



UDA HOLDINGS BERHAD
Sustainability Sukuk Framework

December 2022

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1. Background

1.1. Company History and Sustainability Accreditation

The Urban Development Authority (“**UDA**” or the “**Company**”) was established by the Government of Malaysia on 12 November 1971 to embark on the advancement of the nation’s planned urban development across business, industry, and housing. After 25 years of steadfast dedication and success, UDA was incorporated on 20 June 1995 and became UDA Holdings Sdn Bhd, before renaming to UDA Holdings Berhad in 1999 and floating as a publicly limited company on the Main Board of the Kuala Lumpur Stock Exchange (renamed Bursa Malaysia in 2004) until 2007 where it becomes a wholly owned subsidiary of Khazanah Nasional Berhad. In 2009, all shares of UDA were transferred to the Minister of Finance (Incorporated) until this day.

Since that watershed moment, the Company has flourished, expanded, and diversified. UDA's principal business within investment holding and property development has been complemented by venturing into land development, property management services and the hospitality industry.

Led by a board of experienced and highly qualified professionals, UDA continues to innovate and grow entrepreneurially, successfully building Malaysia's future and bettering the lives of its citizens.

UDA is now one of Malaysia’s notable property developers with recognitions received through various awards to-date. UDA’s growth in the industry is represented by the different segments of businesses such as Property Development, Property Investment, Hospitality, and Facilities Management.

1.2. Climate Change Agenda / Support

Our sustainability Sukuk framework (“**Sustainability Sukuk Framework**”) serves as the foundation for the Company's sustainability initiatives, and equally considers sustainable development, community improvements, and environmental concerns in tandem with wealth creation.

The Company's sustainability initiatives are influenced by domestic market forces, regulatory requirements, and the socioeconomic environment, as well as by several international sustainability-focused instruments, such as the Paris Climate Agreement 2015, the Global Reporting Initiative (GRI), the United Nations’ Sustainable Development Goals 2030 (UN SDGs) and the Ten Principles of the United Nations Global Compact (GRI-ISO).

2. Sustainability at UDA Holdings Berhad

2.1. Journey of Sustainability

As a responsible real estate developer, UDA understood early on that maintaining the Company's long-term success would depend on its capacity to maintain its businesses and giving back to the society, environment, and economy.

Regarding this, the Company is dedicated to generating long-term value via its developments and will keep creating holistic townships that meet the social, physical, and spiritual demands of the people.

The initial foray into sustainable business practices started way back during UDA's initiation with matters focused on social and economic activities related to the nation and the people's sustainability matters, such as improving the livelihood, creating more opportunities, operational efficiency, and corporate social responsibilities. Since then, the sustainability practices have been broadened to a holistic ecosystem approach with focus across the value chain supporting the three (3) spheres, which consist of People, Planet and Prosperity. UDA's goal is to build sustainable communities and provide socially beneficial development solutions.

UDA has been adopting sustainability practices in its businesses, operations, and products. These include the development of green building projects, development and provision of affordable housing in areas it has presence in, and development of Waqf land.

2.2. Sustainability Model, Sustainability Sukuk Framework, and the UN SDGs

UDA's Sustainability Sukuk Framework is not only about growth, but it is about Economic, Environmental, Social, and Governance aspects which impact its overall business and operations. Sustainability at UDA is guided at the highest levels of decision making which aligned to the Company's Mission to be **'Enriching Life by Delivering Best-Value Products and Services Sustainably'**. The Sustainability Model (Figure 1) and Sustainability Sukuk Framework (Figure 2) to support the UN SDGs (Figure 3).

