

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has conducted a limited review on the Proposed New Shareholders’ Mandate (Part B of this Circular) and has not perused the Proposed Renewal of Shareholders’ Mandate (Part A of this Circular) as they fall under the category of exempt circulars pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or due to your reliance upon the whole or any part of the contents of this Circular. You should rely on your own evaluation to assess the merits and risks of the Proposed Mandate as set out in this Circular.



A member of **UEM Group**

UEM EDGENTA BERHAD

(Company No. 196301000166 (5067-M))

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

- (A) PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE; AND**
- (B) PROPOSED NEW SHAREHOLDERS’ MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Notice of the Sixtieth Annual General Meeting (“**60th AGM**”) together with the Proxy Form are set out in the Annual Report 2022 and available for download from UEM Edgenta Berhad’s (“**UEM Edgenta**” or the “**Company**”) website at:
<https://www.uemedgenta.com/investor-relations/reports-publications>.

The 60th AGM would be held entirely via Remote Participation and Electronic Voting (RPEV) facilities through the Lumi AGM meeting platform at <https://meeting.boardroomlimited.my>. The venue of the 60th AGM is strictly for the purpose of complying with Article 68 of the Constitution of the Company which requires the Chairperson of the meeting to be present at the main venue of the meeting. **No shareholders/proxy(ies)/corporate representative(s)** from the public will be physically present nor admitted at the Broadcast venue on the day of the 60th AGM.

Date and time of the 60th AGM : Thursday, 15 June 2023 at 3.00 p.m.

Broadcast Venue of AGM : The Grounds, Level 12, Menara UEM, Tower 1, Avenue 7, The Horizon, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur

Last date and time for lodgement of the Proxy Form : Tuesday, 13 June 2023 at 3.00 p.m.

The Proxy Form must be completed and deposited at the Share Registrar’s Office, Boardroom Share Registrars Sdn. Bhd., at Level 11, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the 60th AGM or any adjournment thereof. Alternatively, you may submit the proxy form electronically through the Share Registrar’s website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>.

This Circular is dated 28 April 2023

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

Act	: Companies Act 2016, as amended, supplemented or modified from time to time
AGM	: Annual General Meeting
AC	: Audit Committee of UEM Edgenta, presently comprising of Shirley Goh, Mohd Asrul Ab Rahim and Jenifer Thien Bit Leong
Board or Board of Directors	: The Board of Directors of UEM Edgenta
Bursa Securities	: Bursa Malaysia Securities Berhad
Cenviro	: Cenviro Sdn Bhd
Cenviro Group	: Cenviro and its subsidiaries
CIMA	: Cement Industries of Malaysia Berhad
CIMB	: CIMB Group Holdings Berhad
CIMB Group	: CIMB and its subsidiaries
Director	: A director of UEM Edgenta or its subsidiaries as the case may be and shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 including any person who is or was within the preceding six (6) months of the date on which the terms of the relevant transaction were agreed upon, a director of UEM Edgenta (or of its subsidiaries or holding company), or a chief executive of UEM Edgenta (or of its subsidiaries or holding company)
Edgenta EMT	: Edgenta Environmental & Material Testing Sdn Bhd
Edgenta PROPEL	: Edgenta PROPEL Berhad
Edgenta PROPEL Group	: Edgenta PROPEL and its subsidiaries
Edgenta Singapore	: Edgenta (Singapore) Pte Ltd
EFSB	: Edgenta Facilities Sdn Bhd
EFSB Group	: EFSB and its subsidiaries
EGT	: Edgenta GreenTech Sdn Bhd
EGT Group	: EGT and its subsidiaries
EHM	: Edgenta Healthcare Management Sdn Bhd
EMS	: Edgenta Mediserve Sdn Bhd
EMS Group	: EMS and its subsidiaries
EMS Sabah	: Edgenta Mediserve (Sabah) Sdn Bhd
EMS Sarawak	: Edgenta Mediserve (Sarawak) Sdn Bhd
ETMSSB	: Edgenta Township Management Services Sdn Bhd

DEFINITIONS *(cont'd)*

FDHSB	:	Faber Development Holdings Sdn Bhd
First Impact	:	First Impact Sdn Bhd
IHH Healthcare	:	IHH Healthcare Berhad
IHH Healthcare Group	:	IHH Healthcare and its subsidiaries
Khazanah	:	Khazanah Nasional Berhad
Khazanah Group	:	Khazanah and its subsidiaries
Kualiti Alam	:	Kualiti Alam Sdn Bhd
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities, as amended from time to time
LPD	:	31 March 2023, being the latest practicable date prior to the printing of this Circular, which shall not be more than 1 month prior to the date of this Circular
MAHB	:	Malaysia Airports Holdings Berhad
MAHB Group	:	MAHB and its subsidiaries
Major Shareholder	:	<p>A person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is:</p> <p>(a) 10% or more of the total number of voting shares in the corporation; or</p> <p>(b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation</p> <p>For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.</p> <p>For the purpose of the Proposed Mandate, Major Shareholders (as defined above) includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other corporation which is the Company’s subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements.</p>
Managing Director/ Chief Executive Officer	:	Syahrulizam Samsudin
OIM	:	Opus International (M) Berhad
Opus	:	Opus Group Berhad
Opus Group	:	Opus and its subsidiaries
Parkway Pantai	:	Parkway Pantai Limited
Parkway Pantai Group	:	Parkway Pantai and its subsidiaries
Person(s) Connected	:	Shall have the same meaning given in Paragraph 1.01, Chapter 1 of the Listing Requirements
PKV	:	Pulau Kapas Ventures Sdn Bhd

DEFINITIONS *(cont'd)*

PLUS Malaysia	: PLUS Malaysia Berhad
PLUS Malaysia Group	: PLUS Malaysia and its subsidiaries
Proposed Mandate	: Collectively, the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate
Proposed New Shareholders' Mandate	: Proposed new shareholders' mandate for additional RRPTs, as set out in Part B of Appendix I of this Circular
Proposed Renewal of Shareholders' Mandate	: Proposed renewal of the existing shareholders' mandate for RRPTs obtained on 16 June 2022, as set out in Part A of Appendix I of this Circular
Related Party	: A Director, a Major Shareholder or a Person(s) Connected with them
Related Party Transaction	: A transaction entered into by the Company or any of the Company's subsidiaries which involves the interest, direct or indirect, of a Related Party
RMSB	: Rimbunan Melati Sdn Bhd
RRPTs	: Transactions entered, proposed to be entered, or may be entered into by UEM Edgenta Group which involve the interest, direct or indirect, of a Related Party and which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of the UEM Edgenta Group
Senior Management	: Head of Companies, Head of Departments of UEM Edgenta and Head of Finance of UEM Edgenta Group
Shares	: Ordinary shares in UEM Edgenta
TARH	: Themed Attractions Resorts & Hotels Sdn Bhd
TdC	: TIME dotCom Berhad
TERAS	: Teras Teknologi Sdn Bhd
TM	: Telekom Malaysia Berhad
TM Group	: TM and its subsidiaries
TNB	: Tenaga Nasional Berhad
TNB Group	: TNB and its subsidiaries
Transacting Party	: A party with which the Company or any of the Company's subsidiaries has entered, or may or intends to enter, into a RRPT under the Proposed Mandate
UEM Builders	: UEM Builders Berhad
UEM Construction	: UEM Construction Sdn Bhd
UEM Edgenta or Company	: UEM Edgenta Berhad
UEM Edgenta Group	: UEM Edgenta and its subsidiaries (and where specified, includes such subsidiaries as may be incorporated and/or acquired from time to time)
UEMG	: UEM Group Berhad
UEMG Group	: UEMG and its subsidiaries

DEFINITIONS *(cont'd)*

UEM Sunrise	:	UEM Sunrise Berhad
UEM Sunrise Group	:	UEM Sunrise and its subsidiaries
UEMS	:	UEMS Pte Ltd
UEMSET	:	UEM Sunrise Edgenta TMS Sdn Bhd
UEMS Malaysia	:	Edgenta UEMS Sdn Bhd

CURRENCY

RM	:	Ringgit Malaysia, the lawful currency of Malaysia
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Unless otherwise stated, the information set out above in relation to the Major Shareholders, Directors and Persons Connected is as at the LPD.

All references to “**our Company**” in this Circular means UEM Edgenta, references to “**our Group**” and “**UEM Edgenta Group**” mean our Company and our subsidiaries. References to “**we**”, “**us**”, “**our**” and “**ourselves**” mean our Company, or where the context otherwise requires, our Group. All references to “**you**” in this Circular mean the shareholders of our Company, unless the context otherwise requires.

Words denoting the singular shall include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations.

Any reference to any enactment in this Circular is a reference to that enactment as for the time being amended or re-enacted.

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

Any reference to time of day in this Circular is a reference to Malaysian time, unless otherwise stated.

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A member of **UEM Group**
UEM EDGENTA BERHAD
(Company No. 196301000166 (5067-M))
(Incorporated in Malaysia)

Registered Office:

Level 17, Menara UEM
Tower 1, Avenue 7
The Horizon
Bangsar South City
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

Date: 28 April 2023

Board of Directors:

Tan Sri Dr. Azmil Khalid – *Chairman, Independent Non-Executive Director*
Syahrulizam Samsudin – *Managing Director/Chief Executive Officer*
Dato' Mohd Izani Ghani – *Non-Independent Non-Executive Director*
Dato' Noorazman Abd Aziz – *Non-Independent Non-Executive Director*
Dato' George Stewart LaBrooy – *Independent Non-Executive Director*
Rowina Ghazali Seth – *Independent Non-Executive Director*
Shirley Goh – *Independent Non-Executive Director*
Jenifer Thien Bit Leong – *Independent Non-Executive Director*
Mohd Asrul Ab Rahim – *Non-Independent Non-Executive Director*

To: The Shareholders of UEM Edgenta

Dear Sir/Madam,

(A) PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE; AND

(B) PROPOSED NEW SHAREHOLDERS' MANDATE

1. INTRODUCTION

At the 59th AGM of the Company held on 16 June 2022, the Company had obtained a shareholders' mandate for RRPTs of a revenue or trading nature which are necessary for the day-to-day operations of UEM Edgenta Group.

