

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

**SUMMARY RECORD OF THE PROCEEDINGS OF
THE 54TH ANNUAL GENERAL MEETING ("AGM")**

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

DATE: THURSDAY, 25 MAY 2017

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 informed that the Senior Management Team of the Company were present and also introduced the representatives from Messrs Ernst & Young, the External Auditors of the Company.

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 shareholders, corporate representatives and proxy holders ("Members") present, the Notice of Meeting was taken as read.

4. PROCEDURES OF MEETING

The Chairman reported that the Company received a total of 482 proxy forms and corporate representative forms from shareholders for a total of 624,968,895 ordinary shares representing 75.15% of the issued and paid-up share capital of the Company. Out of those, there were 52 shareholders who have appointed the Chairman of the Meeting as proxy to vote for and on their behalf and the shares so represented were 49,614,657 ordinary shares representing 5.97% 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 52 of the Articles of Association of the Company.

He informed that the Company had appointed Symphony Share Registrars Sdn Bhd as the Poll Administrator and Symphony Corporatehouse Sdn Bhd as Scrutineers to verify the poll results. He also briefed the Members on the procedures in tabling the resolutions at the Meeting.

5. CHAIRMAN'S ADDRESS

The Chairman summarised the financial performance of the Group for the financial year ended 31 December 2016. He then proceeded to invite En. Azmir Merican, the Managing Director/Chief Executive Officer of the Company to give a presentation on the Group's overview and highlights, operations and segmental review, as well as the outlook and strategy of the Group.

En. Azmir Merican also addressed the questions received from the Minority Shareholder Watchdog Group (MSWG). A snapshot of the questions and responses which encompasses the following was also projected for the benefit of the Members present:-

- a) Cost of investment for Command and Contact Centre ("CnC") and the benefits from CnC;
- b) Synergies gained from the acquisition of KFM Holdings Sdn Bhd ("KFM");
- c) Opportunities in Middle East via KFM's operations;
- d) Shareholding structure of KFM;
- e) Strategies and plans for township management services;
- f) Controls in place on the bank borrowings of the Company; and
- g) Outlook of the revenue contributor based on geographic segmentation.

6. AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

The Audited Financial Statements for the financial year ended 31 December 2016 together with the Directors' and the Auditors' Reports thereon which had been circulated to all shareholders within the prescribed period were laid at the Meeting for discussion.

The Chairman informed that the Company received several questions from the shareholders prior to the AGM and the Chairman also invited questions from the floor.

The questions in relation to the following matters were duly responded by the Chairman and Managing Director/Chief Executive Officer:-

- a) Impact of the oil price movement;
- b) Projects in the pipeline for infrastructure sector;
- c) Financial outlook in year 2017;
- d) Performance of Asia Integrated Facility Solutions Pte Ltd;
- e) Long-term prospects of the Company and its sustainability;
- f) Rationale of ventures in cyclical businesses;
- g) Tax paid by the Company;
- h) Dividend and Growth correlation; and
- i) The reasons for real estate venture.

After addressing all the questions received, the Chairman thanked the Members for their comments and questions and declared that the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon were **duly received**.

7. **ORDINARY RESOLUTION 1**

- **PAYMENT OF SINGLE TIER FINAL DIVIDEND OF 7.0 SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016**

The motion for the payment of single tier final dividend of 7.0 sen per ordinary share for the financial year ended 31 December 2016 was proposed by En. Mohammed Amin Mahmud and seconded by Ms. Chan Lai Ying.

The Chairman then invited questions from the floor.

With no questions from the floor, the Chairman proceeded to the next resolution.

8. **ORDINARY RESOLUTION 2**

- **RE-ELECTION OF EN. AZMIR MERICAN WHO RETIRES IN ACCORDANCE WITH ARTICLE 65 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

The motion for the re-election of En. Azmir Merican was proposed by En. Mohammed Amin Mahmud and seconded by Ms. Chan Lai Ying.

