

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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



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

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

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

The Notice of the Fifty-Seventh Annual General Meeting ("**57<sup>th</sup> AGM**") together with the Proxy Form are available for download from UEM Edgenta Berhad's ("**UEM Edgenta**" or the "**Company**") website at:  
<https://www.uedgenta.com/investor-relations/reports-publications>.

As part of the Company's initiatives to curb the spread of COVID-19, the 57<sup>th</sup> AGM would be held entirely via Remote Participation and Voting (RPV) facilities. The venue of the 57<sup>th</sup> AGM is strictly for the purpose of complying with Article 68 of the Constitution of the Company which requires the Chairperson of the meeting to be present at the main venue of the meeting. **No shareholders/proxy(ies)** from the public will be physically present at the Broadcast venue.

Date and time of the 57<sup>th</sup> AGM : Friday, 26 June 2020 at 3.00 p.m.

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

Last date and time for lodgement of the Proxy Form : Wednesday, 24 June 2020 at 3.00 p.m.

The Proxy Form must be completed and deposited with Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for the 57<sup>th</sup> AGM or any adjournment thereof. Alternatively, you may submit the proxy form electronically via TIIH Online website at <https://tiah.online> (applicable to individual shareholders only).

**This Circular is dated 28 May 2020**

## DEFINITIONS

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

Act	: Companies Act 2016, as amended, supplemented or modified from time to time
AGM	: Annual General Meeting
AC	: Audit Committee of UEM Edgenta, presently comprising of Robert Tan Bun Poo, Elakumari Kantilal and Emily Kok
Board or Board of Directors	: The Board of Directors of UEM Edgenta
Bursa Securities	: Bursa Malaysia Securities Berhad
Cenviro	: Cenviro Sdn Bhd
Cenviro Group	: Cenviro and its subsidiaries
CIMA	: Cement Industries of Malaysia Berhad
CIMA Group	: CIMA and its subsidiaries
CIMB	: CIMB Group Holdings Berhad
CIMB Group	: CIMB and its subsidiaries
Director	: A director of UEM Edgenta or its subsidiaries as the case may be and shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 including any person who is or was within the preceding six (6) months of the date on which the terms of the relevant transaction were agreed upon a director of UEM Edgenta (or of its subsidiaries or holding company or a chief executive officer of UEM Edgenta, its subsidiaries or holding company)
Edgenta EMT	: Edgenta Environmental & Material Testing Sdn Bhd
Edgenta PROPEL	: Edgenta PROPEL Berhad
Edgenta PROPEL Group	: Edgenta PROPEL and its subsidiaries
Edgenta Singapore	: Edgenta (Singapore) Pte Ltd
Edgenta TMS	: Edgenta TMS Sdn Bhd
EFSB	: Edgenta Facilities Sdn Bhd
EFSB Group	: EFSB and its subsidiaries
EGT	: Edgenta Greentech Sdn Bhd
EHM	: Edgenta Healthcare Management Sdn Bhd
EMCO	: Edgenta Management Committee which comprise of the Chief Financial Officer, Chief Operating Officer, Chief People Officer and Company Secretary. EMCO is established to lead the Company through a period of transition from 21 April 2020 until the appointment of the new Managing Director/Chief Executive Officer of the Company.
EMS	: Edgenta Mediserve Sdn Bhd

## DEFINITIONS *(cont'd)*

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EMS Group	:	EMS and its subsidiaries
EMS Sabah	:	Edgenta Mediserve (Sabah) Sdn Bhd
EMS Sarawak	:	Edgenta Mediserve (Sarawak) Sdn Bhd
ETMSSB	:	Edgenta Township Management Services Sdn Bhd
Faber Sindoori	:	Faber Sindoori Management Services Private Limited, a company incorporated in India
FDHSB	:	Faber Development Holdings Sdn Bhd
FHH	:	Faber Hotels Holdings Sdn Bhd
First Impact	:	First Impact Sdn Bhd
FLS Sabah	:	Fresh Linen Services (Sabah) Sdn Bhd
IHH Healthcare	:	IHH Healthcare Berhad
IHH Healthcare Group	:	IHH Healthcare and its subsidiaries
KFM Energy	:	KFM Energy Services Sdn Bhd
Khazanah	:	Khazanah Nasional Berhad
Kuad	:	Kuad Sdn Bhd
Kualiti Alam	:	Kualiti Alam Sdn Bhd
Kuari Pati	:	Kuari Pati Sdn Bhd
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities, as amended from time to time
LPD	:	30 April 2020, being the latest practicable date prior to the printing of this Circular, which shall not be more than 1 month prior to the date of this Circular
MAHB	:	Malaysia Airports Holdings Berhad
MAHB Group	:	MAHB and its subsidiaries
Major Shareholder	:	A person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is:  (a) 10% or more of the total number of voting shares in the corporation; or  (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation

For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in section 8 of the Act.

For the purpose of the Proposed Mandate, Major Shareholders (as defined above) includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other corporation which is the Company’s subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements.

**DEFINITIONS** *(cont'd)*

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OIM	:	Opus International (M) Berhad
Opus	:	Opus Group Berhad
Opus Group	:	Opus and its subsidiaries
Opus Management	:	Opus Management Sdn Bhd
Opus NZ	:	Opus International (NZ) Limited
Parkway Pantai	:	Parkway Pantai Limited
Parkway Pantai Group	:	Parkway Pantai and its subsidiaries
Person(s) Connected	:	Shall have the same meaning given in Paragraph 1.01, Chapter 1 of the Listing Requirements
PKV	:	Pulau Kapas Ventures Sdn Bhd
PLUS	:	Projek Lebuhraya Usahasama Berhad
PLUS Malaysia	:	PLUS Malaysia Berhad
PLUS Malaysia Group	:	PLUS Malaysia and its subsidiaries
Proposed Mandate	:	Collectively, the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate
Proposed New Shareholders' Mandate	:	Proposed new shareholders' mandate for additional RRPTs, as set out in Part B of Appendix I of this Circular
Proposed Renewal of Shareholders' Mandate	:	Proposed renewal of the existing shareholders' mandate for RRPTs obtained on 15 May 2019, as set out in Part A of Appendix I of this Circular
Putrajaya Holdings	:	Putrajaya Holdings Sdn Bhd
Related Party	:	A Director, a Major Shareholder or a Person(s) Connected with them
Related Party Transaction	:	A transaction entered into by the Company or any of the Company's subsidiaries which involves the interest, direct or indirect, of a Related Party
RMSB	:	Rimbunan Melati Sdn Bhd
RRPTs	:	Transactions entered, proposed to be entered, or may be entered into by UEM Edgenta Group which involve the interest, direct or indirect, of a Related Party and which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of the UEM Edgenta Group
Sedafiat	:	Sedafiat Sdn Bhd
Senior Management	:	Head of Companies, Head of Departments of UEM Edgenta and Head of Finance of UEM Edgenta Group
Shares	:	Ordinary shares in UEM Edgenta
Silterra Malaysia	:	Silterra Malaysia Sdn Bhd

**DEFINITIONS** *(cont'd)*

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SMS Likas	:	SMS Kg. Likas (Sabah) Sdn Bhd
TARH	:	Themed Attractions Resorts & Hotels Sdn Bhd
TdC	:	TIME dotCom Berhad
TdC Group	:	TdC and its subsidiaries
TERAS	:	Teras Teknologi Sdn Bhd
TM	:	Telekom Malaysia Berhad
TM Group	:	TM and its subsidiaries
TNB	:	Tenaga Nasional Berhad
TNB Group	:	TNB and its subsidiaries
Transacting Party	:	A party with which the Company or any of the Company's subsidiaries has entered, or may or intends to enter, into a RRPT under the Proposed Mandate
UEM Builders	:	UEM Builders Berhad
UEM Construction	:	UEM Construction Sdn Bhd
UEM Edgenta or Company	:	UEM Edgenta Berhad
UEM Edgenta Group	:	UEM Edgenta and its subsidiaries (and where specified, includes such subsidiaries as may be incorporated and/or acquired from time to time)
UEMG	:	UEM Group Berhad
UEMG Group	:	UEMG and its subsidiaries
UEM Land	:	UEM Land Berhad
UEM Sunrise	:	UEM Sunrise Berhad
UEM Sunrise Group	:	UEM Sunrise and its subsidiaries
UEMS	:	UEMS Pte Ltd
UEMSET	:	UEM Sunrise Edgenta TMS Sdn Bhd
UEMS Malaysia	:	Edgenta UEMS Sdn Bhd

**CURRENCY**

RM	:	Ringgit Malaysia, the lawful currency of Malaysia
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## DEFINITIONS *(cont'd)*

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Unless otherwise stated, the information set out above in relation to the Major Shareholders, Directors and Persons Connected is as at the LPD.

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

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

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

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

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

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

**Registered Office:**

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

Date: 28 May 2020

**Board of Directors:**

Tan Sri Dr. Azmil Khalid – *Chairman, Independent Non-Executive Director*  
Dato' Mohd Izani Ghani – *Non-Independent Non-Executive Director*  
Dato' Noorazman Abd Aziz – *Non-Independent Non-Executive Director*  
Robert Tan Bun Poo – *Independent Non-Executive Director*  
Elakumari Kantilal – *Non-Independent Non-Executive Director*  
Dato' George Stewart LaBrooy – *Independent Non-Executive Director*  
Emily Kok – *Independent Non-Executive Director*  
Rowina Ghazali Seth – *Independent Non-Executive Director*

To: The Shareholders of UEM Edgenta

Dear Sir/Madam,

**(A) PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE; AND**

**(B) PROPOSED NEW SHAREHOLDERS' MANDATE**

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**1. INTRODUCTION**

At the 56<sup>th</sup> AGM of the Company held on 15 May 2019, the Company had obtained a shareholders' mandate for RRPTs of a revenue or trading nature which are necessary for the day-to-day operations of UEM Edgenta Group.

The said shareholders' mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the 57<sup>th</sup> AGM of the Company unless authority for its renewal is obtained from the shareholders of the Company at the 57<sup>th</sup> AGM of the Company.



