

UOA REAL ESTATE INVESTMENT TRUST (“UOA REIT”)

- (i) **PROPOSED ACQUISITIONS OF THE SUBJECT PROPERTIES (AS DEFINED HEREIN), BY RHB TRUSTEES BERHAD ON BEHALF OF UOA REIT, FOR A TOTAL PURCHASE CONSIDERATION OF RM200.0 MILLION; AND**
 - (ii) **PROPOSED ESTABLISHMENT OF AN INCOME DISTRIBUTION REINVESTMENT PLAN**
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1. INTRODUCTION

On behalf of the board of directors of UOA Asset Management Sdn. Bhd. (“**Board**”), being the manager of UOA REIT (“**Manager**”), Hong Leong Investment Bank Berhad (“**HLIB**”) wishes to announce that RHB Trustees Berhad, as the trustee of UOA REIT (“**Trustee**”), upon the recommendation of the Manager:

- (i) had on 2 October 2025 entered into the following with Everise Project Sdn. Bhd. (“**Vendor**” or “**Everise Project**”), a 60%-owned subsidiary of UOA Development Bhd (“**UOA Development**”), for the proposed acquisitions of three (3) commercial properties from Everise Project for a total purchase consideration of RM200 million (“**Purchase Consideration**”):

- a. a conditional sale and purchase agreement for the proposed acquisition of UOA Business Park Tower 2A (as defined herein) for a purchase consideration of RM55.7 million, to be satisfied entirely in cash (“**Tower 2A SPA**”) (“**Proposed Tower 2A Acquisition**”);
- b. a conditional sale and purchase agreement for the proposed acquisition of UOA Business Park Tower 2B (as defined herein) for a purchase consideration of RM54.8 million, to be satisfied entirely in cash (“**Tower 2B SPA**”) (“**Proposed Tower 2B Acquisition**”); and
- c. a conditional sale and purchase agreement for the proposed acquisition of UOA Business Park Car Park (as defined herein) for a purchase consideration of RM89.5 million, to be satisfied via the issuance of 107,831,325 new units in UOA REIT (“**Units**”) (“**Consideration Units**”) at an issue price of RM0.83 per unit (“**Car Park SPA**”) (“**Proposed Car Park Acquisition**”).

(Tower 2A SPA, Tower 2B SPA and Car Park SPA are collectively referred to as the “**SPAs**”, and each the “**SPA**”).

(The Proposed Tower 2A Acquisition, Proposed Tower 2B Acquisition and Proposed Car Park Acquisition are collectively referred to as the “**Proposed Acquisitions**”); and

- (ii) proposes to establish an income distribution reinvestment plan that provides unitholders of UOA REIT (“**Unitholders**”) with an option to elect to reinvest, in whole or in part, their cash income distribution in new units in UOA REIT (“**IDRP Units**”) (“**Proposed IDRPs**”).

The Proposed Acquisitions and Proposed IDRPs are collectively referred to as the “**Proposals**”.

Further, the Proposed Acquisitions are deemed related party transactions due to the interests of the director and major shareholders of the Manager, and major unitholders of UOA REIT (a person who has an interest or interests in UOA REIT of 10.0% or more of the total number of issued units in UOA REIT, or 5.0% or more of the total number of issued units in UOA REIT if such person is the largest unitholder (“**Major Unitholder(s)**”), and/or persons connected with them as set out in Section 8 of this announcement. Accordingly, DWA Advisory Sdn Bhd (“**DWA Advisory**” or “**Independent Adviser**”) has been appointed as the independent adviser to advise the non-interested directors of the Manager and the non-interested Unitholders on the fairness and reasonableness of the Proposed Acquisitions and whether the Proposed Acquisitions are detrimental to the non-interested unitholders.

For the purpose of this announcement, unless otherwise stated, the latest practicable date prior to the date of this announcement is 23 September 2025 (“**LPD**”).

2. DETAILS OF THE PROPOSALS

2.1 Proposed Acquisitions

The Proposed Acquisitions entail the acquisitions of two (2) blocks of 13-storey boutique offices known as Tower 2A (“**Tower 2A**”) and Tower 2B (“**Tower 2B**”) together with 3,101 car park bays located within six (6) levels of car park (“**Car Park**”) within a commercial development known as UOA Business Park (“**UBP**”) held under Master Title No. GRN 342434, Lot No. 74600, Town of Glenmarie, District of Petaling, State of Selangor (“**Master Title**”). Tower 2A, Tower 2B, and Car Park are collectively referred to as “**Subject Properties**”.

2.1.1 Key information on the Subject Properties

UBP is located within a Malaysia Digital (“**MD**”) Cybercentre (previously known as MSC Malaysia Cybercentre) zone and is an integrated commercial development comprising multiple blocks of 13 to 14-storey boutique office towers, a dedicated retail podium and a series of shop units. It is a Grade-A commercial development by UOA Group, offering a modern and strategically positioned location facing Federal Highway with exposed visibility. UBP is an integrated commercial development in Klang Valley that combines office, retail, and transit connectivity.

The development benefits from connectivity via a covered pedestrian link bridge that directly connects to the Subang Jaya KTM and LRT interchange station, providing convenience for public transit users. Multiple ingress and egress points from the Federal Highway and nearby Glenmarie also allow for better vehicular access.

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A summary of the key information on the Subject Properties are set out below:

Subject Property	Tower 2A	Tower 2B	Car Park
Registered proprietor	Everise Project Sdn. Bhd.		
Master title detail	GRN 342434, Lot 74600, Town of Glenmarie, District of Petaling, State of Selangor		
Master title land area	3.795 hectares (approximately 408,490 square feet or 37,950 square metres)		
Category of land use	Building		
Express conditions in the master title	<i>Bangunan Perniagaan</i> (Commercial Buildings)		
Restriction in interest in the master title	<i>Tiada</i> (Nil)		
Brief description	13-storey boutique office, which comprises a first-floor lobby area and twelve (12) levels of office units within the office block. The top level mainly houses mechanical and engineering utilities that support the tower and the first floor is equipped with monitoring controls.	13-storey boutique office, which comprises a first-floor lobby area and twelve (12) levels of office units within the office block. The top level mainly houses mechanical and engineering utilities that support the tower and the first floor is equipped with monitoring controls.	The car park component is six (6) levels of car park spread across three (3) levels of basement car park and three (3) levels of sub-basement car park, accommodating a total of 3,101 parking bays.
Postal address	Tower 2A, UOA Business Park, No. 1 Jalan Pengaturcara U1/51A, Pusat Perniagaan UOA Shah Alam, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan	Tower 2B, UOA Business Park, No. 1 Jalan Pengaturcara U1/51A, Pusat Perniagaan UOA Shah Alam, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan	UOA Business Park, No. 1 Jalan Pengaturcara U1/51A, Pusat Perniagaan UOA Shah Alam, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan
Age of buildings	Approximately 9 years old		
Tenure	Freehold		
Gross floor area	112,000 square feet	111,000 square feet	Not applicable
Net lettable area (“NLA”)	82,815 square feet	82,815 square feet	Not applicable
No. of parking bays	Not applicable	Not applicable	3,101 parking bays
Occupancy rate ⁽¹⁾	About 100.00%	About 83.00%	About 100.00%
Gross rental income per annum	RM4.4 million	RM4.5 million	RM3.8 million

Subject Property	Tower 2A	Tower 2B	Car Park
Audited net book value (“NBV”) as at 31 December 2024	RM157.4 million		
Market value as at 15 July 2025	RM55.7 million	RM54.8 million	RM 89.5 million
Existing encumbrances and other material endorsement on the Master Title	Part of the master land which does not affect the Subject Properties has been leased to Tenaga Nasional Berhad, vide a Presentation No. 001SC71592/2017 for a term of 30 years commencing from 22 June 2017 and expiring on 21 June 2047, registered on 24 August 2017		

Note:

⁽¹⁾ As of 15 July 2025.

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2.1.2 Information on the Vendor

Everise Project was incorporated in Malaysia under the Companies Act 1965 on 21 January 2008 as a private limited company and is deemed registered under the Companies Act 2016 (“Act”). Everise Project is principally involved in property development.

As at the LPD, the issued share capital of Everise Project is RM513,209.14 comprising 300,000 ordinary shares and 21,320,914 preference shares. The Directors and substantial shareholders of Everise Project and their respective shareholdings are as follows:

	Direct		Indirect	
	No. of shares	%	No. of shares	%
<u>Directors</u>				
Kong Pak Lim	-	-	180,000 ordinary shares and 12,792,548 redeemable preference shares ⁽¹⁾	60.0
Tong Ee Ping	-	-	-	-
Kong Sze Choon	-	-	-	-
Stephanie Kong Pei Zen (Alternate Director)	-	-	-	-
<u>Substantial shareholders</u>				
Transmetro Sdn. Bhd. (“ Transmetro ”)	120,000 ordinary shares and 8,528,366 redeemable preference shares	40.0	-	-
UOA Development	180,000 ordinary shares and 12,792,548 redeemable preference shares	60.0	-	-
Kong Chong Soon @ Chi Suim	-	-	300,000 ordinary shares and 21,320,914 redeemable preference shares ⁽²⁾	100.0
Griyajaya Sdn. Bhd. (“ Griyajaya ”)	-	-	180,000 ordinary shares and 12,792,548 redeemable preference shares ⁽³⁾	60.0
United Overseas Australia Limited (“ UOAL ”)	-	-	180,000 ordinary shares and 12,792,548 redeemable preference shares ⁽⁴⁾	60.0
UOA Holdings Sdn. Bhd. (“ UOAH ”)	-	-	180,000 ordinary shares and 12,792,548 redeemable preference shares ⁽⁵⁾	60.0
Kong Pak Lim	-	-	180,000 ordinary shares and 12,792,548 redeemable preference shares ⁽¹⁾	60.0

Notes:

- (1) Deemed interested by virtue of Section 8 of the Act held through Griyajaya, UOAL and UOAH.
- (2) Deemed interested by virtue of Section 8 of the Act through his shareholdings in Transmetro, Griyajaya, UOAL and UOAH.
- (3) Deemed interested by virtue of Section 8 of the Act held through UOAL and UOAH.
- (4) Deemed interested by virtue of Section 8 of the Act held through UOAH.
- (5) Deemed interested by virtue of Section 8 of the Act held through UOA Development.

2.1.3 Dates and original costs of investment for the Vendor

The Vendor completed the construction of the Subject Properties in March 2016. The net book value of the Subject Properties was RM157.4 million.

2.1.4 Basis and justification for the Purchase Consideration

The Purchase Consideration for the Subject Properties of RM200 million was arrived on a willing buyer-willing seller-basis after taking into consideration the following:

- (i) the aggregate market value of the Subject Properties of RM200 million, as ascribed in the valuation certificate dated 29 September 2025 (“**Valuation Certificate**”) issued by PA International Property Consultants (KL) Sdn Bhd, being the independent registered valuer (“**Valuer**”) jointly appointed by the Trustee and Vendor. The material date of inspection for the valuation was on 15 July 2025 (“**Material Date of Valuation**”).

