## Asset Acquisitions and Disposals::Announcements by Quill Capita Trust: Results of Extraordinary General Meeting held on 12 Mar 15

### Issuer & Securities

| | |
|---|---|
| **Issuer/ Manager** | CAPITACOMMERCIAL TRUST MANAGEMENT LIMITED |
| **Securities** | CAPITACOMMERCIAL TRUST - SG1P32918333 - C61U |
| **Stapled Security** | No |

### Announcement Details

| | |
|---|---|
| **Announcement Title** | Asset Acquisitions and Disposals |
| **Date & Time of Broadcast** | 12-Mar-2015 18:26:53 |
| **Status** | New |
| **Announcement Sub Title** | Announcements by Quill Capita Trust: Results of Extraordinary General Meeting held on 12 Mar 15 |
| **Announcement Reference** | SG150312OTHRR69K |
| **Submitted By (Co./ Ind. Name)** | Doris Lai |
| **Designation** | Company Secretary, CapitaCommercial Trust Management Limited as manager of CapitaCommercial Trust |
| **Description (Please provide a detailed description of the event in the box below)** | The announcement and press release issued for and on behalf of Quill Capita Management Sdn Bhd, as manager of Quill Capita Trust (QCT), to the Bursa Malaysia Securities Berhad, are attached for information.<br><br>CapitaCommercial Trust is a substantial unitholder of QCT. |

| | |
|---|---|
| **Attachments** | QCT_EGM_Results_12Mar15.pdf<br>QCT_PressRelease_12Mar15.pdf<br>Total size =616K |

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# General Meetings

Form Version **1 (Enhanced)** **Submitted**
Initiated by **MB_HONG LEONG INVESTMENT BANK** on **11/03/2015 05:24:17 PM**
Submitted by **MB_HONG LEONG INVESTMENT BANK** on **12/03/2015 05:42:05 PM**
Reference No **ML-150311-62657**

## Company Information

Main Market Company
New Announcement

| | |
|---|---|
| **Submitting Investment Bank/Advisor (if applicable)** | HONG LEONG INVESTMENT BANK BERHAD |
| **Submitting Secretarial Firm (if applicable)** | |
| * **Company name** | QUILL CAPITA TRUST |
| * **Stock name** | QCAPITA |
| * **Stock code** | 5123 |
| * **Contact person** | LEE KEAN WEI |
| * **Designation** | VICE PRESIDENT, CORPORATE FINANCE |
| * **Contact number** | 03 2176 2720 |
| **E-mail address** | KWLee@hlib.hongleong.com.my |

## Part A - To be filled by Public Listed Company

| | |
|---|---|
| * **Type of Meeting** | Extraordinary General Meeting |
| * **Indicator** | Outcome of Meeting |
| * **Date of Meeting** | 12/03/2015 |
| **Time** | 09:30 AM |
| **Venue** | Sime Darby Convention Centre<br>Ballroom 1, Level 1<br>1A, Jalan Bukit Kiara 1<br>60000 Kuala Lumpu |

* **Outcome of Meeting**

QUILL CAPITA TRUST ("QCT")

**(I) PROPOSED ACQUISITION BY MAYBANK TRUSTEES BERHAD, ACTING SOLELY IN THE CAPACITY AS THE TRUSTEE FOR AND ON BEHALF OF QCT, OF PLATINUM SENTRAL FROM MRCB SENTRAL PROPERTIES SDN BHD ("MSP"), A WHOLLY-OWNED SUBSIDIARY OF MALAYSIAN RESOURCES CORPORATION BERHAD ("MRCB"), FOR A PURCHASE CONSIDERATION OF RM740,000,000 TO BE SATISFIED VIA CASH PAYMENT OF RM476,000,000 AND THE ISSUANCE OF 206,250,000 NEW UNITS IN QCT ("UNITS") AT AN ISSUE PRICE OF RM1.28 PER UNIT ("PROPOSED ACQUISITION");**
**(II) PROPOSED EXEMPTION FOR MSP, MRCB AND PERSONS ACTING IN CONCERT WITH MSP AND/OR MRCB FROM THE OBLIGATION TO UNDERTAKE A MANDATORY OFFER FOR ALL THE REMAINING UNITS NOT ALREADY HELD BY THEM ARISING FROM THE COMPLETION OF THE PROPOSED ACQUISITION PURSUANT TO PARAGRAPH 16.1 OR PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2010 ("PROPOSED EXEMPTION");**
**(III) PROPOSED PLACEMENT OF BETWEEN 55,000,000 NEW UNITS AND 85,000,000 NEW UNITS IN QCT ("UNITS") BY WAY OF BOOKBUILDING AT A PRICE TO BE DETERMINED LATER ("PROPOSED PLACEMENT");**
**(IV) PROPOSED AUTHORITY TO ALLOT AND ISSUE UP TO 18,619,000 NEW UNITS FOR THE PURPOSE OF THE PAYMENT OF MANAGEMENT FEE TO QUILL CAPITA MANAGEMENT SDN BHD IN THE FORM OF NEW UNITS ("PROPOSED AUTHORITY");**
**(V) PROPOSED INCREASE IN THE EXISTING APPROVED FUND SIZE OF QCT FROM 390,131,000 UNITS UP TO A MAXIMUM OF 700,000,000 UNITS ("PROPOSED INCREASE IN FUND SIZE");**
**(VI) PROPOSED CHANGE OF NAME FROM "QUILL CAPITA TRUST" TO "MRCB-QUILL REIT" ("PROPOSED CHANGE OF NAME"); AND**
**(VII) PROPOSED AMENDMENTS TO THE TRUST DEED ("PROPOSED AMENDMENTS")**

