Corporate Governance

The Board is committed to ensuring that the highest standards of corporate governance are practiced throughout the Manager, Allco REIT and its subsidiaries (the “Group”), as a fundamental part of its responsibility to protect and enhance Unitholders’ value.

In July 2005, the Singapore Council on Corporate Disclosure and Governance issued a revised Code of Corporate Governance (the “2005 Code”) that superseded and replaced the previous Code of Corporate Governance that was issued in March 2001. Companies are required to disclose their corporate governance practices and explain deviations from the 2005 Code in their annual reports from 1 January 2007 onwards.

We note that whilst the 2005 Code applies only to companies, this report describes the Group’s corporate governance practices and structures that were in place during the financial year ended 31 December 2006, with specific reference to the principles and guidelines of the 2005 Code, as well as the Listing Manual of the SGX-ST and the Singapore Companies Act, where applicable.

The 2005 Code

The 2005 Code is divided into four main sections, namely:

(a) Board Matters
(b) Remuneration Matters
(c) Accountability and Audit
(d) Communication with Shareholders (Unitholders in the case of “REIT”)

Roles and responsibilities of the Manager

The Manager’s main responsibility is to manage Allco REIT for the benefit of Unitholders. In particular, the Manager will provide the following services to Allco REIT:

• **Investment strategy**: This includes the formulation, review where necessary, and execution of Allco REIT’s investment strategy, including determining the location, sub-sector type and other characteristics of the Portfolio of Allco REIT.

• **Acquisitions and disposals**: This includes making recommendations to the Trustee on the acquisition and disposal of investments.

• **Financing**: This includes formulating plans for equity and debt financing for the acquisition of any investment, distribution payments, expense payments and capital expenditure payments. The Manager may require the Trustee to borrow on behalf of Allco REIT (upon such terms and conditions as the Manager deems fit and in particular by charging or mortgaging all or any part of the assets) whenever the Manager considers that such borrowings are necessary or desirable in order to enable the Trustee to:
  › meet any liabilities under or in connection with Allco REIT; or
  › finance the acquisition of any asset; or
  › redeem any Units.
Such borrowings must be in compliance with the CIS Code (including the Property Funds Guidelines).

- **Planning and reporting**: This includes making periodic real estate plans, including budgets and reports, relating to the performance of the Portfolio.

- **Asset Management**: This includes active management of Allco REIT’s Real Estate Assets by formulating and implementing the business plans of Real Estate Assets with short, medium and long term objectives.

- **Administration**: This includes performing day-to-day administrative services as Allco REIT’s representative.

- **Investor relations**: This includes communicating and liaising with Unitholders, potential investors, analysts and the media.

- **Compliance management**: This includes making all regulatory filings on behalf of Allco REIT and ensuring that Allco REIT is in compliance with the applicable laws, regulations and provisions within the Securities and Futures Act Chapter 289 of Singapore (“SFA”), the CIS Code, the listing manual of SGX-ST, the Tax Ruling, the Trust Deed and all relevant contracts.

- **Accounting records**: This includes maintaining accounting records and preparing or causing to be prepared accounts and annual reports.

The Manager has covenanted in the Trust Deed to:

- use its best endeavours to carry on and conduct its business in a proper and efficient manner;
- ensure that Allco REIT is carried on and conducted in a proper and efficient manner; and
- conduct all transactions with or for Allco REIT at arm’s length and ensure that its Related Parties also do so.

The Manager may, in managing Allco REIT and in carrying out and performing its duties and obligations under the Trust Deed, appoint a person to exercise its powers and perform its obligations. However, the Manager is liable for all acts and omissions of the appointed person as if his or her acts or omissions were its own.

**The Board’s Conduct Of Affairs**

**Principle 1**: Every company should be headed by an effective Board to lead and control the company. The Board is collectively responsible for the success of the company. The Board works with Management to achieve this and the Management remains accountable to the Board.

