

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

**SUMMARY RECORD OF THE PROCEEDINGS OF
THE EXTRAORDINARY GENERAL MEETING**

VENUE: BANQUET HALL, MENARA KORPORAT, PERSADA PLUS,
PERSIMPANGAN BERTINGKAT SUBANG, KM15,
LEBUHRAYA BARU LEMBAH KLANG,
47301 PETALING JAYA, SELANGOR DARUL EHSAN

DATE: FRIDAY, 2 DECEMBER 2016

TIME: 10.00 A.M.

1. WELCOMING REMARKS

En. Amir Hamzah Azizan, the Chairman of the Meeting welcomed all shareholders, corporate representatives, proxy holders and invited guests to the meeting and introduced the members of the Board of Directors ("Board") and the Company Secretary who were in attendance.

He further informed the Meeting that Ms. Elakumari Kantilal conveyed her apologies as she was not able to attend the Meeting.

En. Amir requested the Muslim attendees to recite Al-Fatihah and the non Muslims to observe a moment of silence in honour of the late Chairman of the Company, Dato' Seri Ismail Shahudin who passed away on 30 July 2016. On behalf of the Board and the Company, the Chairman placed on record its appreciation to the late Dato' Seri Ismail Shahudin for his invaluable contributions given to UEM Edgenta Berhad and its subsidiaries.

He informed that besides the Senior Management Team of the Company, representatives from the following were also present:-

- CIMB Investment Bank Berhad, the Principal Adviser;
- Allen & Overy LLP, the Legal Counsel for the proposed acquisition;
- Insights Law LLC, the Singapore Legal Counsel for foreign investments, taxation and repatriation of profits of Singapore;
- KPMG Corporate Advisory Sdn Bhd, the Independent Expert on the fairness of the purchase consideration; and
- Messrs. Ernst & Young, the Reporting Accountant.

2. QUORUM

The Company Secretary confirmed that there was sufficient quorum in accordance with Article 48 of the Articles of Association of the Company.

3. NOTICE OF MEETING

With the permission of the members present, the Notice of Meeting was taken as read.

4. PROCEDURES OF MEETING

The Chairman reported that the Company received a total of 379 proxy forms and corporate representative forms from shareholders for a total of 630,559,631 ordinary shares of RM0.25 each representing 75.82% of the issued and paid-up share capital of the Company. Out of those, 60 shareholders had appointed the Chairman of the Meeting as proxy to vote for and on their behalf and the shares so represented were 24,965,757 ordinary shares of RM0.25 each representing 3.00% of the issued and paid-up share capital of the Company.

The members were briefed on the procedures in tabling and approving resolution at the Meeting. The Chairman added that the voting would be by electronic poll voting and if there is an equality of vote, he would then exercise his casting vote pursuant to Article 54 of the Articles of Association of the Company. He encouraged all members to participate in the Meeting.

5. CHAIRMAN ADDRESS

The Chairman summarised the rationale of the proposed acquisition of the entire issued and paid-up share capital Asia Integrated Facility Solutions Pte Ltd ("Proposed Acquisition").

6. PRESENTATION BY MANAGING DIRECTOR/CHIEF EXECUTIVE OFFICER

The Chairman invited En. Azmir Merican, the Managing Director/Chief Executive Officer of the Company to give a presentation on the Proposed Acquisition.

En. Azmir Merican also addressed the questions received from the Minority Shareholder Watchdog Group ("MSWG") and various shareholders prior to the Meeting. A snapshot of the questions and responses were also projected for the benefit of the members present.

The Chairman then invited questions from the floor. Several members, namely Mr. Soh Kok Chong, Mr. Phang Ah Kow, Mr. Muniandy a/l Karishnan, Mr. Ho Yueh Weng and Mr. Woon Peng Wah raised several salient comments and questions at the EGM which were duly answered by the Chairman and Managing Director/Chief Executive Officer.

7. ELECTRONIC POLLING PROCESS

The Company Secretary briefed on the procedures for the conduct of electronic poll voting at the EGM.

8. ORDINARY RESOLUTION

- **PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP CAPITAL OF ASIA INTEGRATED FACILITY SOLUTIONS PTE LTD ("AIFS")**

The motion on the Proposed Acquisition was proposed by Mr. Woon Peng Wah and seconded by En. Mohd Amin bin Mohd Din.

The Chairman then declared the commence of the electronic polling process and the meeting would be adjourned for 30 minutes. All members were requested to return to the meeting hall by 12.30 p.m.

9. **ANNOUNCEMENT OF POLL RESULTS**

At 12.30 p.m., the Chairman called the meeting to order for the declaration of results. He informed that he had received the poll results which have been verified by the scrutineers, Symphony Corporatehouse Sdn Bhd.

The Chairman announced the poll results in respect of the Proposed Acquisition which was carried as follows:-

RESOLUTION	FOR		AGAINST	
	NO. OF SHARES	%	NO. OF SHARES	%
Proposed Acquisition	630,524,056	99.9996	254	0.00004

The Chairman declared that the Resolution on the Proposed Acquisition was passed as follows:-

“THAT, subject to and conditional upon the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to Edgenta (Singapore) Pte Ltd (“Edgenta Singapore”), a wholly owned subsidiary of the Company, to acquire the entire issued and paid-up capital of AIFS for a total consideration of SGD185,915,000 subject to adjustment and upon such terms and conditions set out in the sale and purchase agreement dated 26 September 2016 entered into between Edgenta Singapore, the Company and Asia IFM Solutions Limited (“SPA”).

THAT, authority be and is hereby given to the Board of Directors of Edgenta Singapore and/or the Company to assent to any modifications to the SPA and sign and execute any other ancillary agreement and documents in relation thereto (as may be amended from time to time by further agreement between the parties) in connection with the Proposed Acquisition, for and on behalf of Edgenta Singapore and the Company.

THAT, in order to implement, complete and give full effect to the Proposed Acquisition, authority be and is hereby given to the Board of Directors of Edgenta Singapore and/or the Company to give full effect to the Proposed Acquisition with full powers to do or procure to be done all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and take all such decisions as they may in their absolute discretion deem fit, necessary, expedient or appropriate in the best interest of Edgenta Singapore and/or the Company and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Acquisition with full powers to assent to any arrangement, conditions, modifications, variations and/or amendments thereto as the Board of Directors of Edgenta Singapore and/or the Company may deem fit and/or as may be imposed by any relevant authorities in connection with the Proposed Acquisition.”

10. **CONCLUSION**

There being no other business to be transacted, the Chairman thanked all members for their attendance. The meeting ended at 12.35 p.m. with a vote of thanks to the Chair.

*** end ***