

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

**SUMMARY RECORD OF THE PROCEEDINGS OF  
THE 59<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”)**

**VENUE : THE GROUNDS, LEVEL 12, MENARA UEM, TOWER 1, AVENUE 7,  
THE HORIZON, BANGSAR SOUTH CITY, NO. 8, JALAN KERINCHI,  
59200 KUALA LUMPUR**

**DATE : THURSDAY, 16 JUNE 2022**

**TIME : 3.00 P.M.**

**MODE OF MEETING : VIRTUAL**

**PRESENT**

**BROADCAST VENUE:**

- |                             |   |
|-----------------------------|---|
| 1. Tan Sri Dr. Azmil Khalid | - Independent Non-Executive Director/<br>Chairman |
| 2. En. Syahrulizam Samsudin | - Managing Director/Chief Executive<br>Officer    |

**PARTICIPATED VIA VIDEO CONFERENCING:**

- |                                     |  |
|-------------------------------------|--|
| 1. YBhg. Dato’ Mohd Izani Ghani     | - Non-Independent Non-Executive Director |
| 2. YBhg. Noorazman Abd Aziz         | - Non-Independent Non-Executive Director |
| 3. En. Mohd Asrul Ab Rahim          | - Non-Independent Non-Executive Director |
| 4. Mr. Robert Tan Bun Poo           | - Independent Non-Executive Director     |
| 5. YDH Dato’ George Stewart LaBrooy | - Independent Non-Executive Director     |
| 6. Pn. Rowina Ghazali Seth          | - Independent Non-Executive Director     |
| 7. Ms. Shirley Goh                  | - Independent Non-Executive Director     |
| 8. Ms. Jenifer Thien                | - Independent Non-Executive Director     |

**IN ATTENDANCE:**

- |                        |                     |
|------------------------|---------------------|
| 1. Ms. Chiew Siew Yuen | - Company Secretary |
|------------------------|---------------------|

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**1. WELCOMING REMARKS**

Tan Sri Dr. Azmil Khalid, the Chairman of the Meeting, thanked everyone for joining the AGM.

He then proceeded to introduce the members of the Board, Company Secretary and the Partner representing Messrs Ernst & Young PLT.

**2. QUORUM**

The Company Secretary confirmed that there was sufficient quorum in accordance with Article 70 of the Constitution of the Company.

Members/proxies who has logged in to view the meeting via live streaming was deemed as present in person.

### **3. NOTICE OF MEETING**

The meeting was informed by the Chairman that on 29 April 2022, notifications on the availability of the Annual Report 2021 for download were sent via electronic mail to Shareholders who have maintained their email addresses in the Record of Depositors with Bursa Malaysia Depository Sdn Bhd and letters were dispatched to Shareholders who have yet to provide their email addresses.

He added that the Notice of the AGM was issued and published in the New Straits Times on 29 April 2022.

### **4. PROCEDURES OF MEETING**

The Chairman reported that as at the last date and time for registration to participate at the AGM, a total of 580 shareholders, proxies and corporate representatives have registered to participate and vote at the AGM.

He added that the Company received a total of 75 proxy forms and corporate representative forms from shareholders for a total of 654,147,632 ordinary shares representing 78.7% of the issued and paid-up share capital of the Company. Out of those, there were 27 shareholders who have appointed the Chairman of the Meeting as proxy to vote for and on their behalf and the shares so represented were 78,807,095 ordinary shares representing 9.5% of the issued and paid-up share capital of the Company.

The Chairman informed that pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of AGM should be voted by poll and in view thereof, all resolutions to be put to vote shall be decided on a poll pursuant to Article 74 of the Constitution of the Company.

He further informed that the Company had appointed Boardroom Share Registrars Sdn Bhd as the Poll Administrator and Boardroom Corporate Services Sdn Bhd as Scrutineers to verify the poll results.

The Members were also briefed on the online remote voting procedures and were informed of their rights to ask questions whereby the questions would be addressed towards the end of the meeting. In the event of time constraint, responses to the questions raised by shareholders would be reverted via email.

