

PROPOSED JOINT VENTURE BETWEEN KAIZEN OWNER ASSOCIATION MANAGEMENT SERVICES LLC AND 21 ESTATES GROUP FZCO (“PROPOSED JOINT VENTURE”)

1. INTRODUCTION

The Board of Directors of UEM Edgenta wishes to announce that KAIZEN Owner Association Management Services LLC (“**KAIZEN**”), an indirect 60% owned subsidiary of UEM Edgenta, has on 12 June 2025 entered into a Joint Venture and Shareholders’ Agreement (“**JVSA**”) with 21 Estates Group FZCO (“**21 Estates**”) to incorporate a joint venture company (“**JV Company**”) to provide the Services (as defined below), exclusively for master development projects (commercial and residential) spanning an area of more than 2.5 million square meters in saleable area and/or gross floor area in Dubai, properties located within or owned by Expo City Dubai FZCO (“**ECD**”), and other sites globally, as mutually agreed between the Parties (as defined below).

(KAIZEN and 21 Estates are collectively known as “the Parties” or “JV Partners”)

2. DETAILS OF THE PROPOSED JOINT VENTURE

2.1 Information on KAIZEN

KAIZEN is a limited liability company incorporated on 14 January 2015 in Dubai and is involved in the business of jointly owned property management services.

The issued and paid-up capital of KAIZEN is AED300,000 divided into 300 shares of AED1,000 each. KAIZEN is a 60% owned subsidiary of Edgenta International Investments L.L.C, which in turn is a wholly-owned subsidiary of Edgenta (Singapore) Pte Ltd, which in turn is a wholly-owned subsidiary of UEM Edgenta. The remaining 40% equity interest in KAIZEN is held by NW KAIZEN Holding Limited.

2.2 Information on 21 Estates

21 Estates is a limited liability company incorporated in Expo City Dubai on 19 May 2025. The issued and paid-up share capital of 21 Estates is AED50,000 divided into 50 ordinary shares of AED1,000 each.

21 Estates is a wholly-owned subsidiary of 21 Holding FZCO (“**21 Holding**”). The principal activities of 21 Estates are investment in commercial enterprises & management and investment in technological enterprises & management.

21 Holding, a wholly-owned subsidiary of Expo City Dubai FZCO, is a limited liability company incorporated in Expo City Dubai. The principal activities of 21 Holding are investment in commercial enterprises & management and technological enterprises & management, and patent & intellectual property rights management.

2.3 Information on JV Company

The JV Company will be a limited liability company to be incorporated in Expo City Dubai Authority, Dubai, United Arab Emirates (“**UAE**”), under the proposed name “DuaSatu” or any other name mutually agreed upon by the Parties and approved by the local regulators. The principal services (“**the Services**”) of the JV Company are:-

- a) Owners’ association and property management services;
- b) Other ancillary services and real estate advisory services directly related to property and owners’ association management;
- c) Property management consultancy and advisory services; and
- d) Leasing services.

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The JV Company shall exclusively provide these Services for:

- a) master development projects (commercial and residential) spanning an area of more than 2.5 million square meters in saleable area and/or gross floor area in Dubai;
- b) properties located within or owned by ECD; and
- c) other sites globally, as mutually agreed between the Parties.

The equity interest and total number of shares held by each of the JV Partners in the JV Company shall be as follows:

Parties	No. of Shares	Paid-up Share Capital (AED)	Shareholding Percentage (%)
21 Estates	1,800	1,800,000	60
KAIZEN	1,200	1,200,000	40
Total	3,000	3,000,000	100

2.4 Salient Terms of the JVSA

No.	Items	Details
1.	Directors	<ol style="list-style-type: none"> a) The board of directors of the JV Company (“Board”) shall consist of five (5) directors. b) 21 Estates shall be entitled to nominate and appoint three (3) directors (including the Chairman). c) KAIZEN shall be entitled to nominate and appoint two (2) directors.
2.	Total Capital Outlay	The total capital required for the JV Company will be funded via equity share capital of AED3.0million (~RM3.5 million) for the incorporation of the JV Company and initial working capital requirement.
3.	Additional financial accommodation	<p>If the JV Company requires additional financial accommodation, the shareholders agree that such financing requirement may be met in such manner as the Board may determine and approve, including and without limiting to: –</p> <ol style="list-style-type: none"> a) The JV Company may obtain borrowings and loans from financial institutions. No shareholder shall be required to furnish a guarantee for such borrowings and loans. In the event that guarantees are required from the shareholders, the Parties may provide the guarantees, subject to the mutual agreement by both Parties. If a shareholder voluntarily provides a guarantee, no other shareholder shall be obligated to provide a similar guarantee; or b) If third party borrowings is not available and the Board determines that (i) additional funding is required in order to develop or carry on the business of the JV Company; and (ii) such funding cannot be provided from the JV Company's internal cash, then shareholders may extend loans to the JV Company on terms to be mutually agreed upon, including applicable interest rate to such funding. If funding is provided by shareholders in the form of loans, such funding shall be contributed in proportion to each shareholder's equity interest, unless otherwise agreed; or

