

## ***NOTICE OF ANNUAL GENERAL MEETING***

**NOTICE IS HEREBY GIVEN** that the First Annual General Meeting of the unitholders of Tower Real Estate Investment Trust ("Tower REIT") will be held at the Theatrette, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 24 April 2013 at 10.00 a.m. in order:-

1. To lay before the meeting the audited financial statements of Tower REIT together with the reports of the Trustee and Auditors thereon for the financial year ended 31 December 2012.

### **SPECIAL BUSINESS**

As special business, to consider and, if thought fit, pass the following motions as Ordinary Resolutions, with or without modifications:

2. **Proposed Unitholders' Mandate To Allot And Issue Up To 56,100,000 New Units In Tower Real Estate Investment Trust ("Tower REIT"), Representing Up To 20% Of The Existing Approved Fund Size of Tower REIT Of 280,500,000 Units ("Proposed Unitholders' Mandate")**

**"THAT** pursuant to Clause 14.03 of the Guidelines on Real Estate Investment Trusts issued by the Securities Commission, as may be amended from time to time and subject to the passing of Ordinary Resolution 2 below and the requisite approvals being obtained, approval be and is hereby given to the Directors of GLM REIT Management Sdn Bhd, the manager of Tower Real Estate Investment Trust ("Tower REIT") (the "Manager"), to issue new units from time to time to such persons and for such purposes as the Directors of the Manager may deem fit provided that the aggregate number of the new units to be issued, when aggregated with the number of units issued during the preceding 12 months must not exceed 20% of the approved fund size of Tower REIT for the time being comprising 280,500,000 units and the Directors of the Manager be and are hereby also empowered to obtain the approval for the listing of and quotation for such new units on the Main Market of Bursa Malaysia Securities Berhad;

**AND THAT** such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the unitholders at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (ii) revoked or varied by resolution passed by the unitholders in a unitholders' meeting,

whichever is the earlier;

**AND THAT** such new units shall, upon allotment and issue, rank equally in all respects with the existing units except that the new units will not be entitled to any income distribution, right, benefit, entitlement and/or any other distributions that may be declared before the date of allotment and issue of such new units;

**AND THAT** authority be and is hereby given to the Directors of the Manager and AmTrustee Berhad, acting as trustee of Tower REIT (the "Trustee"), for and on behalf of Tower REIT, to give effect to the Proposed Unitholders' Mandate with full powers to assent to any condition, modification, variation and/or amendment as they may deem fit in the best interest of Tower REIT and/or as may be imposed by the relevant authorities; **AND FURTHER THAT** the Directors of the Manager and the Trustee, for and on behalf of Tower REIT, are to implement, finalise, complete and do all such acts and things (including executing such documents as may be required) in relation to the Proposed Unitholders' Mandate."

**(Resolution 1)**

## **NOTICE OF ANNUAL GENERAL MEETING** (cont'd)

### **3. Proposed Increase In The Existing Approved Fund Size Of Tower Real Estate Investment Trust From 280,500,000 Units To A Maximum Of 336,600,000 Units Pursuant To The Proposed Unitholders' Mandate ("Proposed Increase In Fund Size")**

**"THAT** subject to the passing of Ordinary Resolution 1 above and the requisite approvals being obtained, the approved fund size of Tower Real Estate Investment Trust ("Tower REIT") be and is hereby increased from 280,500,000 units to a maximum of 336,600,000 units by the creation of up to 56,100,000 new units;

**AND THAT** authority be and is hereby given to the Directors of the Manager and the Trustee, for and on behalf of Tower REIT, to give effect to the Proposed Increase In Fund Size, with full power to assent to any condition, modification, variation and/or amendment as they may deem fit in the best interest of Tower REIT and/or as may be imposed by the relevant authorities; **AND FURTHER THAT** the Directors of the Manager and the Trustee, for and on behalf of Tower REIT, are to implement, finalise, complete and do all such acts and things (including executing such documents as may be required) in relation to the Proposed Increase In Fund Size."

**(Resolution 2)**

4. To consider any other business of which due notice shall have been given.

By Order of the Board of  
GLM REIT Management Sdn Bhd  
The Manager of Tower Real Estate Investment Trust

LIM YEW YOKE  
LEE SOW YEANG  
*Company Secretaries*

*Kuala Lumpur*  
*28 February 2013*

### **Notes**

1. For the purpose of determining unitholders' eligibility to attend this meeting, only unitholders whose names appear in the Record of Depositors as at 18 April 2013 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on their behalf.
2. A proxy may but need not be a unitholder of Tower REIT.
3. A unitholder who is an authorised nominee may appoint at least one (1) proxy in respect of each Securities Account it holds. In pursuance therein, if a unitholder appoints two (2) proxies, the appointment will be invalid unless the unitholder specifies the proportions of his/her holdings to be represented by each proxy.
4. A unitholder who is an exempt authorised nominee for multiple beneficial owners in a securities account ("Omnibus Account") may appoint any number of proxies in respect of the Omnibus Account.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney duly authorised in writing.
6. The instrument appointing a proxy must be deposited at the Registered Office of GLM REIT Management Sdn Bhd at Level 10, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time and date of the meeting and adjourned meeting.