On 23 March 2020, the Company had announced to Bursa Securities that the Company intended to seek shareholders' approval for the Proposed Mandate at the 57<sup>th</sup> AGM of the Company.

The purpose of this Circular is to provide the shareholders of the Company with the relevant information relating to the Proposed Mandate, together with the Board's recommendation thereon and also to seek the shareholders' approval for the resolutions in respect of the Proposed Mandate to be tabled at the 57<sup>th</sup> AGM of the Company. The Notice of the 57<sup>th</sup> AGM of the Company together with the Proxy Form are available for download from the Company's website at <https://www.uemedgenta.com/investor-relations/reports-publications>.

**SHAREHOLDERS OF UEM EDGENTA ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTIONS RELATING TO THE PROPOSED MANDATE AT THE 57<sup>TH</sup> AGM OF THE COMPANY.**

## **2. DETAILS OF THE PROPOSED MANDATE**

### **2.1 Paragraph 10.09 of Chapter 10 of the Listing Requirements**

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

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

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

## 2.2 The principal activities of UEM Edgenta Group

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

No.	Name of company	Principal activities/status	UEM Edgenta's direct/indirect interest in the company (%)
<u>Subsidiaries of UEM Edgenta</u>			
1.	EHM	Investment holding	100
2.	EFSB	Investment holding and provision of integrated facilities management services	100
3.	FDHSB	Investment holding	100
4.	FHH	In Liquidation	100
5.	Opus	Investment holding	100
6.	Edgenta PROPEL	Maintenance and repair of civil, mechanical and electrical works on roads, infrastructure and expressways and industrial cleaning services	100
7.	Edgenta EMT	Geotechnical investigation, instrumentation and pavement condition assessment works	100
8.	ETMSSB	Investment holding and management of real estate	100
9.	Edgenta Energy Projects Sdn Bhd	Providing energy performance management services and renewable energy services	100
10.	Edgenta Singapore	Investment holding	100
11.	EGT	Provision of asset development and facility management services	80
12.	Edgenta Energy Services Sdn Bhd	Energy performance management services	70
13.	Faber L.L.C.	Facilities management services in United Arab Emirates	75
14.	Sate Yaki Sdn Bhd	In Liquidation	60
<u>Subsidiary of EHM</u>			
15.	EMS	Provision of hospital support services	100
<u>Subsidiaries of EMS</u>			
16.	Cermin Cahaya Sdn Bhd	Provision of cleansing services to hospitals	100
17.	EMS Sabah	Investment holding	100
18.	EMS Sarawak	Investment holding	100
19.	Edgenta Healthtronics Sdn Bhd	Provision of biomedical engineering maintenance services	100
<u>Associated company of EMS Sabah</u>			
20.	Sedafiat	Provision of hospital support services	40

No.	Name of company	Principal activities/status	UEM Edgenta's direct/indirect interest in the company (%)
	<u>Associated company of EMS Sarawak</u>		
21.	One Medicare Sdn Bhd	Provision of hospital support services	40
22.	Biomedix Solutions Sdn Bhd	Provision of biomedical engineering maintenance services	40
	<u>Subsidiaries of EFSB</u>		
23.	Edgenta Facilities Management Sdn Bhd	Facilities management services	100
24.	General Field Sdn Bhd	Provision of energy performance management services	100
25.	Faber Star Facilities Management Limited.	Facilities management in India	100
	<u>Associated company of EFSB</u>		
26.	Faber Sindoori	Facilities management in India	51
	<u>Subsidiaries of FDHSB</u>		
27.	Faber Union Sdn Bhd	Property development	100
28.	Country View Development Sdn Bhd	Property development and provision of facilities management services	100
29.	Faber Grandview Development (Sabah) Sdn Bhd	Property development	100
30.	Faber Heights Management Sdn Bhd	Property management	100
31.	RMSB	Property development	55
	<u>Subsidiaries of Opus</u>		
32.	Builders Credit & Leasing Sdn Bhd	Investment holding	100
33.	Opus NZ	Investment holding	100
34.	OIM	Management of the planning, design and construction of infrastructure projects and provision of facilities management services	100
	<u>Subsidiary of Edgenta PROPEL</u>		
35.	Edgenta Infrastructure Services Sdn Bhd	Maintenance and repair of civil, mechanical and electrical works on roads, infrastructure and expressways, and industrial cleaning services	100
36.	PT Edgenta PROPEL Indonesia	Provision of management consultancy and advisory related to management of roads	99.9
	<u>Jointly Controlled Operation of Edgenta PROPEL</u>		
37.	Edgenta PROPEL-NRC JO	Providing highway maintenance services	55
	<u>Subsidiary of ETMSSB</u>		
38.	UEMSET	Investment holding and management of real estate	70

No.	Name of company	Principal activities/status	UEM Edgenta's direct/indirect interest in the company (%)
39.	<u>Subsidiary of UEMSET</u> Edgenta TMS	Management of real estate	49
40.	<u>Subsidiaries of OIM</u> Opus Management	Management of the planning, design and construction of infrastructure projects and provision of facilities management services	100
41.	Pengurusan Lantas Berhad	Provision of technical management support services for the planning, design and construction of projects	100
42.	Opus Consultants (Sarawak) Sdn Bhd	Project management and engineering consultancy	100
43.	Pengurusan LRT Sdn Bhd	In Liquidation	100
44.	Opus International India Private Limited	Provision of asset development and asset management services	100
45.	Opus Al-Dauliyyah L.L.C.	Engineering consultancy services	100
46.	<u>Associated company of OIM</u> Opus Consultants (M) Sdn Bhd	Engineering consultancy services	30
47.	<u>Subsidiaries of EGT</u> KFM Projects Sdn Bhd	Project management consulting services	80
48.	KFM Systems Sdn Bhd	Consultancy and contractors for building management systems for the built environment	80
49.	KFM Solutions Sdn Bhd	Consultancy services in the green, smart and connected urban ecology and integrated facility management services	80
50.	KFM Energy	Provision of consultancy and other services relating to conservation and renewable energy	80
51.	Veridis PPP One Sdn Bhd	Concession holder specialising in retro-fitting works of building utilising green technology	80
52.	Operon Malaysia Sdn Bhd	Provision of supervising officer for activities related to Green Technology and other solutions for the built environment	80
53.	Operon Middle East Limited	Facilities management and building cleaning services	80
54.	Operon Consulting Sdn Bhd	Asset management consultancy services	56
55.	KFM Middle East Limited	Dormant	56
56.	<u>Associated company of Operon Consulting Sdn Bhd</u> Operon Asset Advisory Sdn Bhd	Asset management consulting services	27
57.	<u>Subsidiary of Edgenta (Singapore) Pte Ltd</u> UEMS	Investment holding	97.5
58.	<u>Subsidiaries of UEMS</u> UEMS Solutions Pte Ltd	Provision of facility management services	97.5
59.	UEMS Malaysia	Provision of facility management services	97.5
60.	Edgenta UEMS Ltd	Provision of facility management services	97.5
61.	ServiceMaster Hong Kong Limited	Provision of facility management services	97.5

No.	Name of company	Principal activities/status	UEM Edgenta's direct/indirect interest in the company (%)
62.	<u>Subsidiary of Edgenta UEMS Ltd</u> Edgenta UEMS SC Ltd	Provision of cleaning and consulting services for business enterprises, buildings and home service to individuals	97.5

### 2.3 Basis of estimated value of RRPTs

The estimated transaction values of the RRPTs, for which the Proposed Mandate is being sought, as set out in Part A and B of Appendix I of this Circular are based on estimated prevailing prices which are or will be formalised in agreements or contracts to be entered into by relevant members of the UEM Edgenta Group with the Transacting Parties based on UEM Edgenta Group's usual levels of transaction and on the business volume from the date of the 57<sup>th</sup> AGM of the Company to the next AGM of the Company. The actual value of transactions may, however, vary from the estimated value disclosed in Part A and B of Appendix I of this Circular if there are any changes in the business, economic and/or competitive environment.

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

The aggregate principal amount and interest of Outstanding RRPT Receivables from UEM Edgenta Group's Related Parties which have exceeded the credit term as at 31 December 2019 is approximately RM76.1 million, the details of which are set out in Appendix II in this Circular.

In relation to the Outstanding RRPT Receivables, no late payment charges are imposed as the Directors of the Company are optimistic that the amount is recoverable. The management focuses on credit management and actively meets and negotiates with Related Parties to pursue the Outstanding RRPT Receivables. The Company will recover the Outstanding RRPT Receivables progressively.

### 2.5 Validity period of the Proposed Mandate

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

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

whichever is the earlier.

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

## **2.6 Disclosure of RRPTs**

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

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

## **2.7 Review Procedures for RRPTs**

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

- (a) The terms of any transaction proposed to be entered into between the Company or any of its subsidiaries involving the interest of a Related Party will be submitted to the Senior Management and Managing Director/Chief Executive Officer of the Company or EMCO for review.
- (b) Wherever practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.
- (c) Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price and terms and conditions of the transactions for the products or services will be in accordance with the UEM Edgenta Group's usual business practice and not detrimental to the minority shareholders of the Company.
- (d) Information on the Related Parties and review procedures applicable to the RRPTs which involve the interest, direct or indirect, of such Related Parties have been disseminated to the Company's operating divisions and subsidiaries and will continue to be disseminated from time to time, for their reference in ensuring that all transactions with such Related Parties are undertaken on an arm's length basis and on normal commercial terms which are not or will not be more favourable to the Related Parties than those generally available to the public.
- (e) The Senior Management will determine whether the transaction is recurrent in nature. If it is concluded that the Related Party Transaction is recurrent and is undertaken on an arm's length basis and on the UEM Edgenta Group's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public, the Senior Management will forward their recommendation to the Managing Director/Chief Executive Officer of the Company or EMCO.
- (f) With the concurrence of the Managing Director/Chief Executive Officer of the Company or EMCO, the recommendation will be submitted to the AC.
- (g) The AC will review the recommendation and report the same to the Board of Directors for its approval.

