

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of the unitholders of Tower Real Estate Investment Trust ("Tower REIT") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Thursday, 27 April 2017 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 2016.

**SPECIAL BUSINESS**

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

**2. Ordinary Resolution 1**

**Proposed Renewal Of 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 Renewal Of 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 MTrustee Berhad (formerly known as AmTrustee Berhad), acting as Trustee of Tower REIT (the "Trustee"), for and on behalf of Tower REIT, to give effect to the Proposed Renewal Of 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 Renewal Of Unitholders' Mandate."

**(Resolution 1)**

**3. Ordinary Resolution 2**

**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 Renewal Of 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 GLM REIT Management Sdn Bhd, the Manager of Tower REIT (the "Manager"), and MTrustee Berhad (formerly known as AmTrustee Berhad), acting as Trustee of Tower REIT (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** (LS 000431)

**CHIN MIN YANN** (MAICSA 7034011)

*Company Secretaries*

Kuala Lumpur

28 February 2017

**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 21 April 2017 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on their behalf.
2. Save for unitholder who is an exempt authorised nominee, a unitholder entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy may but need not be a unitholder of Tower REIT. A unitholder who is an authorised nominee may appoint not more than two proxies in respect of each securities it holds. A unitholder who is an exempt authorised nominee for multiple beneficial owners in one securities account ("Omnibus Account") may appoint any number of proxies in respect of the Omnibus Account.
3. Where two or more proxies are appointed, the proportions of unitholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which, the appointments shall be invalid.
4. The Form of 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 appointed for holding of the meeting or adjourned meeting.
5. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), all resolutions set out in this Notice will be put to vote by way of a poll.

**Explanatory Notes****1. Ordinary Resolution 1 - Proposed Renewal Of Unitholders' Mandate**

The Proposed Renewal Of Unitholders' Mandate, if passed, will give a renewed 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 Renewal Of Unitholders' Mandate, unless revoked or varied at a unitholders' meeting, will expire at the conclusion of the next Annual General Meeting of unitholders ("AGM") of Tower REIT.

As at to date, no new units of Tower REIT have been issued pursuant to the mandate granted to the Directors of GLM REIT at the last AGM of Tower REIT held on 26 April 2016 and which will lapse at the conclusion of the forthcoming Fifth AGM of Tower REIT.

The Proposed Renewal Of Unitholders' Mandate will enable the Directors of the Manager 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. Ordinary Resolution 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 Renewal Of Unitholders' Mandate.