



A member of **UEM Group**

UEM EDGENTA BERHAD

(Incorporated in Malaysia)
(Company No. 5067-M)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of UEM Edgenta Berhad (“Company” or “UEM Edgenta”) will be held at Banquet Hall, Menara Korporat, Persada PLUS, Persimpangan Bertingkat Subang, KM15, Lebuhraya Baru Lembah Klang, 47301 Petaling Jaya, Selangor Darul Ehsan on Friday, 2 December 2016 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications:

ORDINARY RESOLUTION

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

“**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.”

BY ORDER OF THE BOARD

CHIEW SIEW YUEN (MAICSA 7063781)
Company Secretary

Kuala Lumpur
17 November 2016

Notes:

1. 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 and vote in his stead. A proxy may but need not be a member of the Company.
2. 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.
3. 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.
4. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing and in the case of a corporation shall be given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised.
5. The instrument appointing a proxy must be deposited at the office of the Company’s Share Registrar, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the Extraordinary General Meeting or any adjournment thereof.
6. For the purpose of determining a member who shall be entitled to attend this Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with the provisions under Articles 45A(b) of the Company’s Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors (“**ROD**”) as at 25 November 2016. Only a depositor whose name appears on the ROD as at 25 November 2016 shall be entitled to attend this Extraordinary General Meeting or appoint a proxy(ies) to attend, speak and vote on his behalf.