In arriving at the market value of the Subject Properties, the Valuer has adopted the Income Capitalisation Approach by Investment Method and supported by the Comparison Approach.

The following is a summary of the valuation approaches adopted by the Valuer in arriving at its assessment of the market value of the Subject Properties:

<u>Valuation approaches</u>	<u>Methodology explanation</u>
Income Capitalisation Approach by Investment Method	Gross annual rental income received or expected to command over a period of time relating to the lease of the Subject Properties are estimated in deducting therefrom the expenses or outgoings incidental to the ownership of the Subject Properties to obtain the net annual income. This net annual income is then capitalised by an appropriate capitalisation rate or yield to arrive at the market value of the Subject Properties.
Comparison Approach	This approach entails comparing the Subject Properties with similar properties that have been sold recently and those that are currently being offered for sale in the vicinity or other comparable localities. The characteristics, merits and demerits of these properties are noted and appropriate adjustments are then made to reflect the differences and to arrive at the market value of the Subject Properties.

The Valuer has adopted the market value derived from the Income Capitalisation Approach by Investment Method as fair representation of the market value of the Subject Properties after taking into consideration that the Subject Properties are commercial and income generating properties, supported by the market value derived from the Comparison Approach.

The market value is defined as the estimated amount for which an asset or liability should exchange on the valuation date between a willing-buyer and a willing-seller in an arm's length transaction after proper marketing, and where the parties had each acted knowledgeably, prudently and without compulsion.

The Valuer had also adopted the Comparison Approach to value the Subject Properties as a counter-check. The Comparison Approach entails analysing recent transactions and asking prices of similar property in and around the locality for comparison purposes with adjustments made for differences in location, size, age and condition of unit and building, tenure, title restrictions if any and other relevant characteristics to arrive at the market value.

- (ii) The rationale and benefits of the Proposed Acquisitions are as set out in Section 3 of this announcement.
- (iii) The prospects of the Subject Properties are as set out in Section 4.3 of this announcement.

2.1.5 Satisfaction of the Purchase Consideration

The Purchase Consideration will be funded via combination of cash through bank borrowings amounting to RM110.5 million and the issuance of 107,831,325 Consideration Units at an issue price of RM0.83 per Consideration Unit for the balance purchase consideration of RM89.5 million.

2.1.6 Issuance of Consideration Units

The 107,831,325 Consideration Units shall be issued to the Vendor at an issue price of RM0.83 to settle the purchase consideration of RM89.5 million relating to the Proposed Car Park Acquisition. The issue price of the Consideration Units is based on the five (5)-day VWAP of the Units up to and including 1 October 2025, being the market day immediately preceding the signing of the SPAs of RM0.83. The Issuance of Consideration Units will allow UOA REIT to maintain its gearing at a healthy level.

The issuance of Consideration Units will not result in non-compliance with the public unitholding spread requirement under Paragraph 8.02(1) of the Listing Requirements based on the holdings of substantial unitholders before and after the Proposed Acquisitions as illustrated in Section 6.3 of this Announcement and other non-public Unitholder (namely Karn Sau Meng, being the Independent Non-Executive Director of the Manager, only holds approximately 20,000 Units as at the LPD).

The Consideration Units will, upon allotment and issue, rank equally in all respects with the then existing Units in issue, save and except for the Consideration Units will not be entitled to any distributable income (including the Advance Distribution), rights, benefits, entitlements and/or any other distributions, unless the allotment of the Consideration Units are made prior on or prior to the entitlement date of such distributable income, rights, benefits, entitlement and/or any other distributions.

The Consideration Units will be listed and quoted on the Main Market of Bursa Securities. An application will be made to Bursa Securities for the listing of and quotation for the Consideration Units on the Main Market of Bursa Securities.

2.1.7 Liabilities to be assumed

There are no contingent liabilities and/or guarantees to be assumed by UOA REIT (other than the liabilities set out in the existing tenancies and existing contracts) pursuant to the Proposed Acquisitions.

2.1.8 Additional financial commitment

Except for the financing to fund the Purchase Consideration and estimated expenses relating to the Proposed Acquisitions, and the capital and operational expenditure necessary for the Subject Properties in the ordinary course of business, the Manager does not expect any other material financial commitments to put the Subject Properties on stream.

2.2 Proposed IDRP

2.2.1 Overview of the Proposed IDRP

The Proposed IDRP will provide Unitholders with an opportunity to reinvest in whole or in part, their cash distribution, which includes any interim, final, special or other types of cash distribution ("**Income Distribution**") in new Units, in lieu of receiving cash.

In relation to any future Income Distribution declared, the Board may, at its sole and absolute discretion, determine whether to pay such Income Distribution in cash or to offer Unitholders the option to reinvest in whole or in part their Income Distribution in new Units ("**Reinvestment Option**") and in the event the Reinvestment Option is applied, to declare the size of the portion of such Income Distribution to which the Reinvestment Option applies ("**Electable Portion**"). Unitholders should note that the Board is not obligated to undertake the Proposed IDRP for every Income Distribution declared.

In this respect, the Electable Portion may encompass the whole Income Distribution declared or only a portion of the Income Distribution. In the event the Electable Portion is only applicable for a portion and not the whole Income Distribution declared, the portion of the Income Distribution declared to which the Reinvestment Option does not apply ("**Non-Electable Portion**") will be paid in cash.

Unless the Board has determined that the Reinvestment Option will apply to a particular Income Distribution declared (whether in whole or in part), all Income Distribution as may be declared by the Board will be paid wholly in cash to the Unitholders in the usual manner. An immediate announcement will be made if the Board has determined that the Reinvestment Option will apply to a particular distribution (whether in whole or in part).

2.2.2 Election to reinvest income Distribution in new Units

Unitholders will have the following options in respect of the Reinvestment Option under the Proposed IDRP:

- (i) to elect to participate in the Reinvestment Option by reinvesting the entire Electable Portion in new Units at an issue price to be determined ("**IDRP Issue Price**") on a price-fixing date to be announced later ("**IDRP Price-Fixing Date**");
- (ii) to elect to participate in the Reinvestment Option by reinvesting part of the Electable Portion in new Units at the IDRP Issue Price to be determined on the IDRP Price-Fixing Date, and to receive the balance of the Electable Portion and Non-Electable Portion in cash; or
- (iii) to elect not to participate in the Reinvestment Option and thereby receive their entire Income Distribution (both Electable Portion and Non-Electable Portion) in cash.

The election to reinvest Income Distribution in new Units can be made via a notice of election in relation to the Reinvestment Option ("**Notice of Election**") which will be despatched to Unitholders after the books closure date in relation to a future Income Distribution to which the Reinvestment Option applies ("**Books Closure Date**").

Instructions will be provided in the Notice of Election in respect of the action to be taken by Unitholders should they wish to exercise the Reinvestment Option. The Notice of Election will also state, amongst others, the last date (i.e. a date to be fixed and announced which shall be at least 14 days from the despatch of the Notice of Election or such other period as may be prescribed by the Listing Requirements by which an election to be made by the Unitholder in relation to the Electable Portion must be received by the appointed share registrar or such address as may be determined by the Manager from time to time ("**Expiry Date**").

For further information on the administration of the Proposed IDRP, please refer to Section 2.2.11 and Appendix II of this announcement.

Unitholders will receive the entire Income Distribution in cash if they do not expressly elect in writing to exercise the Reinvestment Option in accordance with the instructions set out in the Notice of Election by the Expiry Date. As such, Unitholders who wish to receive their Income Distribution wholly in cash need not take any action with regards to the Notice of Election.

Unitholders who wish to receive the entire or part of the Electable Portion in new Units must complete and return the Notice of Election before the Expiry Date.

The percentage unitholding of a Unitholder may be diluted should he/she decides not to exercise his/her Reinvestment Option. However, the extent of the dilution will depend on the number of new Units issued by UOA REIT pursuant to the exercise level of the Reinvestment Option by other Unitholders, which cannot be ascertained at this juncture.

2.2.3 Pricing of new IDRP Units

UOA REIT will issue new Units to Unitholders who elect to exercise the Reinvestment Option. The IDRP Issue Price, which will be determined and fixed by the Board on the Price-Fixing Date after receipt of all relevant approvals, shall not be more than 10% discount to the 5-day VWAP of the Units immediately prior to the IDRP Price-Fixing Date. For avoidance of doubt, the VWAP shall be adjusted ex-distribution(s) before applying the aforementioned discount in fixing the IDRP Issue Price.

There are no brokerage fees and other related transaction costs payable by Unitholders on new Units allotted, unless otherwise provided by any statute, law or regulation. However, participating Unitholders are required to pay RM10.00 for stamp duty.

2.2.4 Ranking and listing of the new IDRP Units

The new Units will, upon allotment and issuance, rank pari passu in all respects with the existing Units, save and except that the holders of new Units shall not be entitled to any distributable income, rights, benefits, entitlements and/or any other forms of distributions that may be declared, made or paid to Unitholders where the entitlement date of such distributions precedes the relevant date of allotment and issuance of the new Units.

Approval will be sought from Bursa Securities for the listing of and quotation for the new Units on the Main Market of Bursa Securities pursuant to each Income Distribution to which the Reinvestment Option is made available by the Board. The new Units will be listed on the Main Market of Bursa Securities.

2.2.5 Eligibility to participate in the Proposed IDRP

All Unitholders of UOA REIT are eligible to participate in the Proposed IDRP provided that such participation will not result in a breach of any restrictions applicable to such Unitholder's holdings in UOA REIT which may be imposed by any contractual obligations, or by any statute, law or regulation in force in Malaysia or any other relevant jurisdiction, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts).

Unitholders without a valid and subsisting Central Depository System ("CDS") account should take note of the following:

As the new Units to be issued pursuant to the Proposed IDRP are prescribed securities, the new Units will be credited directly into the respective CDS accounts of the Unitholders who have elected to reinvest their Electable Portion. No physical certificates will be issued. In this regard, it is important for Unitholders to have a valid and subsisting CDS account in order to receive their entitled new Units should they wish to participate in the Proposed IDRP.

Unitholders with addresses outside Malaysia (“Foreign Addressed Unitholders”) should take note of the following:

The Proposed IDRPs will only be offered for subscription in Malaysia. No action has been and will be taken to ensure that the Proposed IDRPs comply with the laws of any countries or jurisdictions other than the laws of Malaysia. Accordingly, the documents relating to the Proposed IDRPs including the Notice of Election will not be sent to Foreign Addressed Unitholders to avoid any violation on the part of UOA REIT, the Manager or the Trustee of any securities laws applicable outside Malaysia.

