

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has conducted a limited review on this Circular pursuant to the provisions of Practice Note 18 of Bursa Securities Main Market Listing Requirements.

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 in reliance upon the whole or any part of the contents of this Circular.



PROLINTAS INFRA BUSINESS TRUST

(An Islamic business trust constituted in Malaysia under a Trust Deed dated 11 December 2023 and registered with Securities Commission Malaysia on 11 December 2023 that is managed by Prolintas Managers Sdn. Bhd. as Trustee-Manager)

CIRCULAR TO UNITHOLDERS IN

RELATION TO THE :

**PROPOSED UNITHOLDERS' RATIFICATION FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE;**

AND

**PROPOSED NEW UNITHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

(COLLECTIVELY THE “PROPOSALS”)

The ordinary resolution in respect of the above proposals will be tabled as Special Business at the First Annual General Meeting (“1st AGM”) of Prolintas Infra Business Trust (“Prolintas Infra BT”) which will be held at Urban Park Hall @ LKSA, Alam Impian, 40470 Shah Alam, Selangor on Wednesday, 30 April 2025 at 10.00 a.m. and at any adjournment thereof. The Notice of the 1st AGM together with the Form of Proxy are set out in the Annual Report 2024 of Prolintas Infra BT, which is available to be downloaded from the Prolintas Infra BT’s website at <https://prolintasinfra.com.my/> together with this Circular.

A Unitholder entitled to attend and vote at the 1st AGM is entitled to appoint not more than two (2) proxies (whether a Unitholder or not) to attend and vote on his or her behalf, the Form of Proxy must be deposited at the office of Prolintas Managers Sdn Bhd at **12th Floor Menara PNB, 201-A Jalan Tun Razak, 50400 Kuala Lumpur** or at the office of the Trust’s Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the 1st AGM or any adjournment thereof at which the person named in the Proxy Form proposes to vote, and in default the Proxy Form shall not be treated as valid.

The lodging of the Proxy Form will not preclude you from participating and voting in person at the 1st AGM should you subsequently wish to do so.

For further information on the electronic submission of proxy form, kindly refer to the Administrative Guide of the 1st AGM which can be downloaded from Prolintas Infra BT’s Investor Relations website at <https://prolintasinfra.com.my/>

Last day, date and time for lodging the Proxy Form : Monday, 28 April 2025 at 10.00 a.m

Date and time of the 1st AGM : Wednesday, 30 April 2025 at 10.00 a.m.

DEFINITIONS

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

“Act”	: The Companies Act, 2016, as amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“AKLEH Co”	: Projek Lintasan Kota Sdn Bhd (199401034585 (320268-A))
“Annual Report 2024”	: Annual Report of Prolintas Infra BT for the financial year ended 31 December 2024
“Board Audit Committee” or “BAC”	: The Board Audit Committee of the Trustee-Manager
“Board”	: The Board of Directors of the Trustee-Manager
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Circular”	: This circular to Unitholders in relation to the Proposals
“CMSA”	: Capital Markets and Services Act, 2007
“Director(s)”	: Director(s) of Trustee-Manager and within the meaning given in Section 2 of the Capital Markets and Services Act, 2007
“GCE Co”	: Prolintas Expressway Sdn Bhd (199001010509 (202079-X))
“LKSA Co”	: Projek Lintasan Shah Alam Sdn Bhd (200401015684 (654187-M))
“Listing Date”	: 25 March 2024, the date Prolintas Infra BT was admitted to the Official List of Bursa Securities
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities, including any amendment thereto that may be made from time to time
“LPD”	: 28 February 2025, being the latest practicable date prior to the issuance of this Circular
“Major Unitholder”	: A person who has an interest or interests in one (1) or more units in the Trust and the unit, or the aggregate of those units, is: (a) equal to or more than 10% of the aggregate of the units in the Trust or (b) equal to or more than 5% of the aggregate of the units in the Trust where such person is the largest unitholder of the Trust.

For the purpose of this definition, “interest in units” has the meaning given in section 4 of the CMSA.

DEFINITIONS (Cont'd)

“Mandate Period”	: The period during which the RRPTs are to be entered into for which the Proposed New Unitholders’ Mandate is being sought. This period shall commence immediately upon the passing of the ordinary resolution for the Proposed New Unitholders’ Mandate during the forthcoming AGM or any adjournment thereof until: (a) The conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM; (b) revoked or varied by ordinary resolution passed by the Unitholders in a unitholders’ meeting, whichever is earlier.
“PCSSSB”	: Prolintas Corporate Shared Services Sdn Bhd (202201019286 (1464983-H))
“Person(s) Connected”	Shall have the same meaning given in Paragraph 1.01, Chapter 1 of the Listing Requirements
“PHSSB”	: Prolintas Highway Services Sdn Bhd (201701006905 (1221070-V))
“PLKH”	: Projek Lintasan Kota Holdings Sdn Bhd (199501002180 (331374-X))
“Prolintas Infra BT” or “the Trust”	: Prolintas Infra Business Trust
“Prolintas Infra BT Group” or “the Trust Group”	: Prolintas Infra BT, AKLEH Co, GCE Co, LKSA Co and SILK Co, collectively
“Prolintas Infra BT Unit(s)”	: Undivided interest in Prolintas Infra BT as provided in the Trust Deed
“Proposed New Unitholders’ Mandate”	: Proposed new unitholders’ mandate for Prolintas Infra BT Group to enter into RRPTs of a revenue or trading nature
“Proposed Unitholders’ Mandate” or “Proposals”	Collectively, Proposed Unitholders’ Ratification and Proposed New Unitholders’ Mandate
“Proposed Unitholders’ Ratification”	: Proposed unitholders’ ratification from the Unitholders of the Trust for the RRPTs entered into by the Group for the period commencing from Listing Date to the date of the 1 st AGM
“Prospectus”	: Prospectus dated 6 March 2024 issued by the Trustee-Manager

DEFINITIONS (*Cont'd*)

