

May 9, 2012

Dear Unitholders:

6-16-12 Shinbashi, Minato-ku, Tokyo  
**Japan Rental Housing Investments Inc.**  
Executive Director Toshiya Kuroda

## Convocation Notice of the 9th General Meeting of Unitholders

This is to inform you that the 9th General Meeting of Unitholders of Japan Rental Housing Investments Inc. ("JRH") will be held as described below. You are cordially invited to attend the General Meeting of Unitholders.

**Please note that you may exercise your voting rights via the voting rights exercise form if you are unable to attend the General Meeting of Unitholders in person. In such case, you are requested to carefully examine the attached "Reference Documents Concerning the General Meeting of Unitholders" and, after indicating your votes for or against each proposal on the enclosed voting rights exercise form, to send such form to us, ensuring that the form reaches us by no later than 6:00 p.m. on Wednesday, May 23, 2012.**

In accordance with Article 93, Paragraph 1 of the Law Concerning Investment Trusts and Investment Corporations, JRH has set out the provisions concerning "Deemed Approval" in Article 24 of the current Articles of Incorporation.

**Accordingly, please be aware that if you are not present at the General Meeting of Unitholders and do not exercise your voting rights via the voting rights exercise form, your voting rights will be included in the number of voting rights of the unitholders in attendance and JRH will deem that you have voted in favor of each proposal submitted to the General Meeting of Unitholders.**

(Extract from the Current Articles of Incorporation of JRH)

Article 24 (Deemed Approval)

1. Any unitholder who does not attend a general meeting of unitholders and does not exercise his/her voting rights shall be deemed to be in favor of any proposal submitted to such general meeting of unitholders (provided, however, that in cases where two or more proposals are submitted and any such proposal is in conflict in its nature with another proposal, both of such proposals shall be excluded from such deemed approval).
2. The number of voting rights owned by the unitholder deemed to be in favor of a proposal in accordance with the preceding paragraph shall be included in the number of voting rights of the unitholders in attendance.

### Details

1. **Date and Time:** May 24, 2012 (Thursday) at 10:00 a.m.
2. **Place:** 1-18-1 Shimbashi, Minato-ku, Tokyo  
Aviation Building 7th Floor Large Hall  
(Please refer to the "Directions to the 9th General Meeting of Unitholders" at the end of this document.)

3. **Purpose of the General Meeting of Unitholders:**

#### Resolutions

- Resolution 1:** Amendments to the Articles of Incorporation  
**Resolution 2:** Appointment of Three (3) Executive Directors  
**Resolution 3:** Appointment of Four (4) Supervisory Directors

END

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\* If you attend the General Meeting of Unitholders in person, please submit the enclosed voting rights exercise form to the receptionist at the venue.

- \* If you choose to exercise your voting rights by proxy, you may appoint another unitholder with voting rights to attend the General Meeting of Unitholders as your proxy. In such case, such proxy shall submit your voting rights exercise form together with a document certifying the status of the proxy.
- \* After the conclusion of the General Meeting of Unitholders, the “Session of Asset Management Report” will be held at the same venue by Mi-Casa Asset Management Inc., the asset management company of JRH.
- \* Method of publicizing in the case of revision of the Reference Documents Concerning the General Meeting of Unitholders:  
Please note that any revisions that are required to be made, by the date preceding the date of the General Meeting of Unitholders, to the matters included in the Reference Documents Concerning the General Meeting of Unitholders will be posted on JRH’s Web Site (<http://www.jrhi.co.jp/>).

## Reference Documents Concerning the General Meeting of Unitholders

### Resolution and Reference Items

#### Resolution 1: Amendments to the Articles of Incorporation

##### 1.Reasons for Amending the Articles of Incorporation

- (1) JRH will revise necessary wording in connection with the revision of the Ordinance for Enforcement of the Special Measures Concerning Taxation Act (Cabinet Order No. 43 of 1957, as amended), which prescribes the requirement that offerings relating to investment units be mainly conducted within Japan, which is one of the requirements for investment corporations to receive tax exemption prescribed in the Special Measures Concerning Taxation Act (Act No. 26 of 1957, as amended; hereinafter, "SMCTA").
- (2) Regarding rental housing categories for conducting the diversified investment portion of its investment policy, JRH will reorganize the current Studio type, Family type and Premium type into just the Studio type and the Family type.
- (3) JRH will revise necessary wording in conjunction with the change of requirements regarding the reduction of registration and license tax on registrations of real property ownership transfer resulting from the SMCTA revision.
- (4) Regarding Management Fee No. 1, which is one of the asset management fees that JRH pays the asset management company, the total asset value on the balance sheet that is the basis of calculation will be changed from the average monthly ending balance to the total asset value of the immediately preceding accounting settlement.
- (5) In addition, these amendments will revise necessary wording, amend, standardize and clarify certain expressions and otherwise organize provisions.

##### 2.Details of the Amendments to the Articles of Incorporation

The details of the amendments are set forth below.

(Underlining indicates changed portions.)

Current Articles of Incorporation	Draft Amendments
CHAPTER II Investment Units	CHAPTER II Investment Units
Article 5 (Total Number of Investment Units Authorized for Issue, etc.)	Article 5 (Total Number of Investment Units Authorized for Issue, etc.)
1. (Omitted)	1. (Unchanged)
2. The issue value of investment units offered within Japan shall account for more than 50% of the total amount of the issue value of investment units <u>issued by JRH</u> .	2. The issue value of investment units offered within Japan shall account for more than 50% of the total amount of the issue value of investment units <u>of JRH</u> .
3. (Omitted)	3. (Unchanged)
CHAPTER III The Subjects, Plan and Calculation of Asset Management	CHAPTER III The Subjects, Plan and Calculation of Asset Management
Article 10 (Investment Plan)	Article 10 (Investment Plan)
1-2 (Omitted)	1-2 (Unchanged)
3. In investing in the assets prescribed in Paragraph 1, JRH shall conduct diversified investment in different rental housing	3. In investing in the assets prescribed in Paragraph 1, JRH shall conduct diversified investment in different rental housing