The said shareholders' mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the 60th AGM of the Company unless authority for its renewal is obtained from the shareholders of the Company at the 60th AGM of the Company.

On 28 March 2023, the Company had announced to Bursa Securities that the Company intended to seek shareholders' approval for the Proposed Mandate at the 60th AGM of the Company.

The purpose of this Circular is to provide the shareholders of the Company with the relevant information relating to the Proposed Mandate, together with the Board's recommendation thereon and also to seek the shareholders' approval for the resolutions in respect of the Proposed Mandate to be tabled at the 60th AGM of the Company. The Notice of the 60th AGM of the Company together with the Proxy Form are set out in the Annual Report 2022 of the Company and available for download from the Company's website at <https://www.uemedgenta.com/investor-relations/reports-publications>.

SHAREHOLDERS OF UEM EDGENTA ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTIONS RELATING TO THE PROPOSED MANDATE AT THE 60TH AGM OF THE COMPANY.

2. DETAILS OF THE PROPOSED MANDATE

2.1 Paragraph 10.09 of Chapter 10 of the Listing Requirements

Pursuant to Part E, Paragraph 10.09(2) of Chapter 10 of the Listing Requirements, the Company may seek a shareholders' mandate in respect of RRPTs subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1 million or more; or
 - (ii) the percentage ratio of such RRPT is 1% or more,whichever is the higher;
- (c) the Company's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities;
- (d) in a meeting to obtain the shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where the Company has procured a shareholders' mandate pursuant to the above, the provisions of Paragraph 10.08 of the Listing Requirements shall not apply.

The Proposed Mandate as set out in Part A and B of Appendix I in this Circular has complied with Paragraph 10.09(2) and the relevant provisions under items 3.1 and 3.2 of Practice Note 12 of the Listing Requirements.

2.2 The principal activities of UEM Edgenta Group

The principal business activities of the Company are that of investment holding and provision of management services to its subsidiaries. The principal business activities of the Company's subsidiaries, associated companies, joint ventures and partnerships are as follows:

No.	Name of company	Principal activities/status	UEM Edgenta's direct/indirect interest in the company (%)
	<u>Subsidiaries of UEM Edgenta</u>		
1.	EHM	Provision of hospital support services	100
2.	EFSB	Investment holding and provision of integrated facilities management services	100
3.	FDHSB	Investment holding	100
4.	Opus	Investment holding	100
5.	Edgenta PROPEL	Maintenance and repair of civil, mechanical and electrical works on roads, infrastructure and expressways and industrial cleaning services	100
6.	Edgenta EMT	Geotechnical investigation, instrumentation and pavement condition assessment works; maintenance and repair of civil, mechanical and electrical works on roads, infrastructure and expressways, and industrial cleaning services	100
7.	ETMSSB	Investment holding and real estate management services	100
8.	Edgenta Energy Projects Sdn Bhd	Providing energy performance management services and renewable energy services	100
9.	Edgenta Singapore	Investment holding	100
10.	EGT	Provision of asset development and facility management services	100
11.	Edgenta NXT Sdn Bhd	Provision of digital technology services	100
12.	Edgenta FIRST Sdn Bhd	Provision of management services	100
13.	Edgenta Energy Services Sdn Bhd	Provision of energy performance management services and delivery of smart building solutions	70
14.	Sate Yaki Sdn Bhd	In Liquidation	60
15.	Edgenta Arabia Limited ("EAL")	Investment holding and provision of integrated facilities management services and energy performance management services	100
	<u>Subsidiary of EHM</u>		
16.	EMS	Provision of hospital support services	100
	<u>Subsidiaries of EMS</u>		
17.	Cermin Cahaya Sdn Bhd	Provision of cleansing services to hospitals	100
18.	EMS Sabah	Investment holding	100
19.	EMS Sarawak	Investment holding	100
20.	Edgenta Healthtronics Sdn Bhd	Provision of hospital support services	100

No.	Name of company	Principal activities/status	UEM Edgenta's direct/indirect interest in the company (%)
21.	<u>Associated company of EMS Sabah</u> Sedafiat Sdn Bhd	Provision of hospital support services	40
22.	<u>Associated companies of EMS Sarawak</u> One Medicare Sdn Bhd	Provision of hospital support services	40
23.	Biomedix Solutions Sdn Bhd	Provision of biomedical engineering maintenance services	40
24.	<u>Subsidiaries of EFSB</u> Edgenta Facilities Management Sdn Bhd	Facilities management services	100
25.	Faber Star Facilities Management Limited.	Facilities management services	100
26.	<u>Subsidiaries of FDHSB</u> Faber Union Sdn Bhd	Property development	100
27.	Country View Development Sdn Bhd	Property development and provision of facilities management services	100
28.	Faber Grandview Development (Sabah) Sdn Bhd	Property development	100
29.	Faber Heights Management Sdn Bhd	Property management	100
30.	RMSB	Property development	55
31.	<u>Subsidiaries of Opus</u> Builders Credit & Leasing Sdn Bhd	Investment holding	100
32.	Opus International (NZ) Limited	Investment holding	100
33.	OIM	Management of the planning, design and construction of infrastructure projects and provision of facilities management services	100
34.	<u>Subsidiary of Edgenta PROPEL</u> Edgenta Infrastructure Services Sdn Bhd	Maintenance and repair of civil, mechanical and electrical works on roads, infrastructure and expressways, and industrial cleaning services	100
35.	PT Edgenta PROPEL Indonesia	Provision of management consultancy and advisory related to management of roads	99.9
36.	Edgenta PROPEL (Sarawak) Sdn Bhd	Construction, maintenance and repair of civil, mechanical and electrical works on infrastructure, roads, expressways and sewerage, and industrial cleaning services	49
37.	<u>Jointly Controlled Operation of Edgenta PROPEL</u> Edgenta PROPEL-NRC JO	Providing highway maintenance services	55

No.	Name of company	Principal activities/status	UEM Edgenta's direct/indirect interest in the company (%)
38.	<u>Subsidiary of ETMSSB</u> UEMSET	Investment holding and management of real estate	70
39.	<u>Subsidiary of UEMSET</u> Edgenta TMS Sdn Bhd	In Liquidation	49
40.	<u>Subsidiaries of OIM</u> Opus Management Sdn Bhd	Management of the planning, design and construction of infrastructure projects and provision of facilities management services	100
41.	Pengurusan Lantas Berhad	Provision of technical management support services for the planning, design and construction of projects	100
42.	Opus International India Private Limited	Provision of asset development and asset management services	100
43.	Opus Al-Dauliyyah L.L.C.	Engineering consultancy services	100
44.	<u>Associated company of OIM</u> Opus Consultants (M) Sdn Bhd	Engineering consultancy services	30
45.	<u>Joint Venture of OIM</u> Opus Consultants (Sarawak) Sdn Bhd	Provision of project management and engineering consultancy services	49
46.	<u>Subsidiaries of EGT</u> KFM Projects Sdn Bhd	In Liquidation	100
47.	KFM Systems Sdn Bhd	Consultancy and contractors for building management systems for the built environment	100
48.	KFM Solutions Sdn Bhd	Consultancy services in green, smart and connected urban ecology and integrated facility management services	100
49.	KFM Energy Services Sdn Bhd	Provision of consultancy and other services relating to energy conservation and renewable energy	100
50.	Veridis PPP One Sdn Bhd	Concession holder specialising in retro-fitting works of buildings utilising green technology	100
51.	Operon Malaysia Sdn Bhd	Provision of supervising officer for activities related to Green Technology and other solutions for the built environment	100
52.	Operon Middle East Limited	Facilities management and building cleaning services	100
53.	Operon Consulting Sdn Bhd	Asset management consultancy services	70
54.	KFM Middle East Limited	Dormant	70
55.	<u>Subsidiary of Edgenta Singapore</u> UEMS	Investment holding	100

No.	Name of company	Principal activities/status	UEM Edgenta's direct/indirect interest in the company (%)
56.	<u>Subsidiaries of UEMS</u> UEMS Solutions Pte Ltd	Property management, facilities engineering, facilities management, energy management, corporate real estate, environmental services, project management and technology optimisation, learning and development, and specialised services	100
57.	UEMS Malaysia	Provision of maintenance and support services for hospitals, public centres, manufacturing facilities and commercial buildings	100
58.	Edgenta UEMS Ltd	Provision of cleaning, portering and consulting services for hospitals, medical care institutes, commercial, high-tech companies, education centre, transportation and shopping mall	100
59.	ServiceMaster Hong Kong Limited	Dormant	100
60.	<u>Subsidiary of Edgenta UEMS Ltd</u> Edgenta UEMS SC Ltd	Provision of cleaning, portering and consulting services for hospitals, medical care institutes, commercial, high-tech companies, education centre, transportation and shopping mall	100
61.	<u>Subsidiary of EAL</u> MEEM for Facilities Management Company	Real estate management, cleaning and maintenance services	60

2.3 Basis of estimated value of RRPTs

The estimated transaction values of the RRPTs, for which the Proposed Mandate is being sought, as set out in Part A and B of Appendix I of this Circular are based on estimated prevailing prices which are or will be formalised in agreements or contracts to be entered into by relevant members of the UEM Edgenta Group with the Transacting Parties based on UEM Edgenta Group's usual levels of transaction and on the business volume from the date of the 60th AGM of the Company to the next AGM of the Company. The actual value of transactions may, however, vary from the estimated value disclosed in Part A and B of Appendix I of this Circular if there are any changes in the business, economic and/or competitive environment.

2.4 Amounts due and owing to the UEM Edgenta Group by Related Parties pursuant to RRPTs ("Outstanding RRPT Receivables")

The aggregate principal amount and interest of Outstanding RRPT Receivables from UEM Edgenta Group's Related Parties which have exceeded the credit term as at 31 December 2022 is approximately RM22.2 million, the details of which are set out in Appendix II in this Circular.