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No.	Items	Details
		c) Additional funding may be secured through an increase in the JV Company's issued share capital (including the issuance of preference shares), in proportion to the agreed shareholding percentages or such other proportions as may be mutually agreed by the Parties.
4.	Dividend Distribution	<p>The JV Company shall distribute dividends to shareholders in compliance with the Applicable Laws and the JVSA. The declaration and payment of dividends shall be subject to the approval of the shareholders and in accordance with the following conditions:</p> <ul style="list-style-type: none"> a) the availability of distributable reserves and retained earnings; b) the financial position, performance, and profitability of the JV Company; c) the JV Company's annual Business Plan and Budget and forecasted financial requirements for the forthcoming financial year; d) compliance with any legal, tax, and regulatory obligations; and e) the settlement of any outstanding debts, loans, or other financial commitments of the JV Company. <p>“Applicable Laws” means all laws of the UAE specifically the laws of Dubai, and all orders, rules, regulations, decrees, policies, judicial decisions, notifications or other similar directives issued by any executive, legislative, judicial or administrative entity in ECD, the Emirate of Dubai, and the UAE, in each case, as any of them may be amended, modified or re-enacted from time to time, in each case to the extent applicable to the Parties or any of them, or the JV Company, as the context requires.</p>

3. RATIONALE AND PROSPECT OF THE PROPOSED JOINT VENTURE

The Proposed Joint Venture aligns with UEM Edgenta's strategic objective in the international market by enhancing UEM Edgenta's brand, strengthening relationship with key government entities, and opening access to future master developments. The JV Company aims to strengthen UEM Edgenta's position as a key property management player in Dubai, driving sustainable long-term growth and business expansion opportunities.

Aligned with the Edgenta of the Future 2025 vision, the Proposed JV builds on UEM Edgenta's existing UAE presence via Operon and KAIZEN, offering an integrated real estate services platform tailored to the UAE market and potentially other regional markets.

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4. RISK

The risks related to the transaction in connection with the Proposed Joint Venture are typical of any commercial contract. These include breaches and non-performance of obligations under the Proposed Joint Venture.

5. SOURCE OF FUND

The investment in the JV Company by KAIZEN will be funded by internally generated funds.

6. EFFECTS OF THE PROPOSED JOINT VENTURE

The Proposed Joint Venture is not expected to have any material effect on UEM Edgenta's consolidated net assets per share, gearing, earnings per share in respect of the financial year ending 31 December 2025 and will not have any effect on UEM Edgenta's issued and paid-up share capital and substantial shareholders' shareholdings.

The Proposed Joint Venture is expected to contribute positively to UEM Edgenta's financial performance in the future.

7. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED

None of UEM Edgenta's directors, major shareholders, and/or persons connected with them, have any direct or indirect interest in the Proposed Joint Venture.

8. DIRECTORS' STATEMENT

The Board of Directors of UEM Edgenta, having considered all aspects of the Proposed Joint Venture, is of the opinion that the incorporation of the JV Company is in the best interest of UEM Edgenta and its subsidiaries.

9. APPROVALS REQUIRED

The Proposed Joint Venture is not subject to the approval of the shareholders of UEM Edgenta or any other governmental authorities.

10. ESTIMATED TIME FRAME FOR COMPLETION

Barring any unforeseen circumstances, the Proposed Joint Venture is expected to be completed by the third quarter of 2025.

11. DOCUMENT AVAILABLE FOR INSPECTION

The JVSA is available for inspection at the registered office of UEM Edgenta at Level 17, Menara UEM, Tower 1, Avenue 7, The Horizon, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, during normal office hours from Monday to Friday (excluding any public holidays) for a period of three (3) months from the date of this announcement.

This announcement is dated 12 June 2025.