“Ratification Period”	:	Period during which the RRPTs were entered into for which the Proposed Unitholders’ Ratification is sought. This period shall commence from the Listing Date to the date of the 1 st AGM
“Recurrent Related Party Transaction(s)” or “RRPT”	:	Related party transaction(s) which is/are recurrent, of a revenue and/or trading nature which are necessary for the day-to-day operations of the Group and within the ordinary course of business of the Group entered into by the Group, which involves the interest, direct or indirect, of Related Parties
“Related Party” or “Parties”	:	Director(s), Major Unitholder(s) or person(s) connected with such Director(s) or Major Unitholder(s)
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“SILK Co”	:	Sistem Lingkaran-Lebuhraya Kajang Sdn Bhd (199501042016 (371220-V))
“Trust Deed”	:	Trust Deed dated 11 December 2023 constituting Prolintas Infra BT
“Trustee-Manager” or “Prolintas Managers”	:	Prolintas Managers Sdn Bhd (202201019689 (1465386-M))
“Turnpike”	:	Turnpike Synergy Sdn Bhd (201101036173 (964307-M))
“Unit(s)”	:	Undivided interest in Prolintas Infra BT as provided in the Trust Deed
“Unitholder”	:	Holder(s) of Prolintas Infra BT’s Unit(s)

Words importing the singular shall, where applicable, include the plural and vice versa. Words incorporating importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporation, unless otherwise specified.

Any reference in this Circular to any statute is a reference to that statute as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

All references to “you” and “your” in this Circular are to the Unitholders.

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PROLINTAS INFRA BUSINESS TRUST

(An Islamic business trust constituted in Malaysia under a Trust Deed dated 11 December 2023 and registered with Securities Commission Malaysia on 11 December 2023 that is managed by Prolintas Managers Sdn. Bhd. as Trustee-Manager)

Registered Office:

12th Floor, Menara PNB
201-A Jalan Tun Razak
50400 Kuala Lumpur

28 March 2025

Board of Directors of Trustee-Manager:

Dato' Ikmal Hijaz bin Hashim	<i>(Non-Independent Non-Executive Chairman)</i>
Dato Abdul Mutalib bin Alias	<i>(Independent Non-Executive Director)</i>
Datuk Syed Azmi bin Syed Othman	<i>(Independent Non-Executive Director)</i>
Nik Fazila binti Nik Mohamed Shihabuddin	<i>(Independent Non-Executive Director)</i>
Datin Nona binti Salleh	<i>(Independent Non-Executive Director)</i>
Malik Parvez Ahmad bin Nazir Ahmad	<i>(Non-Independent Non-Executive Director)</i>

To: The Unitholders of Prolintas Infra BT

Dear Sir/Madam

- (I) PROPOSED UNITHOLDERS' RATIFICATION FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING IN NATURE; AND**
(II) PROPOSED NEW UNITHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING IN NATURE
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1. INTRODUCTION

Bursa Securities has via its letter dated 28 August 2024 granted Prolintas Infra BT an extension of time from 25 March 2024 (the date of the listing of the Prolintas Infra BT's Units in the Main Market of Bursa Securities) until the forthcoming AGM to obtain Unitholders' ratification and mandate for the RRPT(s) that the Trust Group will enter or had entered into with Related Parties since the Listing Date up to the date of the Trust's forthcoming 1st AGM.

On 25 February 2025, the Board announced that the Prolintas Infra BT proposed to seek the Unitholders' approval on the following:-

- (i) Proposed Unitholders' Ratification for RRPTs which the Trust or the Trust Group had entered into since the date of admission and listing of the Trust on the Main Market of Bursa Securities to the date of 1st AGM; and
- (ii) Proposed new Unitholders' Mandate for RRPTs of a revenue or trading nature.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSALS AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING 1ST AGM OF THE TRUST. THE NOTICE OF 1ST AGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED IN THE ANNUAL REPORT 2024 OF THE TRUST.

YOU ARE ADVISED TO READ CAREFULLY AND CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSALS TO BE TABLED AT THE 1ST AGM.

2. DETAILS OF THE PROPOSALS

2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its Unitholders in respect of RRPT of a revenue or trading nature and which are necessary for its day-to-day operations, subject to, inter-alia, 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 unitholders mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the unitholders mandate during the financial year where:-
 - (i) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or
 - (ii) any one of the percentage ratios of such transactions is equal to or exceed 1%;whichever is the higher,
- (c) The listed issuer's circular to Unitholders for the unitholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain unitholders mandate, the relevant related party must comply with the requirements set out in paragraph 10.08(7) of the Main Market Listing Requirements; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular to Unitholders by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

The Prolintas Infra BT Group had, in its ordinary course of business, entered into certain RRPTs and it is anticipated that the companies within Prolintas Infra BT Group would, in the ordinary course of business, continue to enter into such transactions with the Related Parties, details of which are set out in Section 2.4 of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Accordingly, the Board proposes to seek its unitholders' approval for the Proposed Unitholders' Ratification on those RRPTs entered into by Prolintas Infra BT Group during the Ratification Period, as well as for the Proposed New Unitholders' Mandate for future RRPT(s) to be entered into during the Mandate Period.

These RRPT(s), which are necessary for the day-to-day operations of Prolintas Infra BT Group, have been/will be entered into at arm's length basis, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to the detriment of Prolintas Infra BT's minority Unitholders.

2.2 Validity period for the Proposed New Unitholders' Mandate

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

- (i) the conclusion of the next AGM of the Trust, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) revoked or varied by resolution passed by the Unitholders in general meeting.

whichever is the earliest.

For information of Unitholders, the approval of the Unitholders of the Trust will be sought for the renewal and/or new Unitholders' Mandate at each subsequent AGM of the Trust.