The Board is responsible for the overall corporate governance of the Manager including establishing goals for the management and monitoring of the achievement of these goals. The Board is also responsible for the strategic business direction and risk management of Allco REIT. All Board members participate in matters relating to corporate governance, business operations...
and risks, financial performance and the nomination and review of directors. The Board has established a framework for the management of the Manager and Allco REIT, including a system of internal controls and a business risk management processes. The Board consists of eight members (plus one alternate director), three of whom are independent directors and three of whom are non-executive directors.

The composition of the Board is determined using the following principles:

(a) there is clear division of responsibilities between the Chairman of the Board and the Chief Executive Director and Managing Director ("CEO/MD") of the Manager;

(b) the Board should comprise directors with a broad range of commercial experience including expertise in funds management and the property industry;

(c) at least one-third of the Board should comprise independent directors; and

(d) the composition shall be reviewed regularly to ensure that the Board has the appropriate mix of expertise and experience.

The role of Non-executive directors is to:

- constructively challenge and help develop proposals on strategy
- review the performance of the Manager in meeting agreed goals and objectives; and
- monitor the reporting of performance.

The Board has delegated certain specific responsibilities to the ARC Committee. The Board accepts that while the ARC Committee has the authority to examine particular issues and will report back to the Board with their decisions and recommendations, the ultimate responsibility for the final decision on all matters lies with the entire Board.

The Board will meet at least four times a year and as warranted by particular circumstances. The Board has met four times since the Manager was incorporated and the Trust was constituted. Telephonic attendance at Board meetings is allowed under the Manager’s Articles of Association. The number of Board and ARC Committee meetings held in 2006, as well as the attendance of each Board member at these meetings, are disclosed below:
<table>
<thead>
<tr>
<th>Attendees</th>
<th>Board Meetings</th>
<th>ARC Committee Meetings</th>
<th>Reference</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chua Yong Hai (Chairman and Independent Director)</td>
<td>4</td>
<td>3</td>
<td></td>
</tr>
<tr>
<td>Michael Dwyer* (Chief Executive Officer and Managing Director)</td>
<td>4</td>
<td>–</td>
<td></td>
</tr>
<tr>
<td>Nicholas McGrath** (Executive Director)</td>
<td>4</td>
<td>3 ***</td>
<td></td>
</tr>
<tr>
<td>Christopher West (Non-Executive Director)</td>
<td>4</td>
<td>–</td>
<td></td>
</tr>
<tr>
<td>Timothy Rich (Non-Executive Director)</td>
<td>4</td>
<td>3</td>
<td></td>
</tr>
<tr>
<td>Frank Tearle (Non-Executive Director)</td>
<td>4</td>
<td>3 ***</td>
<td></td>
</tr>
<tr>
<td>Robert West (Independent Director)</td>
<td>4</td>
<td>1 ***</td>
<td></td>
</tr>
<tr>
<td>Tan Guong Ching (Independent Director)</td>
<td>4</td>
<td>3</td>
<td></td>
</tr>
<tr>
<td>No. of Meetings Held</td>
<td>4</td>
<td>3</td>
<td></td>
</tr>
</tbody>
</table>

The Manager has adopted internal guidelines setting forth matters which require Board approval. All new investments or increases in investments and all commitments to debt facilities from financial institutions by the Manager in relation to Allco REIT require the approval of the Board. The Manager is responsible for the day-to-day operation and administration of the Manager in accordance with the policies and strategy set by the Board.  

Moving forward, it is the Manager’s policy to send a formal letter to newly-appointed directors upon their appointment explaining their duties and obligations as a director. All newly-appointed directors undergo a comprehensive orientation programme which includes management presentations on the Manager’s business, strategic plans and objectives.

The directors are provided with continuing education in areas such as directors’ duties and responsibilities, corporate governance, changes in financial reporting standards, insider trading, changes in the Singapore Companies Act and industry-related matters, to update and refresh the directors on matters that affect or may enhance their performance as Board members and/or ARC Committee members.