The Chairman then invited questions from the floor.

With no questions from the floor, the Chairman proceeded to the next resolution.

9. **ORDINARY RESOLUTION 3**

- **RE-ELECTION OF MR. TAN BUN POO WHO RETIRES IN ACCORDANCE WITH ARTICLE 65 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

The motion for the re-election of Mr. Tan Bun Poo was proposed by En. Mohammed Amin Mahmud and seconded by Pn. Norsinah Sinaro.

The Chairman then invited questions from the floor.

With no questions from the floor, the Chairman proceeded to the next resolution.

10. **ORDINARY RESOLUTION 4**

- **RE-ELECTION OF EN. AMIR HAMZAH AZIZAN WHO RETIRES IN ACCORDANCE WITH ARTICLE 70 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

The Chairman handed the Chair to Dato' Izzaddin Idris to take over the proceedings as he declared his interest in the resolution.

The motion for the re-election of En. Amir Hamzah Azizan was proposed by En. Mohammed Amin Mahmud and seconded by Pn. Norsinah Sinaro.

Dato' Izzaddin Idris then invited questions from the floor.

As there was no question from the floor, Dato' Izzaddin Idris handed the Chair back to En. Amir Hamzah Azizan to proceed with the next resolution.

11. ORDINARY RESOLUTION 5

- **RE-ELECTION OF EN. SHAHAZWAN HARRIS WHO RETIRES IN ACCORDANCE WITH ARTICLE 70 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

The motion for the re-election of En. Shahazwan Harris was proposed by Ms. Chan Lai Ying and seconded by Pn. Norsinah Sinaro.

The Chairman then invited questions from the floor.

With no questions from the floor, the Chairman proceeded to the next resolution.

12. ORDINARY RESOLUTION 6

- **RE-ELECTION OF PN. ZAILAH TUN DR ISMAIL AL-HAJ WHO RETIRES IN ACCORDANCE WITH ARTICLE 70 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

The motion for the re-election of Pn. Zailah Tun Dr Ismail Al-Haj was proposed by Ms. Chan Lai Ying and seconded by Mr. Lee Tuck Keong.

The Chairman then invited questions from the floor.

With no questions from the floor, the Chairman proceeded to the next resolution.

13. ORDINARY RESOLUTION 7

- **PAYMENT OF DIRECTORS' FEES IN RESPECT OF THE FINANCIAL YEAR ENDING 31 DECEMBER 2017 ON A QUARTERLY BASIS**

The Chairman informed of his interest in the proposed ordinary resolutions 7 and 8, and invited En. Azmir Merican, the Managing Director/Chief Executive Officer of the Company, to take over the proceedings.

The motion on the payment of Directors' fees was proposed by En. Mohammed Amin Mahmud and seconded by Ms. Lim Wai Yee.

The Chairman then invited questions from the floor.

With no questions from the floor, the Chairman proceeded to the next resolution.

14. ORDINARY RESOLUTION 8

- **PAYMENT OF DIRECTORS' BENEFITS FOR THE PERIOD FROM 31 JANUARY 2017 UNTIL THE NEXT AGM**

The motion on the payment of Directors' benefits was proposed by Ms. Lim Poh Chun and seconded by Ms. Lim Wai Yee.

En. Azmir Merican then invited questions from the floor.

As there was no question from the floor, En. Azmir Merican then handed the Chair back to En. Amir Hamzah Azizan to proceed with the next resolution.

15. ORDINARY RESOLUTION 9

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

The motion on the re-appointment of Messrs Ernst & Young as auditors of the Company and to authorise the Directors to fix their remuneration was proposed by Ms. Chan Lai Ying and seconded by Mr. Tan Hock Beng.

The Chairman then invited questions from the floor.

With no questions from the floor and having concluded the ordinary business of the AGM, the Chairman then proceeded to table the resolutions under the Special Business of the AGM.

