and cast your votes. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the meeting.



As the Meeting is conducted virtually, please ensure that you have a good internet connection throughout the duration of the Meeting. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of your internet connection.

No Members/Proxies/Corporate Representatives from the public shall be physically present nor admitted at the Broadcast Venue on the day of the meeting.

PROCEDURES FOR RPEV FACILITIES

Procedure	Actions
Before the day of the Meeting	
1. Register Online with Boardroom Smart Investor Portal	<p><i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</i></p> <ul style="list-style-type: none"> a. Access website https://boardroomlimited.my b. Click <<Login>> and click <<Register>> to sign up as a user. c. Complete registration and upload softcopy of MyKAD (for) front and back or Passport (for non-Malaysian) in JPEG or PNG format. d. Please enter a valid email address. e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Procedure	Actions
Before the day of the Meeting	
2. Submit request for remote participation (Meeting ID, Username and Password)	<p>Registration for remote access will be opened on 16 November 2020. Please note that the closing time to submit your request is at 2.30 p.m. on Sunday, 6 December 2020.</p> <p>Individual Members</p> <ol style="list-style-type: none"> Log in to https://boardroomlimited.my. Select “VIRTUAL MEETING” from main menu and select the correct Corporate Event “AMANAH HARTA TANAH PNB VIRTUAL UNIT HOLDERS’ MEETING”. Read and agree to the Terms & Conditions. <ol style="list-style-type: none"> Enter your CDS Account and thereafter submit your request. <p>Corporate Members</p> <ol style="list-style-type: none"> Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request. Please provide a copy of Corporate Representative’s MyKAD (for Malaysian in JPEG or PNG format) front and back or Passport (for non-Malaysian in JPEG or PNG format) as well as his/her email address. <p>Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none"> Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Form of Proxy to submit the request. Please provide a copy of Corporate Representative’s MyKAD (for Malaysian in JPEG or PNG format) front and back or Passport (for non-Malaysian in JPEG or PNG format) as well as his/her email address.
3. Email notification	<ol style="list-style-type: none"> You will receive notification(s) from Boardroom Share Registrars Sdn. Bhd. (“Boardroom”) that your request(s) has been received and is/are being verified. Upon system verification against the General Meeting Record of Depositories as at 30 November 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation together with your remote access user ID, password and login user guide. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom after the closing date. Please note that the closing date and time to submit your request is at 2.30 p.m. on Sunday, 6 December 2020.

Procedure		Actions
On the day of the Meeting		
4.	Login to Meeting Platform	<p>a. The Meeting Platform will be opened for login one (1) hour before the commencement of the Meeting.</p> <p>b. The Meeting Platform can be accessed via one of the following:</p> <ul style="list-style-type: none"> • Download the free Lumi AGM application from Apple App Store or Google Play Store; or • Scan the QR Code provided in the email notification; or • Navigate to the website at https://web.lumiagm.com/ <p>c. Enter the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step 3.</p>
5.	Participate	<p><i>Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All questions and messages will be presented with the full name and identity of the participant raising the question.]</i></p> <p>a. If you would like to view the live webcast, select the broadcast icon. </p> <p>b. If you would like to ask a question during the Meeting, select the messaging icon. </p> <p>c. Type your message within the chat box, once completed click the send button.</p>
6.	Voting	<p>a. Once voting has been opened, the polling icon will appear with the resolutions and your voting choices.</p> <p>b. To vote, simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.</p> <p>c. To change your vote, simply select another voting direction.</p> <p>d. If you wish to cancel your vote, please press "Cancel".</p>
7.	End of Participation	Upon the announcement by the Chairman on the closure of the Meeting, the live webcast will end and the messaging window will be disabled.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear on the Record of Depositors on 30 November 2020 (General Meeting Record of Depositors) shall be eligible to attend the Meeting and/or appoint proxy(ies) to attend, participate and/or vote on his/her behalf. The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting ('E-Voting'). A Scrutineer will be appointed to verify the poll results.