In relation to the Outstanding RRPT Receivables, no late payment charges are imposed as the Directors of the Company are optimistic that the amount is recoverable. Apart from the retention sum amounting to RM1.5 million, the management is actively pursuing the remaining Outstanding RRPT receivables which are due more than 1 year by regularly meeting and negotiating with the Related Parties. The Company focuses on credit management and will recover the Outstanding RRPT Receivables progressively.

	Total	Exceed normal credit period of more than 1 year
Outstanding RRPT Receivables as at 31 December 2022	RM164.92 million	RM8.61 million
Amount recovered as at LPD	RM131.11 million	RM1.94 million
	79%	23%

Apart from retention sum amounted to RM1.5 million, the remaining outstanding balances which have exceeded normal credit period of more than 1 year as at 31 December 2022 is expected to be recovered in 2023.

2.5 Validity period of the Proposed Mandate

The Proposed Mandate, if approved by the shareholders at the forthcoming AGM of the Company, shall take effect from the date of the passing of the ordinary resolutions proposed at the forthcoming AGM of the Company and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the forthcoming AGM of the Company at which the Proposed Mandate is approved, at which time it will lapse, unless by a resolution passed at such general meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) the Proposed Mandate is revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

Thereafter, approval from the shareholders will be sought for the renewal of the Proposed Mandate at each subsequent AGM of the Company, subject to a satisfactory review by our AC.

2.6 Disclosure of RRPTs

If the Proposed Mandate is approved, disclosure will be made in the Company's subsequent year's annual report in accordance with item 3.1.5 of Practice Note 12 of the Listing Requirements, amongst others, a breakdown of the aggregate value of the RRPTs conducted pursuant to the Proposed Mandate during the financial year, based on the following information:

- (a) the type of RRPTs made; and
- (b) the names of the Related Parties involved in each type of RRPT and their relationship with the Company.

2.7 Review Procedures for RRPTs

The UEM Edgenta Group has established the following review procedures to ensure that RRPTs are undertaken on an arm's length basis, on transaction prices, on the UEM Edgenta Group's normal commercial terms, and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company:

- (a) The terms of any transaction proposed to be entered into between the Company or any of its subsidiaries involving the interest of a Related Party will be submitted to the Senior Management and Managing Director/Chief Executive Officer of the Company for review.
- (b) Wherever practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.
- (c) Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price and terms and conditions of the transactions for the products or services will be in accordance with the UEM Edgenta Group's usual business practice and not detrimental to the minority shareholders of the Company.
- (d) Information on the Related Parties and review procedures applicable to the RRPTs which involve the interest, direct or indirect, of such Related Parties have been disseminated to the Company's operating divisions and subsidiaries and will continue to be disseminated from time to time, for their reference in ensuring that all transactions with such Related Parties are undertaken on an arm's length basis and on normal commercial terms which are not or will not be more favourable to the Related Parties than those generally available to the public.
- (e) The Senior Management will determine whether the transaction is recurrent in nature. If it is concluded that the Related Party Transaction is recurrent and is undertaken on an arm's length basis and on the UEM Edgenta Group's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public, the Senior Management will forward their recommendation to the Managing Director/Chief Executive Officer of the Company.
- (f) With the concurrence of the Managing Director/Chief Executive Officer of the Company, the recommendation will be submitted to the AC.
- (g) The AC will review the recommendation and report the same to the Board of Directors for its approval.
- (h) There is no specific threshold for approval of RRPTs within UEM Edgenta Group. All RRPTs are reviewed and authorised by the Senior Management and the Managing Director/Chief Executive Officer of the Company, provided always that such personnel has no interest in the transaction and the said transaction has been approved pursuant to the shareholders' mandate obtained at a general meeting for RRPTs.
- (i) A register will be maintained by the Company to record all RRPTs.
- (j) The annual internal audit plan shall incorporate a review of all RRPTs as described in the Proposed Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to.
- (k) The AC shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPTs have been complied with and the review may be done together with the review of the quarterly results.
- (l) The Board and the AC have reviewed and shall continue to review the adequacy and appropriateness of the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate.

- (m) If a member of the Board or the AC has an interest in a transaction to be reviewed by the Board or the AC as the case may be, he or she will abstain from any deliberation and decision making by the Board or the AC as the case may be, in respect of such transaction and continue to abstain from voting on the resolution approving the transaction.

2.8 Statement by the AC

The AC has reviewed the procedures on RRPTs mentioned in Section 2.7 above and is of the view that the stipulated procedures and processes are sufficient to ensure that the RRPTs will be carried out on normal commercial terms which are not prejudicial to the interest of shareholders and on terms not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The UEM Edgenta Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, and such procedures and processes are reviewed as and when required.

3. RATIONALE AND BENEFITS OF THE PROPOSED MANDATE

The RRPTs covered under the Proposed Mandate are to meet the business needs of the UEM Edgenta Group. Some of the RRPTs provide the UEM Edgenta Group the support for its operational and business needs and further enhances its ability to explore business opportunities within the UEM Edgenta Group. In some instances, the relationship and co-operation between the UEM Edgenta Group and the Related Parties facilitate better communication and understanding of the UEM Edgenta Group's business needs.

The RRPTs covered by the Proposed Mandate are all entered, to be entered or may be entered into by the UEM Edgenta Group in the ordinary course of business. They are recurring transactions of a revenue or trading nature which are necessary for its day-to-day operations and are/will be in the ordinary course of business of the UEM Edgenta Group which are likely to recur with some degree of frequency and arise at any time and from time to time and are to be made on an arm's length basis and on normal commercial terms which are not prejudicial to the interests of the shareholders. These transactions may be constrained by the time-sensitive nature and it may be impractical to seek shareholders' approval on a case-by-case basis for each such Related Party Transaction.

The procurement of the Proposed Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when potential RRPTs arise, thereby substantially reducing administrative time and expenses in convening such meetings, without compromising the corporate objectives or adversely affecting the business opportunities available to the UEM Edgenta Group.

4. EFFECTS OF THE PROPOSED MANDATE

The Proposed Mandate is not expected to have any effect on the issued and paid-up share capital and substantial shareholders' shareholdings of the Company. The Proposed Mandate is also not expected to have any material effect on the net assets and earnings of the UEM Edgenta Group for the financial year ending 31 December 2023, save for the contributions from the transactions set out in this Circular.

5. CONDITION OF THE PROPOSED MANDATE

The Proposed Mandate is subject to and conditional upon the approval of the shareholders of the Company at the forthcoming AGM of the Company.

6. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED

Details of the direct and indirect shareholdings of our interested Directors, interested Major Shareholders and/or interested Persons Connected to them in relation to the Proposed Mandate are set out in Appendix III of this Circular. All information in relation to the equity interests, both direct and/or indirect, as stated in Appendix III of this Circular of each of our interested Directors and Major Shareholders are extracted from the Register of Directors and Register of Substantial Shareholders of the Company respectively as at the LPD. Save as disclosed in Appendix III of this Circular, there are no Directors, Major Shareholders and/or Persons Connected to them who have any interests, direct and/or indirect, in the Proposed Mandate.

Our interested Directors in relation to the Proposed Mandate, as set out in Appendix I and III of this Circular, have abstained and will continue to abstain from deliberating and voting in respect of the relevant RRPTs under the Proposed Mandate involving their interests and/or interests of Persons Connected to them, at our relevant Board meetings. In addition, our interested Directors will abstain from voting in respect of their direct and/or indirect shareholdings in the Company at the forthcoming AGM of the Company on the relevant resolutions to approve RRPTs involving their interests and/or interests of Persons Connected to them.

Our interested Major Shareholders in relation to the Proposed Mandate, as set out in Appendix I and III of this Circular, will abstain from voting in respect of their direct and/or indirect shareholdings in the Company at the forthcoming AGM of the Company on the relevant resolutions to approve RRPTs involving their interests and/or interests of Persons Connected to them.

Further, our interested Directors and interested Major Shareholders have undertaken to ensure that Persons Connected to them will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the relevant resolutions in respect of the Proposed Mandate at the forthcoming AGM of the Company, in which they and/or Persons Connected to them have interests.

7. DIRECTORS' RECOMMENDATION

The Board (save for the interested Directors), having considered all aspects of the Proposed Mandate, is of the opinion that the Proposed Mandate is in the best interests of the Company. Accordingly, the Board (save for the interested Directors) recommends that you vote in favour of the resolutions pertaining to the Proposed Mandate to be tabled at the forthcoming AGM of the Company.

All Directors are deemed interested in the RRPT listed under item 15 in Part A of Appendix I as the transacting Related Parties cannot be ascertained as at the date of this Circular. The Directors have abstained from forming an opinion on the RRPT and in making any recommendation in respect thereof. The Directors will abstain and have undertaken to ensure that Persons Connected to them will abstain from voting in respect of their direct and/or indirect shareholdings in the Company at the forthcoming AGM of the Company, in respect of item 15 in Part A of Appendix I.

8. AGM

The 60th AGM of the Company, the notice of which is set out in the Annual Report 2022 and available for download from the Company's website at <https://www.uemedgenta.com/investor-relations/reports-publications>, will be held entirely via Remote Participation and Electronic Voting (RPEV) facilities at the Broadcasting venue at The Grounds, Level 12, Menara UEM, Tower 1, Avenue 7, The Horizon, Bangsar South City, No 8, Jalan Kerinchi, 59200 Kuala Lumpur on Thursday, 15 June 2023 at 3.00 p.m. for the purpose of considering and if thought fit, passing the resolutions to give effect to the Proposed Mandate.

The venue of the 60th AGM is strictly for the purpose of complying with Article 68 of the Constitution of the Company which requires the Chairperson of the meeting to be present at the main venue of the meeting. **No shareholders/proxy(ies)/corporate representative(s)** from the public will be physically present nor admitted at the Broadcast venue on the day of the 60th AGM.