- (h) There is no specific threshold for approval of RRPTs within UEM Edgenta Group. All RRPTs are reviewed and authorised by the Senior Management and the Managing Director/Chief Executive Officer of the Company or EMCO, provided always that such personnel has no interest in the transaction and the said transaction has been approved pursuant to the shareholders' mandate obtained at a general meeting for RRPTs.
- (i) A register will be maintained by the Company to record all RRPTs.
- (j) The annual internal audit plan shall incorporate a review of all RRPTs as described in the Proposed Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to.
- (k) The AC shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPTs have been complied with and the review may be done together with the review of the quarterly results.
- (l) The Board and the AC have reviewed and shall continue to review the adequacy and appropriateness of the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate.
- (m) If a member of the Board or the AC has an interest in a transaction to be reviewed by the Board or the AC as the case may be, he or she will abstain from any deliberation and decision making by the Board or the AC as the case may be, in respect of such transaction and continue to abstain from voting on the resolution approving the transaction.

## **2.8 Statement by the AC**

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

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

## **3. RATIONALE AND BENEFITS OF THE PROPOSED MANDATE**

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

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



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

#### **4. EFFECTS OF THE PROPOSED MANDATE**

The Proposed Mandate is not expected to have any effect on the issued and paid-up share capital and substantial shareholders' shareholdings of the Company and are not expected to have any material effect on the net assets and earnings of the UEM Edgenta Group for the financial year ending 31 December 2020.

However, the Proposed Mandate is in relation to transactions which are of a revenue or trading nature and which form an integral part of the UEM Edgenta Group's day-to-day operations and hence, they contribute to the Company's financial performance.

#### **5. CONDITION OF THE PROPOSED MANDATE**

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

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

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

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

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

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



## 7. DIRECTORS' RECOMMENDATION

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

All Directors are deemed interested in the RRPT listed under item 23 in Part A of Appendix I as the transacting Related Parties cannot be ascertained as at the date of this Circular. The Directors have abstained from forming an opinion on the RRPT and in making any recommendation in respect thereof. The Directors will abstain and have undertaken to ensure that Persons Connected to them will abstain from voting in respect of their direct and/or indirect shareholdings in the Company at the forthcoming AGM of the Company, in respect of item 23 in Part A of Appendix I.

## 8. AGM

The 57<sup>th</sup> AGM of the Company, the notice of which is available for download from the Company's website at <https://www.uemedgenta.com/investor-relations/reports-publications>, will be held entirely via Remote Participation and Voting (RPV) facilities at The Grounds, Level 12, Menara UEM, Tower 1, Avenue 7, The Horizon, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Friday, 26 June 2020 at 3.00 p.m. for the purpose of considering and if thought fit, passing the resolutions to give effect to the Proposed Mandate.

The venue of the 57<sup>th</sup> AGM is strictly for the purpose of complying with Article 68 of the Constitution of the Company which requires the Chairperson of the meeting to be present at the main venue of the meeting. **No shareholders/proxy(ies)** from the public will be physically present at the Broadcast venue.

If you wish to appoint a proxy to attend and vote at the 57<sup>th</sup> AGM of the Company, you are requested to complete, sign and return the Proxy Form available for download from the Company's website at <https://www.uemedgenta.com/investor-relations/reports-publications> in accordance with the instructions contained therein as soon as possible and in any event to arrive at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for the 57<sup>th</sup> AGM or any adjournment thereof. Alternatively, you may submit the proxy form electronically via TIIH Online website at <https://tiih.online> (applicable to individual shareholders only).

## 9. FURTHER INFORMATION

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

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

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

## NATURE OF THE RRPTS

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

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
1.	UEM Edgenta Group	UEMG Group	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> Dato' Mohd Izani Ghani  <u>Persons Connected</u> Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  Dato' Mohd Izani Ghani is a Director of UEM Edgenta and UEMG.  Dato' Mohd Izani Ghani does not have any equity interest in UEMG.	Provision of Directors and staff training and development by UEMG Group. <sup>(a)</sup>	2,200	41	1,000
					Provision of administrative and audit and tax services by UEMG Group. <sup>(a)</sup>	6,000	944	2,000
					Rental of office space in Tower 1, Avenue 7, Bangsar South and ancillary facilities from UEMG Group. <sup>(b)^</sup>	10,000	7,288	8,000
					Rental of archive store at Taman Desa and ancillary facilities from UEMG Group. <sup>(b)^^</sup>	400	275	400
					Rental of meeting rooms in Tower 1, Avenue 7, Bangsar South ancillary facilities from UEMG Group.	180	3	(d)

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
	UEM Edgenta Group (cont'd)	UEMG Group			Provision of services to UEMG as follows:  (i) proposed provision of vehicle screening services for projects developed; (ii) design and project management fees for projects; (iii) provision for soil investigation, instrumentation, material testing, environmental and pavement condition assessment works for rail projects; and/or (iv) provision of energy management services.	56,000	5,085	(d)
					Provision of design to UEMG Group, project management fees and consultancy fees from UEMG Group in relation to development of overseas projects.	11,000	(f)	(d)
					Rental of training space at UEM Learning Centre, Petaling Jaya from UEMG Group <sup>(b)~~~~~</sup>	900	910	1,200
					Payment of annual nomination fee to UEMG. <sup>(g)</sup>	15,000	(f)	15,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
2.	UEM Edgenta Group	PLUS Malaysia Group	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz  <u>Persons Connected</u> Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  PLUS Malaysia is a 51% subsidiary of UEMG.  Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz are Directors of UEM Edgenta and PLUS Malaysia.  Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz do not have any equity interest in PLUS Malaysia.	Provision of facilities maintenance services to PLUS Malaysia Group. <sup>(a)(c)</sup>	6,000	107	1,000
					Provision of highway operations and maintenance services through Performance Based Contract ("PBC") concept to PLUS Malaysia Group.	818,000	(f)	815,000
					Provision of design, consultancy services, maintenance management & technical services to PLUS Malaysia Group; project management fees and development & proposed network maintenance fee from PLUS Malaysia Group.	69,600	37,258	50,000
					Provision of highway maintenance services to PLUS Malaysia Group.	1,033,000	771,350	1,132,000
					Provision of maintenance services of the real time monitoring system and soil investigation works for upgrading of existing and new facilities to PLUS Malaysia Group.	2,200	(f)	2,200

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
3.	UEM Edgenta Group	UEM Sunrise Group	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> Tan Sri Dr. Azmil Khalid, Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz  <u>Persons Connected</u> Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.	Provision of facilities maintenance services to UEM Sunrise Group. <sup>(a)(c)(l)</sup>	5,000	6,305	8,000
				UEM Edgenta is a 69.14% subsidiary of UEMG.	Provision of integrated facilities management and estate management services by UEM Edgenta Group to UEM Sunrise Group. <sup>(a)</sup>	15,500	302	(d)
				UEM Sunrise is a 66.06% subsidiary of UEMG.	Provision of services to UEM Sunrise Group as follows:	48,700	(f)	1,000
				Tan Sri Dr. Azmil Khalid, Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz are Directors of UEM Edgenta and UEM Sunrise.  Tan Sri Dr. Azmil Khalid, Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz do not have any equity interest in UEM Sunrise.	(i) pavement, mechanical, electrical and electronic ("MEE") works, utilities relocation and traffic management works; (ii) project management consultancy services for commercial development; (iii) proposed soil investigation works, instrumentation, material testing, environmental services and pavement works for projects development; (iv) provision of energy management services; and/or (v) provision of Strata and Building Facilities Management software - User License Fee.			
					Rental of office space in Imperia Tower, Iskandar Puteri, Johor from UEM Sunrise Group. <sup>(b)~~~~</sup>	500	(f)	(d)

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
4.	UEM Edgenta Group	TARH	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  TARH is a wholly-owned subsidiary of Khazanah.	Provision of consultancy and township management services which includes integrated facilities management (mechanical and electrical ("M&E"), housekeeping, security, estate management, safety & health) and community management to TARH.	500	(f)	(d)
					Provision of services to TARH as follows:  (i) pavement, MEE works, utilities relocation and traffic management works; (ii) proposed soil investigation works, instrumentation, material testing, environmental services for hotels and resorts; and/or (iii) buildings and facilities audit exercise at Desaru Adventure Water Park.	15,500	(f)	400

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
5.	UEM Edgenta Group	CIMA	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> Dato' Mohd Izani Ghani  <u>Persons Connected</u> Elakumari Kantilal <sup>(k)</sup>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>CIMA is a wholly-owned subsidiary of UEMG.</p> <p>Dato' Mohd Izani Ghani is a Director of UEM Edgenta and CIMA.</p> <p>Dato' Mohd Izani Ghani does not have any equity interest in CIMA.</p>	Provision of energy management services through Energy Performance Contract at various locations to CIMA. <sup>(h)</sup>	20,800	(f)	(d)
6.	UEM Edgenta Group	MAHB	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(j)</sup> and Elakumari Kantilal <sup>(k)</sup>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>MAHB is a 33.21% associated company of Khazanah.</p>	Provision of energy management services through energy performance contract to MAHB. <sup>(h)</sup>	5,000	(f)	(d)

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
7.	UEM Edgenta Group	First Impact	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  First Impact is a wholly-owned subsidiary of UEMG.	Provision of asset management services for office buildings of First Impact. <sup>(i)</sup>	28,100	9,856	18,000
8.	UEM Edgenta Group	TM Group	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  TM is a 26.15% associated company of Khazanah.	Provision of services to TM Group as follows:  (i) facilities maintenance services and energy management services <sup>(e)(h)</sup> ; (ii) pavement, civil, MEE works, utilities relocation works and traffic management services; and/or (iii) infrastructure maintenance of telecommunications network.	42,000	(f)	12,000
9.	UEM Edgenta Group	MAHB Group	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  MAHB is a 33.21% associated company of Khazanah.	Provision of services to MAHB Group as follows:  (i) pavement, civil, MEE works, utilities relocation works and traffic management services; and/or (ii) proposed soil investigation works, instrumentation, material testing, environmental services and pavement works for airports.	33,000	(f)	53,000



Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
10.	UEM Edgenta Group	TNB Group	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  TNB is a 25.77% associated company of Khazanah.	Provision of services to TNB Group as follows:  (i) project management consultancy services for office building; (ii) provision of pavement, MEE works, utilities relocation and traffic management works; (iii) proposed soil investigation works, instrumentation, material testing, environmental services; and/or (iv) provision of integrated facilities management and energy services for TNB Buildings.	25,000	(f)	10,000
11.	UEM Edgenta Group	Borneo Highway PDP Sdn Bhd	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> UEM MMC Joint Venture Sdn Bhd, Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  Borneo Highway PDP Sdn Bhd is a 40% associated company of UEM MMC Joint Venture Sdn Bhd, which in turn is a 50% joint venture of UEMG.	Provision of services to Borneo Highway PDP Sdn Bhd as follows:  (i) pavement, MEE works, utilities relocation and traffic management works; (ii) payment of project management fees for highway project; and/or (iii) proposed soil investigation works, instrumentation, material testing, environmental services and pavement works.	85,000	152	13,000
					Provision of Design and Consultancy Services for Borneo Highway PDP Sdn Bhd.	3,600	296	(d)

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
12.	UEM Edgenta Group	Cenviro Group	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> Tan Sri Dr. Azmil Khalid</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani<sup>(i)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>Cenviro is a wholly-owned subsidiary of Khazanah.</p> <p>Tan Sri Dr. Azmil Khalid is a Director of UEM Edgenta and Cenviro.</p> <p>Tan Sri Dr. Azmil Khalid does not have any equity interest in Cenviro.</p>	<p>Provision of services to Cenviro Group as follows:</p> <p>(i) provision of office services; and/or</p> <p>(ii) proposed soil investigation works, instrumentation, material testing, environmental services.</p>	200	57	200
13.	UEM Edgenta Group	Axiata Group Berhad and its subsidiaries	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani<sup>(i)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>Axiata Group Berhad is 36.77% associated company of Khazanah.</p>	Provision of integrated facilities management and energy services to Axiata Group Berhad.	12,000	(f)	(d)

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
14.	UEM Edgenta Group	Konsortium Prohawk Sdn Bhd	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> Dato' Mohd Izani Ghani  <u>Persons Connected</u> Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.	Provision of management, operations and maintenance of parking facilities, café, medical hotel and retail business at Women & Children Hospital ("WACH") to Konsortium Prohawk Sdn Bhd.	7,000	(f)	4,500
				Konsortium Prohawk Sdn Bhd is a 65% subsidiary of UEMG.  Dato' Mohd Izani Ghani is a Director of UEM Edgenta and Konsortium Prohawk Sdn Bhd.  Dato' Mohd Izani Ghani does not have any equity interest in Konsortium Prohawk Sdn Bhd.	Provision of asset management services for WACH to Konsortium Prohawk Sdn Bhd. <sup>(i)</sup>	28,000	26,761	35,000
15.	UEM Edgenta Group	Putrajaya Holdings	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(j)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  Putrajaya Holdings is a 15.59% associated company of Khazanah.	Provision of services to Putrajaya Holdings as follows:  (i) Proposed soil investigation works, instrumentation, material testing, environmental services, pavement works for projects; and/or (ii) provision of integrated facilities management and estate management.	5,000	(f)	(d)

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
16.	UEM Edgenta Group	PT Lintas Marga Sedaya ("PT Lintas")	<u>Major Shareholders</u> None  <u>Directors</u> None  <u>Persons Connected</u> None	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  PLUS Expressways International Berhad, a wholly-owned subsidiary of UEMG, has disposed its 55% interest in PT Lintas.	Provision of maintenance services for highway to PT Lintas.	145,000	32,452	(d)
					Project management services for new infra structure projects to PT Lintas.	8,000	(f)	(d)
17.	UEM Edgenta Group	Malaysia Airlines Berhad	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Malaysia Aviation Group Berhad, Dato' Mohd Izani Ghani <sup>(j)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  Malaysia Airlines Berhad is a wholly-owned subsidiary of Malaysia Aviation Group Berhad, which in turn is a wholly-owned subsidiary of Khazanah.	Provision of cleansing services to Malaysia Airlines Berhad	9,000	(f)	(d)
18.	UEM Edgenta Group	TERAS	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> PLUS Malaysia, Dato' Mohd Izani Ghani <sup>(j)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  TERAS is a wholly-owned subsidiary of PLUS Malaysia, which in turn is a 51% subsidiary of UEMG.	Provision of fourth lane widening ("FLW") utilities and services to TERAS.	2,000	22	(d)
					Provision of MEE works by TERAS to Edgenta PROPEL.	20,000	(f)	20,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
19.	UEM Edgenta Group	Kualiti Alam	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Cenviro, Dato' Mohd Izani Ghani<sup>(i)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>Kualiti Alam is a wholly-owned subsidiary of Cenviro, which in turn is a wholly-owned subsidiary of Khazanah.</p>	Provision of waste collection services by Kualiti Alam.	3,000	347	3,000
20.	UEM Edgenta Group	Kuad	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> CIMA, Dato' Mohd Izani Ghani<sup>(i)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>Kuad is a 70% subsidiary of CIMA, which in turn is a wholly-owned subsidiary of UEMG.</p>	Purchase of material and provision of pavement works from Kuad.	35,000	9,726	35,000
21.	UEM Edgenta Group	Kuari Pati	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> CIMA, Dato' Mohd Izani Ghani<sup>(i)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>Kuari Pati is a wholly-owned subsidiary of CIMA, which in turn is a wholly-owned subsidiary of UEMG.</p>	Purchases of materials for pavement works from Kuari Pati.	50,000	1,760	50,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
22.	UEM Edgenta Group	TT dotCom Sdn Bhd	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> TdC, PKV, Dato' Mohd Izani Ghani<sup>(i)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>TT dotCom Sdn Bhd is a wholly-owned subsidiary of TdC.</p> <p>TdC is a 10.84% associated company of Khazanah.</p> <p>TdC is a 29.39% associated company of PKV, which in turn is a 30.0% associated company of Khazanah.</p>	Provision of fiber optic maintenance on highway by TT dotCom Sdn Bhd.	3,000	1,256	3,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
23.	UEM Edgenta Group's property development companies	Any Related Party who may wish to purchase properties developed by UEM Edgenta Group's property development companies	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> Tan Sri Dr. Azmil Khalid, Dato' Mohd Izani Ghani, Dato' Noorazman Abd Aziz, Robert Tan Bun Poo, Elakumari Kantilal, Dato' George Stewart LaBrooy, Emily Kok and Rowina Ghazali Seth  <u>Persons Connected</u> None	All Directors and Major Shareholders of UEM Edgenta are interested in this transaction.  All Directors of UEM Edgenta do not have any direct and/or indirect shareholding in UEM Edgenta.  All Directors and Major Shareholders of UEM Edgenta will abstain and ensure that all Persons Connected to them will abstain from voting on the relevant resolution.  Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.	Sale of property units by UEM Edgenta Group's property development companies. <sup>(e)</sup>	7,000	(f)	7,000
24.	EMS	Cenviro Group	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(j)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  EMS is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.  Cenviro is a wholly-owned subsidiary of Khazanah.	Provision of healthcare waste management services by Cenviro Group.	4,000	1,703	12,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
25.	EMS Group	SMS Likas	<u>Major Shareholders</u> None  <u>Directors</u> None  <u>Persons Connected</u> None	<p>EMS has disposed its 60% interest in FLS Sabah.</p> <p>Prior to the disposal, SMS Likas holds 40% of the equity interest in FLS Sabah.</p>	Provision of linen processing involving washing, drying and folding of linen, linen transportation involving transportation of linen from the plant to hospitals and vice versa, and manpower supply by SMS Likas. <sup>(a)</sup>	5,000	1,634	(d)
26.	EFSB Group	Symphony Hills Sdn Bhd (“Symphony Hills”)	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Bandar Nusajaya Development Sdn Bhd, UEM Land, UEM Sunrise, Dato’ Mohd Izani Ghani <sup>(j)</sup> and Elakumari Kantilal <sup>(k)</sup>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>EFSB is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Symphony Hills is a wholly-owned subsidiary of Bandar Nusajaya Development Sdn Bhd, which in turn is a wholly-owned subsidiary of UEM Land, which in turn is a wholly-owned subsidiary of UEM Sunrise, which in turn is a 66.06% subsidiary of UEMG.</p>	Provision of cleaning services at sales gallery, office and unit show houses for Symphony Hills.	500	261	500



Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
27.	EFSB Group	Setia Haruman Sdn Bhd (“Setia Haruman”)	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> UEM Land, UEM Sunrise, Dato’ Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  EFSB is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.  Setia Haruman is a 25% associated company of UEM Land, which in turn is a wholly-owned subsidiary of UEM Sunrise, which in turn is a 66.06% subsidiary of UEMG.	Provision of facilities maintenance services to Setia Haruman.  Rental payable on a monthly basis by EFSB Group to Setia Haruman for office space. <sup>(b)^^^</sup>	8,000	6,002	8,000
28.	EFSB Group	UEM Builders	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato’ Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  EFSB is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.  UEM Builders is a wholly-owned subsidiary of UEMG.	Provision of cleaning services and M&E maintenance to UEM Builders. <sup>(m)</sup>	400	143	400
29.	EFSB Group	UEMG	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato’ Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  EFSB is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.	Provision of cleaning and landscaping services for UEM Learning Centre to UEMG.	250	15	(d)

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30.	EFSB Group	TERAS	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> PLUS Malaysia, Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  EFSB is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.  TERAS is a wholly-owned subsidiary of PLUS Malaysia, which in turn is a 51% subsidiary of UEMG.	Provision of cleaning services to TERAS warehouse.	100	3	(d)
31.	EFSB Group	UEM Sunrise	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  EFSB is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.  UEM Sunrise is a 66.06% subsidiary of UEMG.	Provision of facilities management services for office buildings of UEM Sunrise.	100	(f)	(d)
32.	EFSB Group	CIMB Group	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  EFSB is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.  CIMB is a 23.07% associated company of Khazanah.	Provision of facilities maintenance services to CIMB Group.	50,000	12,656	50,000