**(COLLECTIVELY REFERRED TO AS THE "PROPOSALS")**

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*This announcement should be read in conjunction with the earlier announcement made on 10 April 2014. Unless otherwise defined, the terms used in this announcement shall have the same meaning as those defined in the announcement dated 10 April 2014.*

We refer to the announcement dated 16 February 2015 on the Notice of Unitholders' Meeting ("Meeting") of QCT.

The Board of Directors of QCM wishes to announce that the unitholders of QCT have, at the Meeting held today, approved all the resolutions as set out in the Notice of Meeting. All the resolutions were duly carried by way of poll. The results of the poll voting are attached herewith.

This announcement is dated 12 March 2015.

**Attachment(s)** QCT - Poll Results.pdf

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The results of the poll voting are as follows:

| | Vote For | | Vote Against | | Total | |
|---|---|---|---|---|---|---|
| | **No. of Units** | **%** | **No. of Units** | **%** | **No. of Units** | **%** |
| **Ordinary Resolution** | | | | | | |
| 1 - Proposed Acquisition | 3,849,661 | 99.84 | 6,000 | 0.16 | 3,855,661 | 100.00 |
| 2 - Proposed Exemption | 3,847,661 | 99.84 | 6,000 | 0.16 | 3,853,661 | 100.00 |
| 3 - Proposed Placement | 3,847,611 | 99.84 | 6,050 | 0.16 | 3,853,661 | 100.00 |
| 4 - Proposed Authority | 3,847,661 | 99.84 | 6,000 | 0.16 | 3,853,661 | 100.00 |
| 5 - Proposed Increase In Fund Size | 3,847,661 | 99.84 | 6,000 | 0.16 | 3,853,661 | 100.00 |
| **Two-Third Resolution** | | | | | | |
| 1 - Proposed Change Of Name | 237,923,361 | 100.00 | 10,300 | 0.00* | 237,933,661 | 100.00 |
| 2 - Proposed Amendments | 3,853,661 | 100.00 | - | - | 3,853,661 | 100.00 |

*Note:*
* *negligible*

## General Announcement

Form Version **8.2 (Enhanced)**
Initiated by **QUILL CAPITA TRUST** on **11/03/2015 07:21:59 PM**
Submitted by **QUILL CAPITA TRUST** on **12/03/2015 05:00:41 PM**
Reference No **QC-150311-69719**

**Submitted**

| Company Information | |
|---|---|
| Main Market Company | |
| New Announcement | |
| **Submitting Investment Bank/Advisor (if applicable)** | |
| **Submitting Secretarial Firm (if applicable)** | |
| * **Company name** | QUILL CAPITA TRUST |
| * **Stock name** | QCAPITA |
| * **Stock code** | 5123 |
| * **Contact person** | Corinne Tan |
| * **Designation** | Vice President |
| * **Contact number** | 03-27888188 |
| **E-mail address** | corinne.tan@qct.com.my |

| | |
|---|---|
| **Type** * | **Announcement** |
| **Subject** *: | **OTHERS**<br>**(Note : INFORMATION ENTERED IN THE DESCRIPTION FIELD WILL BE DISPLAYED AS THE TITLE OF THE ANNOUNCEMENT IN BURSA MALAYSIA'S WEBSITE)** |

**Description** *:-
**(Note : Please enter the announcement description in this field and the announcement details in the Announcement Details/Table Section or attach the full announcement details as an attachment)**
News Release - QCT unitholders supported and approved the acquisition of Platinium Sentral at purchase price of RM740 million
**Announcement Details/Table Section** :-
(This field is for the details of the announcement, if applicable)