2.3 Principal activities of the Group

The Trust Group, through its subsidiaries, are principally involved in the:-

- i. Toll collection, construction, operation and maintenance of the Highways; and
- ii. Provision of ancillary facilities to complement the operation of the Highways

As at the LPD, the principal activities of its subsidiaries are as follows:

Company	Principal Activities	Effective ownership interest
AKLEH Co	Operation, maintenance and toll collection of highway	100%
GCE Co	Operation, maintenance and toll collection of highway	100%
LKSA Co	Operation, maintenance and toll collection of highway	100%
SILK Co	Operation, maintenance and toll collection of highway	100%

2.4 Class of Related Parties and Nature of RRPTs

The nature and details of the RRPTs entered and/or to be entered into by the Trust Group and the class of Related Parties under the Proposals are as follows:-

					Proposed Unitholders' Ratification			Proposed New Unitholders' Mandate
Related Party	Transacting Party within the Group	Interested Directors/Major Unitholder and/or Person Connected to them	Nature of relationship of related parties	Nature of Transaction	Estimated value from the Listing Date up to the forthcoming AGM* (RM'000)	Actual value from the Listing Date up to the LPD (RM'000)	Estimated value to be transacted from the LPD up to the forthcoming AGM* (RM'000)	Estimated value from the forthcoming AGM up to the next AGM* (RM'000)
PCSSSB	AKLEH Co	(a) PLKH (b) Dato' Idris bin Kechot (c) Datin Suryani binti Tun Ahmad Sarji # (d) Dato' Sri Ir Dr Roslan bin Md Taha (e) Dato' Mohammad Azlan bin Abdullah@ (f) Mohamad Idros bin Mosin (g) Dato' Ikmal Hijaz bin Hashim (h) Malik Parvez Ahmad bin Nazir Ahmad (i) Azmee bin Nin	Notes 1, 2, 3, 6 and 7.	Provision of the following corporate shares services by PCSSSB to AKLEH Co:- (a) finance; (b) human capital; (c) corporate communications; (d) administration and purchasing; (e) innovation and technology; (f) sustainability; (g) quality, environment safety and health; (h) corporate affairs; (i) legal; and (j) secretarial services.	2,102	2,541	481	5,000

					Proposed Unitholders' Ratification			Proposed New Unitholders' Mandate
Related Party	Transacting Party within the Group	Interested Directors/Major Unitholder and/or Person Connected to them	Nature of relationship of related parties	Nature of Transaction	Estimated value from the Listing Date up to the forthcoming AGM*	Actual value from the Listing Date up to the LPD	Estimated value to be transacted from the LPD up to the forthcoming AGM*	Estimated value from the forthcoming AGM up to the next AGM*
					(RM'000)	(RM'000)	(RM'000)	(RM'000)
PCSSSB	LKSA Co	(a) PLKH (b) Dato' Idris bin Kechot (c) Datin Suryani binti Tun Ahmad Sarji # (d) Dato' Sri Ir Dr Roslan bin Md Taha (e) Dato' Mohammad Azlan bin Abdullah@ (f) Mohamad Idros bin Mosin (g) Dato' Ikmal Hijaz bin Hashim (h) Malik Parvez Ahmad bin Nazir Ahmad (i) Azmee bin Nin	Notes 1, 2, 3, 6 and 7.	Provision of the following corporate shared services by PCSSSB to LKSA Co:- (a) finance; (b) human capital; (c) corporate communications; (d) administration and purchasing; (e) innovation and technology; (f) sustainability; (g) quality, environment safety and health; (h) corporate affairs; (i) legal; and (j) secretarial services.	2,334	2,618	509	5,000

					Proposed Unitholders' Ratification			Proposed New Unitholders' Mandate
Related Party	Transacting Party within the Group	Interested Directors/Major Unitholder and/or Person Connected to them	Nature of relationship of related parties	Nature of Transaction	Estimated value from the Listing Date up to the forthcoming AGM* (RM'000)	Actual value from the Listing Date up to the LPD (RM'000)	Estimated value to be transacted from the LPD up to the forthcoming AGM* (RM'000)	Estimated value from the forthcoming AGM up to the next AGM* (RM'000)
PCSSSB	GCE Co	(a) PLKH (b) Dato' Idris bin Kechot (c) Datin Suryani binti Tun Ahmad Sarji # (d) Dato' Sri Ir Dr Roslan bin Md Taha (e) Dato' Mohammad Azlan bin Abdullah@ (f) Mohamad Idros bin Mosin (g) Dato' Ikmal Hijaz bin Hashim (h) Malik Parvez Ahmad bin Nazir Ahmad (i) Azmee bin Nin	Notes 1, 2, 3, 6 and 7.	Provision of the following corporate shared services by PCSSSB to GCE Co:- (a) finance; (b) human capital; (c) corporate communications; (d) administration and purchasing; (e) innovation and technology; (f) sustainability; (g) quality, environment safety and health; (h) corporate affairs; (i) legal; and (j) secretarial services.	2,816	3,192	613	6,000

					Proposed Unitholders' Ratification			Proposed New Unitholders' Mandate
Related Party	Transacting Party within the Group	Interested Directors/Major Unitholder and/or Person Connected to them	Nature of relationship of related parties	Nature of Transaction	Estimated value from the Listing Date up to the forthcoming AGM* (RM'000)	Actual value from the Listing Date up to the LPD (RM'000)	Estimated value to be transacted from the LPD up to the forthcoming AGM* (RM'000)	Estimated value from the forthcoming AGM up to the next AGM* (RM'000)
PCSSSB	SILK Co	(a) PLKH (b) Dato' Idris bin Kechot (c) Datin Suryani binti Tun Ahmad Sarji # (d) Dato' Sri Ir Dr Roslan bin Md Taha (e) Dato' Mohammad Azlan bin Abdullah@ (f) Mohamad Idros bin Mosin (g) Dato' Ikmal Hijaz bin Hashim (h) Malik Parvez Ahmad bin Nazir Ahmad (i) Azmee bin Nin	Notes 1, 2, 3, 6 and 7.	Provision of the following corporate shared services by PCSSSB to SILK Co (a) finance; (b) human capital; (c) corporate communications; (d) administration and purchasing; (e) innovation and technology; (f) sustainability; (g) quality, environment safety and health; (h) corporate affairs; (i) legal; and (j) secretarial services.	2,915	3,407	665	6,500