Current Articles of Incorporation	Draft Amendments
<p>categories in order to promote the stabilization of cash flow by reducing the fluctuation risk of rental market conditions among the rental housing categories. The rental housing categories invested in shall be the Studio type, the Family type <u>and the Premium type.</u></p> <p>4-5 (Omitted)</p> <p>6. The allocation rate of assets that JRH acquires shall be according to the plan stated below. The total amount of the value of the specified real estate (this means among the specified assets that JRH acquires, real estate, real estate leasehold rights, surface rights or beneficiary interests having real estate, leasehold rights in land or surface rights as trust assets) shall account for more than 75% of the total amount of the value of specified assets held by JRH.</p> <p>7-9 (Omitted)</p>	<p>categories in order to promote the stabilization of cash flow by reducing the fluctuation risk of rental market conditions among the rental housing categories. The rental housing categories invested in shall be the Studio type <u>and</u> the Family type.</p> <p>4-5 (Unchanged)</p> <p>6. The allocation rate of assets that JRH acquires shall be according to the plan stated below. The total amount of the value of the specified real estate (this means among the specified assets that JRH acquires, real estate, real estate leasehold rights <u>or</u> surface rights or beneficiary interests having real estate <u>ownership</u>, leasehold rights in land or surface rights as trust assets) shall account for more than 75% of the total amount of the value of specified assets held by JRH.</p> <p>7-9 (Unchanged)</p>
<p>Article 11 (Specified Assets Subject to Major Investment)</p> <p>1-2 (Omitted)</p> <p>3. (Omitted)</p> <p>(1)-(3) (Omitted)</p> <p>(4) Securities (this means securities prescribed in Article 3, Item 1 of the Ordinance for Enforcement of the Act Concerning Investment Trusts and Investment Corporations (Cabinet Order No. 480 of 2000, as amended) ("Investment Trust Act Enforcement Ordinance")) (except items coming under Paragraph 2 and <u>the preceding items of this paragraph</u>)</p> <p>(5) Monetary claims (this means the monetary claims prescribed in Article 3, Item 7 of the Investment Trust Act Enforcement Ordinance)</p> <p>(6) The beneficiary interest of a monetary trust whose purpose is investment having the assets listed in the items <u>above</u> as the trust assets.</p> <p>(7) (Omitted)</p> <p>4. (Omitted)</p> <p>(1)-(3) (Omitted)</p>	<p>Article 11 (Specified Assets Subject to Major Investment)</p> <p>1-2 (Unchanged)</p> <p>3. (Unchanged)</p> <p>(1)-(3) (Unchanged)</p> <p>(4) Securities (this means securities prescribed in Article 3, Item 1 of the Ordinance for Enforcement of the Act Concerning Investment Trusts and Investment Corporations (Cabinet Order No. 480 of 2000, as amended) ("Investment Trust Act Enforcement Ordinance")) (except items coming under <u>securities among those expressly stated in Paragraph 2 and this paragraph</u>)</p> <p>(5) Monetary claims (this means the monetary claims prescribed in Article 3, Item 7 of the Investment Trust Act Enforcement Ordinance; <u>except assets listed in Items 1 through 3 of this paragraph</u>)</p> <p>(6) The beneficiary interest of a monetary trust whose purpose is investment having the assets listed in the items <u>in this paragraph</u> as the trust assets.</p> <p>(7) (Unchanged)</p> <p>4. (Unchanged)</p> <p>(1)-(3) (Unchanged)</p>

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<p>(4) Equity interests of associations prescribed in Article 667 of the Civil Code that are incidental to investments in specified assets (limited to those established by investment of real estate and leasehold rights in real estate or surface rights with the purpose of the leasing, operation and management thereof)</p> <p>(5) Movables under the Civil Code</p> <p>(6) (Omitted) (New Provision)</p>	<p>(4) Equity interests of associations prescribed in Article 667 of the Civil Code (<u>Law No. 89 of 1896, as amended; hereinafter, "Civil Code"</u>) that are incidental to investments in specified assets (limited to those established by investment of real estate and leasehold rights in real estate or surface rights with the purpose of the leasing, operation and management thereof)</p> <p>(5) Movables under the Civil Code (<u>this is limited to facilities, equipment and other items annexed to structures or for use on real estate</u>)</p> <p>(6) (Unchanged)</p> <p><u>5. In a case where, regarding Rights to Be Indicated on Securities as prescribed in Article 2, Paragraph 2 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; hereinafter "FIEA"), securities that indicate the relevant rights are not issued, such rights shall be deemed such securities and Paragraph 2 through Paragraph 4 shall apply.</u></p>
<p>Article 14 (Method, Standards and Record Date of Asset Valuation)</p> <p>1. JRH's method of asset valuation shall be determined for each type of operating assets, as set forth below, in accordance with the Regulations on the Calculation of Investment Corporations (Cabinet Office Ordinance No. 47 of 2006, as amended), the Regulations on Real Estate Investment Trusts and Real Estate Investment Corporations established by the Investment Trusts Association, Japan ("ITAJ"), other regulations of the ITAJ <u>and other generally accepted</u> corporate accounting practices.</p> <p>(1) (Omitted)</p> <p>(2) The trust beneficiary interest and silent partnership interests in real estate prescribed in Article 11, Paragraph 2, Items 4 through 7 This shall be the amount equivalent to the beneficiary interest share of the relevant trust or the amount equivalent to the silent partnership interests calculated</p>	<p>Article 14 (Method, Standards and Record Date of Asset Valuation)</p> <p>1. JRH's method of asset valuation shall be determined for each type of operating assets, as set forth below, in accordance with the Regulations on the Calculation of Investment Corporations (Cabinet Office Ordinance No. 47 of 2006, as amended), the Regulations on Real Estate Investment Trusts and Real Estate Investment Corporations established by the Investment Trusts Association, Japan ("ITAJ"), other regulations of the ITAJ, <u>and generally accepted corporate accounting standards and other</u> corporate accounting practices.</p> <p>(1) (Unchanged)</p> <p>(2) The trust beneficiary interest and silent partnership interests in real estate prescribed in Article 11, Paragraph 2, Items 4 through 7 This shall be the amount equivalent to the beneficiary interest share of the relevant trust or the amount equivalent to the silent partnership interests calculated</p>