Foreign Addressed Unitholders who receive or come to have in their possession a Notice of Election and/or any other documents relating to the Proposed IDRPs may not treat the same as being applicable to them (unless where the documents have been collected from the appointed share registrar in the manner specified below). In any event, such Unitholders are advised to inform themselves of, and to observe, any prohibitions and restrictions, and to comply with any applicable laws and regulations relating to the Proposed IDRPs as may be applicable to them.

Foreign Addressed Unitholders who wish to participate in the Proposed IDRPs are strongly advised to collect the documents relating to the Proposed IDRPs from the appointed share registrar identified in the Notice of Election or at such address in Malaysia as may be announced by UOA REIT from time to time and the appointed share registrar may in such an event be entitled to satisfy itself as to the identity and authority of the person collecting the documents relating to the Proposed IDRPs.

Alternatively, the Foreign Addressed Unitholders who wish to participate in the Proposed IDRPs may provide the share registrar their respective address in Malaysia no later than 3 market days before the relevant Books Closure Date in respect of any particular distribution to which the Board has determined that the Proposed IDRPs shall apply.

The Foreign Addressed Unitholders who wish to permanently change their address for service of documents to an address in Malaysia should inform their respective stockbrokers to effect the change of address. Such notification should be done no later than 3 market days before the Books Closure Date if they wish to participate in the Proposed IDRPs.

Foreign Addressed Unitholders will be solely responsible for seeking advice as to the laws of any jurisdiction that they may be subjected to, and participation by such Foreign Addressed Unitholders in the Proposed IDRPs will be on the basis that they may lawfully so participate without UOA REIT, the Manager, the Board, the Trustee, employees and advisers being in breach of the laws of any jurisdiction.

2.2.6 Odd lots and fractional Units

Unitholders who exercise the Reinvestment Option may be allotted new Units in odd lots depending on his/her entitlement of new Units. Unitholders who receive odd lots of new Units and who wish to trade such odd lots may do so via the odd lots market of Bursa Securities, which allows the trading of odd lots with a minimum of 1 Unit.

Unitholders who do not wish to receive new Units in odd lots may round down the number of new Units elected such that he/she will receive new Units in multiples of 100 new Units. Where a Unitholder's entitlement of new Units is less than 100 Units, the Unitholder can elect to receive his/her entire Income Distribution entitlement in cash in the usual manner or new Units in odd lots.

Fractional new Units will not be allotted. Any amount of a distribution payment that is insufficient for the issuance of 1 whole new Unit will be received in cash by Unitholders in the usual manner together with the Non-Electable Portion (if any).

2.2.7 Maximum number of new IDRPs Units

The maximum number of new IDRPs Units to be issued under the Proposed IDRPs will depend on, amongst others:

- (i) the quantum of the Income Distribution;

- (ii) the Board's decision on the proportion/size of the Electable Portion;
- (iii) the number of Unitholders who elect to exercise the Electable Portion and the extent of their election;
- (iv) the IDRP Issue Price of the new IDRP Units;
- (v) applicable withholding tax rates of the Unitholders; and
- (vi) any necessary downward adjustment by the Board to the final number of new Units to be allotted and issued to any of the Unitholders as referred to in Section 2.2.12.2 of this announcement.

The new Units to be issued pursuant to the Proposed IDRP will not be underwritten.

2.2.8 Utilisation of proceeds

The Proposed IDRP will potentially result in cash retention for UOA REIT if Unitholders elect to reinvest their Income Distribution in new Units. The amount of cash reinvested into UOA REIT arising from the Proposed IDRP can only be ascertained on or after the relevant Expiry Date. Therefore, the time frame for the utilisation of such cash proceeds can only be determined later.

Nonetheless, the net cash reinvested into UOA REIT arising from the Proposed IDRP (after deducting related expenses) will be utilised for future working capital requirements of UOA REIT's existing portfolio of properties to fund daily operations, general administrative and other operating expenditure as well as capital expenditure for asset enhancement initiatives for its properties. Such cash to be utilised for each component of working capital and capital expenditure are subject to UOA REIT's operating requirements at the time of utilisation and therefore cannot be determined at this juncture.

2.2.9 Taxation

For income tax purposes, where the Unitholders elect to reinvest their Income Distribution in new Units, the Unitholder will be deemed to have received the Income Distribution and reinvested it with UOA REIT. For avoidance of doubt, all gross distribution with respect to the Electable Portion and Non-Electable Portion will be subject to the usual withholding tax. The net distribution (net of withholding tax) will either be paid in cash and/or reinvested in new Units at its equivalent amount (as the case may be).

Hence, the election for the Reinvestment Option does not relieve the Unitholder from any income tax obligations (if applicable) and there is no tax advantage to be gained by Unitholders when exercising any of the options mentioned in Section 2.2.2 of the announcement.

2.2.10 Modification, suspension and termination of the Proposed IDRP

Subject to any requirement or provision imposed by any statute, law or regulation in force in Malaysia, the Proposed IDRP may be modified, suspended (in whole or in part) or terminated at any time and from time to time by the Board and (where required) the Trustee as it deems fit or expedient by giving notice in writing to all Unitholders in such manner as the Board and (where required) the Trustee deems fit, notwithstanding anything to the contrary and irrespective of whether an election to exercise the Reinvestment Option has been made by any Unitholder.

2.2.11 General

The following shall be applicable to any future Income Distribution to which the Reinvestment Option is applied.

The approval of Bursa Securities will be sought for the listing of and quotation for the IDRPs Units to be issued on the Main Market of Bursa Securities pursuant to each Income Distribution to which the Proposed IDRPs applies. After obtaining the approval of Bursa Securities, an announcement of the entitlement date on which the Unitholders must be registered in the Record of Depositors of UOA REIT to be eligible to participate in the Proposed IDRPs (“**IDRPs Entitlement Date**”) will be made. The IDRPs Issue Price shall be announced on or before the announcement of the IDRPs Entitlement Date.

Subsequent to the IDRPs Entitlement Date, a notice of election in relation to the Reinvestment Option (“**Notice of Election**”) will be despatched to the Unitholders. The Notice of Election will specify, among others, the last day (which will be a date to be fixed and announced by the Board) by which an election to be made by the Unitholders for the Electable Portion must be received by the share registrar of UOA REIT. Instructions will be provided in the Notice of Election for the action to be taken by the Unitholders should they wish to exercise the Reinvestment Option.

The Board will make an announcement for the day on which the IDRPs Units will be listed and quoted on the Main Market of Bursa Securities.

Pursuant to Paragraphs 8.26(2) and 9.19(2)(a)(ii) of the Listing Requirements, an Income Distribution must be paid within one month from the IDRPs Entitlement Date and in any event, no later than three months from the date of the declaration of the Income Distribution or the date on which the approval for the Income Distribution is obtained in a general meeting of UOA REIT, whichever is applicable.

Further, pursuant to Paragraph 6.09 of the Listing Requirements, UOA REIT will, within eight market days from the Expiry Date or such other period as may be prescribed by Bursa Securities, allot and issue the IDRPs Units and despatch notices of allotment to the Unitholders who had elected to participate in the Reinvestment Option (“**IDRPs Allotment Date**”).

Concurrently on the IDRPs Allotment Date, the Trustee and/or the Manager will pay the Unitholders the balance of the Electable Portion (if applicable) and the Remaining Portion in cash.

Unitholders will receive their entire Income Distribution including the Electable Portion in cash if they do not expressly elect in writing to exercise the Reinvestment Option by the Expiry Date and following the instructions set out in the Notice of Election.

As such, Unitholders who wish to receive their Income Distribution wholly in cash need not take any action with regards to the Notice of Election.

Unitholders who wish to receive all or part of their Income Distribution in IDRPs Units must complete and return the Notice of Election before the Expiry Date.

The process flow chart in relation to the administration of the Proposed IDRPs is set out in Appendix II of this announcement.

For avoidance of doubt, the specific approval to be obtained from Unitholders for the issuance of new Units arising from the Proposed IDRPs is in addition to the general mandate, i.e. the Unitholders' approval for the proposed authority to allot and issue new Units pursuant to Paragraph 6.59 of the Listing Requirements for general purpose, where the Units to be issued during the preceding 12 months, shall not exceed 20% of the total number of issued Units for the time being sought at UOA REIT's annual general meeting on an annual basis.

2.2.12 Implications of the Rules on Take-overs, Mergers and Compulsory Acquisition (“Rules”) and other unitholding limits

2.2.12.1 The Rules

Pursuant to Paragraph 4.01, Part B of the Rules and Sections 217 and 218 of the Capital Markets and Services Act 2007, a Unitholder may be under an obligation to extend a mandatory take-over offer for all the remaining Units not already owned by him/her and persons acting in concert with him/her (collectively, the "Affected Parties") if by participating in the Proposed IDRPs in relation to the reinvestment of the Electable Portion:

- (i) the Affected Parties have obtained control in UOA REIT via the acquisition or holding of, or entitlement to exercise or control the exercise of voting Units or voting rights of more than 33% in UOA REIT or such other amount as may be prescribed in the Rules, howsoever effected; or
- (ii) the Affected Parties have acquired more than 2% of the voting Units or voting rights in UOA REIT in any period of 6 months and the Affected Parties hold more than 33% but not more than 50% of the voting Units or voting rights in UOA REIT during the said 6 months period.

In the event an obligation to undertake a mandatory take-over offer is expected to arise resulting from a Unitholder's participation in the Proposed IDRPs, the Affected Parties may wish to consult their professional advisers at the earliest opportunity in relation to:-

- (i) any obligation to make a mandatory take-over offer under the Rules as a result of any subscription of new IDRPs Units through his/her participation in the Proposed IDRPs; and
- (ii) whether or not to make an application to the Securities Commission Malaysia to obtain an exemption from undertaking a mandatory take-over offer pursuant to the Rules prior to exercising his/her Reinvestment Option.

The statements herein do not purport to be a comprehensive or exhaustive description of all the relevant provisions of, or all implications that may arise under the Rules or other relevant legislation or regulations.

2.2.12.2 Other unitholding limits

All Unitholders are responsible for ensuring that their participation in the Proposed IDRPs will not result in a breach of any restrictions on their respective holding of Units which may be imposed by any of the Unitholders' contractual obligations, or by statute, law or regulation in force in Malaysia or any other relevant jurisdiction, or by any relevant authorities, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts), or as prescribed in the Deed.

In view of the above, notwithstanding anything to the contrary, should the Board be aware of or be informed in writing of any expected breach of such unitholding limits as a result of the exercise of the Reinvestment Option by such Unitholder, the Board shall be entitled, but not obligated (save and except where required by law), to reduce or limit the number of new IDRPs Units to be issued to such Unitholder. In such a case, the Board reserves the right to pay the remaining portion of the Electable Portion in cash.

3. RATIONALE AND BENEFITS OF THE PROPOSALS

3.1 Proposed Acquisitions

The Proposed Acquisitions are in line with the acquisition strategy of the Manager to continuously pursue an acquisition strategy to acquire and invest in properties that are able to contribute to the long-term growth in UOA REIT's DPU and/or net asset value ("**NAV**") per unit. The acquisition strategy includes acquiring properties that are strategically located as well as has a high occupancy rate and diverse tenant mix.