16. ORDINARY RESOLUTION 10

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

Pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act"), a general meeting must be called to approve the issuance of new shares even though the number involved is less than 10% of the issued share capital. In order to avoid any delay and costs involved in convening a general meeting to approve such issues of shares, the approval of the shareholders was sought to empower the Directors to issue shares in the Company up to an amount not exceeding 10% of the total issued share capital of the Company at any time, for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The motion on the authority to allot and issue shares in the Company pursuant to Sections 75 and 76 of the Act was proposed by En. Mohammed Amin Mahmud and seconded by Ms. Chan Lai Ying.

The Chairman then invited questions from the floor.

With no questions from the floor, the Chairman proceeded to the next resolution.

17. ORDINARY RESOLUTION 11

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

The Chairman informed that the interested Directors and/or major shareholders, 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 26 April 2017 had abstained and would abstain from voting on this resolution.

The motion on the renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature was proposed by En. Mohammed Amin Mahmud and seconded by Ms. Lee Kwai Yoong.

The Chairman then invited questions from the floor.

With no questions from the floor, the Chairman proceeded to the next resolution.

18. ORDINARY RESOLUTION 12

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

The Chairman informed that the interested Directors and/or major shareholders, 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 26 April 2017 had abstained and would abstain from voting on this resolution.

The motion on the proposed new shareholders' mandate for additional recurrent related party transactions of a revenue or trading nature was proposed by Pn. Norsinah Sinaro and seconded by Ms. Lee Kwai Yoong.

The Chairman then invited questions from the floor.

With no questions from the floor, the Chairman proceeded to the next resolution.

19. ANY OTHER BUSINESS

The Company Secretary confirmed that the Company did not receive any notice to transact any other business.

20. ELECTRONIC POLLING PROCESS

The representative from the Poll Administrator, Symphony Share Registrars Sdn Bhd, briefed on the procedures for the conduct of electronic poll voting at the AGM.

The Chairman adjourned the meeting at 11.55 a.m. for the electronic polling process.

21. ANNOUNCEMENT OF POLL RESULTS

At 12.30 p.m., the meeting was called to order for the declaration of results. The Chairman informed that he had received the poll results which have been duly verified by the Scrutineers, Symphony Corporatehouse Sdn Bhd. A copy of the results is attached as **Appendix A**.

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

Ordinary Resolution 1

THAT the payment of single tier final dividend of 7.0 sen per ordinary share for the financial year ended 31 December 2016 be and is hereby approved.

Ordinary Resolution 2

THAT En. Azmir Merican, who retires pursuant to Article 65 of the Company's Articles of Association, be and is hereby re-elected as Director of the Company.

Ordinary Resolution 3

THAT Mr. Tan Bun Poo, who retires pursuant to Article 65 of the Company's Articles of Association, be and is hereby re-elected as Director of the Company.

Ordinary Resolution 4

THAT En. Amir Hamzah Azizan, who retires pursuant to Article 70 of the Company's Articles of Association, be and is hereby re-elected as Director of the Company.

Ordinary Resolution 5

THAT En. Shahazwan Harris, who retires pursuant to Article 70 of the Company's Articles of Association, be and is hereby re-elected as Director of the Company.

Ordinary Resolution 6

THAT Pn. Zailah Tun Dr Ismail Al-Haj, who retires pursuant to Article 70 of the Company's Articles of Association, be and is hereby re-elected as Director of the Company.

Ordinary Resolution 7

THAT the Directors' fees in respect of the financial year ending 31 December 2017, to be paid on a quarterly basis, be and are hereby approved for payment:-

- Directors' fees amounting to RM210,000 per annum for the Non-Executive Chairman and RM108,000 per annum for each Non-Executive Director;
- Directors' fees amounting to RM50,000 per annum for the Non-Executive Audit and Risk Committee Chairman and RM30,000 per annum for each Non-Executive Audit and Risk Committee member; and
- Directors' fees amounting to RM25,000 per annum for the Non-Executive Committee Chairman and RM15,000 per annum for each Non-Executive Committee member of other Committees.