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<p>[a] in the case where the trust property or the assets of the silent partnership are assets listed in the preceding item, by performing valuation in accordance with the preceding item or [b] in the case of financial assets and liabilities, by performing valuation in accordance with generally accepted corporate accounting practices, and then deducting the total sum of liabilities from the total sum of assets.</p> <p>(3) Securities prescribed in Article 11, Paragraph 3, Item 3 and Item 4 If there is a market price for the relevant securities, this shall be an amount based on the market price (this means the trading price on <u>the</u> exchange, the price publicly announced by the Japan Securities Dealers Association, etc. or the trading price established by a trading system that can perform purchase and sale realization, etc. similar to these as needed; hereinafter, the same shall apply). If there is no market price, this shall be an amount that is reasonably calculated; provided, however, that in a case where there is no market price or reasonably calculated price such as set forth above regarding preferred equity securities prescribed in Article 2 of the Asset Securitization Act, it is possible to value the securities using the cost of acquisition.</p> <p>(4) (Omitted)</p> <p>(5) Beneficiary Interest of Monetary Trust prescribed in Article 11, Paragraph 3, Item 6 This shall be valued using the amount that results from [a] performing valuation in accordance with the valuation method for the relevant investment asset prescribed in Items 1 through 4, Item 6 and Item 7 of this paragraph according to the assets managed, and, but [b] in the case of financial assets and liabilities, upon complying with generally accepted</p>	<p>[a] in the case where the trust property or the assets of the silent partnership are assets listed in the preceding item, by performing valuation in accordance with the preceding item or [b] in the case of financial assets and liabilities, by performing valuation in accordance with generally accepted <u>corporate accounting standards and other</u> corporate accounting practices, and then deducting the total sum of liabilities from the total sum of assets.</p> <p>(3) Securities prescribed in Article 11, Paragraph 3, Item 3 and Item 4 If there is a market price for the relevant securities, this shall be an amount based on the market price (this means the trading price on <u>a financial instruments</u> exchange, the price publicly announced by the Japan Securities Dealers Association, etc. or the trading price established by a trading system that can perform purchase and sale realization, etc. similar to these as needed; hereinafter, the same shall apply). If there is no market price, this shall be an amount that is reasonably calculated; provided, however, that in a case where there is no market price or reasonably calculated price such as set forth above regarding preferred equity securities prescribed in Article 2 of the Asset Securitization Act, it is possible to value the securities using the cost of acquisition.</p> <p>(4) (Unchanged)</p> <p>(5) Beneficiary Interest of Monetary Trust prescribed in Article 11, Paragraph 3, Item 6 This shall be valued using the amount that results from [a] performing valuation in accordance with the valuation method for the relevant investment asset prescribed in Items 1 through 4, Item 6 and Item 7 of this paragraph according to the assets managed, and, but [b] in the case of financial assets and liabilities, upon complying with generally accepted</p>

Current Articles of Incorporation	Draft Amendments
<p>corporate accounting practices, deducting the total sum of liabilities from the total sum of assets and calculating the an amount equivalent to the beneficiary interest share of the relevant trust.</p> <p>(6) Rights relating to Derivative Transactions prescribed in Article 11, Paragraph 3, Item 7 Claims and obligations arising due to the trades listed on an <u>exchange</u> shall be amounts calculated based on the final prices of such <u>exchange</u> (i.e., the closing price, but if there is no closing price, the quotation (i.e., the lowest publicly announced selling quotation or the highest publicly announced buying quotation, or if both are publicly announced, the middle rate)) If there is no closing price on the same day, this shall be the amount calculated based on the closing price the closest preceding day. Claims and obligations arising due to trades for which there is no <u>exchange</u> market rate shall be the amount that can be reasonably calculated as similar to the market price, if such can be calculated. Trades for which it is found very difficult to calculate a fair appraised value shall be valued based on the cost of acquisition. Hedge accounting may be applied to transactions that are found to be hedge transactions under generally accepted corporate accounting practices.</p> <p>(7) Miscellaneous Cases not prescribed in the above items shall be valued with the appraised value that should be calculated in accordance with the valuation rules of</p>	<p><u>corporate accounting standards and other</u> corporate accounting practices, deducting the total sum of liabilities from the total sum of assets and calculating the an amount equivalent to the beneficiary interest share of the relevant trust.</p> <p>(6) Rights relating to Derivative Transactions prescribed in Article 11, Paragraph 3, Item 7 Claims and obligations arising due to the trades listed on a <u>Financial Instruments Exchange</u> shall be amounts calculated based on the final prices of such <u>Financial Instruments Exchange</u> (i.e., the closing price, but if there is no closing price, the quotation (i.e., the lowest publicly announced selling quotation or the highest publicly announced buying quotation, or if both are publicly announced, the middle rate)) If there is no closing price on the same day, this shall be the amount calculated based on the closing price the closest preceding day. Claims and obligations arising due to trades for which there is no <u>Financial Instruments Exchange</u> market rate shall be the amount that can be reasonably calculated as similar to the market price, if such can be calculated. Trades for which it is found very difficult to calculate a fair appraised value shall be valued based on the cost of acquisition. Hedge accounting may be applied to transactions that are found to be hedge transactions under generally accepted <u>corporate accounting standards and other</u> corporate accounting practices. <u>Special treatment for interest rate swaps may be applied with respect to those that satisfy the requirements for special treatment of interest rate swaps prescribed in Financial Instruments Accounting Standards.</u></p> <p>(7) Miscellaneous Cases not prescribed in the above items shall be valued with the appraised value that should be calculated in accordance with the valuation rules of</p>