If you wish to appoint a proxy to attend and vote at the 60th AGM of the Company, you are requested to complete, sign and return the Proxy Form enclosed in the Annual Report 2022 and available for download from the Company's website at <https://www.uemedgenta.com/investor-relations/reports-publications> in accordance with the instructions contained therein as soon as possible and in any event to be deposited or submitted to the Share Registrar's Office, Boardroom Share Registrars Sdn. Bhd., at Level 11, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the 60th AGM or any adjournment thereof. Alternatively, you may submit the proxy form electronically through the Share Registrar's website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>.

9. FURTHER INFORMATION

Shareholders are requested to refer to the relevant appendices contained in this Circular for further information.

Yours faithfully
For and on behalf of the Board of
UEM EDGENTA BERHAD

Tan Sri Dr. Azmil Khalid
Chairman, Independent Non-Executive Director

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NATURE OF THE RRPTS

(PART A) RRPT UNDER THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
1.	UEM Edgenta Group	UEMG Group	<u>Major Shareholders</u> Khazanah and UEMG	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.	Provision of Directors and staff training and development by UEMG Group. ^(a)	600	(f)	500
			<u>Directors</u> Dato' Mohd Izani Ghani and Mohd Asrul Ab Rahim	UEM Edgenta is a 69.14% subsidiary of UEMG.	Provision of administrative and audit and tax services by UEMG Group. ^(a)	800	(f)	500
			<u>Persons Connected</u> None	Dato' Mohd Izani Ghani and Mohd Asrul Ab Rahim are Directors of UEM Edgenta and UEMG.	Rental of office space in Tower 1, Avenue 7, Bangsar South and ancillary facilities from UEMG Group. ^{(a)^}	9,000	7,517	9,800
				Dato' Mohd Izani Ghani and Mohd Asrul Ab Rahim do not have any equity interest in UEMG.	Rental of archive store at Taman Desa and ancillary facilities from UEMG Group. ^{(a)^^}	400	108	(d)
					Rental of training space at UEM Learning Centre, Petaling Jaya from UEMG Group ^{(a)^^^}	1,000	748	1,000
					Rental of Office area at Petaling Jaya from UEMG Group. ^{(a)^^^}	1,000	396	(d)
					Payment of annual nomination fee to UEMG. ^(g)	15,000	8,333	15,000
					Provision of building maintenance works to UEMG Group.	1,000	(f)	(d)

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
	UEM Edgenta Group (cont'd)	UEMG Group			Provision of services to UEMG Group as follows: (i) proposed provision of vehicle screening services for projects developed; (ii) design and project management fees for projects; (iii) provision for soil investigation, instrumentation, material testing, environmental and pavement condition assessment works for infrastructure projects; and/or (iv) provision of energy management services.	2,000	(f)	2,000
					Pavement, civil, mechanical, electrical and electronic ("MEE") works, utilities relocation and traffic management works for UEMG Group.	20,000	(f)	25,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
2.	UEM Edgenta Group	PLUS Malaysia Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz <u>Persons Connected</u> Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. PLUS Malaysia is a 51% subsidiary of UEMG. Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz are Directors of UEM Edgenta and PLUS Malaysia. Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz do not have any equity interest in PLUS Malaysia.	Provision of facilities maintenance services to PLUS Malaysia Group. ^(c)	1,000	(f)	1,000
					Provision of highway operations and maintenance services through Performance Based Contract ("PBC") concept to PLUS Malaysia Group.	800,000	(f)	(d)
					Provision of design, consultancy services, maintenance management & technical services to PLUS Malaysia Group; project management fees and development & proposed network maintenance fee from PLUS Malaysia Group.	30,000	21,415	30,000
					Provision of highway maintenance services to PLUS Malaysia Group.	800,000	638,733	900,000
					Provision of maintenance services of the real time monitoring system and soil investigation works for upgrading of existing and new facilities to PLUS Malaysia Group.	1,000	(f)	1,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
3.	UEM Edgenta Group	UEM Sunrise Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz <u>Persons Connected</u> Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. UEM Sunrise is a 69.56% subsidiary of UEMG. Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz are Directors of UEM Edgenta and UEM Sunrise. Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz do not have any equity interest in UEM Sunrise.	Provision of facilities maintenance services to UEM Sunrise Group. ^(c)	15,000	5,903	15,000
					Provision of services to UEM Sunrise Group as follows:	500	(f)	500
					(i) pavement, MEE works, utilities relocation and traffic management works; (ii) project management consultancy services for commercial development; (iii) proposed soil investigation works, instrumentation, material testing, environmental services and pavement works for projects development; (iv) provision of energy management services; and/or (v) provision of Strata and Building Facilities Management software - User License Fee.			
					Provision of energy management service, operate and maintain the district cooling tower for UEM Sunrise Group.	10,000	(f)	10,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
4.	UEM Edgenta Group	First Impact	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. First Impact is a wholly-owned subsidiary of UEMG.	Provision of asset management services for office buildings of First Impact. ⁽ⁱ⁾	12,000	7,904	12,000
					Installation and upgrading of building equipment and assets for First Impact.	10,000	(f)	5,000
5.	UEM Edgenta Group	TM Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. Khazanah holds 20.18% equity interest in TM.	Provision of services to TM Group as follows: (i) facilities maintenance services and energy management services ^{(c)(h)} ; (ii) pavement, civil, MEE works, utilities relocation works and traffic management services; and/or (iii) infrastructure maintenance of telecommunications network.	13,000	(f)	13,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
6.	UEM Edgenta Group	MAHB Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. Khazanah holds 33.21% equity interest in MAHB.	Provision of services to MAHB Group as follows: (i) pavement, civil, MEE works, utilities relocation works and traffic management services; and/or (ii) proposed soil investigation works, instrumentation, material testing, environmental services and pavement works for airports.	50,000	(f)	50,000
7.	UEM Edgenta Group	TNB Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. Khazanah holds 25.13% equity interest in TNB.	Provision of services to TNB Group as follows: (i) project management consultancy services for office building; (ii) provision of pavement, MEE works, utilities relocation and traffic management works; (iii) proposed soil investigation works, instrumentation, material testing, environmental services; and/or (iv) provision of integrated facilities management and energy services for TNB Buildings.	12,000	1,143	15,100

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
8.	UEM Edgenta Group	Cenviro Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> Tan Sri Dr. Azmil Khalid <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. Cenviro is a 70% subsidiary of Khazanah. Tan Sri Dr. Azmil Khalid is a Director of UEM Edgenta and Cenviro. Tan Sri Dr. Azmil Khalid does not have any equity interest in Cenviro.	Provision of services to Cenviro Group as follows: (i) provision of office services; and/or (ii) proposed soil investigation works, instrumentation, material testing, environmental services.	200	42	200
					Provision of healthcare waste management services to Cenviro Group.	5,000	(f)	5,000
9.	UEM Edgenta Group	Konsortium ProHAWK Sdn Bhd	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> Dato' Mohd Izani Ghani <u>Persons Connected</u> Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. Konsortium ProHAWK Sdn Bhd is a 65% subsidiary of UEMG. Dato' Mohd Izani Ghani is a Director of UEM Edgenta and Konsortium ProHAWK Sdn Bhd. Dato' Mohd Izani Ghani does not have any equity interest in Konsortium ProHAWK Sdn Bhd.	Provision of asset management services for WACH to Konsortium ProHAWK Sdn Bhd. ⁽ⁱ⁾	40,000	28,399	55,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
10.	UEM Edgenta Group	TERAS	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> PLUS Malaysia, Dato' Mohd Izani Ghani⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>TERAS is a wholly-owned subsidiary of PLUS Malaysia, which in turn is a 51% subsidiary of UEMG.</p>	Provision of MEE works to TERAS by Edgenta PROPEL.	20,000	(f)	20,000
11.	UEM Edgenta Group	Kualiti Alam	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Cenviro, Dato' Mohd Izani Ghani⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>Kualiti Alam is a wholly-owned subsidiary of Cenviro, which in turn is a 70% subsidiary of Khazanah.</p>	Provision of waste collection services by Kualiti Alam.	3,000	(f)	3,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
12.	UEM Edgenta Group	TT dotCom Sdn Bhd	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> TdC, PKV, Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. TT dotCom Sdn Bhd is a wholly-owned subsidiary of TdC. Khazanah holds 10.66% equity interest in TdC. PKV (in which Khazanah holds 30% equity interest) holds 28.91% equity interest in TdC.	Provision of fiber optic maintenance on highway to TT dotCom Sdn Bhd.	3,000	1,500	10,000
					Provision of integrated facilities maintenance services and energy management services to TT dotCom Sdn Bhd.	500	(f)	(d)
13.	UEM Edgenta Group	IHH Healthcare Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Pulau Memutik Ventures Sdn Bhd, Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. IHH Healthcare is a 25.94% associated company of Pulau Memutik Ventures Sdn Bhd, which in turn is a wholly-owned subsidiary of Khazanah.	Provision of hospital support services to IHH Healthcare Group.	10,000	661	10,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
14.	UEM Edgenta Group	edotco Group Sdn Bhd (“ edotco Group ”)	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato’ Mohd Izani Ghani^(j) and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>edotco Group is a 63% subsidiary of Axiata Group Berhad, which in turn is a 36.73% associated company of Khazanah.</p> <p>Mount Bintang Ventures Sdn Bhd, a wholly-owned subsidiary of Khazanah, holds 10.57% equity interest in edotco Group.</p>	Provision of integrated facilities maintenance services and energy management services to edotco Group.	1,000	(f)	1,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
15.	UEM Edgenta Group's property development companies	Any Related Party who may wish to purchase properties developed by UEM Edgenta Group's property development companies	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> Tan Sri Dr. Azmil Khalid, Syahrudin Samsudin, Dato' Mohd Izani Ghani, Dato' Noorazman Abd Aziz, Dato' George Stewart LaBrooy, Rowina Ghazali Seth, Shirley Goh, Jenifer Thien Bit Leong and Mohd Asrul Ab Rahim</p> <p><u>Persons Connected</u> None</p>	<p>All Directors and Major Shareholders of UEM Edgenta are interested in this transaction.</p> <p>All Directors of UEM Edgenta do not have any direct and/or indirect shareholding in UEM Edgenta.</p> <p>All Directors and Major Shareholders of UEM Edgenta will abstain and ensure that all Persons Connected to them will abstain from voting on the relevant resolution.</p> <p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p>	Sale of property units by UEM Edgenta Group's property development companies. ^(e)	7,000	(f)	7,000
16.	EMS	Cenviro Group	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani^(j) and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>EMS is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Cenviro is a 70% subsidiary of Khazanah.</p>	Provision of healthcare waste management services by Cenviro Group.	12,000	7,660	12,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
17.	EFSB Group	UEM Builders	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>EFSB is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>UEM Builders is a wholly-owned subsidiary of UEMG.</p>	Provision of cleaning services and M&E maintenance to UEM Builders. ^(b)	200	17	200
18.	EFSB Group	CIMB Group	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>EFSB is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Khazanah holds 24.38% equity interest in CIMB.</p>	Provision of facilities maintenance services to CIMB Group.	25,000	14,294	25,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
19.	Edgenta PROPEL	UEM Construction	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> UEM Builders, Dato' Mohd Izani Ghani⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>Edgenta PROPEL is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>UEM Construction is a wholly-owned subsidiary of UEM Builders, which in turn is a wholly-owned subsidiary of UEMG.</p>	Provision of fourth lane widening (FLW) civil works, MEE works and street lighting and traffic management services to UEM Construction.	1,000	7	1,000
20.	Edgenta PROPEL Group	Putrajaya Holdings Sdn Bhd	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>Edgenta PROPEL is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Khazanah holds 15.59% equity interest in Putrajaya Holdings Sdn Bhd.</p>	Provision of bridge maintenance services, pavement, civil, MEE works, utilities relocation works and traffic management services to Putrajaya Holdings Sdn Bhd.	20,000	(f)	20,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
21.	Edgenta PROPEL Group	CIMA	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani^(j) and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>Edgenta PROPEL is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>CIMA is a wholly-owned subsidiary of UEMG.</p>	Provision of recycled asphalt pavement (RAP) premix plant operator by CIMA and purchase of material from CIMA.	10,000	(f)	10,000
22.	UEMS Malaysia	IMU Education Sdn Bhd	<p><u>Major Shareholders</u> None</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> None</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEMS Malaysia is a wholly-owned subsidiary of UEMS, which in turn is a wholly-owned subsidiary of Edgenta Singapore, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>IMU Education Sdn Bhd has ceased to be a subsidiary of IHH Healthcare and an associated company of Khazanah.</p>	Provision of facilities maintenance services to IMU Education Sdn Bhd. ^(e)	2,000	1,214	(l)