The rationale for the Proposed Acquisitions is further elaborated below:

(i) Strategic location with comprehensive building services and facilities

The Subject Properties are located in an established and affluent commercial cum residential address in Glenmarie, Shah Alam, and is halfway between Petaling Jaya and Klang. It is easily accessible to Federal Highway, North Klang Valley Expressway (NKVE) and Jalan Lapangan Terbang Subang via Persiaran Kerjaya, the main arterial road to Glenmarie, Shah Alam, which connects to internal roads leading directly to the Subject Properties. In addition, a covered pedestrian bridge is connected directly from UBP to Subang Jaya Light Rail Transit (LRT) and Keretapi Tanah Melayu (KTM) stations, thus ensuring seamless connectivity of the Subject Properties to various public transportation. Complementing the office component is a retail podium that houses a selection of food and beverages outlets, convenience services, and business amenities. This is further enhanced by proximity to major retail hubs such as Empire Subang, Subang Parade and AEON Big Subang.

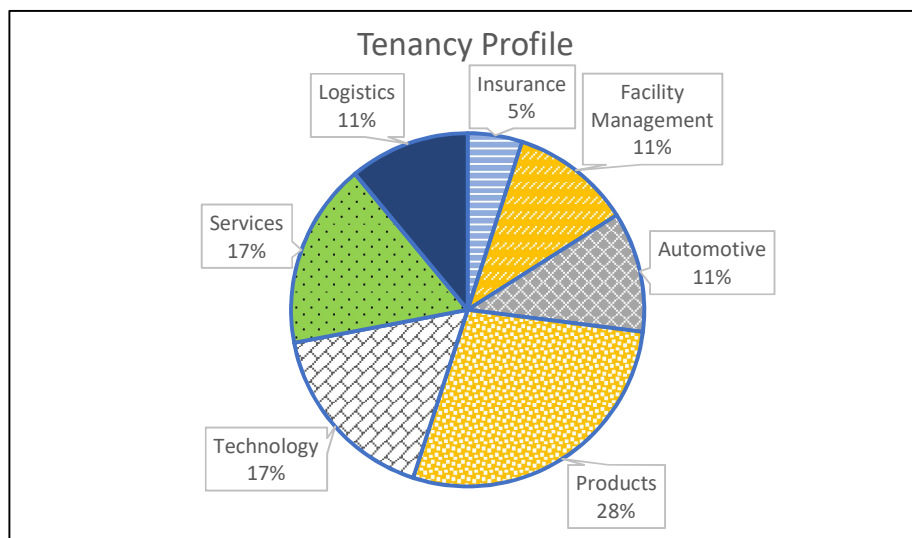
UBP presents a compelling option for businesses seeking a commercial hub with strong transportation links, a balanced mix of commercial components, and a modern, integrated work environment. Its strategic location, MD Cybercentre designation, and infrastructure make it a commercial hub within the greater Subang, Petaling Jaya and Shah Alam corridors.

(ii) Complementing the existing portfolio

The Subject Properties will complement the existing property portfolio of UOA REIT that comprises purely office buildings by expanding its presence to other parts of Klang Valley. The acquisition of the Subject Properties (which was completed in 2016) will also lower the average building age of UOA REIT's property portfolio from approximately 21 years as at 31 December 2024 to approximately 19 years. The Manager believes that by remaining a pure-play office REIT with a younger property portfolio would likely attract more investors' interest in UOA REIT due to lower requirement for asset enhancement initiatives or capital expenditure in the near term.

(iii) Growth in occupancy rate and more diverse tenant mix

Tower 2A and Tower 2B have managed to achieve an average occupancy rate of approximately 94.0% over the past three years from 2022 to 2024. As at the Material Date of Valuation, Tower 2A and Tower 2B have an average occupancy rate of 93.6% as well as a diverse tenant mix as shown in the diagram below:



The tenant diversification improves cash flow stability by minimising each tenant's overall contribution to revenue and therefore, minimising the effect that any individual tenant's default would have on UOA REIT.

(iv) Enhances the size of UOA REIT's portfolio

The Proposed Acquisitions will further strengthen UOA REIT's position as a sizable and strategically located commercial REIT in Klang Valley. UOA REIT's property portfolio size will increase from approximately RM1.7 billion as at 31 December 2024 to RM1.9 billion after the Proposed Acquisitions, as shown in the table below:

	As at 31 December 2024	Subject Properties	After the Proposed Acquisitions
Value of investment properties (RM'mil)	1,725.7	201.0 ⁽¹⁾	1,926.7
No. of properties	6	3	9
NLA ('000 sq. ft.)	2,063.5	165.6	2,229.1

Note:

- (1) *After taking into consideration the following:*
- a. *Purchase Consideration of RM200.0 million; and*
 - b. *estimated expenses of the Proposals which are allowed to be capitalised as part of investment properties of approximately RM1.0 million.*

(v) Improve earnings and distributable income of UOA REIT

Tower 2A and Tower 2B are income-generating and has an average occupancy rate of 93.6% as at the Material Date of Valuation. After taking into consideration the prospects of the Subject Properties as set out in Section 4.3 of this announcement, the Manager believes that the Proposed Acquisitions will help to improve the earnings and distributable income to Unitholders upon the completion of the Proposed Acquisitions. Please refer to Section 6.4 of this announcement for further details.

The Proposed Acquisitions are in line with the investment objective of the Manager to continuously pursue an acquisition strategy to acquire and invest in properties used or predominantly used for commercial purposes primarily in Malaysia with a view to provide long-term growth and sustainable distribution of income to the Unitholders, and to achieve long-term growth in the NAV.

3.2 Proposed IDR P

The Proposed IDR P is intended to:

(i) Allow Unitholders to have the option of reinvesting further into UOA REIT

The Proposed IDR P will provide an opportunity for Unitholders to exercise the Electable Portion into new Units in lieu of receiving cash. Unitholders are expected to benefit from their participation in the Proposed IDR P as the new Units may be issued at a discount. Further, their subscription of such new Units will be free from any brokerage fees and other related transaction costs (unless otherwise provided by any statute, law or regulation). However, participating Unitholders are required to pay RM10.00 for stamp duty.

(ii) Provide flexibility in capital management

The Proposed IDR P will provide the Manager with flexibility in managing its capital position as well as strengthen its capital position as any cash retained within UOA REIT that would otherwise be made payable by way of Electable Portion, will be preserved to fund the working capital requirements of UOA REIT.

(iii) Improve trading liquidity of UOA REIT

The Proposed IDR P may potentially improve the trading liquidity of Units currently listed on the Main Market of Bursa Securities through the issuance of new Units pursuant to the Proposed IDR P resulting in an enlarged unit capital base.

4. INDUSTRY OVERVIEW AND OUTLOOK

4.1 Overview and outlook of the Malaysian economy

For Malaysia, the latest developments pointed towards continued growth in economic activity in the second quarter, underpinned by sustained domestic demand and export growth. Moving forward, growth is expected to be supported by resilient domestic demand. Employment and wage growth, particularly within domestic-oriented sectors, as well as income-related policy measures, will support household spending. The expansion in investment activity will be sustained by the progress of multi-year projects in both the private and public sectors, the continued high realisation of approved investments, as well as the ongoing implementation of catalytic initiatives under the national master plans. Favourable trade negotiation outcomes, pro-growth policies in major economies, continued demand for electrical and electronic goods, and robust tourism activity could raise Malaysia's export prospects. However, the balance of risks to the growth outlook remains tilted to the downside, stemming mainly from a slower global trade, weaker sentiment, as well as lower-than-expected commodity production.

Headline and core inflation averaged 1.4% and 1.9% in the first five months of the year respectively. Overall, inflation in 2025 is expected to remain moderate, amid contained global cost conditions and the absence of excessive domestic demand pressures. Inflationary pressure from global commodity prices is expected to remain limited, contributing to moderate domestic cost conditions. In this environment, the overall impact of the announced and upcoming domestic policy reforms on inflation is expected to be contained.

The ringgit performance will continue to be primarily driven by external factors. Malaysia's favourable economic prospects and domestic structural reforms, complemented by ongoing initiatives to encourage flows, will continue to provide enduring support to the ringgit.

(Source: BNM's Quarterly Bulletin - Second Quarter of 2025)

4.2 Overview and outlook of the office sector in Malaysia

The overall performance of the office segment displayed resilience with sustained occupancy rates at 78.1%, as compared to 78.5% in 2023. All states secured a higher occupancy rate of more than 80.0%, except Johor, WP Kuala Lumpur, and Selangor.

As for the privately-owned office buildings, the average occupancy rates stood at 71.7% from 1,597 private-owned buildings (18.84 million s.m.). Terengganu secured a higher occupancy rate at 92.0%, while Kuala Lumpur and Johor recorded lower occupancy rates than the national level at 70.3% and 57.5% respectively. Putrajaya recorded the lowest occupancy rate in the country (52.7%)

The construction activities recorded fewer completions, along with a slowdown in the incoming supply. In 2024, eleven new completions were recorded, offering a total of 229,270 s.m. of office space into the market, compared to 398,735 s.m. recorded in 2023. By year-end, the total existing office space exceeded 25.0 million s.m. across 2,613 buildings. The incoming supply added nearly 1.07 million s.m. from 38 buildings, while the planned supply surpassed 0.90 million s.m. across 27 buildings. WP Kuala Lumpur remained as the highest contributor for office space in the country, contributing 10.26 million s.m. (467 buildings) in the existing market, with another 0.55 million s.m. (9 buildings) and 0.76 million s.m. (19 buildings) in the incoming and planned supply respectively.

As the national economy is projected to expand by 4.5% to 5.5% in 2025, the property market is expected to maintain its growth trajectory, driven by sustained transaction activity. The implementation of the Ekonomi MADANI framework, supported by the rollout of strategies from a cohesive policy and action plan, notably the National Energy Transition Roadmap (NETR) and the New Industrial Master Plan 2030 (NIMP 2030), will boost Malaysia's economy and further stimulate the expansion of the property market. Furthermore, ongoing government support, coupled with Malaysia's strong economic performance, is expected to continue a positive growth in the property market

(Source: Property Market Report 2024, Valuation and Property Services Department, Ministry of Finance Malaysia)

4.3 Prospects of the Subject Properties

The Subject Properties are situated within UBP, an integrated commercial development located alongside the Federal Highway in Selangor. This strategic corridor is part of the Greater Klang Valley conurbation, offering connectivity via major highways such as the Federal Highway, NKVE ("North Klang Valley Expressway"), and LDP ("Lebuhraya Damansara-Puchong"). The development also benefits from the direct access to the KTM and LRT Subang Jaya interchange station through a dedicated pedestrian link bridge. Complemented by comprehensive infrastructure, amenities, and retail offerings, the location is attractive to a diverse tenant base.