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33.	Edgenta PROPEL	UEM Construction	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> UEM Builders, Dato' Mohd Izani Ghani <sup>(j)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  Edgenta PROPEL is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.  UEM Construction is a wholly-owned subsidiary of UEM Builders, which in turn is a wholly-owned subsidiary of UEMG.	Upgrade works for Bayan Lepas Expressway for UEM Construction.	2,000	249	1,000
					Provision of FLW civil works, MEE works and street lighting and traffic management services to UEM Construction.	4,000	119	2,000
34.	Edgenta PROPEL	UEM Builders	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(j)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  Edgenta PROPEL is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.  UEM Builders is a wholly-owned subsidiary of UEMG.	Pavement, civil, MEE works, utilities relocation and traffic management works for UEM Builders.	5,000	(f)	(d)
35.	Edgenta PROPEL	UEMG	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(j)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  Edgenta PROPEL is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.	Payment of annual nomination fee to UEMG. <sup>(g)</sup>	15,000	10,000	(d)
					Pavement, civil, MEE works, utilities relocation and traffic management works for UEMG.	50,000	(f)	(d)

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36.	Edgenta PROPEL	PT Karabha Gryamandiri – PT Nusa Raya Cipta Consortium	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> UEM Construction, UEM Builders, Dato' Mohd Izani Ghani<sup>(j)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>Edgenta PROPEL is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>PT Karabha Gryamandiri is a 55% subsidiary of UEM Construction, which in turn is a wholly-owned subsidiary of UEM Builders, which in turn is a wholly-owned subsidiary of UEMG.</p>	Contract awarded by PT Karabha Gryamandiri – PT Nusa Raya Cipta Consortium for highway pavement works.	1,000	(f)	(d)
37.	Edgenta EMT	PLUS Malaysia Group	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani<sup>(j)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>Edgenta EMT is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>PLUS Malaysia is a 51% subsidiary of UEMG.</p>	Provision of maintenance services of the real time monitoring system to PLUS Malaysia Group.	1,000	10	(d)
					Soil investigation works for upgrading of existing and new facilities for PLUS Malaysia Group.	1,200	(f)	(d)

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38.	Edgenta EMT	UEM Builders	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>Edgenta EMT is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>UEM Builders is a wholly-owned subsidiary of UEMG.</p>	Proposed soil investigation works, instrumentation, material testing, environmental services and pavement works for UEM Builders by Edgenta EMT.	1,200	(f)	(d)
39.	Edgenta EMT	PLUS Malaysia	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>Edgenta EMT is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>PLUS Malaysia is a 51% subsidiary of UEMG.</p>	Proposed slope rehab works for soil investigation to PLUS Malaysia.	2,400	(f)	(d)
					Proposed bridge structure, instrumentation and soil investigation works for development of expressway to PLUS Malaysia.	3,800	(f)	(d)
40.	Edgenta EMT	UEMG	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>Edgenta EMT is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p>	Soil investigation project for Paroi-Senawang-KLIA-Salak Tinggi (SKLIA) project for UEMG.	3,600	(f)	(d)

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41.	Edgenta EMT	CIMA Group	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani<sup>(j)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>Edgenta EMT is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>CIMA is a wholly-owned subsidiary of UEMG.</p>	Proposed soil investigation works, instrumentation, material testing, environmental services and pavement works for CIMA Group of Companies by Edgenta EMT.	600	(f)	(d)
42.	OIM	PT Lintas	<p><u>Major Shareholders</u> None</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> None</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>PLUS Expressways International Berhad, a wholly-owned subsidiary of UEMG, has disposed its 55% interest in PT Lintas.</p>	Provision of maintenance management & technical services for highways and bridges at Cikampek Palimanan highway by OIM to PT Lintas.	3,100	907	(d)

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43.	OIM	IHH Healthcare Group	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Pulau Memutik Ventures Sdn Bhd, Dato' Mohd Izani Ghani<sup>(j)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>OIM is a wholly-owned subsidiary of Opus, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>IHH Healthcare is a 26.03% associated company of Pulau Memutik Ventures Sdn Bhd, which in turn is a wholly-owned subsidiary of Khazanah.</p>	To provide project management and engineering consultancy services for development of hospitals to IHH Healthcare.	1,200	(f)	(d)
44.	OIM	MAHB	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani<sup>(j)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>OIM is a wholly-owned subsidiary of Opus, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>MAHB is a 33.21% associated company of Khazanah.</p>	To provide project management and engineering design consultancy services to Aeropolis and Staff Quarters project for MAHB.	4,000	(f)	4,000

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45.	OIM	Putrajaya Holdings	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani<sup>(j)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>OIM is a wholly-owned subsidiary of Opus, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Putrajaya Holdings is a 15.59% associated company of Khazanah.</p>	To provide project management and engineering design consultancy for development of train transport system in Putrajaya to Putrajaya Holdings.	3,500	(f)	(d)
46.	UEMS Malaysia	IMU Education Sdn Bhd	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> IMU Health Sdn Bhd, IHH Healthcare, Pulau Memutik Ventures Sdn Bhd, Dato' Mohd Izani Ghani<sup>(j)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEMS Malaysia is a wholly-owned subsidiary of UEMS, which in turn is a 97.46% subsidiary of Edgenta Singapore, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>IMU Education Sdn Bhd is a wholly-owned subsidiary of IMU Health Sdn Bhd, which in turn is a wholly-owned subsidiary of IHH Healthcare, which in turn is a 26.03% associated company of Pulau Memutik Ventures Sdn Bhd, which in turn is a wholly-owned subsidiary of Khazanah.</p>	Provision of facilities maintenance services to IMU. <sup>(c)</sup>	500	239	1,500



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47.	UEMS Malaysia	Parkway Pantai Group	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Integrated Healthcare Holdings Limited, IHH Healthcare, Pulau Memutik Ventures Sdn Bhd, Dato' Mohd Izani Ghani<sup>(i)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEMS Malaysia is a wholly-owned subsidiary of UEMS, which in turn is a 97.46% subsidiary of Edgenta Singapore, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Parkway Pantai is a wholly-owned subsidiary of Integrated Healthcare Holdings Limited, which in turn is a wholly-owned subsidiary of IHH Healthcare, which in turn is a 26.03% associated company of Pulau Memutik Ventures Sdn Bhd, which in turn is a wholly-owned subsidiary of Khazanah.</p>	Provision of facilities maintenance services to Pantai Holdings Group at various Pantai hospitals. <sup>(c)</sup>	25,000	8,548	20,000
48.	UEMS Malaysia	Khazanah	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani<sup>(i)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEMS Malaysia is a wholly-owned subsidiary of UEMS, which in turn is a 97.46% subsidiary of Edgenta Singapore, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p>	Provision of cleansing services at KLCC and KL Sentral to Khazanah.	500	316	500

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
49.	UEMS Solutions Pte Ltd	IHH Healthcare Group	<p>Major Shareholders Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Pulau Memutik Ventures Sdn Bhd, Dato' Mohd Izani Ghani<sup>(j)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEMS Solutions Pte Ltd is a wholly-owned subsidiary of UEMS, which in turn is a 97.46% subsidiary of Edgenta Singapore, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>IHH Healthcare is a 26.03% associated company of Pulau Memutik Ventures Sdn Bhd, which in turn is a wholly-owned subsidiary of Khazanah.</p>	Provision of housekeeping services at various IHH Healthcare Hospitals to IHH Healthcare.	4,500	1,915	10,000
50.	KFM Energy	Cenviro	<p>Major Shareholders Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani<sup>(j)</sup> and Elakumari Kantilal<sup>(k)</sup></p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>KFM Energy is a wholly-owned subsidiary of EGT, which in turn is a 80% subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Cenviro is a wholly-owned subsidiary of Khazanah.</p>	Consultancy for design assessment for submission of Green Building Index rating for Cenviro.	25	(f)	25

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 16 April 2019 RM'000	Actual value transacted since 15 May 2019 to LPD RM'000	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
51.	KFM Energy	Silterra Malaysia	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(j)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  KFM Energy is a wholly-owned subsidiary of EGT, which in turn is a 80% subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.  Silterra Malaysia is a wholly-owned subsidiary of Khazanah.	Engineering, procurement, installation and commissioning for chillers to Silterra Malaysia.	1,000	759	1,000
					Provision of Energy Efficiency, Energy and Plant Monitoring services by KFM Energy to Silterra Malaysia.	10,000	(f)	10,000

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

Item	Company in UEM Edgenta Group	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
1.	UEM Edgenta Group	UEMG Group	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> Dato' Mohd Izani Ghani  <u>Persons Connected</u> Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  Dato' Mohd Izani Ghani is a Director of UEM Edgenta and UEMG.  Dato' Mohd Izani Ghani does not have any equity interest in UEMG.	Provision of building maintenance works to UEMG Group.	20,000
					Provision of services to UEMG Group as follows:  (i) proposed provision of vehicle screening services for projects developed; (ii) design and project management fees for projects; (iii) provision for soil investigation, instrumentation, material testing, environmental and pavement condition assessment works for infrastructure projects; and/or (iv) provision of energy management services.	12,000
					Pavement, civil, MEE works, utilities relocation and traffic management works for UEMG Group.	20,000
2.	UEM Edgenta Group	IHH Healthcare Group	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Pulau Memutik Ventures Sdn Bhd, Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  IHH Healthcare is a 26.03% associated company of Pulau Memutik Ventures Sdn Bhd, which in turn is a wholly-owned subsidiary of Khazanah.	Provision of hospital support services to IHH Healthcare Group.	20,000

Item	Company in UEM Edgenta Group	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value of transaction from 26 June 2020 to next AGM@ RM'000
3.	UEM Edgenta Group	Cenviro Group	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> Tan Sri Dr. Azmil Khalid  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  Cenviro is a wholly-owned subsidiary of Khazanah.  Tan Sri Dr. Azmil Khalid is a Director of UEM Edgenta and Cenviro.  Tan Sri Dr. Azmil Khalid does not have any equity interest in Cenviro.	Provision of healthcare waste management services to Cenviro Group.	5,500
4.	UEM Edgenta Group	TNB Group	<u>Major Shareholders</u> Khazanah and UEMG  <u>Directors</u> None  <u>Persons Connected</u> Dato' Mohd Izani Ghani <sup>(i)</sup> and Elakumari Kantilal <sup>(k)</sup>	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.  UEM Edgenta is a 69.14% subsidiary of UEMG.  TNB is a 25.77% associated company of Khazanah.	Provision for design and build for demo and display centre for TNB Group.	4,000