Ordinary Resolution 8

THAT the Directors' benefits to the Non-Executive Chairman and Non-Executive Directors for the period from 31 January 2017 until the next AGM of the Company be and is hereby approved for payment:-

Description	Directors' remuneration/ benefits
Allowance will be paid to Directors for the following, subject to the approval of the Chairman of UEM Edgenta or the Managing Director/Chief Executive Officer of UEM Edgenta: (i) Attending meetings with Government representatives on behalf of the Company; or (ii) Handling operational issues such as visiting sites to advise the operating companies.	RM1,000 per day
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 9

THAT Messrs Ernst & Young 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 10

THAT pursuant to Sections 75 and 76 of the Act, the Directors be and are hereby authorised to allot shares in the Company, from time to time, at such price, and upon such terms and conditions, and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.

Ordinary Resolution 11

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 26 April 2017 **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 Articles of Association 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 12

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 the Company and/or its subsidiaries ("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 26 April 2017 **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 extensions as may be allowed pursuant to Section 340(4) of the Act); 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 Articles of Association of the Company, as may be required) as they may consider expedient or necessary to give full effect to the Proposed New Shareholders' Mandate.

22. CONCLUSION

There being no other business to be transacted, the Chairman thanked all members for their attendance.

The meeting ended at 12.32 p.m. with a vote of thanks to the Chair.

*****end*****

Polling Results

UEM EDGENTA BERHAD
54th Annual General Meeting
Date/Time: 25 May 2017, 10.00 a.m.

	FOR		AGAINST		TOTAL		ABSTAINS
	NO. OF		NO. OF		NO. OF		NO. OF
ORDINARY RESOLUTION	SHARES	%	SHARES	%	SHARES	%	SHARES
RESOLUTION 1 : To approve the payment of single tier final dividend of 7.0 sen per ordinary share for the financial year ended 31 December 2016	624,662,198	100	0	0	624,662,198	100	0
RESOLUTION 2 : To re-elect En. Azmir Merican who is retiring in accordance with Article 65 of the Company's Articles of Association	624,294,698	99.9477	326,400	0.0523	624,621,098	100	41,100
RESOLUTION 3 : To re-elect Mr. Tan Bun Poo who is retiring in accordance with Article 65 of the Company's Articles of Association	623,998,183	99.9003	622,915	0.0997	624,621,098	100	41,100
RESOLUTION 4 : To re-elect En. Amir Hamzah Azizan who is retiring in accordance with Article 70 of the Company's Articles of Association	622,884,683	99.722	1,736,415	0.278	624,621,098	100	41,100
RESOLUTION 5 : To re-elect En. Shahazwan Harris who is retiring in accordance with Article 70 of the Company's Articles of Association	624,294,698	99.9477	326,400	0.0523	624,621,098	100	41,100
RESOLUTION 6 : To re-elect Pn. Zailah Tun Dr Ismail Al-Haj who is retiring in accordance with Article 70 of the Company's Articles of Association	624,294,698	99.9477	326,400	0.0523	624,621,098	100	41,100
RESOLUTION 7 : To approve the payment of Directors' fees in respect of the financial year ending 31 December 2017, to be payable on a quarterly basis	624,662,098	100	100	0	624,662,198	100	0
RESOLUTION 8 : To approve the payment of Directors' benefits to the Non-Executive Chairman and Non-Executive Directors	624,662,098	100	100	0	624,662,198	100	0
RESOLUTION 9 : To re-appoint Messrs Ernst & Young as Auditors and to authorise the Board of Directors to fix their remuneration	624,662,098	100	100	0	624,662,198	100	0
RESOLUTION 10 : To empower Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016	586,662,098	100	100	0	586,662,198	100	38,000,000
RESOLUTION 11 : To approve the Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature	49,694,273	100	0	0	49,694,273	100	574,967,925
RESOLUTION 12 : To approve the Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature	49,694,273	100	0	0	49,694,273	100	574,967,925