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
23.	UEMS Malaysia	Parkway Pantai Group	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Integrated Healthcare Holdings Limited, IHH Healthcare, Pulau Memutik Ventures Sdn Bhd, Dato' Mohd Izani Ghani⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEMS Malaysia is a wholly-owned subsidiary of UEMS, which in turn is a wholly-owned subsidiary of Edgenta Singapore, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Parkway Pantai is a wholly-owned subsidiary of Integrated Healthcare Holdings Limited, which in turn is a wholly-owned subsidiary of IHH Healthcare, which in turn is a 25.94% associated company of Pulau Memutik Ventures Sdn Bhd, which in turn is a wholly-owned subsidiary of Khazanah.</p>	Provision of facilities maintenance services to Pantai Holdings Group at various Pantai hospitals. ^(c)	20,000	10,998	20,000
24.	UEMS Malaysia	Khazanah	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEMS Malaysia is a wholly-owned subsidiary of UEMS, which in turn is a wholly-owned subsidiary of Edgenta Singapore, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p>	Provision of cleansing services at KLCC and KL Sentral to Khazanah.	500	370	500

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
25.	UEMS Malaysia	MAHB	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEMS Malaysia is a wholly-owned subsidiary of UEMS, which in turn is a wholly-owned subsidiary of Edgenta Singapore, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Khazanah holds 33.21% equity interest in MAHB.</p>	<p>Provision of services to MAHB:</p> <p>(i) COVID-19 screening services;</p> <p>(ii) Food and beverage services within the Health Screening Lounge;</p> <p>(iii) Telecom services within the Health Screening Lounge;</p> <p>(iv) Access to retail service providers; and</p> <p>(v) Concierge services for passengers waiting in Health Screening Lounge.</p>	50,000	(f)	(d)
26.	UEMS Solutions Pte Ltd	IHH Healthcare Group	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Pulau Memutik Ventures Sdn Bhd, Dato' Mohd Izani Ghani⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEMS Solutions Pte Ltd is a wholly-owned subsidiary of UEMS, which in turn is a wholly-owned subsidiary of Edgenta Singapore, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>IHH Healthcare is a 25.94% associated company of Pulau Memutik Ventures Sdn Bhd, which in turn is a wholly-owned subsidiary of Khazanah.</p>	Provision of housekeeping services at various IHH Healthcare Hospitals to IHH Healthcare.	4,000	822	3,500

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted since 16 June 2022 to LPD RM'000	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
27.	EGT	Putrajaya Holdings Sdn Bhd	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>EGT is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Khazanah holds 15.59% equity interest in Putrajaya Holdings Sdn Bhd.</p>	Provision of integrated facilities maintenance services and energy management services to Putrajaya Holdings Sdn Bhd.	1,500	(f)	1,500

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(PART B) RRPT UNDER THE PROPOSED NEW SHAREHOLDERS' MANDATE

Item	Company in UEM Edgenta Group	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
1.	UEM Edgenta Group	Khazanah Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG.	Provision of Sustainability Platform/Carbon Neutrality Platform to Khazanah Group.	300
2.	UEM Edgenta Group	Iskandar Investment Berhad	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. Iskandar Investment Berhad is a 60% subsidiary of Khazanah.	Provision of Asseto, an Asset Management System, and Work Order Management platform to Iskandar Investment Berhad.	800
3.	UEM Edgenta Group	IHH Healthcare Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Pulau Memutik Ventures Sdn Bhd, Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. IHH Healthcare is a 25.94% associated company of Pulau Memutik Ventures Sdn Bhd, which in turn is a wholly-owned subsidiary of Khazanah.	Provision of Asseto an Asset Management System, and Work Order Management platform to IHH Healthcare Group.	300

Item	Company in UEM Edgenta Group	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
4.	UEM Edgenta Group	TERAS	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> PLUS Malaysia, Dato' Mohd Izani Ghani ^(j) and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. TERAS is a wholly-owned subsidiary of PLUS Malaysia, which in turn is a 51% subsidiary of UEMG.	Provision of professional services to install new access management solution in Menara UEM from TERAS to UEM Edgenta Group.	500
5.	EGT Group	Impeccable Vintage Properties Sdn Bhd	<u>Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ^(j) and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. EGT is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG. Impeccable Vintage Properties Sdn Bhd is a wholly-owned subsidiary of Khazanah.	Provision of refurbishment and/or retrofitting work at Subang Airport to Impeccable Vintage Properties Sdn Bhd.	70,000
6.	UEM Edgenta Group	Astro Holdings Sdn Bhd and its subsidiaries	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ^(j) and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. Astro Holdings Sdn Bhd is a 20.67% associate company of Pantai Cahaya Bulan Ventures Sdn Bhd, which in turn is a wholly-owned subsidiary of Khazanah.	Provision of Energy Performance Contract (EPC) to Astro Holdings Sdn. Bhd and its subsidiaries.	1,500

Item	Company in UEM Edgenta Group	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
7.	UEM Edgenta Group	Kolej Yayasan UEM ("KYUEM")	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> Dato' Mohd Izani Ghani <u>Persons Connected</u> Mohd Asrul Ab Rahim ^(k)	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>Yayasan UEM is the philanthropic arm of UEMG and had established KYUEM, a residential A-Level private higher education college.</p> <p>Dato' Mohd Izani Ghani is a Director of UEM Edgenta and a member of Board of Governors of KYUEM.</p>	Provision of Energy Performance Contract (EPC) to Yayasan KYUEM.	3,000
8.	UEM Edgenta Group	IHH Healthcare Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Pulau Memutik Ventures Sdn Bhd, Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>IHH Healthcare is a 25.94% associated company of Pulau Memutik Ventures Sdn Bhd, which in turn is a wholly-owned subsidiary of Khazanah.</p>	Provision of Energy Performance Contract (EPC) to IHH Healthcare Group.	1,500

Item	Company in UEM Edgenta Group	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
9.	UEM Edgenta Group	CIMA	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> Dato' Mohd Izani Ghani <u>Persons Connected</u> Mohd Asrul Ab Rahim ^(k)	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>CIMA is a wholly-owned subsidiary of UEMG.</p> <p>Dato' Mohd Izani Ghani is a Director of UEM Edgenta and CIMA.</p> <p>Dato' Mohd Izani Ghani does not have any equity interest in CIMA.</p>	Provision of Energy Performance Contract (EPC) to CIMA.	1,000
10.	UEM Edgenta Group	UEMG Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> Dato' Mohd Izani Ghani and Mohd Asrul Ab Rahim <u>Persons Connected</u> None	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>Dato' Mohd Izani Ghani and Mohd Asrul Ab Rahim are Directors of UEM Edgenta and UEMG.</p> <p>Dato' Mohd Izani Ghani and Mohd Asrul Ab Rahim do not have any equity interest in UEMG.</p>	Provision of facilities management services to UEMG at Imperia Building.	1,000
					Provision of project management consultancy services to UEMG.	8,000

Item	Company in UEM Edgenta Group	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
11.	EFSB Group	UEMG Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ^(j) and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. EFSB is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.	Rental of retail area at Imperia Office Tower from UEMG. ^{(a)^^^}	30
12.	UEM Edgenta Group	PLUS Malaysia Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz <u>Persons Connected</u> Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. PLUS Malaysia is a 51% subsidiary of UEMG. Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz are Directors of UEM Edgenta and PLUS Malaysia. Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz do not have any equity interest in PLUS Malaysia.	Provision of design and project management services to PLUS Group.	4,000