**Notes:**

- @ The estimated values of the RRPTs from the date of the 57<sup>th</sup> AGM of the Company to the next AGM are based on historical records and/or management estimates. The estimated values may vary and are subject to changes.
- (a) For these specific RRPTs, the Company seeks shareholders' mandate for transactions to be entered into between any company in the UEM Edgenta Group and the Transacting Party, as these are everyday transactions occurring from time to time and it is envisaged that each of the companies in the UEM Edgenta Group may from time to time transact with the relevant Transacting Party for such specified RRPTs.
- (b) For these "Rental" RRPTs, the amounts payable are in respect of tenancy of premises for periods of not more than three (3) years each, for which the payments for tenancy are on the basis of equal pro-rated monthly instalments.
- ^ Description and area of the premises in Menara UEM, Tower 1, Avenue 7, The Horizon, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur are as follows:

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

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

<b>Description of the archive store at Taman Desa, Jalan Kelang Lama, 58100 Kuala Lumpur</b>	<b>Area of the archive store (square feet)</b>
Lot 17, Lot 11, Lot 13, Lot 15, G-2, Jalan 3/109E, Taman Desa Business Park, Taman Desa, Jalan Kelang Lama, 58100 Kuala Lumpur	14,960

^^^ Description and area of the office space at Unit 2N, 2<sup>nd</sup> Floor, Block 2330, Century Square 1, Jalan Usahawan, 63000 Cyberjaya, Selangor Darul Ehsan is as follows:

<b>Description of the office space at Unit 2N, 2<sup>nd</sup> Floor, Block 2330, Century Square 1, Jalan Usahawan, 63000 Cyberjaya, Selangor Darul Ehsan</b>	<b>Area of the office space (square feet)</b>
Operation Office	1,189

^^^^ Description and area of the office space at Imperia Tower, Iskandar Puteri, Johor is as follows:

<b>Description of the office space at Imperia Tower, Iskandar Puteri, Johor</b>	<b>Area of the office space (square feet)</b>
Operation office	5,782

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

<b>Description of the training space at UEM Learning Centre, Petaling Jaya</b>	<b>Area of the office space (square feet)</b>
Training space	29,820

- (c) Provision of facilities maintenance services includes facilities management and administration; building services (M&E), housekeeping management; security, safety and health management.
- (d) Shareholders' approval for the renewal of RRPT pursuant to the Proposed Renewal of Shareholders' Mandate not being sought at the 57<sup>th</sup> AGM of the Company.
- (e) These transactions relate to the possible sale, from time to time, by any of the subsidiaries of the Company that are involved in property development, of units of properties built or to be built by it as part of its normal principal business activity. It is not possible to ascertain the names and class of the Related Parties that may acquire, or may be interested in acquiring, any such properties. The Company's application to Bursa Securities to be permitted to seek this mandate pursuant to paragraph 4.3(a) of Bursa Securities' Practice Note 12/2001 was approved by Bursa Securities vide its letter of 14 April 2003, subject to the conditions that the mandate is limited to companies within UEM Edgenta Group that are involved in property development and provided that the transaction is a RRPT as defined under Bursa Securities' Practice Note 12/2001, and that none of the percentage ratios as defined under the Listing Requirements exceed 10%.

- (f) No transaction was entered into in relation to the RRPT.
- (g) Nomination fee paid to UEMG on assignment of rights of highway maintenance from UEMG to the Company.
- (h) Provision of energy management services includes energy monitoring and energy savings program.
- (i) Provision of asset management services includes facilities engineering maintenance services (FEMS), biomedical engineering maintenance services (BEMS), cleaning services (CLS), linen & laundry services (LLS), healthcare waste management services (HWMS) and asset replacement program (AMP).
- (j) Dato' Mohd Izani Ghani is a nominee from UEMG.
- (k) Elakumari Kantilal is a nominee from Khazanah.
- (l) The deviation between the actual value transacted and the estimated value disclosed in the circular to shareholders dated 16 April 2019 was due to additional variation work order for facilities maintenance services to UEM Sunrise Group. Pursuant to Paragraph 10.09(2)(e) of the Listing Requirements, the Company had on 9 April 2020 announced the deviation to Bursa Securities.
- (m) Provision of mechanical and electrical maintenance services (M&E) includes electrical, air-conditioner, plumbing and fire protection systems.

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## DETAILS OF THE OUTSTANDING RRPT RECEIVABLES

Item	Company in UEM Edgenta Group	Transacting Party	Nature of transaction	Outstanding RRPT Receivables as at 31 December 2019 RM	Outstanding RRPT Receivables as at 31 December 2019 which exceed normal credit period of			
					1 year or less RM	More than 1 to 3 years RM	More than 3 to 5 years RM	More than 5 years RM
1	UEM Edgenta Group	UEM Group	Provision of services to UEMG as follows:  (i) proposed provision of vehicle screening services for projects developed; (ii) design and project management fees for projects; (iii) provision for soil investigation, instrumentation, material testing, environmental and pavement condition assessment works for rail projects; and/or (iv) provision of energy management services.	2,335,313	1,669,044	666,269	-	-
2	UEM Edgenta Group	PLUS Malaysia Group	Provision of facilities maintenance services to PLUS Malaysia Group.	1,039,531	10,740	1,028,791	-	-
2	UEM Edgenta Group	PLUS Malaysia Group	Provision of design, consultancy services, maintenance management & technical services to PLUS Malaysia Group; project management fees and development & proposed network maintenance fee from PLUS Malaysia Group.	38,472	38,472	-	-	-
2	UEM Edgenta Group	PLUS Malaysia Group	Provision of highway maintenance services to PLUS Malaysia Group.	56,412,412	23,927,426	32,359,350	125,636	-

Item	Company in UEM Edgenta Group	Transacting Party	Nature of transaction	Outstanding RRPT Receivables as at 31 December 2019 RM	Outstanding RRPT Receivables as at 31 December 2019 which exceed normal credit period of			
					1 year or less RM	More than 1 to 3 years RM	More than 3 to 5 years RM	More than 5 years RM
3	UEM Edgenta Group	UEM Sunrise Group	Provision of facilities maintenance services to UEM Sunrise Group.	1,778,436	1,627,915	150,521	-	-
3	UEM Edgenta Group	UEM Sunrise Group	Provision of integrated facilities management and estate management services by UEM Edgenta Group to UEM Sunrise Group.	3,278,013	3,212,576	65,437	-	-
3	UEM Edgenta Group	UEM Sunrise Group	Provision of services to UEM Sunrise Group as follows:  (i) pavement, MEE works, utilities relocation and traffic management works; (ii) project management consultancy services for commercial development; (iii) proposed soil investigation works, instrumentation, material testing, environmental services and pavement works for projects development; (iv) provision of energy management services; and/or (v) provision of Strata and Building Facilities Management software - User License Fee.	51,887	51,887	-	-	-
7	UEM Edgenta Group	First Impact	Provision of asset management services for office buildings of First Impact.	1,236,386	1,149,575	86,811	-	-

Item	Company in UEM Edgenta Group	Transacting Party	Nature of transaction	Outstanding RRPT Receivables as at 31 December 2019 RM	Outstanding RRPT Receivables as at 31 December 2019 which exceed normal credit period of			
					1 year or less RM	More than 1 to 3 years RM	More than 3 to 5 years RM	More than 5 years RM
11	UEM Edgenta Group	Borneo Highway PDP Sdn Bhd	Provision of services to Borneo Highway PDP Sdn Bhd as follows:  (i) pavement, MEE works, utilities relocation and traffic management works; (ii) payment of project management fees for highway project; and/or (iii) proposed soil investigation works, instrumentation, material testing, environmental services and pavement works.	2,799,621	687,357	2,112,264	-	-
11	UEM Edgenta Group	Borneo Highway PDP Sdn Bhd	Provision of Design and Consultancy Services for BHP.	191,158	191,158	-	-	-
14	UEM Edgenta Group	Konsortium Prohawk Sdn Bhd	Provision of asset management services for WACH to Konsortium Prohawk Sdn Bhd.	2,711,937	2,711,937	-	-	-
16	UEM Edgenta Group	PT Lintas	Provision of maintenance services for highway to PT Lintas.	935,639	520,745	414,894	-	-
22	UEM Edgenta Group	TT dotCom Sdn Bhd	Provision of fiber optic maintenance on highway by TT dotCom Sdn Bhd.	17,679	15,876	1,803	-	-
26	EFSB Group	Symphony Hills	Provision of cleaning services at sales gallery, office and unit show houses for Symphony Hills.	48,890	18,300	30,590	-	-
27	EFSB Group	Setia Haruman	Provision of facilities maintenance services to Setia Haruman.	7,838	-	7,838	-	-
28	EFSB Group	UEM Builders	Provision of cleaning services and M&E maintenance to UEM Builders.	192,320	63,420	128,900	-	-

Item	Company in UEM Edgenta Group	Transacting Party	Nature of transaction	Outstanding RRPT Receivables as at 31 December 2019 RM	Outstanding RRPT Receivables as at 31 December 2019 which exceed normal credit period of			
					1 year or less RM	More than 1 to 3 years RM	More than 3 to 5 years RM	More than 5 years RM
29	EFSB Group	UEMG	Provision of cleaning and landscaping services for UEM Learning Centre to UEMG.	69,813	-	69,813	-	-
30	EFSB Group	TERAS	Provision of cleaning services to TERAS warehouse.	3,447	-	3,447	-	-
31	EFSB Group	UEM Sunrise	Provision of facilities management services for office buildings of UEM Sunrise.	7,568	-	7,568	-	-
32	EFSB Group	CIMB Group	Provision of facilities maintenance services to CIMB Group.	1,401,486	1,401,486	-	-	-
37	Edgenta EMT	PLUS Malaysia Group	Provision of maintenance services of the real time monitoring system to PLUS Malaysia Group.	319,153	319,153	-	-	-
46	UEMS Malaysia	IMU Education Sdn Bhd	Provision of facilities maintenance services to IMU.	11,426	11,426	-	-	-
47	UEMS Malaysia	Parkway Pantai Group	Provision of facilities maintenance services to Pantai Holdings Group at various Pantai hospitals.	574,477	574,477	-	-	-
48	UEMS Malaysia	Khazanah	Provision of cleansing services at KLCC and KL Sentral to Khazanah.	2,463	2,463	-	-	-
49	UEMS Solutions Pte Ltd	IHH Healthcare Group	Provision of housekeeping services at various IHH Healthcare Hospitals to IHH Healthcare.	42,327	42,327	-	-	-
51	KFM Energy	Silterra Malaysia	Engineering, procurement, installation and commissioning for chillers to Silterra Malaysia.	630,000	630,000	-	-	-
<b>Total Outstanding RRPT Receivables</b>				<b>76,137,692</b>	<b>38,877,760</b>	<b>37,134,296</b>	<b>125,636</b>	<b>-</b>