The Subject Properties comprise two 13-storey boutique office towers completed in 2016, each with a total net lettable area of approximately 82,815 square feet respectively, and a six storey car park spread across three levels of basement car park and three levels of sub-basement car park with 3,101 parking bays. The Subject Properties also features modern specifications and facilities, including dual access points, and high-speed lifts amongst others. Tower 2A and Tower 2B are developed to contemporary standards and are located within an MD Cybercentre. This designation is conducive for Information and Communication Technology and service-based tenants seeking the benefits associated with MD status. The Manager believes that the assets' quality and their positioning within a well established and growing economic zone will support sustained demand and rental performance.

As at the LPD, the Vendor and existing tenants have entered into lease agreements with remaining tenures ranging from one (1) to three (3) years, including options to renew. These leases are held by reputable corporate tenants, many of which are part of multinational or established local groups. In view of the strategic location, good accessibility and MD Cybercentre status, the Proposed Acquisitions represent a strategic addition to UOA REIT's portfolio of investment properties. Given the high occupancy rate and stable tenancy profile and recurring rental income, the Proposed Acquisitions are expected to contribute positively to UOA REIT's distributable income and enhance portfolio resilience.

5. RISK FACTORS

The Proposed Acquisitions may be subject to certain risk factors inherent in the property market and office sector, to which UOA REIT is currently exposed to as a commercial real estate investment trust. The following are some non-exhaustive risk factors related to the Proposed Acquisitions:

5.1 Risks related to the Proposed Acquisitions

5.1.1 Delay or non-completion of the Proposed Acquisitions

The completion of the Proposed Acquisitions is conditional upon the conditions precedent of the SPAs set out in Appendix I of this Announcement being fulfilled. The non-fulfilment of the conditions precedent may result in the SPAs being terminated. In addition, there can be no assurance that the Proposed Acquisitions can be completed within the time period permitted under the SPAs. Nevertheless, the Manager and the Trustee will take the necessary steps to facilitate the fulfilment of the conditions precedent which are within their control within the timeframe stipulated under the SPAs.

5.1.2 Financing risk

UOA REIT will secure borrowings to fund the Proposed Acquisitions. The ability to secure borrowings and its consequential borrowing cost are dependent on numerous factors, including general economic and capital market conditions, prevailing market interest rates, credit availability from banks or other financiers, restrictions imposed by the Government of Malaysia, and the political, social and economic conditions in Malaysia. There can be no assurance that UOA REIT would be able to secure sufficient funds to finance the Proposed Acquisitions or that such funds secured may not be on terms favourable to UOA REIT. In such circumstances, UOA REIT may not be able to complete the Proposed Acquisitions.

5.1.3 Interest rate risk

UOA REIT may be exposed to movements in market interest rates in respect of the new borrowings to be secured, leading to higher financing costs which may adversely affect UOA REIT's cash flows and financial performance as well as its future financing payment obligations. In mitigating such risks, UOA REIT will actively monitor its financing portfolio, which includes financing level, financing costs as well as cash flows to ensure it remains at a sustainable and optimal level.

5.2 Risks related to the Subject Properties

5.2.1 Tenancy renewal risk of existing tenants

Inability of the tenants to pay rental to UOA REIT during the tenure of the tenancies due to, amongst others, the following reasons that could have an adverse effect on the tenants operationally and financially:

- a. general downturn in the global and Malaysia economy; and
- b. changes in statutory laws, regulations or government policies.

5.2.2 Inadequate insurance and potential losses due to uninsured liabilities

Physical damage caused by fire, terrorism, acts of God such as natural disasters like earthquake and floods that may be uninsurable, or the cost of insurance may be prohibitive when compared to the risk. Should an uninsured loss or loss in excess of insured limits occur, UOA REIT could be required to pay compensation and/or lose capital invested in the Subject Properties.

5.2.3 Valuation assumptions

The valuation of the Subject Properties is based on certain assumptions and the price at which the Trustee is able to dispose the Subject Properties in the future may be less than the Purchase Consideration.

5.2.4 Delay in issuance of strata title

There is a risk that the strata titles for the Subject Properties may not be issued within the expected timeframe. Any delay may affect the timely registration of UOA REIT's interest and could have implications on UOA REIT's ability to fully enforce its ownership rights. While steps will be taken to monitor the process, there is no assurance as to the timing of the issuance.

5.2.5 Assumptions made to arrive at proforma figures

UOA REIT's proforma distribution income and DPU (please refer to Section 6.4 of this announcement for further details) showing the effects of the Proposals have been prepared based on certain assumptions of the Manager. Such proforma figures are not necessarily indicative of the results of the operations that could have been attained, and do not purport to predict UOA REIT's future results.

5.3 Risks related to the property market

5.3.1 Saturation of the office property market

Susceptibility of the office sector to external factors outside the control of the Manager including amongst others, the oversupply in office space in Malaysia and increased competition from other office properties resulting in termination of tenancies, non-renewal of expired tenancies, or existing tenancies being renewed or new tenancies being entered into on less favourable rental rates and terms.

5.3.2 Changes in laws and regulations

Introduction or changes in zoning laws, building by-laws, codes and regulations issued by the relevant regulatory bodies that may require extensive renovation to the Subject Properties in ensuring compliance with such changes

5.3.3 Compulsory acquisition by the Government of Malaysia

Pursuant to the Land Acquisition Act 1960 ("**Land Acquisition Act**"), the Government of Malaysia has the power to acquire any land, whether in whole or in part, which is needed:

- a. for any public purpose;
- b. by any person or corporation for any purpose which, in the opinion of the Government of Malaysia, is beneficial to the economic development of Malaysia or any part thereof or to the public generally or by any class of the public; or
- c. for the purpose of mining or for residential, agricultural, commercial, industrial or recreational purposes or any combination of such purposes.

In the event of any compulsory acquisition of property in Malaysia, the amount of compensation to be awarded is based on the fair market value of a property and is assessed on the basis prescribed in the Land Acquisition Act and other relevant laws. The market value of any of the Subject Properties, if so acquired, as determined by the Government of Malaysia may be lower than the market value as determined by any independent property valuer appointed by UOA REIT.

Moreover, if any of the Subject Properties were compulsorily acquired by the Government of Malaysia after completion of the Proposed Acquisitions, and at a point in time when the market value of the Subject Properties has decreased, the level of compensation paid to UOA REIT may be less than the price which UOA REIT paid for the Subject Properties. This may have an adverse effect on UOA REIT's financial position, results of operations and prospects. In the event any of the Subject Properties are subject to compulsory acquisition by the Government of Malaysia before the completion of the Proposed Acquisitions, the Trustee has an option to terminate the relevant SPAs or to proceed with the purchase of the relevant Subject Properties under the terms of the SPAs.

6. EFFECTS OF THE PROPOSALS

The effects of the Proposed IDRPs (except for the estimated expenses in relation to the implementation of the Proposed IDRPs) will not be incorporated as the Board has not determined any particular Income Distribution to which the Proposed IDRPs apply at this juncture, and such effects are dependent on the following:

- (i) the quantum of the Income Distribution;
- (ii) the Board's decision on the proportion/size of the Electable Portion;
- (iii) the IDRPs Issue Price
- (iv) the extent to which Unitholders elect to exercise the Reinvestment Option; and
- (v) any necessary downward adjustment by the Board to the final number of IDRPs Units to be allotted and issued to any of the Unitholders as referred to in Section 2.2.12.2 of this announcement.

6.1 Unitholders' capital

For illustration purposes in this section only, the proforma effects of the Proposed Acquisitions on the Unitholders' capital of UOA REIT are as follows:

	<u>No. of units ('000)</u>	<u>(RM'000)</u>
As at the LPD	675,599	750,555
To be issued pursuant to:		
• Proposed Acquisitions	107,831	88,677 ⁽¹⁾
Enlarged Unitholders' capital	<u>783,430</u>	<u>839,232</u>

Note:

- (1) After taking into consideration the estimated expenses for the Proposals which are allowed to be capitalised from Unitholders' capital amounting to approximately RM0.8 million.

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6.2 NAV per unit and gearing

For illustrative purposes in this section only, assuming that the Proposed Acquisitions were completed on 31 December 2024, the proforma effects of the Proposed Acquisitions on the NAV of UOA REIT per unit and gearing as at 31 December 2024 are as follows:

	Audited as at 31 December 2024 (RM'000)	After the Proposed Acquisitions (RM'000)
Unitholders' capital	750,555	839,232 ⁽¹⁾
Undistributed income	232,827	232,667 ⁽²⁾
Total Unitholders' fund / NAV	983,382	1,071,899
No. of UOA REIT units in circulation ('000)	675,599	783,430
NAV per UOA REIT unit (RM)	1.456	1.368
Total gross borrowings	718,500	829,000 ⁽³⁾
Total asset value	1,760,226	1,959,243 ⁽⁴⁾
Gearing ratio (%) ⁽⁵⁾	40.8	42.3

Notes:

- (1) After taking into consideration the estimated expenses of the Proposals which are allowed to be capitalized from Unitholders' capital amounting to approximately RM0.8 million.
- (2) Decrease in undistributed income after taking into consideration expenses relating to the Proposals which are expensed off amounting to approximately RM0.2 million.
- (3) Net increase in total borrowings after taking into consideration the borrowings taken up to part fund the Proposed Acquisitions.
- (4) Increase in total asset value after taking into consideration the following:
 - a. Net decrease in cash and bank balances by approximately RM2.0 million:
 - (i) outflow of total estimated expenses of the Proposals of approximately RM2.0 million, which consists of the following:
 - a) approximately RM0.8 million, which is allowed to be capitalized from Unitholders' capital; and
 - b) approximately RM1.0 million, which is allowed to be capitalized as part of investment properties
 - (ii) settlement of the cash portion of the Purchase Consideration amounting to RM 110.5 million
 - b. Increase in investment properties by approximately RM201.0 million;
 - (i) Purchase Consideration of RM200.0 million; and
 - (ii) estimated expenses of the Proposals which are allowed to be capitalised as part of investment properties of approximately RM1.0 million.
- (5) Gearing is calculated as total gross borrowings divided by total asset value.