**KUALA LUMPUR, 12 March 2015** – Quill Capita Trust ("QCT" or "Trust"), a Bursa Malaysia Main Market listed commercial Real Estate Investment Trust ("REIT"), is pleased to announce that its unitholders have supported and approved the REIT's proposed acquisition of Platinum Sentral at an Extraordinary General Meeting (EGM) today. The proposed acquisition of Platinum Sentral, a commercial development consisting of five blocks of 4 to 7 storey commercial building comprising office-cum-retail space, a multi-purpose hall and two levels of car park located at Kuala Lumpur Sentral for a purchase consideration of RM740 million, was announced on 29 January 2014.

For further details of the news release, please refer to the file as attached.

**Attachment(s):- (please attach the attachments here)**
Press Release-QCT-Proposed Acquisition (final).pdf

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**PRESS RELEASE**

**FOR IMMEDIATE RELEASE** **12 March 2015**

# QCT unitholders supported and approved the acquisition of Platinum Sentral at purchase price of RM740 million

**KUALA LUMPUR, 12 March 2015** – Quill Capita Trust ("QCT" or "Trust"), a Bursa Malaysia Main Market listed commercial Real Estate Investment Trust ("REIT"), is pleased to announce that its unitholders have supported and approved the REIT's proposed acquisition of Platinum Sentral at an Extraordinary General Meeting (EGM) today. The proposed acquisition of Platinum Sentral, a commercial development consisting of five blocks of 4 to 7 storey commercial building comprising office-cum-retail space, a multi-purpose hall and two levels of car park located at Kuala Lumpur Sentral for a purchase consideration of RM740 million, was announced on 29 January 2014.

The purchase will be satisfied via a cash payment of RM476 million and the balance RM264 million by the issuance of 206,250,000 consideration units at an issue price of RM1.28 per unit.

The EGM held earlier today at Sime Darby Convention Centre Kuala Lumpur, also saw the approvals of the following resolutions by QCT's unitholders .

**Resolutions passed in the EGM:**

I. Proposed acquisition by Maybank Trustees Berhad, acting solely in the capacity as the trustee for and on behalf of QCT, of Platinum Sentral from MRCB Sentral Properties Sdn Bhd ("MSP"), a wholly-owned subsidiary of Malaysian Resources Corporation Berhad ("MRCB"), for a purchase consideration of RM740,000,000 to be satisfied via cash payment of RM476,000,000 and the issuance of 206,250,000 new units in QCT at an issue price of RM1.28 per unit ("Proposed Acquisition");

II. Proposed exemption for MSP, MRCB and persons acting in concert with MSP and/or MRCB from the obligation to undertake a mandatory offer for all the remaining QCT units not already held by them arising from the completion of the Proposed Acquisition pursuant to paragraph 16.1 of practice note 9 of the Malaysian Code on Take-overs and Mergers, 2010 ("Proposed Exemption");

III. Proposed placement of between 55,000,000 new units and 85,000,000 new units by way of bookbuilding at an issue price to be determined later ("Proposed Placement");

IV. Proposed authority to allot and issue up to 18,619,000 new units for the purpose of the payment of management fee to Quill Capita Management Sdn Bhd ("QCM") in the form of new units;

V. Proposed increase in the existing approved fund size of QCT from 390,131,000 units up to a maximum of 700,000,000 units;

VI. Proposed change of name from "QUILL CAPITA TRUST" to "MRCB-QUILL REIT"; and

VII. Proposed amendments to the deed

Upon completion of the corporate exercise, QCT's total assets will increase from RM868 million to RM1.6 billion. As a result, QCT's position among the REITs in Malaysia will rise from the current 13th to become the 8th largest among the listed REITs in Malaysia.

Located within Kuala Lumpur Sentral and approximately 2 kilometres by road to the southwest of Kuala Lumpur City Centre, Platinum Sentral is a commercial development with a unique green state-of-the-art office campus. Platinum Sentral is designed with energy efficient and green features and has been accorded the provisional BCA Green Mark Platinum certificate by BCA International Pte Ltd. Currently, the property enjoys full occupancy rate and is tenanted by a pool of established corporations such as Small and Medium Enterprises Corporation Malaysia ("SME Corp Malaysia"), SBM Malaysia Sdn Bhd and Suruhanjaya Pengangkutan Awam Darat ("SPAD"). The property's strategic location, excellent connectivity and green features augment its potential as a prime office asset and therefore, will fit well into QCT's clientele's requirements.