Current Articles of Incorporation	Draft Amendments
<p>the Investment Trust Act and the ITAJ or the appraised value that should be calculated in accordance with generally accepted corporate accounting practices.</p> <p>2. (Omitted)</p> <p>(1) (Omitted)</p> <p>(2) The beneficiary interest and silent partnership interests in real estate prescribed in Article 11, Paragraph 2, Items 4 through 7</p> <p>This shall be the amount equivalent to the beneficiary interest share of the relevant trust or the amount equivalent to the silent partnership interests calculated [a] in the case where the trust property or the assets of the silent partnership are assets listed in the preceding item, by performing the valuation in accordance with the preceding item or [b] in the case of financial assets and liabilities, by performing valuation in accordance with generally accepted corporate accounting practices and then deducting the total sum of liabilities from the total sum of assets.</p> <p>3-4 (Omitted)</p>	<p>the Investment Trust Act and the ITAJ or the appraised value that should be calculated in accordance with generally accepted <u>corporate accounting standards and other</u> corporate accounting practices.</p> <p>2. (Unchanged)</p> <p>(1) (Unchanged)</p> <p>(2) The beneficiary interest and silent partnership interests in real estate prescribed in Article 11, Paragraph 2, Items 4 through 7</p> <p>This shall be the amount equivalent to the beneficiary interest share of the relevant trust or the amount equivalent to the silent partnership interests calculated [a] in the case where the trust property or the assets of the silent partnership are assets listed in the preceding item, by performing the valuation in accordance with the preceding item or [b] in the case of financial assets and liabilities, by performing valuation in accordance with generally accepted corporate accounting <u>standards and other corporate accounting practices</u>, and then deducting the total sum of liabilities from the total sum of assets.</p> <p>3-4 (Unchanged)</p>
<p>Article 17 (Borrowing and the Issuance of Investment Corporation Bonds)</p> <p>1. JRH may borrow money or issue investment corporation bonds (including short-term investment corporation bonds; hereinafter the same shall apply) for the purpose of efficient asset operation and stable operation, to be used as funds for the acquisition of specified assets, for construction work costs relating to real estate to be leased or real estate that amounts to trust property relating to beneficiary interest, for the funds necessary to operate an investment corporation, or for the repayment of liabilities (including the <u>payment</u> of deposits and guarantees, the repayment of loans and the redemption of investment corporations bonds).</p> <p>2-3 (Omitted)</p> <p>4. When JRH borrows money, the lenders are restricted to institutional investors prescribed</p>	<p>Article 17 (Borrowing and the Issuance of Investment Corporation Bonds)</p> <p>1. JRH may borrow money or issue investment corporation bonds (including short-term investment corporation bonds; hereinafter the same shall apply) for the purpose of efficient asset operation and stable operation, to be used as funds for the acquisition of specified assets, for construction work costs relating to real estate to be leased or real estate that amounts to trust property relating to beneficiary interest, for the funds necessary to operate an investment corporation, or for the repayment of liabilities (including the <u>return</u> of deposits and guarantees, the repayment of loans and the redemption of investment corporations bonds).</p> <p>2-3 (Unchanged)</p> <p>4. When JRH borrows money, the lenders are restricted to <u>qualified institutional investors</u>.</p>



Current Articles of Incorporation	Draft Amendments
<p data-bbox="268 210 783 277">in Article 67-15, Paragraph 1, Item 1(b)(2) of the SMCTA.</p> <p data-bbox="256 432 724 499" style="text-align: center;"><b>CHAPTER IV General Meeting of Unitholders</b></p> <p data-bbox="185 546 783 613">Article 19 (Convocation of the General Meeting of Unitholders)</p> <p data-bbox="205 620 783 943"><u>In addition to the cases</u> where otherwise prescribed by law, a General Meeting of Unitholders shall be convoked, based on the approval by the Board of Directors, by the Executive Director in a case where there is one Executive Director or by the one Executive Director designated according to an order determined in advance by the Board of Directors in a case where there are two or more Executive Directors.</p> <p data-bbox="185 992 699 1059">Article 21 (Chair of the General Meeting of Unitholders)</p> <p data-bbox="205 1066 783 1500">The Chair of the General Meeting of Unitholders shall be the Executive Director in a case where there is one Executive Director or the one Executive Director designated according to an order determined in advance by the Board of Directors in a case where there are two or more Executive Directors; provided, however, that in the event that the Chair is not able to perform his/her duties, another Executive Director or a Supervisory Director will serve as Chair according to an order determined in advance by the Board of Directors.</p> <p data-bbox="185 1662 783 1729">Article 22 (Method for Adopting Resolutions of the General Meeting of Unitholders)</p> <p data-bbox="228 1736 762 1912">1. <u>Unless</u> otherwise prescribed by law or these Articles of Incorporation, resolutions of the General Meeting of Unitholders shall be passed by the majority of voting rights of Unitholders present.</p> <p data-bbox="228 1919 379 1953">2-5 (Omitted)</p> <p data-bbox="185 2002 485 2022">Article 25 (Record Date)</p>	<p data-bbox="900 210 1422 387"><u>prescribed in Article 2, Paragraph 3, Item 1 of the FIEA (limited to institutional investors</u> prescribed in Article 67-15, Paragraph 1, Item 1(b)(2) of the SMCTA <u>(Act No. 26 of 1957, as amended)</u>).</p> <p data-bbox="888 432 1356 499" style="text-align: center;"><b>CHAPTER IV General Meeting of Unitholders</b></p> <p data-bbox="817 546 1415 613">Article 19 (Convocation of the General Meeting of Unitholders)</p> <p data-bbox="837 620 1422 943"><u>Except</u> where otherwise prescribed by law, a General Meeting of Unitholders shall be convoked, based on the approval by the Board of Directors, by the Executive Director in a case where there is one Executive Director or by the one Executive Director designated according to an order determined in advance by the Board of Directors in a case where there are two or more Executive Directors.</p> <p data-bbox="817 992 1331 1059">Article 21 (Chair of the General Meeting of Unitholders)</p> <p data-bbox="837 1066 1422 1500">The Chair of the General Meeting of Unitholders shall be the Executive Director in a case where there is one Executive Director or the one Executive Director designated according to an order determined in advance by the Board of Directors in a case where there are two or more Executive Directors; provided, however, that in the event that the Chair is not able to perform his/her duties, another Executive Director or a Supervisory Director will serve as Chair according to an order determined in advance by the Board of Directors.</p> <p data-bbox="837 1507 1394 1617">[Note: Although some expressions in Japanese have been slightly changed, the meaning is unchanged.]</p> <p data-bbox="817 1662 1422 1729">Article 22 (Method for Adopting Resolutions of the General Meeting of Unitholders)</p> <p data-bbox="860 1736 1415 1912">1. <u>Except where</u> otherwise prescribed by law or these Articles of Incorporation, resolutions of the General Meeting of Unitholders shall be passed by the majority of voting rights of Unitholders present.</p> <p data-bbox="860 1919 1050 1953">2-5 (Unchanged)</p> <p data-bbox="817 2002 1117 2022">Article 25 (Record Date)</p>