Item	Company in UEM Edgenta Group	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value of transaction from 15 June 2023 to next AGM@ RM'000
13.	UEM Edgenta Group	TARH	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Destination Resorts and Hotels Sdn Bhd, Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. TARH is a wholly-owned subsidiary of Destination Resorts and Hotels Sdn Bhd, which in turn is a wholly-owned subsidiary of Khazanah.	Provision of buildings and facilities audit exercise services at Desaru Adventure Water Park to TARH.	1,000

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Notes:

- @ The estimated values of the RRPTs from the date of the 60th AGM of the Company to the next AGM are based on historical records and/or management estimates. The estimated values may vary and are subject to changes.
- (a) For these “Rental” RRPTs, the amounts payable are in respect of tenancy of premises for periods of not more than three (3) years each, for which the payments for tenancy are on the basis of equal pro-rated monthly instalments.
- ^ Description and area of the premises in Menara UEM, Tower 1, Avenue 7, The Horizon, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur are as follows:

Description of the premises at Menara UEM, Tower 1, Avenue 7, The Horizon, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur (“Menara UEM, Bangsar South”)	Area of the premises (square feet)
Level G, Menara UEM, Bangsar South	4,919
Level 1, Menara UEM, Bangsar South	8,371
Level 2, Menara UEM, Bangsar South	8,371
Level 3, Menara UEM, Bangsar South	8,371
Level 3A, Menara UEM, Bangsar South	8,371
Level 5, Menara UEM, Bangsar South	8,371
Level 6, Menara UEM, Bangsar South	8,371
Level 7, Menara UEM, Bangsar South	8,371
Level 8, Menara UEM, Bangsar South	8,371
Level 9, Menara UEM, Bangsar South	6,678
Level 10, Menara UEM, Bangsar South	8,371
Level 11, Menara UEM, Bangsar South	8,371
Level 12, Menara UEM, Bangsar South	7,908
Level 13, Menara UEM, Bangsar South	7,908
Level 13A, Menara UEM, Bangsar South	7,908
Level 15, Menara UEM, Bangsar South	7,908
Level 16, Menara UEM, Bangsar South	8,398
Level 17, Menara UEM, Bangsar South	8,398

- ^^ Description and area of the archive store in Taman Desa from UEMG Group are as follows:

Description of the archive store at Taman Desa, Jalan Kelang Lama, 58100 Kuala Lumpur	Area of the archive store (square feet)
Lot 11, Lot 15, Lot 17, Lot 19-1, Jalan 3/109E, Taman Desa Business Park, Taman Desa, Jalan Kelang Lama, 58100 Kuala Lumpur	13,090

^^^ Description and area of the training and office area at UEM Learning Centre, 5 & 5A, Jalan 51/217, Off Jalan Templer, Petaling Jaya, 46050, Petaling Jaya, Selangor is as follows:

Description of the training space at UEM Learning Centre, Petaling Jaya	Area of the office space (square feet)
Training space	29,928
Office area	29,578

^^^ Description and area of the retail area at Imperia Office Tower from UEMG Group are as follows:

Description of the retail area at Imperia Office Tower, Jalan Laksamana 1, Puteri Harbour, 79250 Iskandar Puteri, Johor	Area of the retail area (square feet)
Lot 13, Imperia Office Tower	624

- (b) Provision of mechanical and electrical maintenance services (M&E) includes electrical, air-conditioner, plumbing and fire protection systems.
- (c) Provision of facilities maintenance services includes facilities management and administration; building services (M&E), housekeeping management; security, safety and health management.
- (d) Shareholders' approval for the renewal of RRPT pursuant to the Proposed Renewal of Shareholders' Mandate not being sought at the 60th AGM of the Company.
- (e) These transactions relate to the possible sale, from time to time, by any of the subsidiaries of the Company that are involved in property development, of units of properties built or to be built by it as part of its normal principal business activity. It is not possible to ascertain the names and class of the Related Parties that may acquire, or may be interested in acquiring, any such properties. The Company's application to Bursa Securities to be permitted to seek this mandate pursuant to paragraph 4.3(a) of Bursa Securities' Practice Note 12/2001 was approved by Bursa Securities vide its letter of 14 April 2003, subject to the conditions that the mandate is limited to companies within UEM Edgenta Group that are involved in property development and provided that the transaction is a RRPT as defined under Bursa Securities' Practice Note 12/2001, and that none of the percentage ratios as defined under the Listing Requirements exceed 10%.
- (f) No transaction was entered into in relation to the RRPT.
- (g) Nomination fee paid to UEMG on assignment of rights of highway maintenance from UEMG to the Company.
- (h) Provision of energy management services includes energy monitoring and energy savings program.
- (i) Provision of asset management services includes facilities engineering maintenance services (FEMS), biomedical engineering maintenance services (BEMS), cleaning services (CLS), linen & laundry services (LLS), healthcare waste management services (HWMS) and asset replacement program (AMP).
- (j) Dato' Mohd Izani Ghani is a nominee from UEMG.
- (k) Mohd Asrul Ab Rahim is a nominee from UEMG.
- (l) IHH Healthcare has disposed its entire equity interest in IMU Education Sdn Bhd on 31 March 2023. The renewal of RRPT pursuant to the Proposed Renewal of Shareholders' Mandate would not be sought as IMU Education Sdn Bhd is not a related party.

DETAILS OF THE OUTSTANDING RRPT RECEIVABLES

Item	Company in UEM Edgenta Group	Transacting Party	Nature of transaction	Outstanding RRPT Receivables as at 31 December 2022 RM	Outstanding RRPT Receivables as at 31 December 2022 which exceed normal credit period of			
					1 year or less RM	More than 1 to 3 years RM	More than 3 to 5 years RM	More than 5 years RM
2	UEM Edgenta Group	PLUS Malaysia Group	Provision of design, consultancy services, maintenance management & technical services to PLUS Malaysia Group; project management fees and development & proposed network maintenance fee from PLUS Malaysia Group.	5,313,893	-	26,926	-	-
2	UEM Edgenta Group	PLUS Malaysia Group	Provision of highway maintenance services to PLUS Malaysia Group.	123,943,698	451,120	1,452,165	1,615,267*	126,058*
3	UEM Edgenta Group	UEM Sunrise Group	Provision of facilities maintenance services to UEM Sunrise Group.	2,278,225	38,100	360,345	-	-

* Included in these amounts are retention sum totaling to RM1,528,181.

Item	Company in UEM Edgenta Group	Transacting Party	Nature of transaction	Outstanding RRPT Receivables as at 31 December 2022 RM	Outstanding RRPT Receivables as at 31 December 2022 which exceed normal credit period of			
					1 year or less RM	More than 1 to 3 years RM	More than 3 to 5 years RM	More than 5 years RM
3	UEM Edgenta Group	UEM Sunrise Group	Provision of services to UEM Sunrise Group as follows: (i) pavement, mechanical, electrical and electronic (“MEE”) works, utilities relocation and traffic management works; (ii) project management consultancy services for commercial development; (iii) proposed soil investigation works, instrumentation, material testing, environmental services and pavement works for projects development; (iv) provision of energy management services; and/or (v) provision of Strata and Building Facilities Management software - User License Fee.	55,000	-	-	55,000	-
4	UEM Edgenta Group	First Impact	Provision of asset management services for office buildings of First Impact.	4,557,500	2,472,287	400,000	82,314	21,698
7	UEM Edgenta Group	TNB Group	Provision of services to TNB Group as follows: (i) provision of pavement, MEE works, utilities relocation and traffic management works; and/or (ii) provision of integrated facilities management and energy services for TNB Buildings.	45,362	17,291	-	-	-
8	UEM Edgenta Group	Cenviro Group	Provision of office services.	14,649	-	-	-	-

Item	Company in UEM Edgenta Group	Transacting Party	Nature of transaction	Outstanding RRPT Receivables as at 31 December 2022 RM	Outstanding RRPT Receivables as at 31 December 2022 which exceed normal credit period of			
					1 year or less RM	More than 1 to 3 years RM	More than 3 to 5 years RM	More than 5 years RM
9	UEM Edgenta Group	Konsortium ProHAWK Sdn Bhd	Provision of asset management services for WACH to Konsortium ProHAWK Sdn Bhd.	23,523,385	9,639,887	4,366,913	54,272	-
12	UEM Edgenta Group	TT dotCom Sdn Bhd	Provision of fiber optic maintenance on highway to TT dotCom Sdn Bhd.	1,113,630	253,799	-	-	-
13	UEM Edgenta Group	IHH Healthcare Group	Provision of hospital support services to IHH Healthcare Group.	77,723	-	-	-	-
-	EFSB Group	Symphony Hills	Provision of cleaning services at sales gallery, office and unit show houses for Symphony Hills.	48,890	-	18,300	30,590	-
17	EFSB Group	UEM Builders	Provision of cleaning services, and M&E maintenance to UEM Builders.	8,400	2,100	-	-	-
18	EFSB Group	CIMB Group	Provision of facilities maintenance services to CIMB Group.	647,418	7,661	-	-	-
22	UEMS Malaysia	IMU Education Sdn Bhd	Provision of facilities maintenance services to IMU Education Sdn Bhd.	436,006	235,948	-	-	-
23	UEMS Malaysia	Parkway Pantai Group	Provision of facilities maintenance services to Pantai Holdings Group at various Pantai hospitals.	2,575,725	424,661	-	-	-
24	UEMS Malaysia	Khazanah	Provision of cleansing services at KLCC and KL Sentral to Khazanah	80,665	1,781	-	-	-
26	UEMS Solutions Pte Ltd	IHH Healthcare Group	Provision of housekeeping services at various IHH Healthcare Hospitals to IHH Healthcare.	197,999	-	-	-	-
Total Outstanding RRPT Receivables				164,918,168	13,544,635	6,624,649	1,837,443	147,756

DETAILS OF THE SHAREHOLDINGS OF THE DIRECTORS AND MAJOR SHAREHOLDERS IN THE COMPANY AND PERSONS CONNECTED TO THEM WHO ARE INTERESTED IN THE PROPOSED MANDATE

(a) Information on the interested Directors

According to the Register of Directors' Shareholdings as at the LPD, none of the interested Directors as stated in Part A and B of Appendix I have any shareholdings, direct and/or indirect, in the Company.