### **5. CHAIRMAN'S ADDRESS**

The Chairman summarised the overall financial performance of the Group for the financial year ended 31 December 2021, key events that took place in year 2021 and the way forward strategy plan of the Company.

### **6. PRESENTATION BY MD/CEO**

En. Syahrudin Samsudin, the MD/CEO presented the Group's key highlights, business performance, updates on Edgenta of the Future 2025, as well as the investment highlights of the Group.

**7. AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021**

The Audited Financial Statements for the financial year ended 31 December 2021 together with the Directors' and the Auditors' Reports thereon which had been circulated to all shareholders within the prescribed period were tabled at the Meeting.

The Chairman informed that the agenda item is meant for discussion only and does not require a formal approval from shareholders pursuant to Sections 248(2) and 340(1) of the Companies Act 2016.

He further highlighted that the Group's performance for financial year ended 31 December 2021, Group financial position, Group performance highlights and segmental performance were outlined on pages 30 to 40 in the Annual Report 2021.

**8. ORDINARY RESOLUTION 1**  
**- RE-ELECTION OF DATO' GEORGE STEWART LABROOY WHO RETIRES IN ACCORDANCE WITH ARTICLE 91 OF THE COMPANY'S CONSTITUTION**

The Chairman informed that Ordinary Resolution 1 is on the re-election of Dato' George Stewart LaBrooy who is retiring under Article 91 of the Constitution of the Company. Being eligible, he has offered himself for re-election.

The profile of Dato' George Stewart LaBrooy can be found on page 115 of the Annual Report 2021.

**9. ORDINARY RESOLUTION 2**  
**- RE-ELECTION OF MS. SHIRLEY GOH WHO RETIRES IN ACCORDANCE WITH ARTICLE 90 OF THE COMPANY'S CONSTITUTION**

The Chairman informed that Ordinary Resolution 2 was on the re-election of Ms. Shirley Goh who is retiring under Article 90 of the Constitution of the Company. Being eligible, she has offered herself for re-election.

The profile of Ms. Shirley Goh can be found on page 117 of the Annual Report 2021.

**10. ORDINARY RESOLUTION 3**  
**- RE-ELECTION OF MS. JENIFER THIEN BIT LEONG WHO RETIRES IN ACCORDANCE WITH ARTICLE 90 OF THE COMPANY'S CONSTITUTION**

The Chairman informed that Ordinary Resolution 3 was on the re-election of Ms. Jenifer Thien Bit Leong who is retiring under Article 90 of the Constitution of the Company. Being eligible, she has offered herself for re-election.

The profile of Ms. Jenifer Thien Bit Leong can be found on page 118 of the Annual Report 2021.

**11. ORDINARY RESOLUTION 4**  
**- RE-ELECTION OF EN. MOHD ASRUL AB RAHIM WHO RETIRES IN ACCORDANCE WITH ARTICLE 90 OF THE COMPANY'S CONSTITUTION**

The Chairman informed that Ordinary Resolution 4 was on the re-election of En. Mohd Asrul Ab Rahim who is retiring pursuant to Article 90 of the Constitution of the Company. Being eligible, he has offered himself for re-election.

The profile of En. Mohd Asrul Ab Rahim can be found on page 119 of the Annual Report 2021.

**12. ORDINARY RESOLUTION 5**

**- PAYMENT OF DIRECTORS' FEES FOR THE PERIOD FROM THE 59<sup>TH</sup> AGM UNTIL THE NEXT AGM ON A QUARTERLY BASIS**

The Meeting was informed that for Ordinary Resolution 5, the Company was seeking Shareholders' approval for the payment of Directors' fees for the period from the 59<sup>th</sup> AGM until the next AGM of the Company, to be paid on a quarterly basis.

The Chairman informed that the quantum of Directors' fees was the same as the last financial year.