* For the Financial Year ending 31 December 2006
** For the Financial Year ending 31 December 2006
*** Attended by invitation

CG Guideline 1.5
CG Guideline 1.6
CG Guidelines 1.7
Board Composition and Guidance

**Principle 2:** There should be a strong and independent element on the Board, which is able to exercise objective judgement on corporate affairs independently, in particular, from Management. No individual or small group of individuals should be allowed to dominate the Board’s decision making.

To carry out its oversight function well the Board must be able to exercise objective judgement on corporate affairs independently and lead and control the management of Allco REIT. The Board should comprise executive directors who have intimate knowledge of the property business and independent directors who can take a broader view of the Allco REIT activities and bring independent judgement to bear on issues for the Board’s consideration. The Board currently consists of eight members (plus one alternate director), three of whom are independent directors and three of whom are non-executive directors. The independent directors meet the criteria as set out in guideline 2.1 of the Code.

The Board brings with it a broad range of industry knowledge, expertise and experience in areas such as accounting, finance, business, management and strategic planning. A brief background of each director is presented in the “The Board of Directors of the Manager” section of this report.

The Board considers that the present Board size is appropriate for the current scope and nature of the Manager’s operations. As independent and non-executive directors make up two-thirds of the Board, no individual or group is able to dominate the Board's decision-making process. There is also balance in the Board because of the presence of independent, non-executive directors of the caliber necessary to carry sufficient weight in Board decisions. Although all the directors have an equal responsibility for the Group’s operations, the role of the independent non-executive directors is particularly important in ensuring that the strategies proposed by the Manager are constructively challenged, fully discussed, examined, and take into account the long term interests of Unitholders.

The Board fully appreciates that fundamental to good corporate governance is an effective, objective and robust Board whose members engage in open and constructive debate and challenge management on its assumptions and proposals. For this to be achieved, the Board, and in particular, the non-executive directors of the Board, must be kept well informed of the Manager’s activities and affairs and be knowledgeable about the property industry. The Manager has therefore adopted initiatives to put in place processes to ensure that the non-executive directors are well supported. These initiatives include the provision of accurate, complete and timely information, unrestricted access to the Manager, and sufficient time and resources to discharge their oversight function effectively.

It is the Manager’s policy that the non-executive directors shall have the opportunity to meet regularly (both formally and informally) without the presence of management to discuss a range of matters. These matters may include: suggested changes to Board processes, corporate governance initiatives, issues for discussion by the Board, and the remuneration of executive directors.

**Reference**

- CG Guidelines 2.1 and 4.6
- CG Guidelines 2.4 and 4.6
- CG Guidelines 2.3 and 2.5
- CG Commentary 2.6
**Chairman and Chief Executive Officer**

**Principle 3:** There should be a clear division of responsibilities at the top of the company – the working of the Board and the executive responsibility of the company’s business – which will ensure a balance of power of authority, such that no one individual represents a considerable concentration of power.

The roles of the Chairman and of the CEO/MD are separated to ensure appropriate balance of power, increased accountability and greater capacity of the Board for independent decision making.

The Chairman of the Board is an independent director whose primary duties cover:

(a) scheduling meetings that enable the Board to perform its duties responsibly while not interfering with the flow of the company’s operations;

(b) preparing meeting agenda in consultation with the CEO;

(c) exercising control over quality, quantity and timeliness of the flow of information between Management and the Board; and

(d) assisting in ensuring compliance with guidelines on corporate governance.

To enhance independence of the Board, the Chairman coordinates the activities of the independent directors and acts as the principal liaison between the independent directors on sensitive issues. The Chairman may hold meetings with the independent directors without the presence of Management as frequently as when required.

