

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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



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

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

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

The Notice of the Fifty-Ninth Annual General Meeting (“**59th AGM**”) together with the Proxy Form are set out in the Annual Report 2021 and available for download from UEM Edgenta Berhad’s (“**UEM Edgenta**” or the “**Company**”) website at: <https://www.umedgenta.com/investor-relations/reports-publications>.

The 59th AGM would be held entirely via Remote Participation and Electronic Voting (RPEV) facilities through the Lumi AGM meeting platform at <https://meeting.boardroomlimited.my>. The venue of the 59th AGM is strictly for the purpose of complying with Article 68 of the Constitution of the Company which requires the Chairperson of the meeting to be present at the main venue of the meeting. **No shareholders/proxy(ies)/corporate representative(s)** from the public will be physically present nor admitted at the Broadcast venue on the day of the 59th AGM.

Date and time of the 59th AGM : Thursday, 16 June 2022 at 3.00 p.m.

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

Last date and time for lodgement of the Proxy Form : Tuesday, 14 June 2022 at 3.00 p.m.

The Proxy Form must be completed and deposited at the Share Registrar’s office, Boardroom Share Registrars Sdn. Bhd., at Ground Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the 59th AGM or any adjournment thereof. Alternatively, you may submit the proxy form electronically through the Share Registrar’s website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>.

This Circular is dated 29 April 2022

DEFINITIONS

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

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

DEFINITIONS *(cont'd)*

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
First Impact	:	First Impact 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	:	31 March 2022, being the latest practicable date prior to the printing of this Circular, which shall not be more than 1 month prior to the date of this Circular
MAHB	:	Malaysia Airports Holdings Berhad
MAHB Group	:	MAHB and its subsidiaries
Major Shareholder	:	<p>A person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is:</p> <p>(a) 10% or more of the total number of voting shares in the corporation; or</p> <p>(b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation</p> <p>For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.</p> <p>For the purpose of the Proposed Mandate, Major Shareholders (as defined above) includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other corporation which is the Company’s subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements.</p>
Managing Director/ Chief Executive Officer	:	Syahrulizam Samsudin
OIM	:	Opus International (M) Berhad
Opus	:	Opus Group Berhad
Opus Group	:	Opus and its subsidiaries

DEFINITIONS *(cont'd)*

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 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 17 June 2021, as set out in Part A of Appendix I of this Circular
Related Party	: A Director, a Major Shareholder or a Person(s) Connected with them
Related Party Transaction	: A transaction entered into by the Company or any of the Company's subsidiaries which involves the interest, direct or indirect, of a Related Party
RMSB	: Rimbunan Melati Sdn Bhd
RRPTs	: Transactions entered, proposed to be entered, or may be entered into by UEM Edgenta Group which involve the interest, direct or indirect, of a Related Party and which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of the UEM Edgenta Group
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
TARH	: Themed Attractions Resorts & Hotels Sdn Bhd
TdC	: TIME dotCom Berhad
TERAS	: Teras Teknologi Sdn Bhd
TM	: Telekom Malaysia Berhad
TM Group	: TM and its subsidiaries

DEFINITIONS *(cont'd)*

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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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: 29 April 2022

Board of Directors:

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

To: The Shareholders of UEM Edgenta

Dear Sir/Madam,

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

1. INTRODUCTION

At the 58th AGM of the Company held on 17 June 2021, 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 59th AGM of the Company unless authority for its renewal is obtained from the shareholders of the Company at the 59th AGM of the Company.

On 28 March 2022, the Company had announced to Bursa Securities that the Company intended to seek shareholders' approval for the Proposed Mandate at the 59th 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 59th AGM of the Company. The Notice of the 59th AGM of the Company together with the Proxy Form are set out in the Annual Report 2021 of the Company and available for download from the Company's website at <https://www.uemedgenta.com/investor-relations/reports-publications>.

SHAREHOLDERS OF UEM EDGENTA ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTIONS RELATING TO THE PROPOSED MANDATE AT THE 59TH AGM OF THE COMPANY.

2. DETAILS OF THE PROPOSED MANDATE

2.1 Paragraph 10.09 of Chapter 10 of the Listing Requirements

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

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

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

In compliance with Paragraph 10.09(2) of the Listing Requirements, the Company now proposes to seek the approval of its shareholders for the Proposed Mandate as set out in Part A and B of Appendix I in this Circular.