Commenting at the press conference after the EGM, Ms. Yong Su-Lin, Interim Chief Executive Officer of QCM said: "We are happy with the positive response from QCT's unitholders as the approval represents a major milestone for QCT."

Upon the completion of the Proposed Acquisition, MSP/MRCB will emerge as a new strategic investor of QCT. In tandem with this, there are changes to the shareholders of QCM whereby Coast Capital Sdn Bhd ("CCSB") and CapitaLand RECM Pte Ltd. ("CRPL") will cease to be shareholders of QCM while Malaysian Resources Corporation Berhad ("MRCB"), Quill Resources Holding Sdn Bhd ("QRHSB") and Global Jejaka Sdn Bhd ("GJSB") will hold 41%, 39% and 20% equity interest in QCM respectively.

Ms Yong said, "To demonstrate their commitment and support towards the growth of the Trust, MRCB, QRHSB and GJSB will provide the right of first refusal to QCT to purchase any office buildings proposed to be disposed of by them, thus providing a pipeline of potential acquisition opportunities for QCT to evaluate in the future. Correspondingly, this augurs well with QCT's continuing strategies to explore yield accretive acquisitions and to realise its investment objective of providing unitholders with long-term and sustainable distribution of income as well as capital growth potential."

"The inclusion of Platinum Sentral into QCT's portfolio will almost double QCT's asset base in terms of total asset size and will diversify its existing portfolio presence into Kuala Lumpur Sentral. This will decrease QCT's dependency on existing geographical areas as well as allow QCT access to new tenants in new areas. The enlarged asset base will also enable the Trust to enjoy greater operating efficiency arising from economies of scale and at the same time enhance our competitive positioning," she added.

"By leveraging on the current QCM management team's industry experience, QCT will continue to maximise return of its properties by focusing on tenant retention, capital management and cost efficiency measures. The Manager will also aim to further solidify QCT's position in the Malaysian REIT industry by pursuing growth through acquisition opportunities and deliver sustainable income distribution for unitholders," Yong added.

*(* Source from Property Market Overview 2014 by DTZ Nawawi Tie Leung Property Consultants Sdn Bhd)*

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**About Quill Capita Trust**

Quill Capita Trust is a commercial Real Estate Investment Trust (REIT), established through a trust deed dated 9 October 2006, as amended by the first supplemental deed dated 27 August 2007 and the second supplemental deed dated 28 May 2013. Managed by Quill Capita Management Sdn Bhd (QCM), the main thrust of Quill Capita Trust's activities include acquiring and investing in commercial properties in Malaysia to provide unitholders with long-term and sustainable distribution of income as well as capital growth potential. Currently, Quill Capita Trust owns 10 buildings comprising five in Cyberjaya, two in Kuala Lumpur, one each in Shah Alam and Petaling Jaya and one in Penang, valued at RM837.7 million as at 31 December 2014.

QCM is owned by CapitaLand RECM Pte Ltd (40%), a wholly-owned subsidiary of CapitaLand Financial Limited, the financial services business unit of CapitaLand Limited; Quill Resources Holding Sdn Bhd (30%); and Coast Capital Sdn Bhd (30%).

**About Malaysian Resources Corporation Berhad**

Malaysian Resources Corporation Berhad ("MRCB") was incorporated in Malaysia on 21 August 1968 under the Act as a private limited company under the name Perak Carbide Coporation Sendirian Berhad. It was converted to a public company on 28 June 1969 and listed on the then Main Board of Bursa Securities on 22 March 1971. It subsequently changed its name to Malaysian Resources Coporation Berhad on 12 October 1981.

MRCB engages in construction related activities, environmental engineering, property development and investment as well as provision of management services to its subsidiaries.

Issued by: JLPW Communications on behalf of **Quill Capita Management Sdn Bhd**
Date: 12 March 2015

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**IMPORTANT NOTICE**

The past performance of Quill Capita Trust ("QCT") is not indicative of the future performance of QCT. Similarly, the past performance of QCT Manager is not indicative of the future performance of the QCT Manager.

The value of units in QCT ("QCT Units") and the income derived from them may fall as well as rise. The QCT Units are not obligations of, deposits in, or guaranteed by, the QCT Manager. An investment in the QCT Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request that the QCT Manager redeem or purchase their QCT Units while the QCT Units are listed. It is intended that holders of the QCT Units may only deal in their QCT Units through trading on Bursa Malaysia Securities Berhad ("Bursa Malaysia"). Listing of the QCT Units on the Bursa Malaysia does not guarantee a liquid market for the QCT Units.

This release may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from other developments or companies, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business.

You are cautioned not to place undue reliance on these forward-looking statements, which are based on the current view of the QCT Manager on future events.