### **Explanatory Notes On Special Business**

#### **1. Proposed Unitholders' Mandate**

The proposed ordinary resolution, if passed, will give a mandate to the Directors of the Manager of Tower REIT to issue units of Tower REIT from time to time provided that the aggregate number of the new units to be issued, when aggregated with the number of units issued during the preceding 12 months must not exceed 20% of the approved fund size of Tower REIT for the time being. The Proposed Unitholders' Mandate, unless revoked or varied at a unitholders' meeting, will expire at the conclusion of the next Annual General Meeting of unitholders of Tower REIT.

The Proposed Unitholders' Mandate will enable the Directors to take swift action in case of, inter-alia, a need for corporate exercises or in the event business opportunities or other circumstances arise which involve the issue of new units, and to avoid delay and cost in convening unitholders' meetings to approve such issue of units.

#### **2. Proposed Increase In Fund Size**

The purpose of the Proposed Increase In Fund Size is to accommodate the issuance of such new units pursuant to the Proposed Unitholders' Mandate.

## FORM OF PROXY

I/We \_\_\_\_\_

NRIC/Passport/Company No. \_\_\_\_\_

of \_\_\_\_\_

being a unitholder of **TOWER REAL ESTATE INVESTMENT TRUST** ("Tower REIT"), hereby appoint \_\_\_\_\_

\_\_\_\_\_

NRIC/Passport No. \_\_\_\_\_

of \_\_\_\_\_

\_\_\_\_\_

or failing him/her \_\_\_\_\_

\_\_\_\_\_

NRIC/Passport No. \_\_\_\_\_

of \_\_\_\_\_

\_\_\_\_\_

or failing him/her, the Chairman of the meeting as my/our proxy/proxies to vote for me/us and on my/our behalf at the First Annual General Meeting of unitholders of Tower REIT to be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 24 April 2013 at 10.00 a.m. and at any adjournment thereof.

I/We direct my/our proxy to vote for/against the proposed resolutions. (In the absence of direction the proxy may vote as he/or she thinks fit or abstain from voting.)

NO.	RESOLUTIONS	FOR	AGAINST
1.	As a special business, to approve the ordinary resolution on the proposed unitholders' mandate to allot and issue new units of Tower REIT		
2.	As a special business, to approve the ordinary resolution on the proposed increase in the existing approved fund size of Tower REIT		

Please indicate with an "X" in the appropriate box on how you wish your proxy to vote.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013

\_\_\_\_\_  
Number of units held

\_\_\_\_\_  
Signature(s) of unitholder(s)



Fold This Flap For Sealing

Then Fold Here

Affix  
Stamp

The Company Secretary  
**GLM REIT Management Sdn Bhd** (659312-H)  
The Manager of Tower Real Estate Investment Trust  
Level 10, Wisma Hong Leong  
18 Jalan Perak  
50450 Kuala Lumpur  
Malaysia

1st Fold Here

**Notes:**

1. For the purpose of determining unitholders' eligibility to attend this meeting, only unitholders whose names appear in the Record of Depositors as at 18 April 2013 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on their behalf.
2. If you wish to appoint other person(s) to be your proxy, insert the name(s) and address(es) of the person(s) desired in the space so provided.
3. If there is no indication as to how you wish your vote(s) to be cast, the proxy will vote or abstain from voting at his/her discretion.
4. A proxy may but need not be a unitholder of Tower REIT.
5. If a unitholder who 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. In pursuance therein, if a unitholder appoints two (2) proxies, the appointment will be invalid unless the unitholder specifies the proportions of his/her holdings to be represented by each proxy (please see note 9 below).
6. A unitholder who is an exempt authorised nominee for multiple beneficial owners in a securities account ("Omnibus Account") may appoint any number of proxies in respect of the Omnibus Account.
7. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney duly authorised in writing.
8. The instrument appointing a proxy must be deposited at the Registered Office of GLM REIT Management Sdn Bhd at Level 10, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time and date of the meeting and adjourned meeting.
9. In the event two or more proxies are appointed, please fill in the ensuing section:

<i>Names of Proxies</i>	<i>% of unitholdings to be represented</i>