2.2 The principal activities of UEM Edgenta Group

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

No.	Name of company	Principal activities/status	UEM Edgenta's direct/indirect interest in the company (%)
	<u>Subsidiaries of UEM Edgenta</u>		
1.	EHM	Provision of hospital support services	100
2.	EFSB	Investment holding and provision of integrated facilities management services	100
3.	FDHSB	Investment holding	100
4.	Opus	Investment holding	100
5.	Edgenta PROPEL	Maintenance and repair of civil, mechanical and electrical works on roads, infrastructure and expressways and industrial cleaning services	100
6.	Edgenta EMT	Geotechnical investigation, instrumentation and pavement condition assessment works; maintenance and repair of civil, mechanical and electrical works on roads, infrastructure and expressways, and industrial cleaning services	100
7.	ETMSSB	Investment holding and management of real estate	100
8.	Edgenta Energy Projects Sdn Bhd	Providing energy performance management services and renewable energy services	100
9.	Edgenta Singapore	Investment holding	100
10.	EGT	Provision of asset development and facility management services	100
11.	Edgenta NXT Sdn Bhd (formerly known as General Field Sdn Bhd)	Provision of digital technology services	100
12.	Edgenta FIRST Sdn Bhd	Provision of management services	100
13.	Edgenta Energy Services Sdn Bhd	Energy performance management services	70
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 hospital support 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.	Faber Star Facilities Management Limited.	Facilities management in India	100
	<u>Associated company of EFSB</u>		
25.	Faber Sindoori	Facilities management in India	51
	<u>Subsidiaries of FDHSB</u>		
26.	Faber Union Sdn Bhd	Property development	100
27.	Country View Development Sdn Bhd	Property development and provision of facilities management services	100
28.	Faber Grandview Development (Sabah) Sdn Bhd	Property development	100
29.	Faber Heights Management Sdn Bhd	Property management	100
30.	RMSB	Property development	55
	<u>Subsidiaries of Opus</u>		
31.	Builders Credit & Leasing Sdn Bhd	Investment holding	100
32.	Opus NZ	Investment holding	100
33.	OIM	Management of the planning, design and construction of infrastructure projects and provision of facilities management services	100
	<u>Subsidiary of Edgenta PROPEL</u>		
34.	Edgenta Infrastructure Services Sdn Bhd	Maintenance and repair of civil, mechanical and electrical works on roads, infrastructure and expressways, and industrial cleaning services	100
35.	PT Edgenta PROPEL Indonesia	Provision of management consultancy and advisory related to management of roads	99.9
36.	Edgenta PROPEL (Sarawak) Sdn Bhd	Construction, maintenance and repair of civil, mechanical and electrical works on infrastructure, roads, expressways and sewerage, and industrial cleaning services	49
	<u>Jointly Controlled Operation of Edgenta PROPEL</u>		
37.	Edgenta PROPEL-NRC JO	Providing highway maintenance services	55

No.	Name of company	Principal activities/status	UEM Edgenta's direct/indirect interest in the company (%)
38.	<u>Jointly Controlled Operation</u> <u>PT Edgenta PROPEL</u> <u>Indonesia</u> PT Edgenta PROPEL PT Astra Nusantara – Astra Infra Solutions JO	Providing highway maintenance services	50
39.	<u>Subsidiary of ETMSSB</u> UEMSET	Investment holding and management of real estate	70
40.	<u>Subsidiary of UEMSET</u> Edgenta TMS Sdn Bhd	In Liquidation	49
41.	<u>Subsidiaries of OIM</u> Opus Management	Management of the planning, design and construction of infrastructure projects and provision of facilities management services	100
42.	Pengurusan Lintas Berhad	Provision of technical management support services for the planning, design and construction of projects	100
43.	Opus Consultants (Sarawak) Sdn Bhd	Project management and engineering consultancy services	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	100
48.	KFM Systems Sdn Bhd	Consultancy and contractor for building management system for the built environment	100
49.	KFM Solutions Sdn Bhd	Consultancy services in green, smart and connected urban ecology and integrated facility management services	100
50.	KFM Energy	Provision of consultancy and other services relating to energy conservation and renewable energy	100
51.	Veridis PPP One Sdn Bhd	Concession holder specialising in retro-fitting works of buildings utilising green technology	100
52.	Operon Malaysia Sdn Bhd	Provision of supervising officer for activities related to Green Technology and other solutions for the built environment	100
53.	Operon Middle East Limited	Facilities management and building cleaning services	100
54.	Operon Consulting Sdn Bhd	Asset management consultancy services	70
55.	KFM Middle East Limited	Dormant	70
56.	<u>Subsidiary of Edgenta</u> <u>Singapore</u> UEMS	Investment holding	100

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

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 59th 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 2021 is approximately RM20.09 million, the details of which are set out in Appendix II in this Circular.

In relation to the Outstanding RRPT Receivables, no late payment charges are imposed as the Directors of the Company are optimistic that the amount is recoverable. Apart from the retention sum amounting to RM4.3 million, the management is actively pursuing the remaining Outstanding RRPT receivables which are due more than 1 to 3 years by regularly meeting and negotiating with the Related Parties. The Company focuses on credit management and will recover the Outstanding RRPT Receivables progressively.

	Total	Exceed normal credit period of more than 1 to 3 years
Outstanding RRPT Receivables as at 31 December 2021	RM144.85 million	RM10.85 million
Amount recovered as at LPD	RM94.18 million	RM0.67 million
	65%	6%

Apart from retention sum amounted to RM4.3 million, the remaining outstanding balances which have exceeded normal credit period of more than 1 to 3 years as at 31 December 2021 is expected to be recovered in 2022.

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, amongst others, a breakdown of the aggregate value of the RRPTs conducted pursuant to the Proposed Mandate during the financial year, based on the following information:

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

2.7 Review Procedures for RRPTs

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

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

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

2.8 Statement by the AC

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

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

3. RATIONALE AND BENEFITS OF THE PROPOSED MANDATE

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

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

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

4. EFFECTS OF THE PROPOSED MANDATE

The Proposed Mandate is not expected to have any effect on the issued and paid-up share capital and substantial shareholders' shareholdings of the Company. The Proposed Mandate is also not expected to have any material effect on the net assets and earnings of the UEM Edgenta Group for the financial year ending 31 December 2022, save for the contributions from the transactions set out in this Circular.

5. CONDITION OF THE PROPOSED MANDATE

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

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

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

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

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

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

7. DIRECTORS' RECOMMENDATION

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

All Directors are deemed interested in the RRPT listed under item 19 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 19 in Part A of Appendix I.

8. AGM

The 59th AGM of the Company, the notice of which is set out in the Annual Report 2021 and available for download from the Company's website at <https://www.uemedgenta.com/investor-relations/reports-publications>, will be held entirely via Remote Participation and Electronic Voting (RPEV) facilities at the Broadcasting venue at The Grounds, Level 12, Menara UEM, Tower 1, Avenue 7, The Horizon, Bangsar South City, No 8, Jalan Kerinchi, 59200 Kuala Lumpur on Thursday, 16 June 2022 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 59th AGM is strictly for the purpose of complying with Article 68 of the Constitution of the Company which requires the Chairperson of the meeting to be present at the main venue of the meeting. **No shareholders/proxy(ies)/corporate representative(s)** from the public will be physically present nor admitted at the Broadcast venue on the day of the 59th AGM.

