

**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 the Banquet Hall, Menara Korporat, Persada PLUS, Persimpangan Bertingkat Subang, KM15, Lebuhraya Baru Lembah Klang, 47301 Petaling Jaya, Selangor Darul Ehsan on Thursday, 2 November 2017 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 DISPOSAL OF 61.20% EQUITY INTEREST IN OPUS INTERNATIONAL CONSULTANTS LIMITED (“OIC”)**

**“THAT**, approval be and is hereby given to the Company to dispose of, through its indirect subsidiary, namely Opus International (NZ) Limited, its entire equity interest in Opus International Consultants Limited (“**OIC**”) of 90,511,615 fully paid ordinary shares in OIC (“**OIC Share(s)**”), to WSP NZ Acquisition Limited (“**the Offeror**”), a wholly-owned indirect subsidiary of WSP Global Inc., based on an adjusted offer price of NZD1.78 per OIC Share, after adjusting for dividends declared by OIC, or such other consideration as may be offered by the Offeror arising from a revision of the offer price, pursuant to a full takeover offer by the Offeror to acquire all the OIC Shares (“**Proposed Disposal**”), subject to and conditional upon the approvals of all relevant authorities being obtained in accordance with the terms and conditions of the offer document dated 30 August 2017 and any amendments thereto (“**Offer Document**”).

**AND THAT**, authority be and is hereby given to the Board of Directors of the Company (“**the Board**”) to give full effect to the Proposed Disposal 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 to make all such decisions as they may in their absolute discretion deem fit, necessary, expedient and/or appropriate in the best interest of the Company, and to enter into any arrangements, transactions, agreements and/or undertakings, and to do all acts, deeds and things, execute, sign and/or deliver for and on behalf of the Company, and to issue and/or deliver all such documents as it may deem necessary, expedient and/or appropriate in relation to the Proposed Disposal, with full powers to assent to any arrangement, modifications, variations and/or amendments to the terms and/or conditions of the Lock-up Agreement, the Offer Document or any other documents pertaining to or in connection with the Offer Document and/or as may be imposed by any relevant authorities in connection with the Proposed Disposal, in any manner as the Board may deem fit.”

**BY ORDER OF THE BOARD**

**CHIEW SIEW YUEN** (MAICSA 7063781)  
Company Secretary

Kuala Lumpur  
17 October 2017

**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 Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors (“**ROD**”) as at 26 October 2017. Only a depositor whose name appears on the ROD as at 26 October 2017 shall be entitled to attend this Extraordinary General Meeting or appoint a proxy(ies) to attend, speak and vote on his behalf.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting (“**EGM**”) 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.