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6.3 Substantial unitholders' unitholdings

For illustrative purposes in this section only, the proforma effects of the Proposed Acquisitions on the unitholdings of the substantial unitholders of UOA REIT are as follows:

Substantial unitholders	As at the LPD				After the Proposed Acquisitions			
	Direct		Indirect		Direct		Indirect	
	No. of units	%	No. of units	%	No. of units	%	No. of units	%
UOA Corp	48,000,000	7.10	254,652,076 ⁽¹⁾	37.70	48,000,000	6.13	254,652,076 ⁽¹⁾	32.50
Desa Bukit Pantai	102,261,538	15.14	-	-	102,261,538	13.05	-	-
Rich Accomplishment	74,661,538	11.05	-	-	74,661,538	9.53	-	-
Wisma UOA	77,729,000	11.51	-	-	77,729,000	9.92	-	-
Dynasty Portfolio	63,326,600	9.37	-	-	63,326,600	8.08	-	-
LTG Development Sdn. Bhd. ("LTG Development")	5,600,700	0.83	302,652,076 ⁽²⁾	44.80	5,600,700	0.71	302,652,076 ⁽²⁾	38.63
UOAH	-	-	371,579,376 ⁽³⁾	55.00	-	-	479,410,701 ⁽³⁾	61.19
UOAL	-	-	371,579,376 ⁽³⁾	55.00	-	-	479,410,701 ⁽³⁾	61.19
Transmetro	-	-	371,579,376 ⁽⁴⁾	55.00	-	-	479,410,701 ⁽⁴⁾	61.19
Griyajaya	-	-	371,579,376 ⁽⁵⁾	55.00	-	-	479,410,701 ⁽⁵⁾	61.19
Kong Chong Soon @ Chi Suim	-	-	371,579,376 ⁽⁶⁾	55.00	-	-	479,410,701 ⁽⁶⁾	61.19

Kong Pak Lim	-	-	371,579,376 ⁽⁴⁾	55.00	-	-	479,410,701 ⁽⁴⁾	61.19
UOA Development	-	-	63,326,600 ⁽⁷⁾	9.37	-	-	171,157,925 ⁽⁷⁾	21.85
UOA Properties Sdn Bhd	-	-	63,326,600 ⁽⁷⁾	9.37	-	-	63,326,600 ⁽⁸⁾	8.08
Everise Project	-	-	-	-	107,831,325	13.76	-	-
Employees Provident Fund	66,019,300	9.77	-	-	66,019,300	8.43	-	-

Notes:

- (1) Deemed interested by virtue of Section 8 of the Act held through Wisma UOA, Desa Bukit Pantai and Rich Accomplishment.
- (2) Deemed interested by virtue of Section 8 of the Act held through UOA Corp, Wisma UOA, Desa Bukit Pantai and Rich Accomplishment.
- (3) Deemed interested by virtue of the Act through its unit holdings in UOA Corp, Desa Bukit Pantai, Dynasty Portfolio, LTG Development, Rich Accomplishment Wisma UOA, and Everise Project.
- (4) Deemed interested by virtue of the Act through its/his unit holdings in UOAL and Griyajaya which in turn has direct interest in UOAL and indirect interest in UOAH.
- (5) Deemed interested by virtue of the Act through its unit holdings in UOAL and indirect interest in UOAH.
- (6) Deemed interested by virtue of the Act through his unit holdings in Transmetro which in turn has direct interest in Griyajaya which in turn has direct interest in UOAL and indirect interest in UOAH.
- (7) Deemed interested by virtue of the Act through Dynasty Portfolio and Everise Project.
- (8) Deemed interested by virtue of the Act through Dynasty Portfolio.

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6.4 Earnings, Earning per unit (“EPU”) and DPU

The Proposed Acquisitions is not expected to have any effect on the earnings, EPU and DPU of UOA REIT for the financial year ending 31 December 2025 since the transactions are only expected to be completed in the 4th quarter of 2025. Nevertheless, the Manager believes that the Proposed Acquisitions will contribute positively to the future earnings, EPU and DPU of UOA REIT.

The Proposed Issuance of Consideration Units will initially dilute the EPU and DPU, due to the enlarged number of Units in circulation. However, after taking into consideration the annual incremental net distributable income contribution of the Subject Properties following the completion of the Proposed Acquisitions, the Manager believes that the Proposed Acquisitions are expected to contribute positively to the earnings and distributable income of UOA REIT for the future financial years.

The Proposed IDRPs is not expected to have any effects on the distributable income and earnings of UOA REIT until such time the Reinvestment Option is exercised by the Unitholders. Any potential effect on the EPU and DPU will depend on the number of IDRPs Units issued.

For illustrative purposes in this section only, assuming that the Proposed Acquisitions were completed on 1 January 2025 (being the beginning of the FYE 31 December 2025), the proforma effects of the Proposed Acquisitions on the distributable net income and DPU of UOA REIT are set out below:

	Audited for the FYE 31 December 2024 (RM'000)	After the Proposed Acquisitions (RM'000)
Income distribution ⁽¹⁾	41,481	41,481
Add: Annual incremental net distributable income contribution ⁽²⁾	-	⁽³⁾ 4,716
Proforma net income distribution	41,481	46,197
Units in circulation ('000)	675,599	783,378
Proforma DPU (sen)	6.14	5.90

Notes:

(1) Based on UOA REIT's distributable income.

(2) Computation in arriving at the annual incremental net distributable income contribution is as follows:

Description	Basis of computation	RM'000
Net property income (“NPI”)	Annual NPI from the Subject Properties for FYE 31 December 2024*	9,213
Manager's and trustee's fees	Manager fees are computed at a base rate of 0.67% per annum (being the actual base rate for FYE 31 December 2024) of the incremental NAV. Trustee fee is computed based on 0.03% per annum (being the actual rate for FYE 31 December 2024) of the incremental NAV	(619)
Cost of financing	Indicative finance cost of 3.51% relating to borrowing amounting to RM110.5 million to be obtained.	(3,878)
Total		4,716

Note:

* *The rental income for Car Park was subsequently increased by approximately 68% commencing from January 2025 through a renewal of car park tenancy agreement with United Carparks Sdn Bhd, which is the tenant for the Car Park.*

- (3) *The proforma DPU after the Proposed Acquisitions is arrived at assuming a 100.00% payout ratio. For information purposes, the Manager only declared and paid approximately 93.85% of the total realised net income of UOA REIT for the FYE 31 December 2024. Notwithstanding that, the Manager intends to distribute at least 90.00% of the total realised net income of UOA REIT for each financial year.*

The Manager wishes to highlight that the computation above is merely for illustration purposes and have been prepared based on certain assumptions of the Manager. The above illustration is not necessarily indicative of the results of the operations of UOA REIT that would have been attained had the Proposed Acquisitions actually occurred in the aforesaid period. Further, the Manager cannot provide assurance that the assumptions used by them will be realised and the actual distributions/yields will be as projected.

For the information of the Unitholders, the Proposed IDRPs is not expected to have any material effect on UOA REIT's distribution policy as determined by the Board. The decision to declare and pay any distributable income in the future would depend on, among others, the financial performance, cash flow position, prevailing market conditions and future financing requirements of UOA REIT

6.5 Convertible securities

As at the LPD, UOA REIT does not have any outstanding convertible securities.

7. APPROVALS REQUIRED

The Proposals are subject to the following being obtained:

- (i) Bursa Securities for the listing of and quotation for the new Consideration Units to be issued pursuant to the Proposed Acquisitions on the Main Market of Bursa Securities;
- (ii) the approval of the Unitholders for the Proposals, at a Unitholders' Meeting to be convened on a later date; and
- (iii) any other relevant authority and/or party, if required.

In respect of the implementation of any future Income Distribution to which the Reinvestment Option is applied, the new Units to be issued pursuant to the exercise of the Reinvestment Option by Unitholders shall be conditional upon the following approvals being obtained from:

- (i) the Unitholders at UOA REIT's annual general meeting on an annual basis.
- (ii) Bursa Securities for the listing of and quotation for the new Units to be issued pursuant to the Proposed IDRPs on the Main Market of Bursa Securities; and
- (iii) any other relevant authorities, or such other approvals, waivers and/or consents, if required.

The Proposed Acquisitions are inter-conditional upon each other.

The Proposed Acquisitions and Proposed IDRPs are not conditional upon each other.

Save as disclosed above, the Proposals are not inter-conditional upon any other corporate exercise undertaken or to be undertaken by UOA REIT.

8. INTERESTS OF A DIRECTOR, MAJOR SHAREHOLDERS AND CHIEF EXECUTIVE OF THE MANAGER AND/OR MAJOR UNITHOLDERS AND/OR PERSONS CONNECTED WITH THEM

The director and major shareholders of the Manager, the Major Unitholders and/or persons connected with them do not have any interest, whether direct or indirect, in the Proposed IDRPs apart from their respective entitlements under the Proposed IDRPs to which all Unitholders are similarly entitled.

Saved as disclosed below, none of the director, major shareholders and chief executive of the Manager and/or Major Unitholders and/or persons connected with them have any interest, direct or indirect, in the Proposed Acquisitions.

8.1 Interested Major Unitholders Connected with Them

The details of the unitholdings of interested Major Unitholders as at the LPD (collectively, the “Interested Major Unitholders”) are as follows:

Unitholders	Direct		Indirect	
	No. of units	%	No. of units	%
UOA Corp	48,000,000	7.10	254,652,076 ⁽¹⁾	37.70
LTG Development	5,600,700	0.83	302,652,076 ⁽²⁾	44.80
Desa Bukit Pantai	102,261,538	15.14	-	-
Rich Accomplishment	74,661,538	11.05	-	-
Wisma UOA	77,729,000	11.51	-	-
UOAH	-	-	371,579,376 ⁽³⁾	55.00
UOAL			371,579,376 ⁽⁴⁾	55.00
Griyajaya			371,579,376 ⁽⁵⁾	55.00
Transmetro			371,579,376 ⁽⁶⁾	55.00
Kong Chong Soon @ Chi Suim			371,579,376 ⁽⁷⁾	55.00
Kong Pak Lim			371,579,376 ⁽⁶⁾	55.00

Notes:

- (1) Deemed interested by virtue of Section 8 of the Act held through Desa Bukit Pantai, Rich Accomplishment and Wisma UOA.
- (2) Deemed interested by virtue of Section 8 of the Act held through UOA Corporation, Desa Bukit Pantai, Rich Accomplishment and Wisma UOA.
- (3) Deemed interested by virtue of Section 8 of the Act held through LTG Development, UOA Corporation, Desa Bukit Pantai, Rich Accomplishment, Wisma UOA and Dynasty Portfolio (which holds 63,326,600 units, representing a direct interest of approximately 9.37%).
- (4) Deemed interested by virtue of Section 8 of the Act held through UOAH.
- (5) Deemed interested by virtue of Section 8 of the Act held through UOAL.
- (6) Deemed interested by virtue of Section 8 of the Act held through Griyajaya
- (7) Deemed interested by virtue of Section 8 of the Act held through Transmetro and Griyajaya.

As at the LPD, UOAH, being the immediate holding company of UOA Development (a listed company on the Main Market of Bursa Securities), has a 55.0% indirect interest in UOA REIT and a 60.0% indirect interest in the Vendor (an indirect wholly-owned subsidiary of UOA Development). Furthermore, the Consideration Units are to be issued to Everise Project. Accordingly, the Interested Major Unitholders are deemed interested in the Proposed Acquisitions.

The Interested Major Unitholders will abstain from voting on the resolutions pertaining to the Proposed Acquisitions for their direct and/or indirect unitholdings. They will also ensure that persons connected with them will abstain from voting on the resolutions pertaining to the Proposed Acquisitions for their direct and/or indirect unitholdings (if any) in UOA REIT at the Unitholders' Meeting.