He also added that En. Mohd Asrul Ab Rahim, who is a nominee Director from UEM Group Berhad and under the employment with Khazanah Nasional Berhad, was not paid any Directors' fee as per the Policy of Fee Waiver of Khazanah Nasional Berhad with effect from 1 January 2022.

**13. ORDINARY RESOLUTION 6**

**- PAYMENT OF DIRECTORS' BENEFITS FOR THE PERIOD FROM THE 59<sup>TH</sup> AGM UNTIL THE NEXT AGM**

The Chairman informed that for Ordinary Resolution 6, the Company was seeking approval for the payment of Directors' benefits for the period from the 59<sup>th</sup> AGM until the next AGM.

The details of the Directors' benefits can be found in the Notice of AGM on page 336 of the Annual Report 2021.

**14. ORDINARY RESOLUTION 7**

**- RE-APPOINTMENT OF MESSRS ERNST & YOUNG PLT AS AUDITORS AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION**

The Meeting was informed that Ordinary Resolution 7 was on the re-appointment of Messrs. Ernst & Young PLT who has indicated their willingness to continue to act as Auditors for the Company.

Having concluded the Ordinary Business of the AGM, the Chairman then proceeded to table the resolutions under the Special Business of the AGM.

**15. ORDINARY RESOLUTION 8**

**- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Chairman informed that Ordinary Resolution 8 was to seek shareholders' approval on the Proposed Renewal of Existing Shareholders' Mandate for the Group to enter into recurrent related party transactions of a revenue or trading nature which were necessary for the Group's day-to-day operations.

The approval would enable UEM Edgenta Group to carry out recurrent related party transactions necessary for the Group's day-to-day operations and would eliminate the need for the Company to convene separate general meetings on each occasion, thereby reducing substantial administrative time and expenses in convening such meetings without compromising the corporate objectives or adversely affecting the business opportunities available to the Group. The shareholders' mandate was subject to renewal on an annual basis.

Details on the Proposed Renewal of Shareholders' Mandate were set out in the Circular to Shareholders dated 29 April 2022, and available for download on the Company's corporate website.

**16. ORDINARY RESOLUTION 9**

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

The Members were notified that Ordinary Resolution 9 was to seek their approval for the proposed new shareholders' mandate for additional recurrent related party transactions of a revenue or trading nature.

Full details on the proposed new shareholders' mandate were set out in the Circular to Shareholders dated 29 April 2022.

The Chairman informed that the interested Directors and/or major shareholders in these transactions namely, UEM Group Berhad and Khazanah Nasional Berhad and the persons connected to them as set out in Section 6 of the Company's Circular to Shareholders dated 29 April 2022, have abstained and would continue to abstain from voting on both Ordinary Resolutions 8 and 9.

**17. ANY OTHER BUSINESS**

The Company Secretary confirmed that no notice to transact any other business at the AGM was received.

**18. QUESTION & ANSWER SESSION**

Questions received from the Minority Shareholder Watch Group ("MSWG") and shareholders prior to the AGM were then addressed by the MD/CEO. A snapshot of the questions and responses which encompasses the following were also projected for the benefit of the Members present:-

**MSWG**

- a) Healthcare support services: Cost optimisation and cost savings target to be achieved in FY2022 as well as performance outlook in terms of revenue and net profit.
- b) Trade Receivables: Details of major customers with long outstanding trade receivables, provision on expected credit losses and latest/updated long outstanding trade receivables.
- c) Order Book: Board and Management's plans/updates in view of the declining order book in FY2021 as compared to FY2019.
- d) International Business: Ways to achieve/attain the Edgenta of the Future 2025 transformation strategy target revenue contribution from international business of up to 70% by end of 2025 and the division/region/market offering greatest potential to the group.
- e) Staff Related: Further details on the staff rationalisation exercise for infrastructure services and asset consultancy divisions in FY2021, reasons for increase in wages and salaries, and reasons for the unusual high number of resignations and recruitment of non-executive staff.
- f) Edgenta NXT Sdn Bhd: Expectations in business and financial performance as well as the current financial contribution to the Company.