					Proposed Unitholders' Ratification			Proposed New Unitholders' Mandate
Related Party	Transacting Party within the Group	Interested Directors/Major Unitholder and/or Person Connected to them	Nature of relationship of related parties	Nature of Transaction	Estimated value from the Listing Date up to the forthcoming AGM*	Actual value from the Listing Date up to the LPD	Estimated value to be transacted from the LPD up to the forthcoming AGM*	Estimated value from the forthcoming AGM up to the next AGM*
					(RM'000)	(RM'000)	(RM'000)	(RM'000)
PHSSB	AKLEH Co	(a) PLKH (b) Dato' Idris bin Kechot (c) Dato' Ikmal Hijaz bin Hashim (d) Datin Suryani binti Tun Ahmad Sarji (e) Datin Shelina binti Razaly Wahi (f) Mohamad Idros bin Mosin (g) Dato' Mohammad Azlan bin Abdullah@ (h) Malik Parvez Ahmad bin Nazir Ahmad (i) Azmee bin Nin	Notes 1, 2, 4, 6 and 7.	Provision of commercial services for, among others: the setting up of opening petrol stations and convenience stores; outdoor advertising; renting of space; commercial agriculture and other general business trading and services by PHSSB to AKLEH Co.	457	234	55	500

					Proposed Unitholders' Ratification			Proposed New Unitholders' Mandate
Related Party	Transacting Party within the Group	Interested Directors/Major Unitholder and/or Person Connected to them	Nature of relationship of related parties	Nature of Transaction	Estimated value from the Listing Date up to the forthcoming AGM* (RM'000)	Actual value from the Listing Date up to the LPD (RM'000)	Estimated value to be transacted from the LPD up to the forthcoming AGM* (RM'000)	Estimated value from the forthcoming AGM up to the next AGM* (RM'000)
PHSSB	LKSA Co	(a) PLKH (b) Dato' Idris bin Kechot (c) Dato' Ikmal Hijaz bin Hashim (d) Datin Suryani binti Tun Ahmad Sarji (e) Datin Shelina binti Razaly Wahi (f) Mohamad Idros bin Mosin (g) Dato' Mohammad Azlan bin Abdullah@ (h) Malik Parvez Ahmad bin Nazir Ahmad (i) Azmee bin Nin	Notes 1, 2, 4, 6 and 7.	Provision of commercial services for, among others: the setting up of opening petrol stations and convenience stores; outdoor advertising; renting of space; commercial agriculture and other general business trading and services by PHSSB to LKSA Co.	795	526	82	800

					Proposed Unitholders' Ratification			Proposed New Unitholders' Mandate
Related Party	Transacting Party within the Group	Interested Directors/Major Unitholder and/or Person Connected to them	Nature of relationship of related parties	Nature of Transaction	Estimated value from the Listing Date up to the forthcoming AGM* (RM'000)	Actual value from the Listing Date up to the LPD (RM'000)	Estimated value to be transacted from the LPD up to the forthcoming AGM* (RM'000)	Estimated value from the forthcoming AGM up to the next AGM* (RM'000)
PHSSB	GCE Co	(a) PLKH (b) Dato' Idris bin Kechot (c) Dato' Ikmal Hijaz bin Hashim (d) Datin Suryani binti Tun Ahmad Sarji (e) Datin Shelina binti Razaly Wahi (f) Mohamad Idros bin Mosin (g) Dato' Mohammad Azlan bin Abdullah@ (h) Malik Parvez Ahmad bin Nazir Ahmad (i) Azmee bin Nin	Notes 1, 2, 4, 6 and 7.	Provision of commercial services for, among others: the setting up of opening petrol stations and convenience stores; outdoor advertising; renting of space; commercial agriculture and other general business trading and services by PHSSB to GCE Co.	832	767	125	1,000

					Proposed Unitholders' Ratification			Proposed New Unitholders' Mandate
Related Party	Transacting Party within the Group	Interested Directors/Major Unitholder and/or Person Connected to them	Nature of relationship of related parties	Nature of Transaction	Estimated value from the Listing Date up to the forthcoming AGM* (RM'000)	Actual value from the Listing Date up to the LPD (RM'000)	Estimated value to be transacted from the LPD up to the forthcoming AGM* (RM'000)	Estimated value from the forthcoming AGM up to the next AGM* (RM'000)
PHSSB	SILK Co	(a) PLKH (b) Dato' Idris bin Kechot (c) Dato' Ikmal Hijaz bin Hashim (d) Datin Suryani binti Tun Ahmad Sarji (e) Datin Shelina binti Razaly Wahi (f) Mohamad Idros bin Mosin (g) Dato' Mohammad Azlan bin Abdullah@ (h) Malik Parvez Ahmad bin Nazir Ahmad (i) Azmee bin Nin	Notes 1, 2, 4, 6 and 7.	Provision of commercial services for, among others: the setting up of opening petrol stations and convenience stores; outdoor advertising; renting of space; commercial agriculture and other general business trading and services by PHSSB to SILK Co.	219	199	55	300

					Proposed Unitholders' Ratification			Proposed New Unitholders' Mandate
Related Party	Transacting Party within the Group	Interested Directors/Major Unitholder and/or Person Connected to them	Nature of relationship of related parties	Nature of Transaction	Estimated value from the Listing Date up to the forthcoming AGM* (RM'000)	Actual value from the Listing Date up to the LPD (RM'000)	Estimated value to be transacted from the LPD up to the forthcoming AGM* (RM'000)	Estimated value from the forthcoming AGM up to the next AGM* (RM'000)
Turnpike	AKLEH Co	(a) PLKH (b) Dato' Idris bin Kechot (c) Dato' Sri Ir. Dr. Roslan bin Md Taha (d) Datin Suryani binti Tun Ahamd Sarji (e) Datin Shelina binti Razaly Wahi (f) Mohamad Idros bin Mosin (g) Dato' Ikmal Hijaz bin Hashim (h) Dato' Mohammad Azlan bin Abdullah@ (i) Malik Parvez Ahmad bin Nazir Ahmad (j) Azmee bin Nin	Notes 1, 2, 5, 6 and 7.	Provision of the following consultancy services by Turnpike to AKLEH Co:- (a) Mechanical, Electrical and Electronic; (b) Civil & Structure; (c) Traffic & Safety; (d) Toll & Data Management; (e) Highway Asset Maintenance Management; (f) Contract Management; and (g) Project Management.	459	536	106	1,200