8.2 Interested Director of the Manager

As at the LPD, Kong Sze Choon is a Chief Executive Officer and Non-Independent Executive Director of the Manager and also the Alternate to the Managing Director of UOA Development ("**Interested Director**"). As at LPD, the Interested Director's unitholdings in UOA REIT are as follows:

<u>Interested Director</u>	<u>Direct</u>		<u>Indirect</u>	
	<u>No. of units</u>	<u>%</u>	<u>No. of units</u>	<u>%</u>
Kong Sze Choon	79,000	*	24,000 ⁽¹⁾	*

Notes:

* *Negligible*

(1) *Deemed interested by virtue of Section 8 of the Act held through Global Transact Sdn. Bhd..*

Accordingly, the Interested Director is deemed interested in the Proposed Acquisitions. The Interested Director has abstained and will continue to abstain from the Board deliberations and voting for the Proposed Acquisitions.

The Interested Director will also abstain from voting on the resolutions pertaining to the Proposed Acquisitions for their direct and/or indirect unitholdings (if any) in UOA REIT at the Unitholders' Meeting.

The Interested Director has also undertaken to ensure that persons connected with them will abstain from voting on the resolutions pertaining to the Proposed Acquisitions for their direct and/or indirect unitholdings (if any) in UOA REIT at the Unitholders' Meeting.

8.3 Interested Major Shareholders of the Manager

The details of the shareholdings of the interested major shareholders of the Manager as at the LPD (collectively, the "**Interested Major Shareholders**") are as follows:

<u>Major shareholder</u>	<u>Direct</u>		<u>Indirect</u>	
	<u>No. of units</u>	<u>%</u>	<u>No. of units</u>	<u>%</u>
UOA Corp	700,000	70.0	-	-
LTG Development	-	-	700,000 ⁽¹⁾	70.0
UOAH	-	-	700,000 ⁽²⁾	70.0
UOAL	-	-	700,000 ⁽³⁾	70.0
Transmetro	-	-	700,000 ⁽⁴⁾	70.0
Griyajaya	-	-	700,000 ⁽⁵⁾	70.0
Kong Chong Soon @ Chi Suim	-	-	700,000 ⁽⁶⁾	70.0
Kong Pak Lim	-	-	700,000 ⁽⁴⁾	70.0

Notes:

- (1) *Deemed interested by virtue of Section 8(4) of the Act held through UOA Corporation.*
- (2) *Deemed interested by virtue of Section 8(4) of the Act held through LTG Development and UOA Corporation.*
- (3) *Deemed interested by virtue of Section 8(4) of the Act held through UOAH, UOA Corporation and LTG Development*
- (4) *Deemed interested by virtue of Section 8(4) of the Act held through Griyajaya, UOAL and UOAH.*
- (5) *Deemed interested by virtue of Section 8(4) of the Act held through UOAL and UOAH.*
- (6) *Deemed interested by virtue of Section 8(4) of the Act held through Transmetro, Griyajaya, UOAL and UOAH.*

The Interested Major Shareholders will abstain from voting on the resolutions pertaining to the Proposed Acquisitions for their direct and/or indirect unitholdings (if any) in UOA REIT at the Unitholders' Meeting. They have also undertaken to ensure that persons connected with them will abstain from voting on the resolutions pertaining to the Proposed Acquisitions for their direct and/or indirect unitholdings (if any) in UOA REIT at the Unitholders' Meeting.

9. PERCENTAGE RATIO

The percentage ratio applicable for the Proposed Acquisitions pursuant to Paragraph 10.02(g) of the Listing Requirements is approximately 11.4%, computed based on the Purchase Consideration compared with the total asset value of UOA REIT as at 31 December 2024, being the audited total asset value of UOA REIT at the point of execution of the SPAs.

10. RELATED PARTY TRANSACTIONS

The aggregate total amount transacted between UOA REIT and UOA Group in the 12 months preceding the LPD is approximately RM2.8 million.

11. STATEMENT BY THE BOARD

The Board (save for the Interested Director) having considered the rationale, proforma effects and all aspects of the Proposals, and the evaluation and recommendation by the Independent Adviser, and after careful deliberation, is of the opinion that the Proposals are in the best interests of UOA REIT and its Unitholders.

12. THE MANAGER'S AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee of the Manager, having considered the rationale, proforma effects and all aspects of the Proposed Acquisitions, and the evaluation and recommendation by the Independent Adviser, and after careful deliberation, is of the opinion that the Proposed Acquisitions are:

- (i) in the best interest of UOA REIT;
- (ii) fair, reasonable and on normal commercial terms; and
- (iii) not detrimental to the interests of the non-interested Unitholders.

13. SUBMISSION TO THE RELEVANT AUTHORITIES AND ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances:

- (i) the submissions to the relevant authorities for the Proposals are expected to be made within two months from the date of this announcement; and
- (ii) the Proposed Acquisitions are expected to be completed in the 4th quarter of 2025.
- (iii) Subject to all required approvals being obtained, the Proposed IDRPs are expected to be established in the 4th quarter of 2025.

14. ADVISERS

HLIB has been appointed as the Principal Adviser for the Proposals.

In view of the interests of the Interested Parties in the Proposed Acquisitions, the Board has appointed DWA Advisory to act as the Independent Adviser to undertake the following:

- (i) to comment as to whether the Proposed Acquisitions are:
 - (a) fair and reasonable so far as the unitholders of UOA REIT are concerned; and
 - (b) to the detriment of the non-interested unitholders of UOA REIT,and set out the reasons for such opinion, the key assumptions made and the factors taken into consideration in forming that opinion;
- (ii) advise the non-interested unitholders of UOA REIT on whether they should vote in favour of the Proposed Acquisitions; and
- (iii) to take all reasonable steps to satisfy itself that it has a reasonable basis to make the comments and advice for subparagraphs (i) and (ii) above.

15. DOCUMENTS AVAILABLE FOR INSPECTION

The SPAs and the Valuation Certificate are available for inspection at the registered office of the Manager at No. 9, Jalan Indah 16, Taman Cheras Indah, 56100 Kuala Lumpur, Malaysia during normal business hours from Mondays to Fridays (except public holidays) for a period of three months from the date of this announcement.

This announcement is dated 2 October 2025.

SALIENT TERMS OF THE SPAS

The salient terms of the SPAs are as follows:

(1) Purchase and Disposal

Subject to the terms and conditions of the SPAs:

- (a) the Vendor agrees to sell the Subject Properties and the Assets (as hereinafter defined) to the Trustee; and
- (b) the Trustee agrees to purchase the Subject Properties and the Assets (as hereinafter defined) from the Vendor;

on an As Is Where Is Basis (as hereinafter defined) and free from any form of encumbrance or condition whatsoever or any other arrangement having similar effect ("**Encumbrances**") with vacant possession to those parts of the Subject Properties which are vacant and legal possession to those parts of the Subject Properties which are subject to various tenancies and licenses entered into by the Vendor as at the date of completion of the SPAs ("**Completion Date**") ("**Existing Tenancies and Licences**").

(2) Conditions of the SPAs

The sale and purchase of the Subject Properties is subject to the following conditions:

- (a) the Subject Properties is free from all Encumbrances;
- (b) the sale of the Subject Properties shall include all movable assets, lifts, equipment, machineries and other fixtures and fittings therein or on the Subject Properties, (except those assets belonging to the tenants in or on their respective premises) and such other assets as more particular set out in the SPAs ("**Assets**");
- (c) the Subject Properties is subject to all category of land use and conditions express or implied in the strata title of the Subject Properties to be issued upon the Subject Properties ("**Strata Title**") or to which the Subject Properties is subject;
- (d) the Subject Properties and the Strata Title upon issuance, will not be subjected to the lease registered in favour of Tenaga Nasional Berhad (Registration No. 199001009294 (200866-W)) of No. 129, Jalan Bangsar, 50732 Wilayah Persekutuan, Kuala Lumpur vide Presentation No. 001SC71592/2017 registered on 24 August 2017, for an area measuring 130 square meters for the total duration of 30 years, commencing from 22 June 2017 and ending on 21 June 2047 ("**TNB Lease**");
- (e) on the Completion Date, there will be no change to the state and condition of the Subject Properties that it is in as at the date of the SPAs, fair wear and tear excepted;
- (f) that each of the Vendor's warranties given under the SPAs remains true and accurate in all respects;
- (g) the Vendor continuing to maintain and keep in good repair the Subject Properties until the delivery of legal possession to the Trustee, fair wear and tear excepted.
- (h) the sale of Tower 2A and 2B shall include all the benefit of Existing Tenancies and Licences such that the Trustee shall have good and valid rights to the revenue to be derived thereof save and except those Existing Tenancies and Licences which have been terminated or expired, and ensure that the assignment agreements shall take effect upon the Completion Date; and
- (i) on an "as is where is" basis with regards to the condition of the Subject Properties in terms of the layout and portioning of the premises within the Subject Properties ("**As Is Where Is**").

SALIENT TERMS OF THE SPAS

(3) Interdependence between SPAs

- (a) The Trustee is not obliged to complete the purchase of any of the Subject Properties unless (i) the purchase of all Subject Properties are completed concurrently or (ii) all Subject Properties are completed prior to the Completion Date (as defined herein).
- (b) Each sale and purchase agreement for any component of the Subject Properties is interdependent on the other SPAs and all SPAs are to be completed concurrently or are completed prior to the Completion Date (as defined herein).
- (c) If, for any reason any or all of the SPAs is or are rescinded or terminated, all SPAs will ipso facto by reason of such rescission or termination be rescinded.

(4) Conditions precedent of the SPAs (“Conditions Precedent”)

The sale and purchase of the Subject Properties are to only take effect upon:

- (a) the approval of Bursa Securities for the listing of and quotation for the Consideration Units having been obtained by the Trustee;
- (b) the concurrence of the Securities Commission Malaysia in respect of the requirements under Chapter 8, Paragraph 8.09(b) of the Guidelines on Listed Real Estate Investment Trusts issued by the Securities Commission Malaysia having been obtained by the Trustee;
- (c) the approval of the Unitholders at a Unitholders’ Meeting for:
 - (i) the Proposed Acquisitions by the Trustee; and
 - (ii) the Proposed Issuance of Consideration Units; and
- (d) the approval or consent of any relevant third party or any relevant public authority having been obtained, if required;
- (e) the listing of and quotation for the Consideration Units on Bursa Securities; and
- (f) the Trustee being satisfied with the results of the due diligence on the Subject Properties and further being satisfied with the fulfilment of any further conditions that the Trustee considers necessary based on the findings of the due diligence on the Subject Properties.