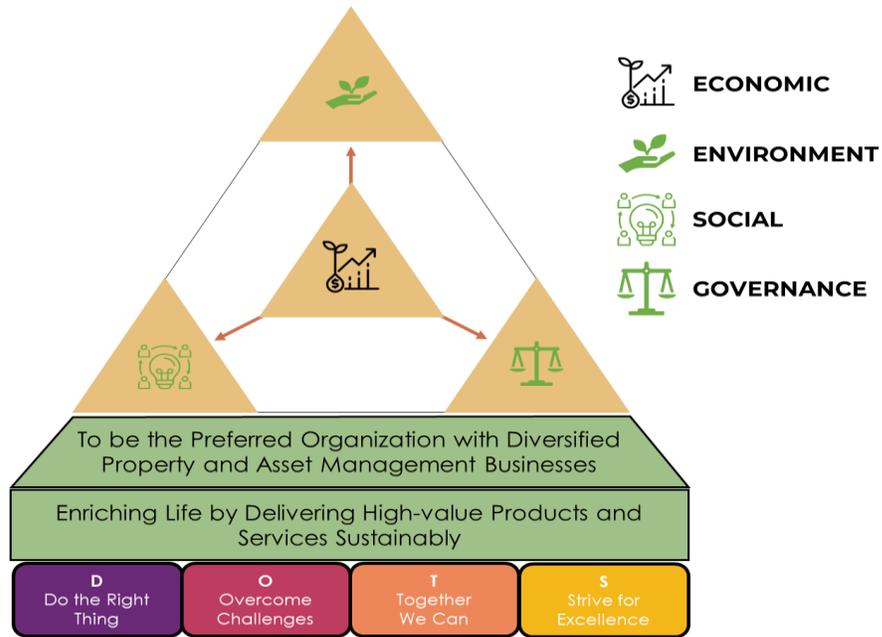


Figure 1: UDA's Sustainability Model



Figure 2: UDA's Sustainability Framework



Figure 3: **The UN SDGs**

3. Sustainability Sukuk Framework

UDA will continue to contribute to its sustainability agenda in line with its Sustainability Sukuk Framework and the UN SDGs. Hence, UDA's Sustainability Sukuk Framework is a step forward in demonstrating our efforts to adhere to the recommendations made in the "Islamic Green Finance for Development, Ecosystem, and Prospect" report, a document published jointly by the Securities Commission of Malaysia ("SC") and the World Bank Group. The guidelines used are for monetary security and economic expansion, wealth redistribution and poverty eradication, financial and social inclusion, environmental protection, and combating climate change.

Relatedly, for the purpose of issuing Sustainability Sukuk, this Sustainability Sukuk Framework is developed to serve as a guideline for all issuances of Sustainability Sukuk by UDA.

This Sustainability Sukuk Framework has and will take into consideration of the following guidelines, frameworks, or standards, as amended from time to time:

- (a) the Sustainable and Responsible Investment Sukuk ("**SRI Sukuk**") Framework pursuant to the SC's Guidelines on Unlisted Capital Market Products under the Lodge and Launch Framework issued on 9 March 2015 and revised on 28 November 2022, as amended from time to time;
- (b) ASEAN Sustainability Bond Standards, ASEAN Green Bond Standards and ASEAN Social Bond Standards, issued by the ASEAN Capital Markets Forum;
- (c) Sustainability Bond Guidelines, Green Bond Principles, Social Bond Principles, issued by the International Capital Market Association; and
- (d) such other guidelines or frameworks or standards, whether or not having the force of law, in relation to SRI Sukuk / sustainability / green / social Sukuk/bonds issued from time to time.

and covers the following core principles:

- (i) Use of proceeds;
- (ii) Project evaluation and selection;
- (iii) Management of proceeds; and
- (iv) Reporting.

3.1. Use of Proceeds

The proceeds from the issuance of Sustainability Sukuk ("**Sustainability Sukuk Proceeds**") by UDA shall be used to finance and/or re-finance, in whole or in part, new or existing assets, businesses, projects and/or products that comply with the guiding principles of the Sustainability Sukuk Framework (the "**Eligible Projects**"). These include utilisation for the operations of UDA, being the issuer, as well as of its subsidiaries provided that the utilisation is in compliant with the Sustainability Sukuk Framework. For the avoidance of doubt, the Sustainability Sukuk Proceeds shall be utilised by UDA and its subsidiaries ("**Group**") for working capital requirements, operating expenses and other expenses related only to the Eligible Projects, and in accordance with the eligible criteria ("**Eligibility Criteria**") as outlined in Table 1, subject to the exclusion criteria ("**Exclusion Criteria**").