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

**(a) Information on the interested Directors**

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

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

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

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

*Note:*

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

**(c) Information on Persons Connected to the interested Directors**

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

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

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

## ADDITIONAL INFORMATION

### 1. DIRECTORS' RESPONSIBILITY STATEMENT

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

### 2. MATERIAL CONTRACTS

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

- (a) Termination Agreement dated 1 September 2019 entered into between Township Management Services Sdn Bhd and UEM Sunrise Edgenta TMS Sdn Bhd, an indirect 70% subsidiary of the Company, to terminate the Joint Venture Shareholders' Agreement dated 13 January 2016 for the establishment and operation of Edgenta TMS.
- (b) Termination Agreement dated 12 December 2019 entered into between UEM Sunrise Berhad and Edgenta Township Management Services Sdn Bhd, a wholly-owned subsidiary of the Company, to terminate the Joint Venture Shareholders' Agreement dated 30 November 2015 for the establishment and operation of UEM Sunrise Edgenta TMS Sdn Bhd.

### 3. MATERIAL LITIGATION

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

#### 3.1 Edgenta PROPEL

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

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

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

Plaintiff's claims against HBTA are for the following: -

- (i) the sum of RM16,117,148.72 being the unpaid certified amount by HBTA ("**Certified Amount**"); and
- (ii) the sum of RM6,409,889.46 being the unpaid uncertified amount by HBTA ("**Uncertified Amount**").

HBTA initiated a third party proceedings against JKR for the same project.

HBTA's claims against JKR are for the following: -

- (i) a declaration that the Third Party's notice of termination dated 9 May 2013 is null and void;
- (ii) a declaration that the contract dated 24 January 2005 is still valid and in force;
- (iii) an order that HBTA's representatives be reinstated at the project site to complete the works;
- (iv) an order for specific performance;
- (v) special damages amounting to RM80,572,171.55;
- (vi) the sum of RM42,522,018.77 due and payable by JKR to HBTA; and
- (vii) general damages.

Status : On 2 April 2015, a Consent Order was recorded between the Plaintiff and the Defendant wherein the Defendant agreed to pay the Plaintiff the sum of RM4,000,000.00 for work undertaken by the Plaintiff. The balance sums as claimed by the Plaintiff amounting to RM17,472,961.82 will be subject to assessment of damages which will be undertaken by the Registrar of the High Court. The Plaintiff is to only make a demand for payment of the sum of RM4,000,000 and damages for the balance sum of RM17,472,961.82 is only to be assessed after the conclusion of the trial between the Defendant and the Third Party. If the trial between the Defendant and the Third Party is not concluded within 12 months, then the Plaintiff is at liberty to make a demand for payment of the sum of RM4,000,000.00 immediately and the Plaintiff is also at liberty to proceed with the assessment of damages immediately. The Defendant is however at liberty to request for an extension of 12 months period or make such application for extension of time to court as deemed necessary.

The Plaintiff filed an application for the assessment of damages for the balance of RM17,472,961.82 and the matter was originally fixed for case management on 21 October 2015. However, due to the Defendant filing an application to strike out and/or stay the Plaintiff's application for assessment of damages thereafter (which was subsequently set aside by the Court), the filing of a fresh claim against the Third Party by the Defendant and appointment of Defendant's new solicitor on 23 January 2017, the assessment of damages proceedings between the Plaintiff and the Defendant were fixed on 7 and 8 March 2017.

The assessment of damages proceedings fixed on 7 and 8 March 2017 was thereafter postponed to 20 April 2017 for case management due to the demise of Plaintiff's witness pursuant to a traffic accident.

In the case management dated 20 April 2017, Plaintiff's solicitors informed the Court of the demise of its witness and that the replacement witness has been identified and assessment of damages proceedings were fixed on 22 and 23 June 2017.

On 25 May 2017 the Court vacated the dates on 22 and 23 June 2017 and fixed new hearing dates on 24 and 25 July 2017. The hearing proceeded on 24 July 2017 wherein the Plaintiff's witness was called to testify. However, the Defendant and its solicitors failed to attend Court without valid reason. The Court directed for parties to file its submissions. The Plaintiff filed its written submissions but the Defendant failed to do so. This case was further fixed for Case Management on 9 August 2017 but was later postponed to 23 August 2017 at the request of the Defendant. Again, the Defendant failed to attend the case management.

The decision was delivered on 29 August 2017 whereby it was decided that the Defendant shall pay the Plaintiff RM17,472,961.82 with interest of 5% per annum calculated from 2 April 2015 until full realisation and costs of RM15,000.00 ("**Decision**"). A Sealed Order was obtained on 19 September 2017. On 8 November 2017, the Plaintiff's solicitors had issued a Notice Pursuant to Sections 465(1)(e) and 466(1)(a) of the Companies Act 2016 ("**Notice**") to demand for the payment of RM23,761,840.41 (being the amount due and payable from the Decision dated 29 August 2017 and interest calculated up to 8 November 2017) for Defendant to pay the said amount within twenty-one (21) days from the date of receipt of the said Notice, failing which the Plaintiff may initiate winding up proceedings against the Defendant accordingly.

On 22 November 2017 the Defendant filed a Notice Application together with an Affidavit in Support to set aside the assessment of damages Decision. On 19 December 2017 the Plaintiff filed its Affidavit in Reply. The Court directed for the Defendant to file its reply to the Plaintiff's Affidavit in Reply by 28 December 2017. A further case management was fixed on 4 January 2018.

On 4 January 2018 the Court directed the Defendant to file an Affidavit in Reply (by their previous solicitor) within 2 weeks from 4 January 2018 and a hearing was fixed on 12 February 2018.

On 12 February 2018, the parties submitted their respective written submissions to the Court and the Court scheduled the matter for Clarification/Decision on 15 March 2018. Defendant's solicitors informed the Court that the Defendant were in the midst of negotiating a settlement with JKR and hope that JKR will make some payments to the Defendant to enable them to settle the matter with the Plaintiff. The Court informed the parties to try and settle this matter before the Clarification/Decision date fixed on 15 March 2018.



In the Clarification/Decision fixed on 15 March 2018, the Court delivered its decision wherein the Defendant's application to set aside the assessment of damages Decision dated 29 August 2017 was dismissed with cost of RM5,000 to be made payable to the Plaintiff.

Meanwhile on 4 July 2018, the Plaintiff via its solicitor issued a Notice under S.465 of the Companies Act 2016 demanding for the payment of RM24,339,100.39 as at 4 July 2018 due and payable from HBTA to be made within 21 days from the date of the notice.

HBTA's solicitor issued a letter dated 9 July 2018 which was received by the Plaintiff's solicitor on 12 July 2018, requesting for the winding up action to be put in abeyance pending the conclusion of their appeal to the Court of Appeal against the High Court's decision of 15 March 2018 in dismissing HBTA's application to set aside the assessment of damages. Pursuant to the advice received from the Plaintiff's solicitors on 13 July 2018 and further internal discussions thereafter, the Plaintiff has via its solicitor on 24 July 2018 counter proposed to HBTA. 3 August 2018 was the deadline given to HBTA to respond, but the Plaintiff's solicitor only received a letter from HBTA's solicitor on 16 August 2018 proposing for a meeting to be fixed between the parties to discuss a possible settlement.

The parties met together with their respective solicitors on 13 September 2018 to discuss the possible settlement. The settlement negotiations however did not lead to any final settlement between the parties.

In the Case Management of 19 September 2018, the Court of Appeal rescheduled the matter to 9 October 2018 pending the grounds of judgment from the Senior Assistant Registrar ("SAR") who had conducted the assessment of damages. The Court of Appeal will only proceed to schedule a hearing date upon receipt of the grounds of judgment from the SAR. The Case Management on 9 October 2018 was later postponed to 5 December 2018 as the grounds of judgment from the SAR has not been obtained. The Court of Appeal scheduled a further case management on 30 January 2019 and the hearing of the appeal was fixed on 7 March 2019.

On 19 October 2018, the Plaintiff's representatives, HBTA's representatives and both parties' solicitors had a further meeting to deliberate on the way forward in the event the Plaintiff proceeds to intervene in HBTA's suit against JKR.

A written opinion from the Plaintiff's solicitors was received on 15 November 2018 wherein based on the last meeting with HBTA, the solicitors were of the opinion that it is prudent for the Plaintiff to proceed as intervener in HBTA's suit against JKR (Kuala Lumpur High Court Civil Suit No.: 21C-2-06/2015)

On 14 December 2018, the Plaintiff filed an intervener application in the Kuala Lumpur High Court to be made as an intervener in JKR's assessment proceeding against HBTA ("**Intervener Proceeding**").

The Intervener Proceeding was later fixed for Case Management on 17 December 2018 and in that Case Management, the High Court had fixed the hearing date for this proceeding on 15 January 2019.

On the hearing date of 15 January 2019, the High Court dismissed the Plaintiff's application to intervene in the assessment of damages proceedings as it takes the view that the Plaintiff does not have a legal interest in the proceedings as it had already secured a judgment from another court. In this regard, the High Court takes the view that it is a better approach for the Plaintiff to proceed to wind up HBTA instead and for a liquidator to be appointed to manage the assets and liability of HBTA including the assessment of damages proceedings between HBTA and JKR.