					Proposed Unitholders' Ratification			Proposed New Unitholders' Mandate
Related Party	Transacting Party within the Group	Interested Directors/Major Unitholder and/or Person Connected to them	Nature of relationship of related parties	Nature of Transaction	Estimated value from the Listing Date up to the forthcoming AGM* (RM'000)	Actual value from the Listing Date up to the LPD (RM'000)	Estimated value to be transacted from the LPD up to the forthcoming AGM* (RM'000)	Estimated value from the forthcoming AGM up to the next AGM* (RM'000)
Turnpike	LKSA Co	a) PLKH (b) Dato' Idris bin Kechot (c) Dato' Sri Ir. Dr. Roslan bin Md Taha (d) Datin Suryani binti bTun Ahamd Sarji (e) Datin Shelina binti Razaly Wahi (f) Mohamad Idros bin Mosin (g) Dato' Ikmal Hijaz bin Hashim (h) Dato' Mohammad Azlan bin Abdullah@ (i) Malik Parvez Ahmad bin Nazir Ahmad (j) Azmee bin Nin	Notes 1, 2, 5, 6 and 7.	Provision of the following consultancy services by Turnpike to LKSA Co:- (a) Mechanical, Electrical and Electronic; (b) Civil & Structure; (c) Traffic & Safety; (d) Toll & Data Management; (e) Highway Asset Maintenance Management; (f) Contract Management; and (g) Project Management.	459	536	106	1,200

					Proposed Unitholders' Ratification			Proposed New Unitholders' Mandate
Related Party	Transacting Party within the Group	Interested Directors/Major Unitholder and/or Person Connected to them	Nature of relationship of related parties	Nature of Transaction	Estimated value from the Listing Date up to the forthcoming AGM* (RM'000)	Actual value from the Listing Date up to the LPD (RM'000)	Estimated value to be transacted from the LPD up to the forthcoming AGM* (RM'000)	Estimated value from the forthcoming AGM up to the next AGM* (RM'000)
Turnpike	GCE Co	(a) PLKH (b) Dato' Idris bin Kechot (c) Dato' Sri Ir. Dr. Roslan bin Md Taha (d) Datin Suryani binti Tun Ahamd Sarji (e) Datin Shelina binti Razaly Wahi (f) Mohamad Idros bin Mosin (g) Dato' Ikmal Hijaz bin Hashim (h) Dato' Mohammad Azlan bin Abdullah@ (i) Malik Parvez Ahmad bin Nazir Ahmad (j) Azmee bin Nin	Notes 1, 2, 5, 6 and 7.	Provision of the following consultancy services by Turnpike to GCE Co:- (a) Mechanical, Electrical and Electronic; (b) Civil & Structure; (c) Traffic & Safety; (d) Toll & Data Management; (e) Highway Asset Maintenance Management; (f) Contract Management; and (g) Project Management.	459	536	106	1,200

					Proposed Unitholders' Ratification			Proposed New Unitholders' Mandate
Related Party	Transacting Party within the Group	Interested Directors/Major Unitholder and/or Person Connected to them	Nature of relationship of related parties	Nature of Transaction	Estimated value from the Listing Date up to the forthcoming AGM*	Actual value from the Listing Date up to the LPD	Estimated value to be transacted from the LPD up to the forthcoming AGM*	Estimated value from the forthcoming AGM up to the next AGM*
					(RM'000)	(RM'000)	(RM'000)	(RM'000)
Turnpike	SILK Co	(a) PLKH (b) Dato' Idris bin Kechot (c) Dato' Sri Ir. Dr. Roslan bin Md Taha (d) Datin Suryani binti Tun Ahamd Sarji (e) Datin Shelina binti Razaly Wahi (f) Mohamad Idros bin Mosin (g) Dato' Ikmal Hijaz bin Hashim (h) Dato' Mohammad Azlan bin Abdullah@ (i) Malik Parvez Ahmad bin Nazir Ahmad (j) Azmee bin Nin	Notes 1, 2, 5, 6 and 7.	Provision of the following consultancy services by Turnpike to SILK Co:- (a) Mechanical, Electrical and Electronic; (b) Civil & Structure; (c) Traffic & Safety; (d) Toll & Data Management; (e) Highway Asset Maintenance Management; (f) Contract Management; and (g) Project Management.	459	536	106	1,200

					Proposed Unitholders' Ratification			Proposed New Unitholders' Mandate
Related Party	Transacting Party within the Group	Interested Directors/Major Unitholder and/or Person Connected to them	Nature of relationship of related parties	Nature of Transaction	Estimated value from the Listing Date up to the forthcoming AGM* (RM'000)	Actual value from the Listing Date up to the LPD (RM'000)	Estimated value to be transacted from the LPD up to the forthcoming AGM* (RM'000)	Estimated value from the forthcoming AGM up to the next AGM* (RM'000)
Trustee-Manager	Prolintas Infra BT	(a) PLKH (b) Dato' Ikmal Hijaz bin Hashim (c) Malik Parvez Ahmad bin Nazir Ahmad (d) Dato' Abdul Mutalib bin Alias (e) Datuk Syed Azmi bin Syed Othman (f) Puan Nik Fazila binti Nik Mohamed Shihabuddin (g) Datin Nona binti Salleh	Notes 1 and 8.	Trustee-Manager fee for the provision of management services of the Trust in accordance with the provision of Trust Deed.	8,760	7,380	1,380	8,500

Note 1

1. PLKH is a shareholder of the Trustee-Manager and a Major Unitholder of the Trust.
2. PCSSSB, PHSSB and Turnpike are wholly owned subsidiaries of PLKH.

