



NOTICE OF THE FIRST ANNUAL GENERAL MEETING



AME REAL ESTATE INVESTMENT TRUST

[A real estate investment trust constituted in Malaysia under the deed dated 23 May 2022 and registered with the Securities Commission Malaysia on 23 May 2022, entered into between I REIT Managers Sdn Bhd, incorporated in Malaysia under the Companies Act 2016 and RHB Trustees Berhad, incorporated in Malaysia under the Companies Act 1965]

NOTICE OF THE FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the First Annual General Meeting of the Unitholders of AME Real Estate Investment Trust ("AME REIT") ("Unitholders") ("1st AGM") will be conducted on a fully virtual basis through live streaming and online voting via Remote Participation Electronic Voting 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 : Wednesday, 12 July 2023
Time : 10.00 a.m.

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial period ended 31 March 2023 of AME REIT together with the Reports attached thereon. **Please refer to Explanatory Note 1**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as Ordinary Resolution of AME REIT:

PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS OF UP TO 20% OF THE TOTAL NUMBER OF ISSUED UNITS OF AME REIT PURSUANT TO PARAGRAPH 6.59 OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD ("PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS")

2. "THAT pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of the relevant regulatory authorities, authority be and is hereby given to the Directors of I REIT Managers Sdn Bhd, the Manager of AME REIT ("Manager"), to allot and issue new units in AME REIT ("New Units"), at any time at such price to any such persons and upon such terms and conditions as the Manager may in its absolute discretion, deem fit and expedient in the best interest of AME REIT, provided that the aggregate number of New Units to be issued, when aggregated with the total number of units issued during the preceding 12 months, does not exceed 20% of the total number of issued units of AME REIT for the time being ("Proposed Authority"); **Ordinary Resolution 1**
Please refer to Explanatory Note 2

THAT such authority shall continue to be in force until:

- (i) the conclusion of the next annual general meeting ("AGM") of AME REIT at which time this Proposed Authority will lapse, unless by a resolution passed at the next AGM, the authority is renewed; or
- (ii) the Proposed Authority is revoked or varied by a resolution passed by the Unitholders in a Unitholders' meeting of AME REIT, whichever is the earlier;

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THAT such New Units to be issued pursuant to the Proposed Authority shall, upon allotment and issuance, rank pari passu in all respects with the existing units of AME REIT, except that the New Units will not be entitled to any income distributions, rights, benefits, entitlements and/or any other distributions that may be declared prior to the date of allotment and issuance of such New Units;

THAT authority be and is hereby given to the Manager and RHB Trustees Berhad (the Trustee of AME REIT) acting for and on behalf of AME REIT, to give effect to the Proposed Authority with full powers to assent to any conditions, modifications, variations, arrangements and/or amendments in any manner as they may deem fit in the best interest of AME REIT and/or as may be imposed by the relevant regulatory authorities, and to deal with all matters relating thereto;

AND THAT the authority be and is hereby given to the Manager and the Trustee, acting for and on behalf of AME REIT, to implement, finalise, complete and do all acts, deeds and things (including executing such documents as may be required) in any manner and give full effect to the Proposed Authority.”

By Order of the Board of I REIT Managers Sdn Bhd

Registration No. 202101014501 (1414801-X)

Management company of AME Real Estate Investment Trust

Santhi A/P Saminathan (MAICSA 7069709) (SSM PC No.: 201908002933)

Raidah Binti Abd Rahman (LS0010350) (SSM PC No.: 201908002931)

Company Secretaries

Johor Bahru

30 May 2023

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Notes:-

1. The 1st AGM will be conducted on a fully virtual basis where Unitholders are only allowed to participate remotely through live streaming and online remote voting using Remote Participation and Electronic Voting ("RPEV") facilities via online meeting platform available at <https://meeting.boardroomlimited.my> [Domain Registration No. with MYNIC-D6A357657]. Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate, speak and vote remotely via RPEV facilities.
 2. According to the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022, an online meeting platform can be recognised as the meeting venue or place under Section 327 (2) of the Companies Act 2016 provided that the online platform is located in Malaysia and all meeting participants including the Chairman of the meeting, Board members, senior management and Unitholders shall participate the meeting online.
 3. Every Unitholder including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), and exempt authorised nominees which hold units in AME REIT for multiple owners in one securities account ("omnibus account"), is entitled to appoint another person as his proxy to exercise all or any of his rights to participate, speak and vote instead of him at the 1st AGM, and that such proxy need not be a Unitholder.
 4. Where a Unitholder appoints more than 1 proxy (subject always to a maximum of 2 proxies at each meeting), the appointment shall be invalid unless he specifies the proportion of his unitholding to be represented by each proxy.
 5. Where a Unitholder is an exempt authorised nominee as defined under the SICDA which holds units in AME REIT for multiple beneficial owners in an 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. Where a Unitholder is an authorised nominee as defined under SICDA, it may appoint 1 proxy in respect of each securities account it holds with units of AME REIT standing to the credit of the said securities account.
 6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its officer or attorney.
 7. The instrument appointing a proxy must be deposited with the Share Registrar of the Company situated at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, or deposit the Form(s) of Proxy by electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not less than 48 hours before the time set for holding the 1st AGM. Last date and time for lodging the proxy form is Monday, 10 July 2023 at 10:00 a.m.
 8. If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in the electronic 1st AGM by yourself, please write to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy(ies) at least 48 hours before the time set for holding the 1st AGM.
 9. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of 1st AGM will be put to vote on a poll.
 10. Only a depositor whose name appears in the Record of Depositors as at 4 July 2023 shall be entitled to participate, speak and vote at this 1st AGM or appoints a proxy or proxies to participate, speak and vote on his behalf.
 11. Kindly check Bursa Malaysia Securities Berhad's website and the website of AME REIT at <https://amereit.com.my> for the latest updates on the status of the 1st AGM.
- 12. 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 AME REIT (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The Unitholder agrees that he will indemnify AME REIT in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the Unitholder's breach of warranty.

Explanatory Notes:

1. Ordinary Business:

There shall be no voting on the Ordinary Business of this AGM given that the laying of the Audited Financial Statements for the financial period ended 31 March 2023 of AME REIT together with the Reports attached thereon to the Unitholders at this AGM is meant for discussion only. This is in accordance with Paragraph 13.18(b) of the Guidelines on Listed Real Estate Investment Trusts issued by the Securities Commission Malaysia. Other than the aforesaid Ordinary Business, there is no other ordinary business to be transacted at this AGM.

2. Special Business

Ordinary Resolution 1 - Proposed Authority to allot and issue new units

The proposed ordinary resolution, if passed, will give a mandate to the Directors of I REIT Managers Sdn Bhd, the Manager of AME REIT, to issue and allot new units in AME REIT ("New Units") from time to time provided that the aggregate number of the New Units to be issued, when aggregated with the total number of units issued during the preceding 12 months, does not exceed 20% of the total number of issued units of AME REIT for the time being.

The Proposed Authority, unless revoked or varied by a resolution passed by the Unitholders in a unitholders' meeting of AME REIT, will expire at the conclusion of the next AGM of AME REIT.

The Proposed Authority is a new mandate allowing AME REIT to have the flexibility to issue and allot New Units to raise funds to finance future investments, acquisitions and capital expenditure project(s) to enhance the value of AME REIT and/or to refinance existing debt as well as for working capital purposes without convening a general meeting, which may delay the capital raising initiatives and incur relevant costs in organising the required general meeting.