(b) Information on the interested Major Shareholders of UEM Edgenta

According to the Register of Substantial Shareholders as at the LPD, the interested Major Shareholders' shareholdings, direct and indirect, in the Company are as follows:

Major Shareholders	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
UEMG	574,967,925	69.14	-	-
Khazanah ⁽¹⁾	-	-	574,967,925	69.14

Note:

⁽¹⁾ Deemed interested by virtue of its interest in UEMG pursuant to Section 8(4) of the Act.

(c) Information on Persons Connected to the interested Directors

As at the LPD, none of the Persons Connected to the interested Directors of UEM Edgenta Group have any shareholdings, direct and/or indirect, in the Company.

(d) Information on Persons Connected to the interested Major Shareholders

As at the LPD, none of the Persons Connected to the interested Major Shareholders have any shareholdings, direct and/or indirect, in the Company.

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ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of the Company and they individually and collectively accept full responsibility for the accuracy of the information given in this Circular. The Directors of the Company confirm that, after having made all enquiries as were reasonable in the circumstances and to the best of their knowledge and belief, there is no other fact, the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, as at the LPD, neither UEM Edgenta nor its subsidiaries have entered into any contract which is or may be material within the 2 years immediately preceding the date of this Circular, other than contracts entered into in the ordinary course of business:

- (a) Shareholders Agreement dated 10 March 2022 entered into between Opus International (M) Berhad, an indirect wholly-owned subsidiary of the Company, PPES Consults Sdn Bhd and Opus Consultants (Sarawak) Sdn Bhd ("**JV Company**"), to jointly provide project management services and engineering design services, relating to the engineering and construction projects via the JV Company.
- (b) Share Purchase Agreement dated 8 November 2022 entered into between EFSB and Apollo Sindoori Hotels Limited for the disposal of 47,113 equity shares in the share capital of Faber Sindoori Management Services Private Limited ("**Faber Sindoori**"), aggregating to 51% of the paid-up share capital of Faber Sindoori. On 17 November 2022, Faber Sindoori ceased to be an associate of EFSB and the proposed disposal was completed on 28 December 2022.
- (c) Share Purchase Agreement dated 29 September 2022 entered into between Edgenta Arabia Limited ("**EAL**") and Mohammed Ibrahim Al-Subeaei and His Sons Investment Company for the proposed investment in MEEM for Facilities Management Company, through a 60% equity interest buy-in by EAL.

3. MATERIAL LITIGATION

Save as disclosed below, as at the LPD, UEM Edgenta and its subsidiaries are not, as at the date hereof, engaged in any material litigation, claims or arbitration, either as plaintiff or defendant and the Directors of UEM Edgenta do not have any knowledge of any proceedings pending or threatened against UEM Edgenta and/or its subsidiaries and/or of any other facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of UEM Edgenta and/or its subsidiaries (as the case may be):-

3.1 Edgenta PROPEL

Parties : Edgenta PROPEL (“**Plaintiff**”) and Hartajaya-Benteng Timur-AMR Jeli JV Sdn Bhd (“**HBT**” or “**Defendant**”) and Jabatan Kerja Raya (“**JKR**” or “**Third Party**”)

Case Summary : Suit no: 22NCVC-385-03/2012
Date of commencement of suit: 23 March 2012

This is a legal suit initiated by Edgenta PROPEL against HBT in respect of work done in relation to the construction of a new road from the Seremban-Port Dickson Highway to FR5 (Exit 5) and pavement works from Pasir Panjang to Linggi, Negeri Sembilan.

Status : On 23 March 2012, Edgenta PROPEL sued HBT for the payment of RM22,527,038.18 in respect of works done by Edgenta PROPEL for HBT for the construction of a new road from Seremban-Port Dickson Highway to FR5 (Exit 5) and pavement works from Pasir Panjang to Linggi, Negeri Sembilan. The payment of RM22,527,038.18 consisted of RM16,117,148.72 as certified and unpaid (“**Certified Work**”), and RM6,409,889.46 as uncertified and unpaid.

Edgenta PROPEL’s claim to recover the Certified Work was granted but was later reversed by the Court of Appeal on 13 May 2013 upon an appeal by HBT. Accordingly, HBT proceeded to serve a third party notice to JKR (its employer) on 4 March 2014 who failed to pay HBT for the same project. On 26 February 2015, HBT proposed a settlement with Edgenta PROPEL for a payment of RM4,000,000.00 but subject to conclusion of third party proceeding against JKR and allowed for RM17,472,961.82 (the Certified Work plus cost and interest) to be subjected to assessment of damages. The payment for RM4,000,000.00 was agreed and recorded as a “Consent Order” on 2 April 2015.

The assessment of damages application was filed on 13 August 2015 and on 29 August 2017, and the court decided that HBT shall pay Edgenta PROPEL RM17,472,961.82 (“**Assessed Damages**”) with interest of 5% per annum calculated from 2 April 2015 until full realisation and cost of RM15,000.00.

On 22 November 2017, HBT again filed a set aside application to set aside the decision on the Assessed Damages to High Court but was dismissed by the court on 15 March 2018 with cost of RM5,000.00. Thereafter, HBT appealed to the Court of Appeal on 5 April 2018 (“**Setting Aside of Appeal**”) but the appeal will only proceed upon receipt of the grounds of judgment from the High Court.

Separately in a different proceeding, HBT’s assessment of damages against JKR was concluded in the high court on 27 September 2019. It was decided that the assessment of damages and delivered its decision on the amount to be approximately RM10,000,000.00. JKR had paid this amount to HBT.

On 7 March 2019, the Setting Aside Appeal was heard, and the Court of Appeal allowed HBT’s appeal on a condition that HBT pays the sum of RM10,000,000.00 to the court or a stakeholder’s account within 14 days. The Assessed Damages would then be set aside, and a fresh assessment of

damages shall be conducted by the High Court. In the event HBT fails to pay the sum of RM10,000,000.00 within 14 days, the Assessed Damages decision will remain valid (“**Appeal Order**”). At the lapse of the 14 days, HBT failed to deposit the sum of RM10,000,000.00 to the court or a stakeholder’s account.

On 21 March 2019, HBT filed a motion in the Court of Appeal for a stay of execution and filed another motion in the Federal Court for leave to appeal to Federal Court on the Appeal Order. During the hearing on 21 May 2020, HBT’s motion for leave to appeal to the Federal Court was dismissed with cost of RM30,000.00. In this regard, the Assessed Damages of RM17,472,961.82 in addition to the Consent Order of RM4,000,000.00 shall be payable by HBT to Edgenta PROPEL, both amounting RM21,472,961.82.

Edgenta PROPEL has initiated recovery actions in stages, starting with a judgment debtor summon and may be followed by garnishee proceedings and winding up actions against HBT to recover the total amount of RM21,472,961.82 plus cost and interest (“**Recovery Amount**”).

Judgement Debtor Summons (“JDS”)

On 28 July 2020, Edgenta PROPEL has filed a JDS against HBT’s director at Kuala Lumpur High Court to examine HBT’s asset(s) and its inability to pay Edgenta PROPEL. Due to the Movement Control Order (“**MCO**”) enforced by the Government, the hearing of JDS was only fixed on 30 March 2021. However due to extensive but unsuccessful attempts to physically serve the legal papers to the director, Edgenta PROPEL withdrawn its JDS application against the HBT’s director on 30 March 2021, with liberty to file afresh.

Edgenta PROPEL has also filed a JDS against HBT’s company secretary on 5 February 2021 as an additional action to recover the Recovery Amount. Due to Further Movement Control Order (“**FMCO**”) the hearing of the JDS was postponed until 27 January 2022, where the Court directed the matter postponed until next case management on 14 March 2022 pending the disposal of Judicial Management Application.

Winding Up Proceeding

A winding up Notice was served to HBT on 2 April 2021, and HBT did not respond within 21 days of the notice period. Due to the FMCO, the Winding Up Petition was filed against HBT on 9 July 2021, the hearing fixed on 13 October 2021.

However, the matter was further postponed pending the disposal of 3 subsequent applications, namely:

- a) Judicial Management Application, filed by HBT on 29 September 2021.
- b) Edgenta PROPEL Intervener Application filed on 13 October 2021.
- c) HBT Preliminary Objection Application filed on 3 November 2021 to oppose Edgenta PROPEL’s Intervener Application.

HBT had also filed a Stay Application to the Winding Up Petition on 1 October 2021, which was dismissed by Court on 8 December 2021 on grounds that the Judicial Management Application by HBT itself is a form of stay application.

On 15 November 2021 case management, the Court postponed the hearing for HBT's Judicial Management Application pending the decision in Intervener Application and Preliminary Objection Application.

On 8 June 2022, the Court dismissed HBT's Judicial Management Application with cost of RM5,000 to be paid to Edgenta PROPEL. HBT filed an appeal to the Court of Appeal for the dismissal of its Judicial Management Application, and a stay of winding-up proceeding. On 26 September 2022, HBT's stay application was dismissed by Court with cost RM6,000 to be paid to Edgenta PROPEL. Edgenta PROPEL also filed a striking out application on 18 October 2022 to HBT's Judicial Management appeal at Court of Appeal on grounds of late filing out of time. On 24 March 2023, the Official Receiver ("OR") / Liquidator for HBT sent Edgenta PROPEL's lawyer a draft Notice of Discontinuance to its appeal. During the case management on 30 March 2023, the Court of Appeal is made aware of the draft Notice of Discontinuance and fixed 9 May 2023 for a Hearing to decide on the issue of costs and to dispose the appeal.

During the winding-up hearing on 20 October 2022 the Court ordered HBT to be wind up. Edgenta PROPEL filed proof of debt documents in Court on 17 March 2023 to establish its claim as unsecured creditors before the creditors meeting at a date to be determined.