Note 2

The following are the interested directors that sit on the board of directors of AKLEH Co, LKSA Co, GCE Co, and SILK Co:-

1. Dato' Ikmal Hijaz bin Hashim;
2. Dato' Mohammad Azlan bin Abdullah;
3. Malik Parvez Ahmad bin Nazir Ahmad; and
4. Azmee bin Nin.

Note 3

The following are the interested directors that sit on the board of directors of PCSSSB:-

1. Dato' Sri Ir. Dr. Roslan bin Md Taha;
2. Dato' Idris bin Kechot;
3. Dato' Mohammad Azlan bin Abdullah; and
4. Mohamad Idros bin Mosin.

Note 4

The following are the interested directors that sit on the board of directors of PHSSB:-

1. Dato' Idris bin Kechot;
2. Dato' Ikmal Hijaz bin Hashim;
3. Datin Suryani binti Tun Ahmad Sarji;
4. Datin Shelina binti Razaly Wahi; and
5. Mohamad Idros bin Mosin.

Note 5

The following are the interested directors that sit on the board of directors of Turnpike:-

1. Dato' Idris bin Kechot;
2. Dato' Sri Ir. Dr. Roslan bin Md Taha;
3. Dato' Ikmal Hijaz bin Hashim;
4. Datin Suryani binti Tun Ahmad Sarji;
5. Datin Shelina binti Razaly Wahi; and
6. Mohamad Idros bin Mosin.

Note 6

Dato' Mohammad Azlan Bin Abdullah is a Director of the Trustee-Manager.

Note 7

Dato' Ikmal Hijaz bin Hashim is a Director of the Trustee-Manager.

Note 8

The following are the interested directors that sit on the board of directors of Trustee-Manager:

1. Dato' Ikmal Hijaz bin Hashim
2. Malik Parvez Ahmad bin Nazir Ahmad
3. Dato' Abdul Mutalib bin Alias
4. Datuk Syed Azmi bin Syed Othman
5. Puan Nik Fazila binti Nik Mohamed Shihabuddin
6. Datin Nona binti Salleh

* The estimated values are based on the historical data and best estimates by the management. Accordingly, the actual value of the transaction may be varied from the estimated value disclosed above and subject to changes.

Datin Suryani binti Tun Ahmad Sarji resigned as director in PCSSSB on 19 June 2024.

@ Dato' Mohammad Azlan bin Abdullah resigned as director in PCSSSB, AKLEH Co, LKSA Co, GCE Co, SILK Co and Trustee-Manager on 3 February 2025.

2.5 Amount due from and owing by Related Parties

As at the LPD, there were no amounts due from and owing by the Related Parties pursuant to the Recurrent Related Party Transactions which exceeded the credit terms. Accordingly, there are no late payment charges imposed on the Related Parties.

2.6 Review Procedures

The following are in place to ensure that any transactions entered into by the Prolintas Infra BT Group with Related Party, which are in the ordinary course of business of Prolintas Infra BT Group, are undertaken on transaction prices and on an arm's length basis and on normal commercial terms consistent with the Prolintas Infra BT Group's usual business practices and are not more favourable to the Related Parties than those generally available to the public, and are not to the detriment of the minority Unitholders of the Trust:-

- (i) The Prolintas Infra BT Group will only enter into RRPT after considering the pricing, terms, and other relevant factors. The transactions will be conducted based on transfer pricing principles to ensure that the price and terms offered to or by Related Parties are fair and reasonable. The BAC will review these transactions, taking into account prevailing market norms, efficiency, quality, and the type of products or services provided to ensure they are not detrimental to the Prolintas Infra BT Group.
- (ii) There are no specific thresholds for the approval of RRPT within the Trust Group. All RRPT will be reviewed by the BAC on quarterly basis and approved by the Board with the recommendation from the BAC prior to execution of contracts. In reviewing these transactions, the BAC, if necessary, may request for additional information from independent sources or advisers. The BAC shall also review the adequacy of the processes and procedures to track and monitor these RRPT in a timely and orderly manner to ensure accuracy.
- (iii) All types of RRPT are carried out at arm's length and on the Prolintas Infra BT Group's normal commercial terms which are not more favourable to the related parties than those generally available to the public. These include transacting at prevailing market rates/prices of the products or services provider's usual commercial terms or otherwise in accordance with applicable industry norm.
- (iv) Records of RRPT will be maintained by the Trust Group and will made available to the external auditors, internal auditors and BAC for their review.
- (v) The Board and the BAC will review the RRPT on a quarterly basis, to ascertain that the guidelines and procedures established to monitor RRPT have been complied with.
- (vi) Where any Director or person connected to him has an interest (direct or indirect) in any RRPT, he shall abstain from deliberation and voting on the matter. The said interested Director shall undertake that he will ensure that person connected with him abstain from voting on the resolution deliberating or approving the RRPTs at a general meeting.
- (vii) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the Unitholders' Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to. Any divergence will be reported to the BAC.

2.7 Disclosure in Annual Report

Disclosure will be made in the annual report of the Trust in accordance with Paragraph 10.09(2) and Practice Note No. 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered into during the financial year based on the following information:

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

2.8 Statement by the BAC

Part of the terms of reference of the BAC would be reviewing any Related Party Transaction and conflict of interest that may arise within Prolintas Infra BT Group, including any transaction, procedure or course of action that raises questions of integrity.

The BAC has reviewed the procedures as mentioned in Section 2.6 above and is of the view that the said procedures are sufficient to ensure that the RRPTs are undertaken on arm's length basis not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority Unitholders of Prolintas Infra BT.

The BAC is of the view that the Prolintas Infra BT Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner, and such procedures and processes are reviewed on an annual basis or whenever the need arises. Any member of the BAC who is interested in any transaction shall abstain from reviewing and deliberating on such transaction.