If you wish to appoint a proxy to attend and vote at the 59th AGM of the Company, you are requested to complete, sign and return the Proxy Form enclosed in the Annual Report 2021 and available for download from the Company's website at <https://www.uemedgenta.com/investor-relations/reports-publications> in accordance with the instructions contained therein as soon as possible and in any event to be deposited or submitted to the Share Registrar's office, Boardroom Share Registrars Sdn. Bhd., at Ground Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the 59th AGM or any adjournment thereof. Alternatively, you may submit the proxy form electronically through the Share Registrar's website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>.

9. FURTHER INFORMATION

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

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

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

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NATURE OF THE RRPTS

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

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 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> Mohd Asrul Ab Rahim ^(k)	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>Dato' Mohd Izani Ghani is a Director of UEM Edgenta and UEMG.</p> <p>Dato' Mohd Izani Ghani does not have any equity interest in UEMG.</p>	<p>Provision of Directors and staff training and development by UEMG Group.^(a)</p> <p>Provision of administrative and audit and tax services by UEMG Group.^(a)</p> <p>Rental of office space in Tower 1, Avenue 7, Bangsar South and ancillary facilities from UEMG Group.^{(a)^}</p> <p>Rental of archive store at Taman Desa and ancillary facilities from UEMG Group.^{(a)^^}</p> <p>Rental of training space at UEM Learning Centre, Petaling Jaya from UEMG Group.^{(a)^^^}</p> <p>Payment of annual nomination fee to UEMG.^(g)</p> <p>Provision of building maintenance works to UEMG Group.</p>	600	(f)	600
						1,400	(f)	800
						8,000	5,347	9,000
						400	226	400
						1,200	673	1,000
						15,000	8,333	15,000
						1,000	(f)	1,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
	UEM Edgenta Group (cont'd)	UEMG Group			Provision of services to UEMG Group as follows: (i) proposed provision of vehicle screening services for projects developed; (ii) design and project management fees for projects; (iii) provision for soil investigation, instrumentation, material testing, environmental and pavement condition assessment works for infrastructure projects; and/or (iv) provision of energy management services.	2,500	79	2,000
					Pavement, civil, MEE works, utilities relocation and traffic management works for UEMG Group.	20,000	(f)	20,000
					Rental of Office area at Petaling Jaya from UEMG Group. ^{(a)^^}	520	356	1,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
2.	UEM Edgenta Group	PLUS Malaysia Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz <u>Persons Connected</u> Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.	Provision of facilities maintenance services to PLUS Malaysia Group. ^(c)	1,000	(f)	1,000
				UEM Edgenta is a 69.14% subsidiary of UEMG.	Provision of highway operations and maintenance services through Performance Based Contract ("PBC") concept to PLUS Malaysia Group.	805,000	(f)	800,000
				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.	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.	35,000	20,902	30,000
				Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz do not have any equity interest in PLUS Malaysia.	Provision of highway maintenance services to PLUS Malaysia Group.	800,000	433,876	800,000
					Provision of maintenance services of the real time monitoring system and soil investigation works for upgrading of existing and new facilities to PLUS Malaysia Group.	1,000	10	1,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
3.	UEM Edgenta Group	UEM Sunrise Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz <u>Persons Connected</u> Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. UEM Sunrise is a 69.56% subsidiary of UEMG. Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz are Directors of UEM Edgenta and UEM Sunrise. Dato' Mohd Izani Ghani and Dato' Noorazman Abd Aziz do not have any equity interest in UEM Sunrise.	Provision of facilities maintenance services to UEM Sunrise Group. ^(c)	15,000	5,774	15,000
					Provision of services to UEM Sunrise Group as follows:	500	(f)	500
					(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.			
					Provision of energy management service, operate and maintain the district cooling tower for UEM Sunrise Group.	10,000	(f)	10,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 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 ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. TARH is a wholly-owned subsidiary of Khazanah.	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.	5,400	95	(d)
5.	UEM Edgenta Group	First Impact	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. First Impact is a wholly-owned subsidiary of UEMG.	Provision of asset management services for office buildings of First Impact. ⁽ⁱ⁾	7,000	4,925	12,000
					Installation and upgrading of building equipment and assets for First Impact.	10,000	1,556	10,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
6.	UEM Edgenta Group	TM Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. Khazanah holds 21.11% equity interest in TM.	Provision of services to TM Group as follows: (i) facilities maintenance services and energy management services ^{(c)(h)} ; (ii) pavement, civil, MEE works, utilities relocation works and traffic management services; and/or (iii) infrastructure maintenance of telecommunications network.	13,000	(f)	13,000
7.	UEM Edgenta Group	MAHB Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. 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.	50,500	(f)	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 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
8.	UEM Edgenta Group	TNB Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. TNB is a 25.58% 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.	12,000	(f)	12,000
9.	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 ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. 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.	1,000	(f)	(d)

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
10.	UEM Edgenta Group	Cenviro Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> Tan Sri Dr. Azmil Khalid <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	<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>	Provision of services to Cenviro Group as follows: (i) provision of office services; and/or (ii) proposed soil investigation works, instrumentation, material testing, environmental services.	200	43	200
					Provision of healthcare waste management services to Cenviro Group.	11,000	(f)	5,000
11.	UEM Edgenta Group	Konsortium ProHAWK Sdn Bhd	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> Dato' Mohd Izani Ghani <u>Persons Connected</u> Mohd Asrul Ab Rahim ^(k)	<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>Konsortium ProHAWK Sdn Bhd is a 65% subsidiary of UEMG.</p> <p>Dato' Mohd Izani Ghani is a Director of UEM Edgenta and Konsortium ProHAWK Sdn Bhd.</p> <p>Dato' Mohd Izani Ghani does not have any equity interest in Konsortium ProHAWK Sdn Bhd.</p>	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.	500	(f)	(d)
					Provision of asset management services for WACH to Konsortium ProHAWK Sdn Bhd. ⁽ⁱ⁾	39,000	29,115	40,000