### **Shareholders**

- a) Impact on the group's profit margin in view of the implementation of minimum wage with effect from 1 May 2022.
- b) Latest update/information on the collection from trade and other receivables.
- c) Business development pipeline/addressable market size in Middle East.
- d) Business model of QuickMed.

The questions submitted by Shareholders through real time via the messaging box which encompasses the following were also addressed by the MD/CEO:-

- a) Sustainability of profit in view of the economic and political factors.
- b) Implication on the operations and revenue in the endemic phase of COVID-19 and estimated revenue recovery to pre-pandemic levels.
- c) Cost control measures and expected savings for the next five (5) years.
- d) Details of one-off grant from Singapore Government.
- e) Expected investment/capital expenditure for expansion to Kingdom of Saudi Arabia.
- f) Expected revenue contribution from the expansion to Kingdom of Saudi Arabia and United Arab Emirates.
- g) Dividend policy of the Company and expectation of dividend payout in FY2022.
- h) Prospects and strategies of the company in FY2022.
- i) Labour shortage in healthcare division and whether there will be creation of new jobs position in FY2022.
- j) Leveraging technology to reduce human intervention in areas which were labour-intensive.
- k) Cost for virtual AGM and consideration for door gift distribution.

### **19. NOTES OF APPRECIATION**

On behalf of the Board, the Chairman place on record their appreciation to Mr. Robert Tan Bun Poo, who retired in accordance with Article 91 of the Constitution of the Company, for his services and invaluable contributions to the Company.

### **20. APPOINTMENT OF NEW DIRECTOR**

The Chairman informed that the Nomination and Remuneration Committee and the Board have assessed a number of candidates and the process was still ongoing. The Chairman added that the necessary announcements on the new appointment would be released via Bursa Securities in due course.

## **21. VOTING SESSION**

The Chairman informed that the voting session would be available and opened for another 5 minutes and reminded Members/proxies to cast their votes.

He further informed that the Meeting would be adjourned for 25 minutes after the voting session has ended to allow the computation and verification of poll votes by the Independent Scrutineer.

He added that the Meeting would resume once the verified poll voting results were received.

## **22. ANNOUNCEMENT OF POLL RESULTS**

The Chairman informed that he had received the poll results which has been duly verified by the Scrutineers, Boardroom Corporate Services Sdn Bhd.

The poll results were projected on the screen for the benefit of all Shareholders. A copy of the results was attached to these minutes as **Appendix A**.

The Chairman declared that all the resolutions were **CARRIED** as follows:-

### **Ordinary Resolution 1**

**THAT** Dato' George Stewart LaBrooy, who retires pursuant to Article 91 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

### **Ordinary Resolution 2**

**THAT** Ms. Shirley Goh, who retires pursuant to Article 90 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

### **Ordinary Resolution 3**

**THAT** Ms. Jenifer Thien Bit Leong, who retires pursuant to Article 90 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

### **Ordinary Resolution 4**

**THAT** En. Mohd Asrul Ab Rahim, who retires pursuant to Article 90 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

### **Ordinary Resolution 5**

**THAT** the following Directors' fees for the period from the 59<sup>th</sup> AGM until the next AGM be and are hereby approved for payment on a quarterly basis:-

<b>Directors' Fees</b>	<b>Non-Executive Chairman</b>		<b>Non-Executive Director</b>	
	<b>Per Quarter (RM)</b>	<b>Per Annum (RM)</b>	<b>Per Quarter (RM)</b>	<b>Per Annum (RM)</b>
Board	52,500	210,000	27,000	108,000
Audit Committee	12,500	50,000	7,500	30,000
Other Board Committees	6,250	25,000	3,750	15,000

**Ordinary Resolution 6**

**THAT** the Directors’ benefits to the Non-Executive Chairman and Non-Executive Directors for the period from the 59<sup>th</sup> AGM until the next AGM of the Company be and is hereby approved for payment:-

Description	Directors’ remuneration/ benefits
Meeting allowance for ad-hoc or temporary Board Committees established for specific purposes	(i) Chairman of Committee: RM2,000 per meeting (ii) Member of Committee: RM1,000 per meeting
Car allowance for Chairman of UEM Edgenta	RM3,400 per month

**Ordinary Resolution 7**

**THAT** Messrs Ernst & Young PLT, having indicated their willingness to accept re-appointment, be and are hereby re-appointed as Auditors of the Company for the ensuing year until the conclusion of the next AGM of the Company and that the Board of Directors be and is hereby authorised to fix their remuneration.