(5) Manner of payment of the Purchase Consideration

The Purchase Consideration shall be satisfied by the Trustee as follows:

- (a) the Trustee shall pay or satisfy a sum equivalent to 10% of the Purchase Consideration, as deposit (“**Deposit**”), which comprises of:
 - (i) the sum of RM5,570,000.00 being the deposit payable in relation to Tower 2A;
 - (ii) the sum of RM5,480,000.00 being the deposit payable in relation to Tower 2B; and
 - (iii) the bank guarantee to be furnished by the Trustee to the Vendor for the sum of RM8,950,000.00 being the deposit in relation to the Car Park;

to the Vendor within fourteen (14) market days from the date of fulfilment of all Conditions Precedents (“**Unconditional Date**”). Pending that, the Trustee shall furnish to the Vendor a bank guarantee, for the Deposit upon the execution of the SPAs; and

SALIENT TERMS OF THE SPAS

- (b) the Trustee shall satisfy the remaining Purchase Consideration, which comprises of:
- (iv) the payment of the sum of RM50,130,000.00 being the balance purchase consideration payable in relation to Tower 2A;
 - (v) the payment of the sum of RM49,320,000.00 being the balance purchase consideration payable in relation to Tower 2B; and
 - (vi) the issuance of the Consideration Units to the Vendor for the sum of RM89,500,00.00 being the purchase consideration in relation to the Car Park;
- to the Vendor on or before the expiry of completion period of the SPAs of three (3) month from the Unconditional Date ("**Completion Period**").

(6) Termination and breach**(a) Vendor's default**

- (i) The Vendor breaches any material terms, conditions or any of the Vendor's warranties, set out in the SPAs or fails to complete the sale;
- (ii) A liquidator, receiver, receiver and manager, special administrator, trustee or similar official is appointed over any of the assets or undertaking of the Vendor;
- (iii) The Vendor enter into or resolves to enter into any arrangement, composition or compromise with, or assignment for the benefit of, their respective creditors of any class of them;
- (iv) A resolution is passed or an application or order is made for the winding up or dissolution of the Vendor otherwise than for the purpose of an amalgamation or reconstruction;

(b) Consequences of termination by the Trustee

The Trustee shall be entitled to either:

- (i) the remedy of specific performance together with all such legal remedies and all costs and expenses incurred by the Trustee in connection therewith shall be borne by the Vendor; or
- (ii) to terminate the SPAs by giving a notice in writing to the Vendor without prejudice to any other right of the Trustee to enforce without prejudice to any other rights or remedies the Trustee may be entitled to against the Vendor.

If a termination notice is duly given:

- (iii) the Vendor shall return the bank guarantee for the deposit or refund or cause to be refunded the Deposit together with all **monies** paid by the Trustee towards payment of the Purchase Consideration free of interest within fourteen (14) days after their receipt of the Termination Notice, failing which the Vendor shall be liable for interest at the late payment interest on any outstanding sums;
- (iv) the Vendor shall in addition to the refund, pay to the Trustee a sum equivalent to the Deposit within fourteen (14) days as agreed liquidated damages after the Vendor's receipt of the Termination Notice;

SALIENT TERMS OF THE SPAS

- (v) simultaneously if vacant and legal possession of the Subject Properties shall have been delivered to the Trustee, the Trustee shall re-deliver vacant and legal possession of the Subject Properties to the Vendor in the same state and condition as when the vacant and legal possession of the Subject Properties was first delivered to the Trustee, fair wear and tear excepted.
- (vi) thereafter the SPAs shall then be deemed terminated and rendered null and void and be of no further force or effect and neither of the parties shall have any claim against the other in respect of any matter hereto save and except for antecedent breach.

(c) Trustee's default

- (i) The Trustee shall fail to satisfy or settle the Purchase Consideration or any part thereof in accordance with the provisions of the SPAs;
- (ii) The Trustee breach any material terms or conditions of the SPAs or the Trustee neglects, refuses and/or fails to comply with or perform or observe all or any of the Trustee's material covenants under the SPAs;
- (iii) A liquidator receiver, receiver and manager, special administrator, trustee or similar official is appointed over any of the assets or undertaking of the Trustee;
- (iv) The Trustee enters into or resolves to enter into any arrangement, composition or compromise with, or assignment for the benefit of, their respective creditors or any class of them;
- (v) A resolution is passed or an application or order is made for the winding up or dissolution of the Trustee otherwise than for the purpose of an amalgamation or reconstruction which has the prior written consent of the Vendor;
- (vi) The Trustee attempts to sell, dispose of or assign the Subject Properties or any part thereof before completion and/or settlement in full of the Purchase Consideration and such other monies payable under the SPAs.

(d) Consequences of termination by the Vendor

The Vendor shall be entitled to either:

- (i) the remedy of specific performance together with all such legal remedies and all costs and expenses incurred by the Vendor in connection therewith shall be borne by the Trustee; or
- (ii) to terminate the SPAs by giving a notice in writing to the Trustee without prejudice to any other right of the Vendor to enforce without prejudice to any other rights or remedies the Vendor may be entitled to against the Trustee.

If a termination notice is duly given:

- (iii) the Deposit shall be absolutely forfeited to the Vendor, or the Vendor shall be entitled to call on the bank guarantee if the Deposit has not been paid, as agreed liquidated damages;
- (iv) the Vendor shall return and cause to be refunded to the Trustee any other sums paid by the Trustee towards payment of the Purchase Consideration free of interest within fourteen (14) days after their issuance of the termination notice, failing which the Vendor shall be liable for interest at the late payment interest on any outstanding sums;

SALIENT TERMS OF THE SPAS

- (v) simultaneously if vacant and legal possession of the Subject Properties shall have been delivered to the Trustee, the Trustee shall re-deliver vacant and legal possession of the Subject Properties to the Vendor in the same state and condition as when the vacant and legal possession of the Subject Properties was first delivered to the Trustee, fair wear and tear excepted.
- (vi) thereafter the SPAs shall then be deemed terminated and rendered null and void and be of no further force or effect and neither of the parties shall have any claim against the other in respect of any matter hereto save and except for antecedent breach.

(7) Delivery of legal possession of the Vendor

Upon payment or satisfaction of the Purchase Consideration by the Trustee to the Vendor within the Completion Period, the Vendor shall within 5 market days from the Completion Date deliver legal possessions of those parts of the Subject Properties which are subject to the Existing Tenancies and Licences which are then still subsisting and deliver vacant possession for the remaining parts of the Subject Properties which are untenanted, in the state and condition in which it is in as at the date of the SPAs (fair wear and tear excepted);

(8) Indemnity by the Vendors

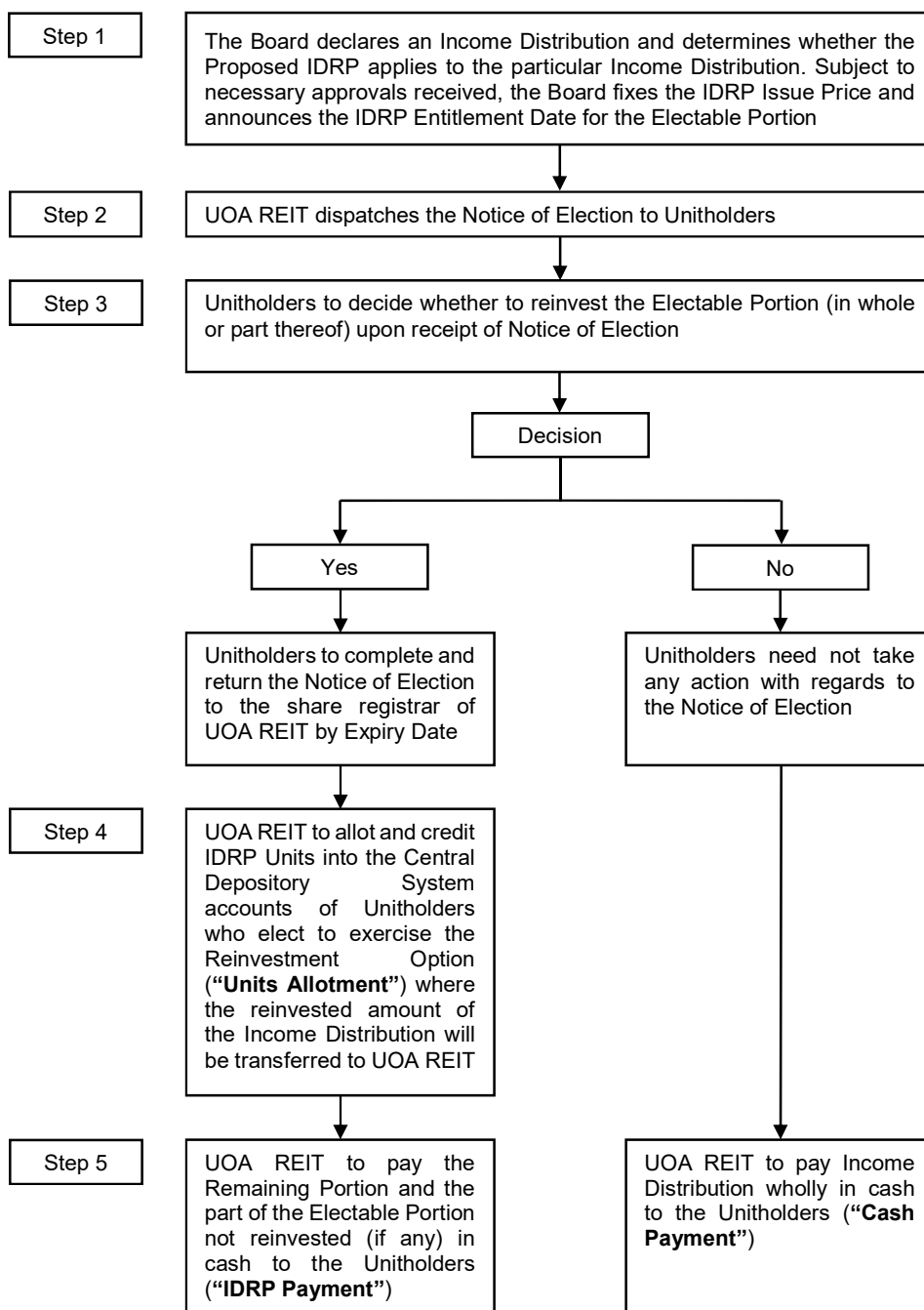
The Vendor indemnifies and agrees to keep the Trustee indemnified against all losses, damage, costs, expenses and outgoing with the Trustee may incur or be liable for in respect of any claim, demand, liability, action, proceedings or suits arising out of or in connection with:

- (i) a breach of a Vendor's warranties in the SPAs; or
- (ii) any Vendor's warranties in the SPAs not being true and correct in all respect.

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FLOW CHART

A brief process flow chart in relation to the administration of the Proposed IDRPs is illustrated below:



Note:

For Step 5, the Cash Payment, Units Allotment and the IDRPs Payment will occur on the same day, which will be on a date falling within one month from the IDRPs Entitlement Date and in any event, not later than three months from the date of declaration of the Income Distribution or the date on which the approval for the Income Distribution is obtained in a general meeting of UOA REIT, whichever is applicable.