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 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
12.	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 ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. TERAS is a wholly-owned subsidiary of PLUS Malaysia, which in turn is a 51% subsidiary of UEMG.	Provision of MEE works to TERAS by Edgenta PROPEL.	20,000	(f)	20,000
13.	UEM Edgenta Group	Kualiti Alam	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Cenviro, Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. Kualiti Alam is a wholly-owned subsidiary of Cenviro, which in turn is a wholly-owned subsidiary of Khazanah.	Provision of waste collection services by Kualiti Alam.	3,000	90	3,000
14.	UEM Edgenta Group	Kuad	<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. CIMA, a wholly-owned subsidiary of UEMG, has disposed its 70% interest in Kuad.	Purchase of material and provision of pavement works from Kuad.	35,000	(l)	(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 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
15.	UEM Edgenta Group	Kuari Pati	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> CIMA, Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p> <p>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	(f)	(d)
16.	UEM Edgenta Group	TT dotCom Sdn Bhd	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> TdC, PKV, Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	<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 10.73% associated company of Khazanah.</p> <p>TdC is a 29.11% associated company of PKV, which in turn is a 30% associated company of Khazanah.</p>	Provision of fiber optic maintenance on highway to TT dotCom Sdn Bhd.	3,000		3,000
					Provision of integrated facilities maintenance services and energy management services to TT dotCom Sdn Bhd.	500	(f)	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 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
17.	UEM Edgenta Group	IHH Healthcare Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Pulau Memutik Ventures Sdn Bhd, Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. IHH Healthcare is a 25.95% 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.	12,000	531	10,000
18.	UEM Edgenta Group	edotco Group Sdn Bhd (“ edotco Group ”)	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG. UEM Edgenta is a 69.14% subsidiary of UEMG. edotco Group is a 63% subsidiary of Axiata Group Berhad, which in turn is a 36.74% associated company of Khazanah.	Provision of integrated facilities maintenance services and energy management services to edotco Group.	1,000	(f)	1,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
19.	UEM Edgenta Group's property development companies	Any Related Party who may wish to purchase properties developed by UEM Edgenta Group's property development companies	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> Tan Sri Dr. Azmil Khalid, Syahrudinizam Samsudin, Dato' Mohd Izani Ghani, Dato' Noorazman Abd Aziz, Robert Tan Bun Poo, Dato' George Stewart LaBrooy, Rowina Ghazali Seth, Shirley Goh, Jenifer Thien Bit Leong and Mohd Asrul Ab Rahim</p> <p><u>Persons Connected</u> None</p>	<p>All Directors and Major Shareholders of UEM Edgenta are interested in this transaction.</p> <p>All Directors of UEM Edgenta do not have any direct and/or indirect shareholding in UEM Edgenta.</p> <p>All Directors and Major Shareholders of UEM Edgenta will abstain and ensure that all Persons Connected to them will abstain from voting on the relevant resolution.</p> <p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEM Edgenta is a 69.14% subsidiary of UEMG.</p>	Sale of property units by UEM Edgenta Group's property development companies. ^(e)	7,000	(f)	7,000
20.	EMS	Cenviro Group	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani^(j) and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>EMS is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Cenviro is a wholly-owned subsidiary of Khazanah.</p>	Provision of healthcare waste management services by Cenviro Group.	12,000	2,121	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 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
21.	EFSB Group	Symphony Hills Sdn Bhd (“Symphony Hills”)	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Bandar Nusajaya Development Sdn Bhd, UEM Land, UEM Sunrise, Dato’ Mohd Izani Ghani^(j) and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>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 69.56% subsidiary of UEMG.</p>	Provision of cleaning services at sales gallery, office and unit show houses for Symphony Hills.	500	(f)	(d)
22.	EFSB Group	Setia Haruman Sdn Bhd (“Setia Haruman”)	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> UEM Land, UEM Sunrise, Dato’ Mohd Izani Ghani^(j) and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>EFSB is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>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 69.56% subsidiary of UEMG.</p>	Provision of facilities maintenance services to Setia Haruman.	8,000	1,441	(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 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
23.	EFSB Group	UEM Builders	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>EFSB is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>UEM Builders is a wholly-owned subsidiary of UEMG.</p>	Provision of cleaning services and M&E maintenance to UEM Builders. ^(b)	400	15	200
24.	EFSB Group	CIMB Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	<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>CIMB is a 25.72% associated company of Khazanah.</p>	Provision of facilities maintenance services to CIMB Group.	20,000	13,927	25,000

Item	Company in UEM Edgenta Group involved	Transacting Party	Interested Related Parties	Nature of relationship as at the LPD	Nature of transaction	Estimated value as disclosed in the circular to shareholders dated 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
25.	Edgenta PROPEL	UEM Construction	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> UEM Builders, Dato' Mohd Izani Ghani⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>Edgenta PROPEL is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>UEM Construction is a wholly-owned subsidiary of UEM Builders, which in turn is a wholly-owned subsidiary of UEMG.</p>	Provision of fourth lane widening (FLW) civil works, MEE works and street lighting and traffic management services to UEM Construction.	1,000	(f)	1,000
26.	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⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEMS Malaysia is a wholly-owned subsidiary of UEMS, which in turn is a wholly-owned subsidiary of Edgenta Singapore, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>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 25.95% 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 Education Sdn Bhd. ^(c)	2,000	714	2,000