**Board Membership**

**Principle 4:** There should be a formal and transparent process for the appointment of new directors to the Board.

A selection process is in place for new directors which identifies the key attributes of an potential incoming director based on a matrix of the attributes of the existing Board and the requirements of the Group. After the Board has endorsed the key attributes, a shortlisting process will be conducted based on resources of directors’ personal contacts and recommendations of potential candidates. If candidates identified from this process are not suitable executive recruitment agencies are appointed to assist in the search process. Interviews are set up with potential candidates for the Board to assess them before a decision is reached.

The key information regarding directors such as academic and professional qualifications, Unitholdings in Allico REIT and other directorships of listed companies, is noted in this report.

The Board determines annually whether a director with multiple board representations is able to and has been adequately carrying out his duties as a director of the Board.

As an integral element of the process for appointing new directors, an orientation and education program will be provided for new members of the Board.
The Board has not appointed a nominating committee for the Manager. The Board does not consider such a committee appropriate in circumstances where Allco REIT, constituted as a trust, is externally managed by the Manager and has no personnel of its own. Accordingly, as an externally managed trust, all executive directors are remunerated by the Manager and not Allco REIT.

The Nominations Committee of Allco, supports and advises the Allco board on board matters including policies, performance, composition and succession planning. This includes identifying, evaluating and recommending candidates to the Board. The Nominations Committee also oversees the appointment of Non Executive Directors to the board of the Manager.

It is considered that the appointment process as mentioned above is sufficiently transparent to justify not appointing a nominating committee for the Manager.

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### Director Name

<table>
<thead>
<tr>
<th>Director Name</th>
<th>Date of Appointment to Board</th>
<th>Directorship of Listed Companies in the Three Years</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chua Yong Hai (Chairman and Independent Director)</td>
<td>27 February 2006</td>
<td>Nam Lee Pressed Metal Industries Limited, Straits Asia Resources Limited</td>
</tr>
<tr>
<td>Michael Dwyer (Chief Executive Officer and Managing Director)</td>
<td>15 March 2005</td>
<td>Nil</td>
</tr>
<tr>
<td>Nicholas McGrath (Executive Director)</td>
<td>28 February 2006</td>
<td>Nil</td>
</tr>
<tr>
<td>Christopher West (Non-Executive Director)</td>
<td>15 March 2005</td>
<td>Allco Hybird Investment Trust Limited</td>
</tr>
<tr>
<td>Timothy Rich (Non-Executive Director)</td>
<td>15 March 2005</td>
<td>Nil</td>
</tr>
<tr>
<td>Frank Tearle (Non-Executive Director)</td>
<td>23 November 2005</td>
<td>Nil</td>
</tr>
<tr>
<td>Robert West (Independent Director)</td>
<td>27 February 2006</td>
<td>Nil</td>
</tr>
<tr>
<td>Tan Guong Ching (Independent Director)</td>
<td>27 February 2006</td>
<td>StarHub Limited</td>
</tr>
<tr>
<td>Andrew Rutherford (Alternate to Christopher West)</td>
<td>23 November 2005</td>
<td>Nil</td>
</tr>
</tbody>
</table>

(1) For the Financial Year ending 31 December 2006

Referen
c CG Guideline 4.1, 4.2 and 4.3
Board Performance

**Principle 5:** There should be formal assessment of the effectiveness of the Board as a whole and the contribution by each director to the effectiveness of the Board.

The Board will implement a process for assessing the size, effectiveness and contribution of the Board as a whole. There will be an annual review of the Board’s required mix of skills, experience and other qualities.

Access To Information

**Principle 6:** In order to fulfill their responsibilities, Board members should be provided with complete, adequate and timely information prior to board meetings and on an ongoing basis.

All directors receive a set of Board papers prior to the Board meeting. This is generally issued to them at least five days prior to the meeting to enable the directors to obtain further explanations where necessary in order to be briefed properly and prepare for the meeting. The Board papers include the following documents and details:

- background or explanatory information relating to matters brought before the Board for decision or information;
- minutes of the previous Board meeting;
- minutes of meetings of all committees of the Board held before the meeting;
- major operational and financial issues;
- an asset management report, investor relations report and fund management report

Key matters requiring decisions are reserved for resolution at Board meetings rather than by circulation to facilitate discussion. Key analyst reports on Allco REIT are forwarded to the directors on an ongoing basis.