Current Articles of Incorporation	Draft Amendments
<p>1. (Omitted)</p> <p>2. In addition to the preceding paragraph, JRH may when necessary make an announcement in advance designating the Unitholders or registered pledgees of investment units described or registered in the register of Unitholders on a certain day as Unitholders or registered pledgees of investment units who may exercise the rights thereof.</p> <p>(New Provision)</p> <p><b>CHAPTER V Directors and the Board of Directors</b></p> <p>Article 28 (Term of Office of Directors) The term of office of directors shall be two years after <u>election</u>; provided, however, that the term of directors elected to fill vacancies or to increase the number of directors shall be conterminous with the remaining term of the previous office holder or the remaining term of office of other directors then in office.</p> <p>Article 29 (Method for Adopting Resolutions of the Board of Directors) <u>Unless</u> otherwise prescribed by law or these Articles of Incorporation, resolutions of the Board of Directors shall be passed by the majority of directors present at a meeting, which directors shall constitute a majority of the total number of directors who can vote on the resolution.</p> <p>(New Provision)</p>	<p>1. (Unchanged)</p> <p>2. In addition to the preceding paragraph, JRH may when necessary make an announcement in advance designating the Unitholders or registered pledgees of investment units described or registered in the register of Unitholders on a certain day as Unitholders or registered pledgees of investment units who may exercise the rights thereof. [Note: Although one expression in Japanese was slightly changed, the meaning is unchanged.]</p> <p>3. <u>With respect to the business of the General Meeting of Unitholders, an outline of the proceedings of the General Meeting of Unitholders, a report on the results of the meeting and other matters prescribed by law shall be described or recorded in the minutes. The minutes drafted shall be kept for ten years at JRH's head office.</u></p> <p><b>CHAPTER V Directors and the Board of Directors</b></p> <p>Article 28 (Term of Office of Directors) The term of office of directors shall be two years after <u>taking office</u>; provided, however, that the term of directors elected to fill vacancies or to increase the number of directors shall be conterminous with the remaining term of the previous office holder or the remaining term of office of other directors then in office.</p> <p>Article 29 (Method for Adopting Resolutions of the Board of Directors)</p> <p>1. <u>Except where</u> otherwise prescribed by law or these Articles of Incorporation, resolutions of the Board of Directors shall be passed by the majority of directors present at a meeting, which directors shall constitute a majority of the total number of directors who can vote on the resolution.</p> <p>2. <u>With respect to the business of the Board of Directors, an outline of the proceedings of the Board of Directors meetings, a report on the results of the meeting and other matters prescribed by law shall be described or recorded in the minutes, and the directors present shall affix their names and seals or</u></p>

Current Articles of Incorporation	Draft Amendments
<p>Article 30 (Convocation and Chair of the Board of Directors)</p> <ol style="list-style-type: none"> <li>1. <u>Unless</u> otherwise prescribed by law, a Board of Directors meeting shall be convoked by the Executive Director as the chair in a case where there is one Executive Director or by the one Executive Director designated according to an order determined in advance by the Board of Directors in a case where there are two or more Executive Directors.</li> <li>2. (Omitted)</li> </ol> <p>Article 33 (Exemption of Directors from Liability for Damages toward Investment Corporation)  <u>Pursuant to Article 115-6, Paragraph 7</u> of the Investment Trust Act, JRH may exempt <u>directors (including former directors)</u> from liability for damages due to neglect of duty to the maximum extent <u>of the law</u> by means of a board of directors resolution.</p>	<p><u>digital signature to the minutes. The minutes drafted shall be kept for ten years at JRH's head office.</u></p> <p>Article 30 (Convocation and Chair of the Board of Directors)</p> <ol style="list-style-type: none"> <li>1. <u>Except where</u> otherwise prescribed by law, a Board of Directors meeting shall be convoked by the Executive Director as the chair in a case where there is one Executive Director or by the one Executive Director <u>as the chair</u> designated according to an order determined in advance by the Board of Directors in a case where there are two or more Executive Directors.</li> <li>2. (Unchanged)</li> </ol> <p>Article 33 (Exemption of Directors from Liability for Damages toward Investment Corporation)  <u>Regarding the liability for damages prescribed in Article 115-6, Paragraph 1</u> of the Investment Trust Act, <u>in a case where the relevant director performed his or her duties in good faith and without gross negligence,</u> JRH may exempt <u>the director</u> from liability for damages due to neglect of duty to the maximum extent <u>prescribed by law</u> by means of a board of directors resolution <u>if it is found particularly necessary in view of the details of the facts giving rise to liability, the circumstances of the director's performance of his or her duties and other circumstances.</u></p>
<p style="text-align: center;">CHAPTER VI Accounting Auditors</p> <p>Article 36 (Amount of Compensation of Accounting Auditors <u>and</u> Standards Concerning the Payment of Compensation)  (Omitted)</p> <p>Article 37 (Exemption of Accounting Auditors from Liability for Damages toward Investment Corporation)  <u>Pursuant to Article 115-6, Paragraph 7</u> of the Investment Trust Act, JRH may exempt <u>Accounting Auditors (including former Accounting Auditors)</u> from liability for damages due to neglect of duty to the maximum extent <u>of</u> the law by means of a board of directors resolution.</p>	<p style="text-align: center;">CHAPTER VI Accounting Auditors</p> <p>Article 36 (Amount of Compensation of Accounting Auditors, Standards Concerning the Payment of Compensation <u>and Time of Payment</u>)  (Unchanged)</p> <p>Article 37 (Exemption of Accounting Auditors from Liability for Damages toward Investment Corporation)  <u>Regarding the liability for damages prescribed in Article 115-6, Paragraph 1</u> of the Investment Trust Act, <u>in a case where the relevant Accounting Auditor performed his or her duties in good faith and without gross negligence,</u> JRH may exempt <u>the Accounting Auditor</u> from liability for damages due to neglect of duty to the maximum extent</p>