PROXY AND FORM OF PROXY

The appointment of Proxy may be made in hard copy or electronic form as follows:

In hard copy

Members may deposit the duly executed Form of Proxy at the office of our Share Registrar, Boardroom Share Registrars Sdn. Bhd. no later than 2.30 p.m., Sunday, 6 December 2020.

In electronic form

The Form of Proxy may be submitted:

- i. electronic means through Boardroom Smart Investor Portal at <https://www.boardroomlimited.my/> (for individual members only); or
- ii. via e-mail to bsr.helpdesk@boardroomlimited.com

before the Form of Proxy lodgement cut-off time as mentioned above. You may download the Form of Proxy for the Meeting from our website at <http://www.ahp.com.my> or from Bursa Malaysia's website.

REVOCAION OF PROXY

If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in the virtual Meeting by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the Meeting.

NO FOOD PACKS, VOUCHERS AND DOOR GIFTS

There will be no distribution of food packs, vouchers and door gifts at the Meeting.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

Members may submit questions to the Board in advance of the Meeting by emailing to pnb@pnb.com.my no later than 2.30 p.m., Sunday, 6 December 2020. The Board will endeavor to answer the questions received at the Meeting.

NO RECORDING OR PHOTOGRAPHY

No recording or photography of the Meeting proceedings is allowed without the prior written permission of the Manager, Pelaburan Hartanah Nasional Berhad.

ENQUIRY

If you have any enquiries prior to the Meeting, please contact the share registrar, Boardroom Share Registrars at 03-7890 4700 during normal office hours (8.30 a.m. to 5.30 p.m.) or email bsr.helpdesk@boardroomlimited.com.

PERSONAL DATA PRIVACY

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



AMANAH HARTA TANAH PNB

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

No. of units held	
CDS Account No.	

FORM OF PROXY

(Before completing this form please refer to the notes below)

I/We _____
(Full name in block letters)

NRIC No./Passport No./Co. No. _____ Telephone no. _____

of _____
[Full address]

being a Registered Unit Holder of **Amanah Harta Tanah PNB** ("AHP") hereby appoint the following person(s):

	Full Name of Proxy, Address	NRIC	e-Mail Address and Telephone No.	% of units to be represented by proxy
1.				
2.				

or failing him/ her, the Chairman of the Meeting as my/ our proxy to vote for me/ us on my/ our behalf at the Unit Holders' Meeting of AHP to be held via Remote Participation and Electronic Voting facilities and live streaming from the broadcast venue at Theatre, Level 2, Menara PNB, 201-A, Jalan Tun Razak, 50400 Kuala Lumpur, on Tuesday, 8 December 2020 at 2.30 p.m. or any adjournment thereof. My/ our proxy is to vote as indicated below:

Resolutions	First Proxy		Second Proxy	
	For	Against	For	Against
Special Resolution 1 - Proposed Amendments for SUR				
Special Resolution 2 - Proposed SUR				
Majority Resolution 3 – Proposed Amendments for Unlisted REIT				

(Please indicate with a "✓" or "X" in the space provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion. All voting will be conducted by way of poll).

Dated this _____ day of _____ 2020

Signature/Common Seal

Notes:-

1. A Unit Holder who is entitled to attend the meeting is entitled to appoint up to two (2) proxies to attend instead of him. Where a Unit Holder intends to appoint two proxies, the appointment shall be invalid unless the Unit Holder specifies the proportions of his holdings to be represented by each proxy.
2. Where a Unit Holder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint a proxy in respect of each securities account it holds in units standing to the credit of the said securities account.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of its attorney duly authorised in writing or if such appointer is a corporation either under its common seal or under the hand of an officer or attorney so authorised.
4. The instrument appointing proxy shall be deposited at the office of the appointed registrar of AHP, 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 or the proxy appointment may also be lodged electronically at <https://boardroomlimited.my>, which is free and available to all individual Unit Holders not less than forty eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
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