The High Court however allowed the Plaintiff's solicitors to sit in during the assessment proceedings as a "Friend of the Court" in the event it could assist the High Court in any way. HBTA's solicitors further agreed to adduce both the Consent Judgment dated 2 April 2015 and the assessment of damages certificate dated 29 August 2017 in the assessment of damages proceedings between HBTA and JKR.

The High Court further exercised its discretion and ordered for each party to bear its own costs as the Plaintiff had also not been paid pursuant to the Consent Judgment obtained. HBTA's assessment of damages against JKR is now concluded wherein the High Court on 27 September 2019 awarded part of the amount claimed by HBTA.

On 7 March 2019, HBTA's appeal to the Court of Appeal was heard and the Court of Appeal allowed HBTA's appeal on condition that HBTA pays the sum of RM10,000,000 into Court or a stakeholder account within 14 days. The SAR's assessment of damages would then be set aside and a fresh assessment of damages is to be conducted by a High Court Judge.

In the event HBTA fails to pay the sum of RM10,000,000 into Court or a stakeholder account within 14 days, the SAR's assessment of damages will remain valid.

At the lapse of the 14 days, HBTA failed to deposit the sum of RM10,000,000 into Court or a stakeholder account.

HBTA had on 21 March 2019 filed a motion in the Court of Appeal for a stay of execution of the Order dated 7 March 2019 and another motion in the Federal Court for leave to appeal against the Court of Appeal's decision dated 7 March 2019 to the Federal Court.

The Court of Appeal had on 6 September 2019 dismissed HBTA's motion for stay of execution but had granted an extension of time for HBTA to deposit the sum of RM10,000,000 into Court or a stakeholder account by 30 September 2019. HBTA had failed to deposit the same by 30 September 2019.

HBTA's motion for leave to appeal to the Federal Court was fixed for case management on 22 April 2019 and hearing dates were fixed on 1 July 2019, 10 September 2019 and 20 February 2020. However, the dates were adjourned at the request of the Court and a new hearing date is currently scheduled on 21 May 2020.

Opinion : Plaintiff's solicitors are of the view that the Plaintiff's chances of recovering the sums payable by the Defendant for works undertaken by the Plaintiff will depend on whether the Defendant will be able to recover monies from the Third Party, JKR and as to the amount/quantum that the Defendant is able to recover.

### 3.2 RMSB

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

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

RMSB had filed a Writ of Summons and Statement of Claims against EKICSB on 26 January 2017 pertaining to the breach of EKICSB's obligation as the main contractor for piling and building works for the development of Phase 3, mixed development of 191 units of 3 storey houses, which comprises of Section 1 with 111 units of 3 storey houses and Section 2 with 80 units of 3 storey houses at Lot H.S (D) 107003, PT 21706, Jalan Kepong, Mukim Batu, Daerah & Wilayah Persekutuan Kuala Lumpur ("**Project**") wherein upon completion of the construction works of the Project, severe cracks were discovered by RMSB and EKICSB had refused/neglected/defaulted in carrying out the required rectification works despite the numerous requests and reminders from RMSB. RMSB is claiming for the amount of RM10,954,030.06 (plus costs and interests thereon) to be paid by EKICSB for the losses and costs incurred by RMSB in carrying out the rectification works itself/by appointment of third parties.

Status : The first case management was fixed on 13 February 2017 whereby EKICSB's solicitors informed of its intention to apply for the stay of this court proceeding pending the conclusion of their arbitration proceeding against RMSB. EKICSB had initiated a separate arbitration proceeding against RMSB on 2 December 2016 for the outstanding amount of RM4,018,030.02 under the final account of the Project whereby the said proceeding is pending hearing.

Pursuant to the above, the court had fixed another case management on 28 February 2017 for EKICSB to file in their stay application and for the Court to give further directions thereafter.

In the hearing of the stay application on 21 April 2017 the Court gave its view that it has no discretion to grant an order to direct the dispute under this proceeding to be consolidated under Section 10(2) of the Arbitration Act 2005 with the ongoing arbitration claim initiated by EKICSB. The Court informed RMSB that it may file an application to the Court for a declaration that the disputes are to be consolidated and heard by a single and same arbitrator. On 8 June 2017, RMSB filed an application to the Court for a declaration that the disputes are to be consolidated and heard by a single and same arbitrator. The Court fixed the case management of this application on 13 July 2017.

On 13 July 2017, EKICSB filed its affidavit in reply. Pursuant thereto, RMSB filed its affidavit in reply on 25 July 2017 as directed by the Court. The matter was then fixed for case management on 7 August 2017 and the hearing for the application was fixed on 15 August 2017.

On 15 August 2017 the Court allowed RMSB's application to transfer this application for declaration proceeding from the Shah Alam High Court (where it was filed to meet the deadline due to e-filing system migration downtime at Kuala Lumpur High Court then) to the Kuala Lumpur High Court.

The matter was fixed for Case Management on 20 September 2017. In the Case Management of 20 September 2017, the matter was fixed for another Case Management on 9 October 2017.

A further Case Management was fixed on 20 October 2017 wherein the Court fixed the hearing of this case on 12 December 2017. The parties were directed to file their written submissions by 6 December 2017.

On 12 December 2017 the Court granted an order for RMSB to issue a letter to Pertubuhan Akitik Malaysia ("**PAM**") to inform PAM to appoint the same and single arbitrator currently hearing the arbitration claim initiated by EKICSB to also hear the dispute under this proceeding as applied by RMSB and that EKICSB will leave it to PAM to decide on the said appointment.

RMSB's solicitor had properly issued the said letter to PAM on 15 December 2017 and a preliminary meeting with PAM was fixed on 11 January 2018 to obtain further directions from the Arbitrator.

In the meeting of 11 January 2018, the Arbitrator informed the parties that he had no discretion to consolidate both disputes under the building and piling contract but will hear them separately.

The Arbitrator issued a letter dated 20 January 2018 confirming his appointment as arbitrator for the piling dispute as well and preliminary meeting to be fixed for further directions.

On 25 April 2018, the Arbitrator had rescheduled the hearing of this Arbitration to 5, 6, 7, 20, 21 & 22 June and 18, 19 & 20 July 2018.

The hearing dates on 5, 6, 7, 20, 21 & 22 June and 18 July 2018 were later vacated and the hearings were resumed on 19 & 20 July 2018 with RMSB's witnesses' testimonies and were concluded accordingly. The Arbitrator gave further directions, as follows:

- i) the parties are to finalise the notes of proceedings by 24 August 2018;
- ii) the parties are to submit their written submissions by 28 September 2018;
- iii) the parties are to submit their replies by 29 October 2018; and
- iv) the Decision date will be fixed thereafter.

However as at 29 August 2018, EKICSB's solicitor has not prepared the draft for RMSB's solicitor's perusal and has written to the Arbitrator to request for an extension. Vide a letter dated 3 September 2018, the Arbitrator gave further revised directions as follows:

- i) Common notes of proceedings to be distributed by 12 September 2018;
- ii) Simultaneous submissions of written submissions by the parties on 12 October 2018; and
- iii) Simultaneous replies to written submissions by 12 November 2018.

Filing of the written submissions was later postponed to 5 November 2018 and thereafter to 12 November 2018. For RMSB's counterclaim, EKICSB has filed their Statement of Defence on 8 October 2018. RMSB was originally required to file the Reply to the Statement of Defence by 22 October 2018, however this date was later postponed to 30 October 2018 and was filed accordingly on the said date. The parties were also directed to file the Bundle of Documents by 12 November 2018 and the same was filed accordingly.

A meeting with the Arbitrator was held on 8 January 2019 with the following directions:

- i) the Arbitrator is in the midst of preparing his decision for the claim by EKICSB;
- ii) for RMSB to confirm further expert witnesses to be called for the matter being the submitting engineer, LTE Engineer or S&M Geotechnics;
- iii) for RMSB to provide soil test results before construction and locations of the bore holes super imposed with site plan;
- iv) for RMSB to provide soil consolidation report;
- v) for RMSB to provide all signed piling records;
- vi) the tentative hearing dates have been fixed on 19, 20 and 21 March 2019, 30 and 31 May 2019 and 25, 26 and 27 June 2019.

On 15 March 2019 the arbitrator allowed EKICSB's claim in the arbitration commenced by EKICSB for the alleged outstanding payment under the Building Contract. The solicitors have advised RMSB to apply for a stay of execution of the said award pending disposal of the arbitration commenced by RMSB against EKICSB under the piling contract. EKICSB then filed an application to enforce the award issued by the arbitrator and RMSB filed an application to set aside the said award. The court allowed EKICSB's application to enforce the award and dismissed RMSB's application to set aside the same. Parties thereafter agreed for RMSB to pay the 50% of the award sum together with interest to EKICSB and the balance 50% to be held on a stakeholder's account by EKICSB's solicitors pending disposal of the piling contract arbitration commenced by RMSB against EKICSB.

The arbitration between RMSB and EKICSB under the piling contract initially fixed for hearing on 23, 24 and 26 March 2020 has been cancelled and is pending new dates.

In the meantime, EKICSB is contesting that RMSB's claim is time-barred. Pursuant to Section 41(1)(a) of the Arbitration Act, EKICSB requested to refer the issue to the High Court for its determination with RMSB reserving its rights to oppose to the question namely that the question is of fact and not of law to be referred to High Court and further contends that the claim is not time barred in any event. RMSB is now required to file an affidavit by 26 February 2020 and for EKICSB to file its affidavit in reply by 11 March 2020. The application is fixed for hearing on 28 April 2020.

Given the COVID-19 health crisis, the Government has issued the Movement Control Order (MCO) which resulted in all hearing dates to be adjourned. New hearing dates have yet to be fixed by the court or arbitrator.

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

#### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the Registered Office of the Company at Level 17, Menara UEM, Tower 1, Avenue 7, The Horizon, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, between 9.00 a.m. to 5.30 p.m. on Monday to Friday (except public holidays) from the date of this Circular to the date of the 57<sup>th</sup> AGM of the Company:

- (i) Constitution of the Company;
- (ii) Audited consolidated financial statements of the Company for the past two (2) financial years ended 31 December 2018 and 31 December 2019;
- (iii) Material contracts referred to in Section 2 of this Appendix; and
- (iv) Relevant cause paper in respect of the material litigation referred to in Section 3 of this Appendix.