2.9 Interests of Directors and Major Unitholders and/or Persons connected to them

The direct and indirect interests of the interested Directors, Major Unitholders and/or Persons connected with them as at LPD are as follows:

Name of Interested Directors	Direct		Indirect	
	No. of Prolintas Infra BT Units	%	No. of Prolintas Infra BT Units	%
Dato' Ikmal Hijaz Bin Hashim	600,000	0.06	-	-
Datuk Syed Azmi Bin Syed Othman	350,000	0.03	-	-
Dato' Abdul Mutalib Bin Alias	250,000	0.02	-	-
Nik Fazila Binti Nik Mohamed Shihabuddin	55,000	0.01	-	-
Malik Parvez Ahmad Bin Nazir Ahmad	110,000	0.01	-	-

Directors in Subsidiaries	Direct		Indirect	
	No. of Prolintas Infra BT Units	%	No. of Prolintas Infra BT Units	%
Dato' Mohammad Azlan bin Abdullah	50,000	0.01	-	-
Mohamad Idros bin Mosin	-	-	-	-
Azmee bin Nin	80,000	0.01	-	-

Name of Interested Major Unitholders	Direct		Indirect	
	No. of Prolintas Infra BT Units	%	No. of Prolintas Infra BT Units	%
PLKH	561,174,200	51.02	-	-
Permodalan Nasional Berhad	-	-	561,174,200 ^(a)	51.02
Amanahraya Trustees Berhad - Amanah Saham Bumiputera	-	-	561,174,200 ^(a)	51.02
Yayasan Pelaburan Bumiputra	-	-	561,174,200 ^(b)	51.02

^(a)Deemed interested by virtue of the direct interest in PLKH pursuant to Section 8(4) of the Act.

^(b)Deemed interested by virtue of the direct interest in PNB pursuant to Section 8(4) of the Act.

Name of Persons Connected to Interested Directors and Interested Major Unitholders	Direct		Indirect	
	No. of Prolintas Infra BT Units	%	No. of Prolintas Infra BT Units	%
Dato' Sri Ir. Dr Roslan bin Md Taha	-	-	300,000 ⁽¹⁾	0.03
Datin Suryani binti Tun Ahmad Sarji	-	-	50,000 ⁽¹⁾	0.01
Dato' Idris bin Kechot	-	-	300,000 ⁽¹⁾	0.03
Datin Shelina binti Razaly Wahi	-	-	250,000 ⁽¹⁾	0.02

⁽¹⁾ Deemed interested in the units by virtue of their directorship in PLKH pursuant to Section 8 of the Act.

Accordingly, the interested Directors have abstained and will continue to abstain from the Board's deliberations and voting on the relevant resolution. They will also abstain from voting in respect of their direct and/or indirect unitholdings in the Trust, on the resolution approving the Proposals at the forthcoming 1st AGM.

In addition, the interested Major Unitholders will abstain from voting in respect of their direct and/or indirect unitholdings in the Trust, on the resolution approving the Proposals at the forthcoming 1st AGM.

The interested Directors, interested Major Unitholders have undertaken that they shall ensure that the persons connected to them will abstain from voting in respect of their direct and/or indirect unitholdings in the Trust on the resolution, deliberating or approving the Proposals at the forthcoming 1st AGM.

Save as disclosed above, none of the other Directors, Major Unitholders and/or persons connected to them have any interest, direct or indirect, in the Proposals.

2.10 Directors' Recommendation

The Board (save for the interested Directors), after having considered all aspects of the Proposals, is of the opinion that the Proposals are in the best interest of the Trust.

Accordingly, the Board (save for the interested Directors), recommends that you vote in favour of the ordinary resolution on the Proposals to be tabled at the forthcoming 1st AGM.

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3. APPROVAL REQUIRED

The Proposals are subject to approval being obtained from the Unitholders of the Trust at the forthcoming 1st AGM.

4. RATIONALE AND BENEFITS OF THE PROPOSED UNITHOLDERS' MANDATE

The Proposed Unitholders' Ratification serves to ratify the RRPTs entered into by Prolintas Infra BT Group since its Listing Date to the date of its forthcoming 1st AGM. Given that Prolintas Infra BT is in its first year of listing, ratification of RRPTs entered from the Listing Date up to its AGM allows the Trust to coincide the Proposed Unitholders' Ratification and Proposed New Unitholders Mandate with its AGM and eliminate the need for separate general meetings therefore reduces expenses for the Trust.

The RRPTs to be entered into by the Prolintas Infra BT Group with the Related Parties are all in the ordinary course of business. The RRPTs are recurring transactions of a revenue or trading nature which will occur with some degree of frequency and could arise at any time and from time to time. These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek unitholders' approval on a case-to-case basis before entering into such RRPTs. As such, the Board of the Trustee-Manager is seeking Unitholders' Mandate pursuant to Para 10.09(2) of the Listing Requirements for the RRPT described in Section 2.4 above to allow the Prolintas Infra BT Group to enter into such RRPT. This would substantially avoid incoming substantial expenses associated with the convening of general meetings on an ad hoc basis, thereby improving administrative efficiency.

The Board of the Trustee-Manager is of the view that the RRPTs are beneficial to Prolintas Infra BT Group. The close commercial relationships that have been established with the Related Parties have created an effective network that Prolintas Infra BT Group can draw upon to support its operational needs, deriving synergistic, operational benefits to support the business of the Trust.

5. FINANCIAL EFFECTS OF THE PROPOSALS

The Proposals will not have any material effect on the unit capital, unitholdings of the substantial Unitholders, earnings per unit, net assets per unit and gearing of Prolintas Infra BT and its subsidiaries.

6. SPECIAL BUSINESS OF THE 1ST AGM

The 1st AGM of the Prolintas Infra BT, the notice of which is enclosed in the Annual Report 2024 of the Trust, will be held at Urban Park Hall @ LKSA, Alam Impian, 40470 Shah Alam, Selangoron Wednesday, 30 April 2025 at 10:00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the ordinary resolution to give effect to the Proposals under special business of the 1st AGM.