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 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
27.	UEMS Malaysia	Parkway Pantai Group	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Integrated Healthcare Holdings Limited, IHH Healthcare, Pulau Memutik Ventures Sdn Bhd, Dato' Mohd Izani Ghani⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEMS Malaysia is a wholly-owned subsidiary of UEMS, which in turn is a wholly-owned subsidiary of Edgenta Singapore, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Parkway Pantai is a wholly-owned subsidiary of Integrated Healthcare Holdings Limited, which in turn is a wholly-owned subsidiary of IHH Healthcare, which in turn is a 25.95% associated company of Pulau Memutik Ventures Sdn Bhd, which in turn is a wholly-owned subsidiary of Khazanah.</p>	Provision of facilities maintenance services to Pantai Holdings Group at various Pantai hospitals. ^(c)	20,000	9,521	20,000
28.	UEMS Malaysia	Khazanah	<p><u>Major Shareholders</u> Khazanah and UEMG</p> <p><u>Directors</u> None</p> <p><u>Persons Connected</u> Dato' Mohd Izani Ghani⁽ⁱ⁾ and Mohd Asrul Ab Rahim^(k)</p>	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEMS Malaysia is a wholly-owned subsidiary of UEMS, which in turn is a wholly-owned subsidiary of Edgenta Singapore, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p>	Provision of cleansing services at KLCC and KL Sentral to Khazanah.	500	313	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 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
29.	UEMS Malaysia	MAHB	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEMS Malaysia is a wholly-owned subsidiary of UEMS, which in turn is a wholly-owned subsidiary of Edgenta Singapore, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>MAHB is a 33.21% associated company of Khazanah.</p>	Provision of services to MAHB: (i) COVID-19 screening services; (ii) Food and beverage services within the Health Screening Lounge; (iii) Telecom services within the Health Screening Lounge; (iv) Access to retail service providers; and (v) Concierge services for passengers waiting in Health Screening Lounge.	100,000	699	50,000
30.	UEMS Solutions Pte Ltd	IHH Healthcare Group	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Pulau Memutik Ventures Sdn Bhd, Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>UEMS Solutions Pte Ltd is a wholly-owned subsidiary of UEMS, which in turn is a wholly-owned subsidiary of Edgenta Singapore, which in turn is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>IHH Healthcare is a 25.95% 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.	3,700	806	4,000

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 27 April 2021 RM'000	Actual value transacted since 17 June 2021 to LPD RM'000	Estimated value of transaction from 16 June 2022 to next AGM@ RM'000
31.	KFM Energy	Silterra Malaysia	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	<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 wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Khazanah has disposed its 100% interest in Silterra Malaysia.</p>	Engineering, procurement, installation and commissioning for chillers to Silterra Malaysia.	1,000	(m)	(d)
32.	EGT	Silterra Malaysia	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>EGT is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Khazanah has disposed its 100% interest in Silterra Malaysia.</p>	Consultancy, engineering & design, supply, install, testing and commissioning, comprehensive maintenance, project management and financing to Silterra Malaysia.	12,600	(m)	(d)
33.	EGT	Putrajaya Holdings Sdn Bhd	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>EGT is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>Putrajaya Holdings Sdn Bhd is a 15.59% associated company of Khazanah.</p>	Provision of integrated facilities maintenance services and energy management services to Putrajaya Holdings Sdn Bhd.	1,500	(f)	1,500

(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 16 June 2022 to next AGM@ RM'000
1.	Edgenta PROPEL Group	Putrajaya Holdings Sdn Bhd	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	<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>Putrajaya Holdings Sdn Bhd is a 15.59% associated company of Khazanah.</p>	Provision of bridge maintenance services, pavement, civil, MEE works, utilities relocation works and traffic management services to Putrajaya Holdings Sdn Bhd.	20,000
2.	Edgenta PROPEL Group	CIMA	<u>Major Shareholders</u> Khazanah and UEMG <u>Directors</u> None <u>Persons Connected</u> Dato' Mohd Izani Ghani ⁽ⁱ⁾ and Mohd Asrul Ab Rahim ^(k)	<p>Khazanah is the holding company of UEMG by virtue of its 100% interest in UEMG.</p> <p>Edgenta PROPEL is a wholly-owned subsidiary of UEM Edgenta, which in turn is a 69.14% subsidiary of UEMG.</p> <p>CIMA is a wholly-owned subsidiary of UEMG.</p>	Provision of recycled asphalt pavement (RAP) premix plant operator by CIMA and purchase of material from CIMA.	10,000

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Notes:

- @ The estimated values of the RRPTs from the date of the 59th AGM of the Company to the next AGM are based on historical records and/or management estimates. The estimated values may vary and are subject to changes.
- (a) For these “Rental” RRPTs, the amounts payable are in respect of tenancy of premises for periods of not more than three (3) years each, for which the payments for tenancy are on the basis of equal pro-rated monthly instalments.
- ^ Description and area of the premises in Menara UEM, Tower 1, Avenue 7, The Horizon, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur are as follows:

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

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

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

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

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

- (b) Provision of mechanical and electrical maintenance services (M&E) includes electrical, air-conditioner, plumbing and fire protection systems.
- (c) Provision of facilities maintenance services includes facilities management and administration; building services (M&E), housekeeping management; security, safety and health management.
- (d) Shareholders' approval for the renewal of RRPT pursuant to the Proposed Renewal of Shareholders' Mandate not being sought at the 59th AGM of the Company.
- (e) These transactions relate to the possible sale, from time to time, by any of the subsidiaries of the Company that are involved in property development, of units of properties built or to be built by it as part of its normal principal business activity. It is not possible to ascertain the names and class of the Related Parties that may acquire, or may be interested in acquiring, any such properties. The Company's application to Bursa Securities to be permitted to seek this mandate pursuant to paragraph 4.3(a) of Bursa Securities' Practice Note 12/2001 was approved by Bursa Securities vide its letter of 14 April 2003, subject to the conditions that the mandate is limited to companies within UEM Edgenta Group that are involved in property development and provided that the transaction is a RRPT as defined under Bursa Securities' Practice Note 12/2001, and that none of the percentage ratios as defined under the Listing Requirements exceed 10%.
- (f) No transaction was entered into in relation to the RRPT.
- (g) Nomination fee paid to UEMG on assignment of rights of highway maintenance from UEMG to the Company.
- (h) Provision of energy management services includes energy monitoring and energy savings program.
- (i) Provision of asset management services includes facilities engineering maintenance services (FEMS), biomedical engineering maintenance services (BEMS), cleaning services (CLS), linen & laundry services (LLS), healthcare waste management services (HWMS) and asset replacement program (AMP).
- (j) Dato' Mohd Izani Ghani is a nominee from UEMG.
- (k) Mohd Asrul Ab Rahim is a nominee from UEMG.
- (l) CIMA has disposed its 70% interest in Kuad on 30 April 2021.
- (m) Khazanah has disposed its 100% interest in Silterra Malaysia on 26 July 2021.

DETAILS OF THE OUTSTANDING RRPT RECEIVABLES

Item	Company in UEM Edgenta Group	Transacting Party	Nature of transaction	Outstanding RRPT Receivables as at 31 December 2021 RM	Outstanding RRPT Receivables as at 31 December 2021 which exceed normal credit period of			
					1 year or less RM	More than 1 to 3 years RM	More than 3 to 5 years RM	More than 5 years RM
2	UEM Edgenta Group	PLUS Malaysia Group	Provision of facilities maintenance services to PLUS Malaysia Group.	5,919	5,919	-	-	-
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.	3,811,802	480,187	26,926	-	-
2	UEM Edgenta Group	PLUS Malaysia Group	Provision of highway maintenance services to PLUS Malaysia Group.	111,171,739	130,376	4,267,236*	396,586*	-
2	UEM Edgenta Group	PLUS Malaysia Group	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.	113,708	-	-	-	-
3	UEM Edgenta Group	UEM Sunrise Group	Provision of facilities maintenance services to UEM Sunrise Group.	2,211,391	1,308,010	268,917	109	19,221

Item	Company in UEM Edgenta Group	Transacting Party	Nature of transaction	Outstanding RRPT Receivables as at 31 December 2021 RM	Outstanding RRPT Receivables as at 31 December 2021 which exceed normal credit period of			
					1 year or less RM	More than 1 to 3 years RM	More than 3 to 5 years RM	More than 5 years RM
3	UEM Edgenta Group	UEM Sunrise Group	Provision of services to UEM Sunrise Group as follows: (i) pavement, mechanical, electrical and electronic (“MEE”) works, utilities relocation and traffic management works; (ii) project management consultancy services for commercial development; (iii) proposed soil investigation works, instrumentation, material testing, environmental services and pavement works for projects development; (iv) provision of energy management services; and/or (v) provision of Strata and Building Facilities Management software - User License Fee.	105,430	-	55,000	-	-
5	UEM Edgenta Group	First Impact	Provision of asset management services for office buildings of First Impact.	1,212,314	410,464	66,337	39,881	-
10	UEM Edgenta Group	Cenviro Group	Provision of office services.	4,799	-	-	-	-
11	UEM Edgenta Group	Konsortium ProHAWK Sdn Bhd	Provision of asset management services for WACH to Konsortium ProHAWK Sdn Bhd.	20,213,737	5,513,164	5,661,308	-	-
16	UEM Edgenta Group	TT dotCom Sdn Bhd	Provision of fiber optic maintenance on highway to TT dotCom Sdn Bhd.	751,271	-	102	-	-

Item	Company in UEM Edgenta Group	Transacting Party	Nature of transaction	Outstanding RRPT Receivables as at 31 December 2021 RM	Outstanding RRPT Receivables as at 31 December 2021 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
17	UEM Edgenta Group	IHH Healthcare Group	Provision of hospital support services to IHH Healthcare Group.	70,078	-	-	-	-
21	EFSB Group	Symphony Hills	Provision of cleaning services at sales gallery, office and unit show houses for Symphony Hills.	48,890	-	34,050	14,840	-
23	EFSB Group	UEM Builders	Provision of cleaning services, and M&E maintenance to UEM Builders.	8,400	2,100	-	-	-
24	EFSB Group	CIMB Group	Provision of facilities maintenance services to CIMB Group.	2,162,802	111,450	470,050	-	-
26	UEMS Malaysia	IMU Education Sdn Bhd	Provision of facilities maintenance services to IMU Education Sdn Bhd.	163,243	15,875	-	-	-
27	UEMS Malaysia	Parkway Pantai Group	Provision of facilities maintenance services to Pantai Holdings Group at various Pantai hospitals.	2,525,954	756,872	-	-	-
28	UEMS Malaysia	Khazanah	Provision of cleansing services at KLCC and KL Sentral to Khazanah	33,051	-	-	-	-
30	UEMS Solutions Pte Ltd	IHH Healthcare Group	Provision of housekeeping services at various IHH Healthcare Hospitals to IHH Healthcare.	234,196	33,119	-	-	-
Total Outstanding RRPT Receivables				144,848,724	8,767,536	10,849,926	451,416	19,221

* Included in these amounts are retention sum totaling to RM4,327,768.