3.2 Edgenta PROPEL

Parties : Edgenta PROPEL ("**Defendant**") and Ahmad Zaki Sdn Bhd ("**Plaintiff**")

Case Summary : Suit No: WA-22C-33-04/2021
Date of Commencement of the Suit: 12 April 2021

This is a legal suit initiated by Ahmad Zaki Sdn Bhd ("**AZSB**") against Edgenta PROPEL in respect of work done in relation to the Projek Mass Rapid Transit Laluan 2: Sungai Buloh-Serdang-Putrajaya (SSP) Package V202: Construction and Completion of Viaduct Guideway and other associated works from Persiaran Dagang to Jinjang, Subcontract: Protection & Relocation of Utilities (Relocation of Telecommunication Works) for the contract sum of RM87,000,000.00 excluding GST ("**Telco**").

Estimate of the Maximum Exposure to Liabilities : RM11,050,362.40

Status : The Suit
On 12 April 2021, Edgenta PROPEL was served with a suit whereby AZSB claimed that Edgenta PROPEL has breached the express and/or implied terms of the Telco Contract:

- a) Edgenta PROPEL failed to have proper work planning, allocation of resources and manpower resulting in the failure to meet the Completion Date set out in the Telco project;
- b) Edgenta PROPEL failed, refused and/or neglected to progress its scope of works timeously;

- c) Edgenta PROPEL failed to proceed regularly and/or diligently with the works resulting in AZSB omitting part of the Telco project works from Edgenta PROPEL and award the same to a third-party replacement sub-contractor; and
- d) Edgenta PROPEL failed, refused and/or neglected to meet the Completion Date set out in the Telco project.

AZSB is seeking the following reliefs from Edgenta PROPEL:

- a) The sum of RM23,751,000.00 or any other sum being the liquidated and ascertained damages due and payable from Edgenta PROPEL as deemed appropriate by the Honourable Court;
- b) The sum of RM1,848,227.33 or any other sum being the costs difference incurred by AZSB in engaging a third-party replacement sub-contractor as deemed appropriate by the Honourable Court;
- c) The sum of RM28,300.00 or any other sum being the costs for absenteeism/non-conformances by Edgenta PROPEL as deemed appropriate by the Honourable Court;
- d) The sum of RM5,004,552.62 or any other sum being the consequential damages suffered by AZSB as deemed appropriate by the Honourable Court; and
- e) The sum of RM250,227.63 or any other sum being the 5% administrative fee from the consequential damages suffered by AZSB as deemed appropriate by the Honourable Court.

On 16 April 2021, Messrs. Zul Rafique & Partners has been appointed as the solicitor representing the matter.

On 2 June 2021, Plus Three Consultants (M) Sdn Bhd has been approved to be the delay analysis expert.

On 25 May 2021, Edgenta PROPEL filed its Statement of Defence.

On 30 August 2021, Edgenta PROPEL filed its Reply to Defence to Counterclaim.

On 14 February 2022, Edgenta PROPEL has filed its List of Witness and expert reports.

On 29 March 2022, Joint Statement reports has been filed.

On 14 June 2022, the Court has fixed the Telco trial for 9 to 13 January 2023 for fact witnesses. Trial dates for expert witnesses have been fixed for 27 to 28 February 2023.

Consent Judgement (“CJ”) of the Suit

On 27 July 2022, a CJ has been entered by both parties and recorded in the High Court. The terms of the Consent Judgment provide, amongst others, that AZSB will pay Edgenta PROPEL the sum of RM10,650,041.02 by way of ten (10) monthly installments from 30 November 2022 to 31 August 2023 and the sum of RM400,321.38 on or by 30 September 2023. All of AZSB’s claims against Edgenta PROPEL in the Suit are also withdrawn without liberty to file afresh.

Winding-up Proceeding.

On 30 November 2022, AZSB has defaulted on making its 1st installment payment as per the CJ.

On 7 December 2022, Edgenta PROPEL has issued a S466 notice to AZSB.

On 3 January 2023, Edgenta PROPEL has filed a winding-up petition against AZSB.

Deferment of Installment Payment of the CJ

On 27 January 2023, Edgenta PROPEL has withdrawn the winding-up petition against AZSB with liberty to file afresh. Pursuant to AZSB's request, EPB is willing to grant AZSB indulgence in respect of payment of the full sum.

The sum of RM11,050,362.40 shall be deferred by way of eleven (11) monthly installments from 31 March 2023 until 31 January 2024 and the installments shall be paid together with interest at the rate of 5% per annum from the original date(s) of payment stated in the CJ up to the date(s) of payment stated above. Nonetheless, if AZSB fails, neglects and/or defaults in making any of the installment payments together with the interest, Edgenta PROPEL shall be entitled to take such steps as may be necessary against AZSB.

On 31 March 2023, AZSB has made the first installment payment.

3.3 RMSB

Parties : RMSB and EK Integrated Construction Sdn Bhd ("**EKICSB**")

Case Summary : Suit no: WA-22C-10-01/2017
Date of commencement of suit: 26 January 2017

RMSB appointed EKICSB as the main contractor for the piling and building works for Phase 3, mixed development of 191 units of 3 storey houses at Lot H.S.(D) 107003, PT 21706, Jalan Kepong, Mukim Batu, Daerah & Wilayah Persekutuan, Kuala Lumpur ("**Project**") under two separate contracts i.e. Piling Contract (Letter of Award dated 3 October 2007 for original contract sum of RM5,808,790.34) and Building Contract (Letter of Award dated 29 April 2008 for original contract sum of RM50,195,455,70.00).

Status : On 26 January 2017, RMSB sued EKICSB alleging breach of EKICSB's obligation as the main contractor for the Project ("**Main Suit**"). RMSB claimed that EKICSB breached its obligations by refusing/neglecting/defaulting in carrying out the rectification works and claimed the amount of RM10,954,030.06 (plus costs and interests thereon) which RMSB had incurred as in January 2017.

Given that on 2 December 2016, EKICSB had earlier served a Notice to Arbitrate against RMSB claiming RM4,018,030.02 for the Building Contract, EKICSB filed its application for stay of application on the Main Suit pending conclusion of its arbitration claim for the Building Contract. RMSB replied to the Notice to Arbitrate, requesting for the consolidation of the disputes arising from the Piling Contract and Building Contract to be heard before a single arbitrator.

After several applications by RMSB to consolidate the two contracts and be heard by a single arbitrator failed, the arbitration proceeding for the Piling Contract arbitration continued to take place. Eventually, on 15 March 2019 the arbitrator for the Building Contract allowed EKICSB's claim in the sum of RM5,104,567.02 together with interest and cost (**"Award"**).

Given the conclusion of the Building Contract arbitration, RMSB commenced an arbitration proceeding for the Piling Contract on 24 August 2018 and therefore had applied for a stay of execution of the said Award pending disposal of the arbitration proceeding as commenced by them. The Piling Contract arbitration was fixed for hearing on 2, 3, 30 and 31 May 2019 and 25 to 27 June 2019. However, the hearing on 2 and 3 May 2019 were vacated by the arbitrator to allow the parties to file further documents.

On 8 May 2019, EKICSB filed an enforcement application at Kuala Lumpur High Court to enforce the Award, which was contested by RMSB where they filed an application to set aside the Award at Kuala Lumpur High Court on 17 June 2019 on the basis that it is in conflict with the public policy of Malaysia and not in line with the principle of natural justice.

Both enforcement of Award and setting aside applications were fixed for hearing on 1 November 2019. The judge dismissed RMSB's setting aside application but allowed the EKICSB's enforcement application. The judge proceeded to request for both parties to reach an agreement regarding the Award. EKICSB proposed for RMSB to release 50% of the Award to EKICSB and the remaining 50% to be deposited into a stakeholder's account pending conclusion of the Piling Contract arbitration. The payment was made to EKICSB on 31 December 2019.

The parties continue with the Piling Dispute arbitration, fixed for further hearings on 23, 24 and 26 March 2020.

Meanwhile, EKICSB contested that RMSB's Piling Contract arbitration is time barred and requested to refer the issue to the High Court for its determination with RMSB reserving its rights to oppose. The hearing for the application was rescheduled a few times due to Movement Control Order (MCO). A few attempts were made to resolve the dispute amicable via a settlement route but to no avail.

On 11 September 2020, the Court decided that RMSB's claim is not time-barred and therefore, EKICSB's application is dismissed, with cost of RM10,000. Therefore, the Piling Contract Arbitration will continue.

However, on 8 October 2020, EKICSB served RMSB a Notice of Appeal on the time-barred decision as granted by the High Court in favour of RMSB. Due to the appeal, the Piling Contract arbitration is being put on hold, pending the outcome of the appeal. The new hearing dates for arbitration will be fixed once the hearing date for the appeal is fixed by the Court of Appeal.

The Court of Appeal originally fixed 8 April 2021 for the hearing of the Appeal. However, the Court of Appeal fixed several case managements pending release of the grounds of judgment by the High Court and further informed the parties that the hearing date will be fixed upon receiving the grounds of judgment from the High Court. On the case management of 7 September 2021, despite no grounds of judgement released by the High Court, the Court of Appeal fixed the hearing for the appeal on 25 April 2022.

On 25 April 2022, the Court of Appeal dismissed EKICSB's appeal. The arbitrator fixed arbitration hearing from 15 July 2022 to 26 May 2023.

On the same 25 April 2022, EKICSB filed application for leave to appeal the time-barred decision to Federal Court, which on 12 January 2023 was dismissed with cost of RM30,000 to be paid by EKICSB.

Solicitor's Opinion : RMSB's solicitors are of the view that RMSB has good chance of success in the Piling Contract arbitration and thus will be able to recover its costs incurred for the rectification works.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Level 17, Menara UEM, Tower 1, Avenue 7, The Horizon, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, between 9.00 a.m. to 5.30 p.m. on Monday to Friday (except public holidays) from the date of this Circular to the date of the 60th AGM of the Company:

- (i) Constitution of the Company;
- (ii) Audited consolidated financial statements of the Company for the past two (2) financial years ended 31 December 2021 and 31 December 2022;
- (iii) Material contracts referred to in Section 2 of this Appendix; and
- (iv) Relevant cause paper in respect of the material litigation referred to in Section 3 of this Appendix.

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