The Notice of the 1st AGM and the Forms of Proxy are enclosed in the 2024 Annual Report of Prolintas Infra BT, which is available on Prolintas Infra BT's website at <https://prolintasinfra.com.my/>.

If you are unable to attend the 1st AGM in person and wish to appoint other person(s) to be your proxy, please complete the Form of Proxy and deposit it at the office of Prolintas Managers Sdn Bhd at 12th Floor, Menara PNB, 201-A Jalan Tun Razak, 50400 Kuala Lumpur or at the office of the Trust's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 1st AGM or at any adjournment thereof.

The completion and deposit of the Form of Proxy will not preclude you from attending and voting at the 1st AGM in person should you wish to do so. The Form of Proxy should be completed strictly in accordance with the instructions contained therein.

7. FURTHER INFORMATION

Unitholders are advised to refer to Appendices in this Circular for further information.

Yours faithfully
For and on behalf of the Board of
Prolintas Managers Sdn Bhd
(as the Trustee-Manager of Prolintas Infra Business Trust)

Nik Fazila Binti Nik Mohamed Shihabuddin
Independent Non-Executive Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of Trustee-Manager who collectively and individually accept full responsibility for the accuracy of the information given and confirm that, having made all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts, the omission of which would make any statement herein misleading or incorrect.

2. MATERIAL CONTRACTS

There are no contracts which are material (not being contracts entered into in the ordinary course of business) which have been entered into by Prolintas Infra BT since the date of registration of Prolintas Infra BT on 11 December 2023 with the Securities Commission Malaysia.

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3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, as at the LPD, Prolintas Infra BT Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant and the Board of Trustee Manager is not aware and do not have any knowledge of any proceeding pending or threatened against the Prolintas Infra BT Group or of any fact likely to give rise to any proceeding which may materially affect the financial position or business of the Prolintas Infra BT Group:

(i) Arbitration proceeding between KL-Kuala Selangor Expressway Berhad ("LATAR") and GCE Co in relation to a cost sharing agreement dated 18 July 2000

As announced on 24 December 2024, GCE Co (Respondent) and LATAR (Claimant) have concluded the payment of amounts owed under the Arbitration Award dated 7 November 2024 to be paid in accordance to a settlement agreement recorded in the High Court by way of a Consent Order.

The Board of Directors are of the opinion that the abovementioned settlement will not have any material financial implications to Prolintas Infra BT.

This is due to the financial impact being borne by PLKH, the Major Unitholder of the Trust which has agreed to indemnify the Trust Group against any losses incurred and made against GCE Co in the Arbitration Cases as per the Sale of Business Agreement, as disclosed in Section 6.1.8(i)(a) of the Prospectus.

The arbitration was initiated concerning a cost-sharing agreement dated 18 July 2000, entered into by both parties, whereby:

- a. GCE Co is claiming for approximately RM80.1 million (including late payment charges) from LATAR; and
- b. LATAR is claiming for approximately RM74.9 million from GCE Co. The final award was issued on 13 November 2024 where the Arbitrator has determined that both claims by LATAR and GCE Co were allowed with late payment charges. As a result after both awarded amounts were set off, GCE Co is to pay RM46,131,147.57 with late payment charges to LATAR ("Arbitration Award"). The Arbitration Award does not have any material financial implications to the Trust Group, as the immediate holding company, PLKH has agreed to indemnify the Trust Group against the losses incurred and made against GCE Co in the arbitration.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by the Unitholders at the registered office of the Trust at 12th Floor Menara PNB, 201-A Jalan Tun Razak, 50400 Kuala Lumpur during normal business hours from Mondays to Fridays (excluding public holidays) for the period commencing from the date of this Circular up to and including the date of the forthcoming AGM of the Trust:

- a) the Trust Deed;
- b) the latest unaudited financial results of Prolintas Infra Business Trust;
- c) the audited financial statements of Prolintas Infra Business Trust for the financial year ended 31 December 2024; and
- d) the relevant cause papers in relation to the material litigation, claim and arbitration as referred to in Section 3 above.

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ORDINARY RESOLUTION 2 UNDER SPECIAL BUSINESS TO BE TABLED AT THE 1st AGM OF THE TRUST SCHEDULED TO BE HELD AT URBAN PARK HALL @ LKSA, ALAM IMPIAN, 40470 SHAH ALAM, SELANGOR ON WEDNESDAY, 30 APRIL 2025 AT 10.00 A.M.

PROPOSED UNITHOLDER' RATIFICATION AND PROPOSED NEW UNITHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

“**THAT** subject always to the provisions of the Listing Requirements or other regulatory authorities, approval be and is hereby given to Prolintas Infra Business Trust (“the Trust”) and its Group (“Group”) to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.4 of the Circular to Unitholders dated 28 March 2025, provided that:

- (a) such arrangements and/or transactions are necessary for the Group’s day-to-day operations;
- (b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm’s length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;
- (c) such arrangements and/or transactions are not detrimental to the minority Unitholders of the Trust; and
- (d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the Unitholders’ mandate during the financial year in relation to:
 - (i) the related transacting parties and their respective relationship with the Trust; and
 - (ii) the nature of the recurrent transactions.

THAT such authority shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”), unless the authority is renewed by a resolution passed at the next AGM; or
- (b) revoked or varied by ordinary resolution passed by the Unitholders in a Unitholders’ meeting,

whichever is the earlier.

THAT all Recurrent Related Party Transactions entered into by the Related Parties, from 25 March 2024, being the date of listing of the Trust on the Main Market of Bursa Malaysia Securities Berhad, up to the date of this Ordinary Resolution, particulars which are set out in Section 2.4 of the Circular to Unitholder dated 28 March 2025 be and are hereby approved, confirmed and ratified.

AND THAT the Directors of Trustee Manager be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”