The directors have separate and independent access to the Manager’s senior management, including the CEO/MD, the chief financial officer, other key personnel of the Manager, and external auditors. Queries by individual directors on circulated papers are directed to Manager who will respond accordingly. Where relevant, the directors’ queries and Manager’s response to such queries are circulated to all Board members for their information.

The Board has also approved a procedure for directors, whether as a full Board or in their individual capacity, to take independent professional advice where necessary in the furtherance of their duties at the Manager’s expense.
All directors have separate and independent access to the advice and services of the company secretary. The Board has approved the company secretary’s scope of duties and responsibilities. The company secretary attends all meetings of the Board where practical and ensures that Board procedures are followed and that applicable rules and regulations are complied with. The company secretary also attends, where practical, all meetings of the ARC Committee. Under the direction of the Chairman, the company secretary is responsible for ensuring good information flow within the Board, its committees, management and non-executive directors, as well as facilitating orientation and assisting with professional development as required.

Remuneration Matters

**Principle 7:** There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No directors should be involved in deciding his own remuneration.

**Principle 8:** The level of remuneration should be appropriate to attract, retain and motivate the directors needed to run the company successfully but companies should avoid paying more than is necessary for this purpose. A significant proportion of executive directors’ remuneration should be structured so as to link rewards to corporate and individual performance.

**Principle 9:** Each company should provide clear disclosure of its remuneration policy, level and mix of remuneration, and the procedure for setting remuneration in the company’s annual report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to directors and key executives, and performance.

Allco REIT, constituted as a trust, is externally managed by the Manager and accordingly, it has no personnel of its own. The Manager appoints experienced and well-qualified management to handle the day-to-day operations of the Manager. All directors and employees of the Manager are remunerated by the Manager and not Allco REIT.

The Human Resource and Remuneration Committee ("HR&RC") of Allco shall be responsible for recommending the remuneration arrangements of the CEO/MD and other executive directors for endorsement by the Board.

The remuneration package of executive directors may consist of the following components:

(a) Fixed Component

The fixed pay comprises basic salary (inclusive of statutory employer contributions to Central Provident Fund, where applicable) and fixed allowances. To ensure that key executives’ remuneration is consistent and comparable with market practice, the HR&RC regularly benchmarks remuneration components against those of comparable companies, while continuing to be mindful that there should generally be a correlation between increased remuneration levels and performance improvements.
(b) Variable Component
This component comprises the variable bonus that is paid based on the Allco REIT and the manager’s performance as well as the individual’s performance. A comprehensive structured assessment exercise of the performance of executive directors is undertaken each year including measurement of performance against selected key performance indicators applicable to each of them.

(c) Benefits
The benefits provided are consistent with market practice and include medical benefits, flexible benefits and housing subsidies. Eligibility for these benefits will be dependent on the individual’s position and the policies in place from time to time.

The employment contracts for executive directors and service contracts, where applicable, for non-executive independent directors, are for not for fixed appointment periods however, they do not contain onerous removal clauses. Notice periods are generally four to six months in service for executive directors.

Non-executive directors are remunerated in accordance with the level of their responsibilities and contribution.

Accountability And Audit

Principle 10: The Board should present a balanced and understandable assessment of the Company’s performance, position and prospects.

Principle 11: The Board should establish an Audit Committee with written terms of reference which clearly set out its authority and duties.