Current Articles of Incorporation	Draft Amendments
<p>Exhibit 1 Asset Management Fees to the Asset Management Company (Omitted)</p> <p>(1) Management Fee No. 1 <u>Management Fee No. 1 shall be the amount that results from multiplying the average of each month's ending balance amount of operating assets of JRH (i.e., the total asset value on the balance sheet) by a rate that will be a maximum of 0.50% (annual rate) (with units of less than one yen disregarded). The time of payment of Management Fee No. 1 shall be the end of the month that follows the last day of each calculation period where each business term of JRH is divided into three-month calculation periods (if there is a calculation period of less than three months, the initial period in the relevant business term shall be the calculation period of less than three months).</u></p> <p>(2) Management Fee No. 2 <u>Management Fee No. 2 shall be the amount that results from multiplying the distributable amount prior to the deduction of Management Fee No. 2 calculated each immediately preceding accounting period of JRH by a rate that will be a maximum of 3.0% (annual rate) (with units of less than one yen disregarded). The time of payment of Management Fee No. 2 shall be the end of the month that follows the month in which falls the day on which the Board of Directors of JRH approved the financial statements, etc.</u></p>	<p><u>prescribed by the law by means of a board of directors resolution if it is found particularly necessary in view of the details of the facts giving rise to liability, the circumstances of the Accounting Auditor's performance of his or her duties and other circumstances.</u></p> <p>Exhibit 1 Asset Management Fees to the Asset Management Company (Unchanged)</p> <p>(1) Management Fee No. 1 <u>Each business term of JRH shall be divided into [a] the period from the initial day of the relevant business term to the day corresponding to three months after the immediately preceding accounting settlement and [b] the period from the day following the final day of the above referenced period until the accounting settlement (hereinafter, each a "Calculation Period") and, for each Calculation Period, this shall be the amount obtained by multiplying the total asset value on the balance sheet (limited to one that has received the approval prescribed in Article 131, Paragraph 2 of the Investment Trust Act) as of the immediately preceding accounting settlement of JRH by a rate that will be a maximum of 0.50% (annual rate) (prorated based on a 365-day year, according to the actual number of days in the relevant Calculation Period, with units of less than one yen disregarded). The time of payment shall be by the payment date (i.e., the last day of February, May, August and November of each year) that falls immediately after the last day of each Calculation Period.</u></p> <p>(2) Management Fee No. 2 <u>This shall be the amount that results from multiplying the distributable amount prior to the deduction of Management Fee No. 2 calculated for each immediately preceding accounting settlement of JRH by a rate that will be a maximum of 3.0% (annual rate) (with units of less than one yen disregarded). The time of payment of Management Fee No. 2 shall be the end of the month that follows the month in which falls the day on which the Board of Directors of JRH approved the financial statements, etc.</u></p>

Current Articles of Incorporation	Draft Amendments
<p>(3) Acquisition Fee  <u>The Acquisition Fee</u> shall be the amount that results from multiplying the acquisition amount in a case where operating assets are acquired (excluding the amounts equivalent to national <u>consumption tax</u> and local consumption tax on the building) by a rate that will be a maximum of 1.0%. The time of payment of the Acquisition Fee shall be the end of the month that follows the month in which falls the day of acquisition (i.e., the day the transfer of rights, including the transfer of ownership, takes effect).</p> <p>(4) Transfer Fee  <u>The Transfer Fee</u> shall be the amount that results from multiplying the transfer amount in a case where operating assets are transferred (excluding the amounts equivalent to national and local consumption tax on the building) by a rate that will be a maximum of 0.5%. The time of payment of the Transfer Fee shall be the end of the month that follows the month in which falls the day of transfer (i.e., the day the transfer of rights, including the transfer of ownership, takes effect).</p> <p>(Omitted)</p>	<p>(3) Acquisition Fee  <u>This</u> shall be the amount that results from multiplying the acquisition amount in a case where operating assets are acquired (excluding the amounts equivalent to national and local consumption tax on the building) by a rate that will be a maximum of 1.0%. <u>The term "acquisition amount" means the amount stated in the purchase and sale agreement, excluding the costs in connection with the transfer as well as the national and local consumption tax.</u> The time of payment of the Acquisition Fee shall be the end of the month that follows the month in which falls the day of acquisition (i.e., the day the transfer of rights, including the transfer of ownership, takes effect).</p> <p>(4) Transfer Fee  <u>This</u> shall be the amount that results from multiplying the transfer amount in a case where operating assets are transferred (excluding the amounts equivalent to national and local consumption tax on the building) by a rate that will be a maximum of 0.5%. <u>The term "transfer amount" means the amount stated in the purchase and sale agreement, excluding the costs in connection with the acquisition as well as the national and local consumption tax.</u> The time of payment of the Transfer Fee shall be the end of the month that follows the month in which falls the day of transfer (i.e., the day the transfer of rights, including the transfer of ownership, takes effect).</p> <p>(Unchanged)</p>

**Resolution 2: Appointment of Three (3) Executive Directors**

The term of office of Executive Directors Toshiya Kuroda and Robert Zulkoski are set to expire on May 28, 2012, but because there were requests that they resign briefly at the conclusion of this General Meeting of Unitholders, we request that they again be elected as Executive Directors as of May 24, 2012. In addition to the above, due to the vacancy resulting from death of Executive Director Takao Sakuma on February 4, 2011, we request the election of one additional Executive Director.

Under this resolution, the term of office of the Executive Directors will be for two years from election on May 24, 2012 under the provision of Article 28 of the current Articles of Incorporation.

This resolution is submitted based on the agreement of all Supervisory Directors of JRH at the board of directors meeting held on April 16, 2012.

The candidates for Executive Director are as set forth below.