Table 1: Eligibility Criteria for the Utilisation of Sustainability Sukuk Proceeds

Green Category: Green Projects		
Sustainability Objective:	Eligibility Criteria:	Alignment to the UN SDGs:
<p>Make cities and human settlements inclusive, safe, resilient, and sustainable for living through climate change mitigation.</p> <p>Sustainability Benefits:</p> <p>Reduction of energy consumption and avoidance of greenhouse gas (GHG) emissions to reduce the negative environmental effects of cities per person, for example but not limiting to concentrating on air quality and waste management.</p> <p>This will ensure the development/projects that are financed/supported under this category will have a clear beneficial environmental and social impact.</p>	<ul style="list-style-type: none"> • Development of green buildings; residential, commercial, or industrial developments that meet the widely accepted green certification standards locally or such as, but not limited to the following: <ul style="list-style-type: none"> ✓ Leadership in Energy and Environmental Design (LEED) (minimum Gold) ✓ Building Research Establishment Environmental Assessment Method (BREEAM) (minimum Excellent) ✓ Green Building Index (GBI) (minimum Gold) ✓ GreenRE (minimum Gold) ✓ Building and Construction Authority (BCA) Green Mark (minimum Gold) ✓ WELL Building Standard (minimum Gold) <p>UDA has established an internal green development guideline based on the above standards to ensure the targets/goals can be achieved prior to implementation.</p>	<p>This eligible category is likely to make a direct contribution to:</p> <p>UN SDG 11, Target 11.3: Enhance inclusive and sustainable urbanisation and capacity for participatory, integrated, and sustainable human settlement planning and management.</p>  <p>Over 30% of the world's GHG emissions come from buildings, which have a significant role in climate change. Buildings with low energy and resource used have a significant positive impact on GHG emissions and the environment.</p> <p>The development/projects should include features, designs and materials. As such, by making a project green, it will not only enhance the value but ensures it is sustainable for human living on long-term basis.</p>

Social Category: Affordable Housing		
<p>Sustainability Objective:</p> <p>Improved equity and inclusion through ownership of assets.</p> <p>Sustainability Benefit:</p> <p>Increased access to affordable housing for the target population of B40 and M40*</p> <p>The projects that will be funded under this category will meet the requirements of people and families with low and moderate incomes for affordable housing. In metropolitan regions, where the need for affordable housing is also increasing because of the rising urban population, the disparity between household income and housing costs is particularly alarming.</p> <p>According to the Malaysian Housing Price Index, the average price of a home in Malaysia increased by about twofold between 2010 and 2020.</p> <p>*B40 refers to the bottom 40% while M40 refers to the middle 40% of income earners in Malaysia.</p>	<p>Eligibility Criteria:</p> <ul style="list-style-type: none"> • Development of residential housing being rated as affordable that support the state and federal government initiatives to promote housing affordability. <p>The National Housing Policy (NHP) 2018–2025's two (2) main objectives:</p> <ol style="list-style-type: none"> Improving housing affordability and accessibility. Ensuring quality housing for all. <p>These are supported through the supply of affordable housing. The construction of an affordable house comprises not only the price of the house, its physical size and amenities, but also its location.</p> <p>The laws regulating the development, sale, and purchase of affordable housing, including resales of affordable housing, ensure that eligible projects funded under this category would benefit B40 or M40 communities as planned.</p>	<p>Alignment to the UN SDGs:</p> <p>This eligible category is likely to make a direct contribution to:</p> <ul style="list-style-type: none"> • UN SDG 11, target 11.1: Ensure access for all to adequate, safe, and affordable housing.  <p>Offer quality living conditions to low-income communities contributing to more equal and sustainable urban planning.</p> <p>For economies to run smoothly and for people to be healthy and happy, adequate, safe, and affordable housing is essential. Lack of high-quality, reasonably priced housing has an impact on urban inclusion, wellbeing, and employment possibilities.</p>

