

NOTICE OF THE 59TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 59th Annual General Meeting (“59th AGM”) of UEM Edgenta Berhad (“UEM Edgenta” or the “Company”) will be conducted virtually for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice.

Meeting Platform	: https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC-D6A357657)
Day and Date	: Thursday, 16 June 2022
Time	: 3.00 p.m.
Broadcast Venue	: The Grounds, Level 12, Menara UEM, Tower 1, Avenue 7, The Horizon, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur
Mode of Communication	: Shareholders may submit questions to the Board of Directors in advance, prior to the 59 th AGM electronically by email to ir@edgenta.com no later than Tuesday, 14 June 2022 at 3.00 p.m. or via real time submission of typed texts via Lumi AGM meeting platform at https://meeting.boardroomlimited.my during the live streaming.

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Directors’ and Auditors’ reports thereon.

2. To re-elect the following Director who is retiring in accordance with Article 91 of the Company’s Constitution and being eligible, has offered himself for re-election:-

- Dato’ George Stewart LaBrooy

Ordinary Resolution 1

Mr. Robert Tan Bun Poo who retires in accordance with Article 91 of the Company’s Constitution, has expressed his intention not to seek re-election. Hence, he will retain office until the conclusion of the 59th AGM.

3. To re-elect the following Directors who are retiring in accordance with Article 90 of the Company’s Constitution and being eligible, have offered themselves for re-election:-

- Ms. Shirley Goh
- Ms. Jenifer Thien Bit Leong
- En. Mohd Asrul Ab Rahim

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

4. To approve the Directors’ fees and the payment thereof to the Directors for the period from the 59th AGM until the next Annual General Meeting (“AGM”) of the Company, to be payable on a quarterly basis.

Ordinary Resolution 5

NOTICE OF THE 59TH ANNUAL GENERAL MEETING

5. To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Chairman and Non-Executive Directors based on the following table of benefits and remuneration for the period from the 59th AGM until the next AGM of the Company:-

Ordinary Resolution 6

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

6. To re-appoint Messrs Ernst & Young PLT as Auditors and to authorise the Board of Directors to fix their remuneration.

Ordinary Resolution 7

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without modifications:-

7. **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

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 of 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 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); 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."

NOTICE OF THE 59TH ANNUAL GENERAL MEETING

8. **Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature** **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 Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); 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 New Shareholders' Mandate.”

9. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

CHIEW SIEW YUEN

Company Secretary
(SSM PC No. 201908001259)
(MAICSA 7063781)

Kuala Lumpur
29 April 2022

NOTICE OF THE 59TH ANNUAL GENERAL MEETING

NOTES:

1. The 59th AGM would be held entirely via Remote Participation and Electronic Voting (“RPEV”) facilities through Lumi AGM meeting platform at <https://meeting.boardroomlimited.my>. Kindly refer to the Administrative Notes for the 59th AGM in order to register, participate and vote remotely via the RPEV facilities.
 2. 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.
 3. A member of the Company entitled to attend and vote at the meeting, is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. A proxy may but need not be a member of the Company.
 4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
 5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds in the Company. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 which is exempted from compliance with the provisions of subsection 25A(1) of the Securities Industry (Central Depositories) Act 1991.
 6. The instrument appointing a proxy shall be in writing under the hand of the Member or his attorney duly authorised in writing or, if the Member is a corporation, shall either be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or in the case of a sole director, by that director in the presence of a witness who attests the signature or of its attorney duly authorised in writing.
 7. The instrument appointing a proxy must be deposited/ submitted via the following ways not less than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof:
 - (i) By hardcopy form
The Proxy Form must be 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.
 - (ii) By electronic form
The Proxy Form can be electronically submitted through the Share Registrar’s website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please refer to the Administrative Notes for the procedures on electronic lodgement of proxy form.
 8. For the purpose of determining a member who shall be entitled to attend this 59th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with the provisions under Article 63 of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors (“ROD”) as at 9 June 2022. Only a depositor whose name appears on the ROD as at 9 June 2022 shall be entitled to attend this 59th AGM or appoint a proxy(ies) to attend, participate, speak and vote on his behalf.
- Personal data privacy:**
By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, participate, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/ or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/ or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/ or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/ or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

NOTICE OF THE 59TH ANNUAL GENERAL MEETING

9. Explanatory Notes on Ordinary Businesses:-

(i) To receive the Audited Financial Statements

Agenda Item No. 1 is meant for discussion only as the provisions of Sections 248(2) and 340(1) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item of the Agenda is not put forward for voting.

(ii) Ordinary Resolutions 1 - 4: Re-election of Directors

The Nomination and Remuneration Committee (“NRC”) has considered the performance and contribution of each of the retiring Directors under Agenda Items No. 2 & 3 and has also assessed the independence of the Independent Non-Executive Directors (“INEDs”) seeking re-election.

Based on the results of the Board Effectiveness Assessment conducted for the financial year ended 31 December 2021, the performance of each of the retiring Directors was found to be satisfactory.

The retiring INEDs have also fulfilled the independence criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Malaysian Code on Corporate Governance.

The Board has endorsed the NRC’s recommendation to seek shareholders’ approval for the re-election of the retiring Directors. The retiring Directors, had abstained from deliberations and decisions on their re-election at the NRC and Board meetings.

The details and profiles of the Directors who are standing for re-election at the 59th AGM are provided in the Board of Directors’ section on pages 110 to 119 of Company’s Annual Report 2021.

(iii) Ordinary Resolution 5: Payment of Directors’ Fees

The Directors’ fees under Agenda Item No. 4 is payable to each of the Non-Executive Directors, on a quarterly basis as follows:-

Directors’ Fees	Non-Executive Chairman		Non-Executive Director	
	Per Quarter (RM)	Per Annum (RM)	Per Quarter (RM)	Per Annum (RM)
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

10. Explanatory Notes on Special Businesses:-

(i) Ordinary Resolution 8: Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 8, if passed, will allow UEM Edgenta Group to enter into recurrent related party transactions which are of a revenue or trading nature and necessary for UEM Edgenta Group’s day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.

NOTICE OF THE 59TH ANNUAL GENERAL MEETING

In addition, it will eliminate the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. The shareholders' mandate is subject to renewal on an annual basis.

The details on the Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature are set out in Part A of Appendix I of the Circular to Shareholders dated 29 April 2022.

(ii) Ordinary Resolution 9 – Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature

Ordinary Resolution 9 is to seek shareholders' mandate in relation to additional recurrent related party transactions to be entered into by the Company and its subsidiaries.

This resolution, if passed, will enable UEM Edgenta Group to enter into recurrent related party transactions of a revenue or trading nature which are necessary for UEM Edgenta Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are 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.

This mandate will eliminate the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. The shareholders' mandate is subject to renewal on an annual basis.

The details on the Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature are set out in Part B of Appendix I of the Circular to Shareholders dated 29 April 2022.

STATEMENT ACCOMPANYING NOTICE OF 59TH ANNUAL GENERAL MEETING

(pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

Directors who are standing for re-election at the 59th AGM

The details of the Directors who are standing for re-election at the 59th AGM are provided in the Board of Directors' section on pages 110 to 119 of the Company's Annual Report 2021. None of the Directors have any interest in the securities of the Company and its subsidiaries.