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

(a) Information on the interested Directors

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

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

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

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

Note:

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

(c) Information on Persons Connected to the interested Directors

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

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

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

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ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

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

- (a) Shareholders Agreement dated 10 March 2022 entered into between Opus International (M) Berhad, an indirect wholly-owned subsidiary of the Company, PPES Consults Sdn Bhd and Opus Consultants (Sarawak) Sdn Bhd ("**JV Company**"), to jointly provide project management services and engineering design services, relating to the engineering and construction projects via the JV Company.

3. MATERIAL LITIGATION

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

3.1 Edgenta PROPEL

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

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

This is a legal suit initiated by Edgenta PROPEL against 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.

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

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

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

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

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

On 7 March 2019, the Setting Aside Appeal was heard, and the Court of Appeal allowed HBT's appeal on a condition that HBT pays the sum of RM10,000,000.00 to the court or a stakeholder's account within 14 days. The Assessed Damages would then be set aside, and a fresh assessment of damages shall be conducted by the High Court. In the event HBT fails to pay the sum of RM10,000,000.00 within 14 days, the Assessed Damages decision will remain valid ("**Appeal Order**"). At the lapse of the 14 days, HBT failed to deposit the sum of RM10,000,000.00 to the court or a stakeholder's account.

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

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

Judgement Debtor Summons (“JDS”)

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

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

Winding Up Proceeding

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

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

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

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

On 15 November 2021 case management, the Court postponed the hearing for HBT’s Judicial Management Application pending the decision in Intervener Application and Preliminary Objection Application. On 10 March 2022, the Court decided to allow Edgenta PROPEL to intervene in HBT Judicial Management Application and dismissed HBT Preliminary Objection Application. The Court further fixed case management on 15 May 2022 and hearing on 8 June 2022 for the Judicial Management Application.

Solicitor’s
Opinion

: Edgenta PROPEL’s solicitors is of the view HBT had failed to provide sufficient grounds to justify its Judicial Management Application and no valid ground to oppose the winding up petition. Therefore, Edgenta PROPEL would likely succeed in the winding up petition against HBT.

3.2 Edgenta PROPEL

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

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

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

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

- a) Edgenta PROPEL failed to have proper work planning, allocation of resources and manpower resulting in the failure to meet the Completion Date set out in the Telco project;
- b) Edgenta PROPEL failed, refused and/or neglected to progress its scope of works timeously;
- c) Edgenta PROPEL failed to proceed regularly and/or diligently with the works resulting in AZSB omitting part of the Telco project works from Edgenta PROPEL and award the same to a third-party replacement sub-contractor; and
- d) Edgenta PROPEL failed, refused and/or neglected to meet the Completion Date set out in the Telco project.

AZSB is seeking the following reliefs from Edgenta PROPEL:

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

On 16 April 2021, Messrs. Zul Rafique & Partners (“**ZRP**”) has been appointed as the solicitor representing the matter.

On 27 April 2021, directions were given by the Registrar as follows:

- a) Edgenta PROPEL to file its Statement of Defence (“**SOD**”) by 25 May 2021; and
- b) AZSB to file its Reply to SOD by 8 June 2021.

On 28 April 2021, a meeting was held between Edgenta PROPEL, Legal Department and ZRP whereby ZRP highlighted that, the Liquidated Ascertained Damages (“**LAD**”) claim forms the largest claim out of the RM30,882,307.58 in the Statement of Claim of AZSB for the Telco suit. In order to support Edgenta PROPEL’s defence in denying the LAD as well as for Construction Industry Payment & Adjudication Act (“**CIPAA**”) claim, ZRP recommended that a delay analysis expert be appointed to analyse the Telco project and come up with quantum and delay report to:

- a) determine the causes for the project to be delayed and who is responsible for the delay events; and
- b) detect any delay events caused by AZSB that Edgenta PROPEL is not aware.

An independent delay analysis report will not only support Edgenta PROPEL’s Civil Suit and CIPAA but also enhance submitted evidence, clarify, and explain theories or testing to the Court/Adjudicator, and add legitimacy and confidence to that data.

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

On 25 May 2021, Edgenta PROPEL has filed its SOD.

On 9 June 2021, the Court noted that the Edgenta PROPEL via Messrs. Christopher Lee & Ong (Edgenta PROPEL representative for the TNB project with AZSB), intends to file a consolidation application to have both TNB project and Telco project to be tried at the same time or one immediately after the other. The AZSB’s solicitors informed the court that they would be objecting to this application. AZSB is directed to file its Reply to SOD & Defence to Counterclaim by 29 June 2021 while Edgenta PROPEL is directed to file its Reply to Defence to Counterclaim by 21 July 2021.

On 23 June 2021, an extension is given in line with the Chief Justice’s Direction No. 8 of year 2021:

- a) AZSB to file its Reply to SOD and Defence to Counterclaim by 12 July 2021.
- b) Edgenta PROPEL to files its Reply to Defence to Counterclaim by 2 August 2021.

On 9 July 2021, an extension is given in line with the Chief Justice’s Direction No. 8 of year 2021:

- a) AZSB to file its Reply to Defence and Defence to Counterclaim by 26 July 2021.
- b) Edgenta PROPEL to file its the Reply to Defence to Counterclaim by 16 August 2021.

On 12 August 2021, the Court has granted a two (2) weeks extension from 16 August 2021, i.e. until 30 August 2021 for Edgenta PROPEL to file and serve its Reply to Defence to Counterclaim.

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

On 1 September 2021, the outcome of the case management are as follows:

- a) Telco suit will be heard first given the larger claim sums;
- b) The Court has fixed trial dates for the Telco suit on 9 to 13 May 2022. Whereas, the trial dates for the TNB suit have been fixed on 23 to 27 May 2022;
- c) Witness statements for both suits are due by 8 April 2022;
- d) Rebuttal Witness Statements for both suits are due by 22 April 2022.