The Board is responsible for providing a balanced and understandable assessment of Allco REIT’s performance, position and prospects. This includes the production of interim and other price sensitive public reports and reports to regulators (if required). The Manager provides all members of the Board with financial reports which present a balanced and understandable assessment of Allco REIT’s performance, position and prospects on a regular basis. CG Guideline 10.2

Financial reports and other price sensitive information are disseminated to Unitholders through announcements via SGXNET and press releases. The annual report of Allco REIT will be sent to all Unitholders no later than three months from the end of each financial year.

Audit, Risk and Compliance Committee
The ARC Committee comprises the following non-executive directors, 2 of whom are independent:

Dr Chua Yong Hai Chairman, independent director
Mr Tan Guong Ching Member, independent director
Mr Timothy Rich Member, non-executive director

The Board is of the view that all the members of the ARC Committee are appropriately qualified to discharge their responsibilities. All three members of the ARC Committee possess the requisite accounting and related financial management expertise and experience. CG Guideline 11.1 and 11.8

Reference
CG Guideline 10.2
CG Guideline 11.1 and 11.8
CG Guideline 11.2
The ARC Committee has written terms of reference endorsed by the Board which set out their duties and responsibilities. The ARC Committee is authorised by the Board to investigate any matter within its terms of reference and has full access to, and the co-operation of Manager. The ARC Committee has full discretion to invite any director or executive officer to attend its meetings. It has reasonable resources to enable it to discharge its functions properly.

The role of the ARC Committee is to review the adequacy of the Manager’s internal controls, at least annually. Internal controls refers to the Manager’s internal financial, operational and compliance controls as well as the risk management policies and systems established by the Manager. The ARC Committee also reviews the quality and reliability of information prepared for inclusion in financial reports to ensure its integrity. The ARC Committee makes recommendations to the Board on the appointment, re-appointment and removal of the external auditor and approves the remuneration and terms of engagement of the external auditor.

During the meetings of the ARC Committee to be held each financial year, the ARC Committee performed its functions and responsibilities as set out in its terms of reference. These will include:

(a) reviewing external audit reports to ensure that where deficiencies in internal controls have been identified, appropriate and prompt remedial action is taken by the Manager;
(b) monitoring the procedures in place to ensure compliance with applicable legislation, the Listing Manual and the Property Funds Guidelines;
(c) reviewing the significant financial reporting issues so as to ensure the integrity of financial statements;
(d) reviewing the effectiveness and the adequacy of the internal auditors, at least annually, including the adequacy of internal audit resources and its appropriate standing within the Group, as well as the scope and results of the internal audit procedures;
(e) reviewing the quarterly, half-yearly and full year financial statements of the Group, prior to their submission to the Board;
(f) reviewing the hedging policies established by the Manager relating to Allco REIT’s interest rate and foreign exchange exposure;
(g) monitoring the procedures established to regulate Related Party Transactions, including ensuring compliance with the provisions of the Listing Manual relating to Interested Person Transactions and the provisions of the Property Funds Guidelines relating to Interested Party Transactions;
(h) reviewing the adequacy of risk management policies; and
(i) reviewing the adequacy of compliance controls and addressing compliance issues.
The ARC Committee met with the external auditors three times during the financial year ended 31 December 2006. Two separate meetings were also conducted without the presence of the Manager.

A draft “whistle-blower” policy and a draft fraud policy have been reviewed by the ARC Committee and endorsed by the Board. These policies will be put in place once they have been approved by the board of Allco.

The ARC Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the Board the nomination of the external auditors for re-appointment. The ARC Committee has conducted a review of all non-audit services provided by the auditors and is satisfied that the nature and extent of such services do not affect the independence of the external auditors.

**Internal Controls And Risk Management**

**Principle 12:** The Board should ensure that the Management maintains a sound system of internal controls to safeguard the unitholders’ investments and the company’s assets.

The Board recognises the importance of sound internal controls and risk management practices to good corporate governance. The Board affirms its overall responsibility for the Manager’s systems of internal controls and risk management and for reviewing the adequacy and integrity of those systems on an annual basis. The Board recognises that no cost effective internal control system will preclude all errors and irregularities.