Candidate number	Name (Date of Birth)	Professional History	
1	Toshiya Kuroda April 10, 1960	May 1994	Registered as lawyer in the State of New York, U.S.A.
		August 1994	The Sakura Bank, Limited Vice President of Los Angeles Branch
		February 1999	KPMG LLP Senior Manager, Real Estate Consulting Department (Los Angeles)
		April 2001	Oaktree Japan Co., Ltd. (currently, Oaktree Japan, GK) Senior Vice President
		May 2005	KW Investment Co., Ltd. Director
		December 2006	Oaktree Japan Co., Ltd. (currently, Oaktree Japan, GK) Senior Vice President
		January, 2009	Japan Rental Housing Investments Inc. Executive Director (present)
		January, 2011	Oaktree Japan Co., Ltd. (currently, Oaktree Japan, GK) Managing Director
2	Yutaka Higashino November 6, 1953	April 1976	The Sanwa Bank, Ltd. (currently, The Bank of Tokyo-Mitsubishi UFJ, Ltd.)
		August 1993	Assigned as Deputy General Manager of New York Branch
		October 1997	Assigned as General Manager of Higashi Ebisu Branch
		February 2000	Assigned as General Manager of Structured Finance Department
		January 2002	Seconded to Daikyo Incorporated (by the Sanwa Bank) General Manager of Corporate Planning Department
		July 2005	Seconded to NTN Corporation (by the UFJ Bank) Deputy General Manager of Finance Department
		March 2006	The Bank of Tokyo-Mitsubishi UFJ, Ltd. Deputy Director-General
		July 2006	ORIX Real Estate Corporation General Manager of Real Estate Investment Banking Department
		July 2007	Morgan Stanley Securities Co., Ltd. Executive Director, Real Estate Investment Banking Department
			Seconded to MS Real Estate Advisors K.K. (by Morgan Stanley) President and CEO
		August 2009	Mi-Casa Asset Management Inc. President and CEO (present post)

3	Robert Zulkoski March 18, 1961	April 1983	Kidder, Peabody & Co. Real Estate Capital Market Group Vice President
		April 1989	General Electric Capital Corporation, Asia Commercial Real Estate Financing & Service Group Managing Director
		November 1996	Oakwood Asia Pacific Executive Director (Asia Pacific & Europe)
		May 1998	Colony Capital Asia Pacific Founding Partner, CEO
		May 2004	Pangea Capital Management Chairman & CEO
		October 2007	Oaktree Capital Management LP Managing Director, Asia Real Estate & Special Situation Group Representative
		November 2007	Asia Cleantech Capital LTD. Director (present)
		August 2008	Re-Plus REIT Management Inc. (currently, Mi-Casa Asset Management Inc.) Director (part-time)
		September 2008	Annex Power Holdings Pte. Ltd. Director (present)
		November 2008	Asia Cleantech Capital Pte. Ltd. Chairman (present)
		January 2009	Japan Rental Housing Investments Inc. Executive Director (present)
		January 2010	Oaktree Capital Management LP Managing Director
		January 2010	Zeco Systems Pte. Ltd. Director (present)
		March 2011	Laurasia Capital Management Pte. Ltd. Chairman & CEO (present)

1. None of the above referenced candidates for Executive Director hold investment units of JRH.
2. The above referenced candidates for Executive Director Toshiya Kuroda and Robert Zulkoski are both currently Executive Directors of JRH who are performing the general operations of JRH.
3. The above referenced candidate for Executive Director Robert Zulkoski is the Chairman of Asia Cleantech Capital Pte. Ltd. and the Chairman & CEO of Laurasia Capital Management Pte. Ltd.
4. The above referenced candidate for Executive Director Yutaka Higashino is the President and CEO of Mi-Casa Asset Management Inc., with which JRH has entered into an asset management services agreement.
5. There are no special interests between the above referenced candidates for Executive Director and JRH.

### Resolution 3: Appointment of Four (4) Supervisory Directors

The term of office of Supervisory Directors Kouhei Yabuta, Jun Nagamine, Danforth Thomas and Kiyohiko Tsukada are set to expire on May 28, 2012, but because there were requests that they resign briefly at the conclusion of this General Meeting of Unitholders, we request that they again be elected as Supervisory Directors as of May 24, 2012.

Under this resolution, the term of office of the Supervisory Directors will be for two years from election on May 24, 2012 under the provision of Article 28 of the current Articles of Incorporation.

The candidates for Supervisory Director are as set forth below.

Candidate number	Name (Date of Birth)	Professional History
1	Kouhei Yabuta December 24, 1961	<p>March 1991 Completed the Legal Research and Training Institute of the Supreme Court of Japan (the 43rd term)</p> <p>April 1992 Bar admission (Daiichi Tokyo Bar Association)</p> <p>April 1997 Joined the Hashidate Law Office</p> <p>Partner attorney at the Hashidate Law Office (present)</p> <p>January 2006 Re-Plus Residential Investment Inc. (currently, Japan Rental Housing Investments Inc.) Supervisory Director (present)</p>
2	Jun Nagamine March 10, 1957	<p>September 1980 Tohmatsu Awoki &amp; Co.</p> <p>September 1983 Tohmatsu Touche Ross Consulting Co., Ltd.</p> <p>September 1987 Registered as a certified public accountant</p> <p>September 1987 Bankers Trust Company</p> <p>September 1989 Opened Nagamine Accounting Office, Representative</p> <p>February 1990 Registered as a certified public tax accountant</p> <p>October 2001 TPI Limited Co. President and CEO (present)</p> <p>March 2008 GCA Savvian Group Corp. Auditor (present)</p> <p>January 2009 Japan Rental Housing Investments Inc. Supervisory Director (present)</p> <p>March 2009 Nagamine Mishima Accounting Office Partner (present)</p>
3	Danforth Thomas September 8, 1957	<p>May 1982 CS First Boston</p> <p>December 1986 Goldman Sachs Vice President</p> <p>May 1989 IVEX International K.K. Manager</p> <p>February 1993 Cheyenne Software President</p> <p>October 1994 Chipcom Japan President</p> <p>March 1996 International Investment Consultants Ltd. Representative Director (present)</p> <p>July 2000 Top Layer Networks Japan Representative Director (present)</p> <p>October 2000 Japan Venture Partners, LLC Partner/Co-Founder (present)</p> <p>November 2003 Fabri-Kal Corporation Director (Part-time) (present)</p> <p>March 2006 Stryker Japan Holding K.K. Director (part-time)</p> <p>June 2006 Belkin Japan Representative Director (present)</p> <p>June 2007 WISECOM K.K. Representative Director</p> <p>October 2008 Mirapoint Japan, K.K. Director (part-time) (present)</p> <p>January 2009 Japan Rental Housing Investments Inc. Supervisory Director (present)</p> <p>April 2009 WISECOM K.K. Director (Part-time) (present)</p> <p>May 2010 AMIC Co., Ltd. Director (Part-time) (present)</p>