In so far as the Telco suit is concerned, the court further directed that Case Summaries, Bundle of Pleadings, Agreed Facts, Issues to be Tried and Chronology of Events are due by the next case management. Further, progress have to be made by the next case management, in terms of exchanging documents and preparing an Index for the Common Bundle of Documents and the List of Witnesses.

On 15 October 2021, Judge was informed that the Case Summaries and Bundle of Pleadings had been filed. AZSB's solicitors also stated to the Court that they are still considering Edgenta PROPEL's comments in relation to the Agreed Facts, Issues to be Tried & Common Chronology ("**3 Pre-Trial Documents**"). AZSB's solicitors informed the Court that AZSB will be sending Edgenta PROPEL their Index and documents next week. The Judge informed parties to continue working on coming to an agreement on the 3 Pre-Trial Documents and directed AZSB's solicitors to email the agreed 3 Pre-Trial Documents to the court a day before the next case management for discussion before the said documents can be filed.

On 24 November 2021:

- a) The Judge reviewed the following draft:
 - the draft Agreed Facts: the Judge directed for certain facts therein to be drafted neutrally to avoid prolonged dispute by parties over the wordings.
 - the draft Issues to be Tried: the Judge directed for headings to be inserted to separate the issues.
- b) The Judge directed for the expert reports to be filed by 24 January 2022, together with an affidavit affirmed by the expert.

On 26 January 2022:

- a) Judge reviewed the Issues to be Tried with both parties and AZSB's solicitors indicated that they have no objections as to the inclusion of the issue of the quantum meruit as part of the Issues.
- b) Judge directed for the List of Witnesses to be filed on 14 February 2022, along with the expert reports.

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

On 1 March 2022, the Court took note that the delay analysis expert and witness may not be able to attend the trial physically and notwithstanding this, informed that parties to plan for a virtual or a hybrid (physical & virtual) trial. The Judge also directed for the experts of both parties to prepare Joint Statement reports by 14 March 2022 and the next case management has been fixed tentatively on 16 March 2022. This is subject to the availability of each party's expert, as the court has indicated that the experts of both parties should attend the next case management.

On 11 March 2022, the case management has been moved to 22 March 2022 and was subsequently vacated. The date for the next case management has not been set and Edgenta PROPEL is pending updates from ZRP.

Solicitor's Opinion : Proceedings are still in the preliminary stage. Nonetheless, ZRP is of the view Edgenta PROPEL has reasonable chance of success in defending this matter.

3.3 RMSB

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Solicitor's
Opinion

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

3.4 EMS

Parties	:	EMS and Magna Meditech Sdn Bhd (“ MMSB ”)
Case Summary	:	Suit no: WA-22NCvC-189-03/2021 at Kuala Lumpur High Court Date of commencement of suit: 25 March 2021

By way of a Letter of Acceptance dated 8 November 2019, EMS and MMSB entered a contract described as the “Provision of Comprehensive Maintenance Services for Radiology, Radiotherapy, Imaging and Ultrasound Equipment at Northern Region Hospitals under the Ministry of Health Malaysia (MOH) for EMS” (“**Contract**”) with a contract value of RM53,665,958.88.

On 18 May 2020, EMS served a Notice of Rescission of the Contract on MMSB (“**Notice of Rescission**”).

Status	:	On 30 March 2021, EMS was served with a Writ and a Statement of Claim both dated 25 March 2021.
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MMSB claims that EMS has breached the Contract by, among others:

- a) prematurely and unlawfully terminating the Contract by way of the Notice of Rescission;
- b) failing, refusing and/or neglecting to fulfil its obligations under the Contract and resolve the matter complained by failing to conclude the outcome of the Dispute Resolution Committee; and
- c) acting in bad faith by failing, refusing and/or neglecting to take all necessary steps to submit all the relevant documents to Ministry of Health Malaysia to ensure that MMSB’s appointment under the Contract is accepted.

MMSB is seeking for among others the following relief from EMS:

- a) a declaration that the Notice of Rescission dated 18 May 2020 issued by EMS is invalid, null and void, and of no legal effect;
- b) a declaration that EMS has breached the Contract by preventing MMSB to commence the execution of the Contract and/or not taking the steps necessary to facilitate MMSB’s appointment as EMS’s subcontractor under the Contract;
- c) an order for specific performance for EMS to reinstate, enforce and execute the Contract for a new term of 3 years with an extension of a further 2 years; and
- d) alternatively, an order for damages amounting to RM22,023,999.53.

On 3 May 2021, EMS’s solicitors filed the defence to MMSB’s claims. The judge later fixed the next case management on 3 June 2021.

On 3 June 2021, the Court fixed the next case management on 17 December 2021 and fixed five days for the trial of the case from 17 May 2022 to 20 May 2022 and 23 May 2022.

On 17 December 2021, the Court informed that the matter has been transferred to a new court and the trial dates in May 2022 are vacated. The next case management was fixed on 27 January 2022.

The Court via a letter dated 20 January 2022 directed the case management on 27 January 2022 be vacated and re-scheduled to 22 February 2022.

At the case management on 22 February 2022, the Deputy Registrar fixed another online case management before herself on 8 March 2022 for parties to provide further directions on pre-trial documents.

On 8 March 2022, the Deputy Registrar fixed another online case management on 8 April 2022.

Solicitor's Opinion : EMS's solicitors are of the view that MMSB's claim can be legally defended and that EMS has a fair and reasonable chance of success in defending the claim.

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 59th 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 2020 and 31 December 2021;
- (iii) Material contracts referred to in Section 2 of this Appendix; and
- (iv) Relevant cause paper in respect of the material litigation referred to in Section 3 of this Appendix.

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