The Board is satisfied that currently there are adequate internal controls in place. The Board shall continue to regularly review the effectiveness of all internal controls. The ARC Committee’s terms of reference which have been approved by the Board also covers the review of internal controls and risk management.

**Internal Audit**

**Principle 13:** The company should establish an internal audit function that is independent of the activities it audits.

The internal audit function for Allco REIT has been outsourced to Ernst & Young which is one of the leading providers of outsourced internal audit services to a wide range of SGX listed clients.

The role of the internal auditor is to assist the Board in monitoring and managing internal controls and risk management practices of Allco REIT. Ernst & Young is staffed by suitably qualified executives. The internal auditor’s primary reporting line is to the Chairman of the ARC Committee, however they report administratively to the CEO/MD of the Manager. The ARC Committee approves the internal audit plan and ensures the adequacy of internal audit resources during an ARC Committee meeting each year.

The internal auditor’s scope of work covers all business and support functions of the Manager in respect of Allco REIT. All subsidiaries and joint ventures of Allco REIT are also subject to internal audit on a regular basis. Ernst & Young has adopted the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.
Communication With Unitholders

**Principle 14:** Companies should engage in regular, effective and fair communication with Unitholders

**Principle 15:** Companies should encourage greater shareholder participation at Annual General Meetings, and allow shareholders the opportunity to communicate their views on various matters affecting the company.

The Group values dialogue with its Unitholders. The Group believes in regular, effective and fair communication with its Unitholders and is committed to hearing Unitholders’ views and addressing their concerns where possible. The Group has a dedicated investor relations team which communicates with its Unitholders, analysts and the media on a regular basis. Unitholders can access the investor relations team via telephone or email.

Material information is disclosed in a comprehensive, accurate and timely manner via SGXNET and the press. To ensure a level playing field and provide confidence to Unitholders, unpublished price sensitive information are not selectively disclosed.

Allco REIT, constituted as a Trust, is not required to hold an Annual General Meeting of Unitholders. However, the Unitholders, the Trustee and the Manager may at any time convene a Meeting of Unitholders in accordance with the Trust Deed.

A quorum for any meeting is 2 or more Unitholders present in person or by attorney or by proxy. The Trustee must nominate before a meeting of Unitholders a person (whether or not a Unitholder) to act as Chairman of the meeting.

Subject to any rights or restrictions attached to any Unit:

(a) each Unitholder entitled to vote at a meeting may vote in person, by proxy, attorney or company representative;

(b) on a show of hands every Unitholder present with the right to vote has 1 vote; and

(c) on a poll every Unitholder present with the right to vote has 1 vote for each of its Units.

The Auditor of Allco REIT and the Trustee’s representative, counsel and other advisers may attend and address meetings.

If a document containing a statement to the effect that an act, matter or thing has been done or resolution (each a “Statement”) has been passed, is assented to by:

(a) each Unitholder entitled to vote; or

(b) any lesser number of Unitholders which has been agreed by the relevant class of Unitholders,

that Statement is to be taken as having been done at or passed by a meeting of the Unitholders.
Minutes of all resolutions passed at every meeting and proceedings of every meeting of Unitholders are entered into a book kept for that purpose by the Manager at the expense of the Manager.

**Securities Transactions**

The Manager has a formal Staff Financial Products Dealing Policy (“Policy”), which provides guidance and internal regulation with regard to dealings in the Units by the directors and officers of the Manager. The Policy is modeled on Rule 1207(18) of the SGX-ST Listing Manual. It prohibits directors and officers from dealing in Units while in possession of unpublished, price-sensitive information in relation to Allco REIT. Directors and officers are also prohibited from dealing in Units on short-term considerations during the “non-permitted period”, which is defined as two weeks before the date of announcement of results for each of the first three quarters of Allco REIT’s financial year, and one month before the date of announcement of the full year financial results.

**Reference**

Commentary 75.5

SGX 1207 (18)