4	Kiyohiko Tsukada April 5, 1958	April 1981	Long-Term Credit Bank of Japan
		September 1999	Norinchukin Bank
		November 2001	GE Capital Leasing Corporation Director of Business Development Department
		January 2005	(Same corporation) Executive Director & Managing Director of Business Development Department
		February 2007	Oaktree Japan Co., Ltd. (currently, Oaktree Japan, GK) Managing Director (present)
January 2009	Japan Rental Housing Investments Inc. Supervisory Director (present)		

1. None of the above referenced candidates for Supervisory Director hold investment units of JRH.
2. The above referenced candidates for Supervisory Director are all currently Supervisory Directors of JRH who are supervising the general operations of JRH.
3. Of the above referenced candidates for Supervisory Director, Jun Nagamine is currently President and CEO of TPI Limited Co. Also, Danforth Thomas is a representative director of International Investment Consultants Ltd., Top Layer Networks Japan and Belkin Japan.
4. There are no special interests between the above referenced candidates for Supervisory Director and JRH.

#### **Reference Items**

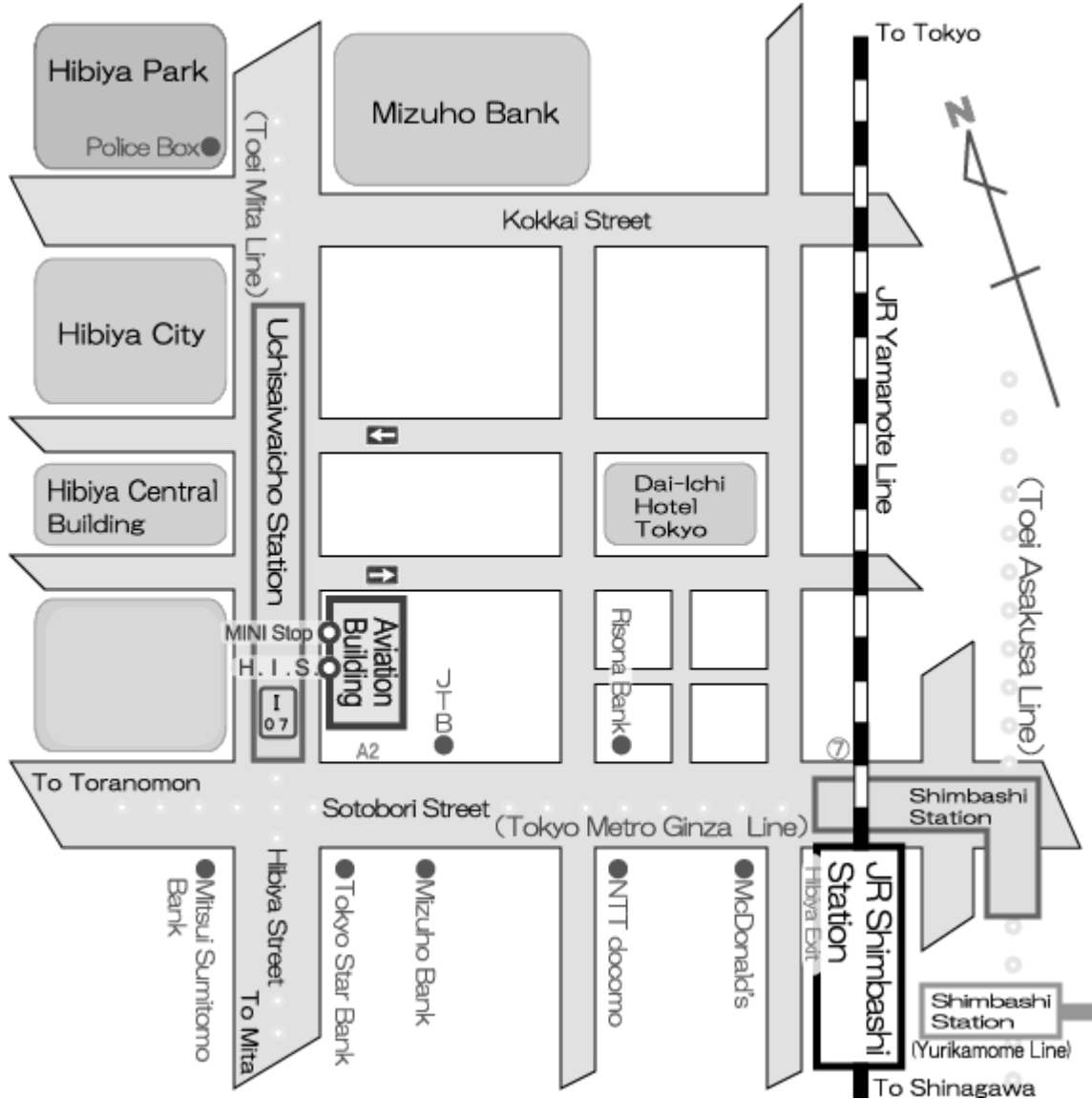
In cases where two or more proposals are submitted to the General Meeting of Unitholders and any such proposal is in conflict in its nature with another proposal, both of such proposals shall be excluded from "deemed approval" prescribed in Article 24 of the current Articles of Incorporation pursuant to Article 93, Paragraph 1 of the Law Concerning Investment Trusts and Investment Corporations.

With respect to Resolution 1 through Resolution 3 above, none fall under the category of conflicting proposal.

END

## Directions to the 9th General Meeting of Unitholders

Venue: Aviation Building (Large Conference Room on the 7th Floor)  
 18-1, Shimbashi 1-chome, Minato-ku, Tokyo  
 Telephone: 03-3501-1272



Access	JR Shimbashi Station	Hibiya Exit	5-minute walk
	Toei Mita Line Uchisaiwaicho Station	A2 Exit	1-minute walk
	Tokyo Metro Ginza Line Shimbashi Station	⑦ Exit	5-minute walk
	Toei Asakusa Line Shimbashi Station	⑦ Exit	5-minute walk

〈Note〉 There is no parking available. We kindly ask you not to come by your car.