**Ordinary Resolution 8**

**THAT** pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the renewal of the shareholders’ mandate for the Company and/or its subsidiaries (“UEM Edgenta Group”) to enter into recurrent related party transactions of a revenue or trading nature (“Proposed Renewal of Shareholders’ Mandate”), which are necessary for the day-to-day operations in the ordinary course of business of UEM Edgenta Group and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company, particulars which are set out in Part A of Appendix I of the Circular to Shareholders dated 29 April 2022 **AND THAT** such approval shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier,

**AND FURTHER THAT** the Directors of the Company and/or any of them be and are/is (as the case may be) hereby authorised to complete and do all such acts and things (including executing all such documents under the common seal in accordance with the provisions of the Constitution of the Company, as may be required) as they may consider expedient or necessary to give full effect to the Proposed Renewal of Shareholders’ Mandate.

### **Ordinary Resolution 9**

**THAT** pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the shareholders' mandate for UEM Edgenta Group to enter into additional recurrent related party transactions of a revenue or trading nature ("Proposed New Shareholders' Mandate"), which are necessary for the day-to-day operations in the ordinary course of business of UEM Edgenta Group and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company, particulars which are set out in Part B of Appendix I of the Circular to Shareholders dated 29 April 2022 **AND THAT** such approval shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoke or varied by resolution passed by the shareholders in a general meeting,

whichever is earlier,

**AND FURTHER THAT** the Directors of the Company and/or any of them be and are/is (as the case may be) hereby authorised to complete and do all such acts and things (including executing all such documents under the common seal in accordance with the provisions of the Constitution of the Company, as may be required) as they may consider expedient or necessary to give full effect to the Proposed New Shareholders' Mandate.

### **23. CONCLUSION**

There being no other business to be transacted, the Chairman thanked all members for their faith and support in the Company's business and operations and for their participation at the AGM.

The Chairman also recorded his gratitude towards the employees of the Company, especially the front liners for their dedication and commitment.

The meeting ended at 5.03 p.m.

**\*\*\*end\*\*\***

**UEM Edgenta Berhad**

Fifty-Ninth Annual General Meeting

The Grounds, Level 12, Menara UEM, Tower 1, Avenue 7

The Horizon, Bangsar South City

No. 8, Jalan Kerinchi, 59200 Kuala Lumpur

Malaysia

Thursday, 16 June 2022

**Polling Results**

RESOLUTION	Vote FOR			Vote AGAINST		
	REC	SHARES	%	REC	SHARES	%
ORDINARY RESOLUTION 1	448	655,035,898	99.9717	80	185,362	0.0283
ORDINARY RESOLUTION 2	450	655,013,205	99.9745	76	167,055	0.0255
ORDINARY RESOLUTION 3	449	655,051,404	99.9745	76	166,756	0.0255
ORDINARY RESOLUTION 4	441	654,445,555	99.9695	81	199,753	0.0305
ORDINARY RESOLUTION 5	400	654,989,151	99.9646	124	232,192	0.0354
ORDINARY RESOLUTION 6	392	654,978,187	99.9631	130	241,791	0.0369
ORDINARY RESOLUTION 7	464	655,101,103	99.9821	60	117,205	0.0179
ORDINARY RESOLUTION 8	446	80,091,450	99.7981	79	162,033	0.2019
ORDINARY RESOLUTION 9	445	80,088,788	99.7947	80	164,743	0.2053