Social Category: Waqf		
<p>Sustainability Objective:</p> <p>Providing social and economic sustenance for the community by improving equity and inclusion through ownership of assets for livelihood.</p> <p>Sustainability Benefit:</p> <p>Increased access to waqf development products for the target population of B40.</p> <p>According to the law, waqf is a legal act of wakif to separate and/or surrender part of his property to be used in accordance with his interests for the purposes of worship and/or public welfare.</p> <p>Waqf lands are unique in nature as the assets are already surrendered to the State Islamic Council in perpetuity and are managed by the trustees or 'Al-Mutawalli'.</p> <p>Joint ventures with the existing land owners / State Islamic Council are another approach in real estate development and sharing the benefits on an agreed term.</p>	<p>Eligibility Criteria:</p> <ul style="list-style-type: none"> • Development of residential, commercial, or industrial on a land being rated as and used for waqf projects that support the State Islamic Council initiatives to utilise waqf lands. <p>The laws regulating the development, sale, and purchase of waqf products, ensure that eligible projects funded under this category would benefit B40 communities as planned by the State Islamic Council.</p>	<p>Alignment to the UN SDGs:</p> <p>This eligible category is likely to make a direct contribution to:</p> <ul style="list-style-type: none"> • UN SDG 11, target 11.1: Ensure access for all to adequate, safe, and affordable housing.  <p>The main value of waqf must be guaranteed for its sustainability, it cannot be owned, and/or inherited. Only the results can be used for the benefit of the people.</p> <p>For economies to run smoothly and for people to be healthy and happy, adequate, safe, and affordable housing/shops is essential.</p> <p>The number of households with high cost of living and the availability of affordable housing/shops are both being impacted by the increase in housing prices. This category provides solution to it from the waqf land that cost near to nothing to obtain that reduces the price compare to normal development.</p>

Green Category: Renewable Energy, Energy Efficiency and Climate Action

Sustainability Objective:	Eligibility Criteria:	Alignment to the UN SDGs:
<p>Mitigate climate change impacts from business operations.</p> <p>Sustainability Benefit:</p> <p>Cutting back on energy use and reducing Greenhouse Gas (GHG) emissions while reducing unnecessary cost to the business.</p> <p>Eligible Projects that will be financed under this green category will contribute to the achievement of national targets under Malaysia’s National Energy Efficiency Action Plan 2016 and Green Technology Master Plan Malaysia (GTMP) 2017-2030.</p> <p>This category will collaborate with the Green Projects category to achieve its benefit, if any.</p>	<p>Eligibility Criteria:</p> <ul style="list-style-type: none"> Investment in properties with renewable energy and/or improved product energy efficiency, water, and waste efficiency, that meet the generally accepted green certification standards, and/or inclusion of renewable energy and/or improved product energy efficiency, water and waste efficiency, in development and/or green certification within landbank development of either commercial, residential, or industrial development. <p>Assets equipped with solar panels and street lighting driven by the sun are just two of the environmentally friendly elements UDA has included to promote sustainable living and lower operating costs.</p>	<p>This eligible category is likely to make a direct contribution to:</p> <ul style="list-style-type: none"> UN SDG 11, target 11.6: Reduce the adverse per capita environmental impact of cities, including by paying special attention to air quality and municipal and other waste management.  <p>In addition, the developments will likely contribute to:</p> <ul style="list-style-type: none"> UN SDG 7, target 7.1: Ensure universal access to affordable, reliable, and modern energy services.  <ul style="list-style-type: none"> UN SDG 9, target 9.4: Upgrade infrastructure and retrofit industries to make them sustainable, with increased resource-use efficiency and greater adoption of clean and environmentally sound technologies and industrial processes, with all countries taking action in accordance with their respective capabilities.

		<div data-bbox="1019 176 1203 352">  </div> <ul style="list-style-type: none"> <li data-bbox="1024 386 1360 674"> <p>UN SDG 13, target 13.3: Improve education, awareness-raising and human and institutional capacity on climate change mitigation, adaptation, impact reduction and early warning.</p> <div data-bbox="1019 705 1203 886">  </div> <p data-bbox="1019 947 1390 1465"> One of the most efficient ways to reduce greenhouse gas emissions and meet rising energy demand is to use energy more effectively. Energy efficiency improvements help cut down on the need for new infrastructure for electricity generation and transmission by lowering overall demand for electricity. Environmentally friendly power arrangement, in the interim, will promote public energy security objectives and add to environmental change alleviation. </p>
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Green Category: Pollution Prevention and Control

Sustainability Objective:	Eligibility Criteria:	Alignment to the UN SDGs:
<p>Pollution prevention and control.</p> <p>Sustainability Benefits:</p> <p>Increased resource efficiency and reduced burden on landfills.</p> <p>Waste can be prevented through reduction, recycling, and reuse to promote care for the environment.</p> <p>The demand on landfills will be lessened. The effectiveness of recycling initiatives, which are now hampered by Malaysian families' relatively poor awareness and involvement in recycling, depends on the active and ongoing community participation.</p>	<ul style="list-style-type: none"> • Development of recycling facilities and systems for the neighbourhood as part of UDA's initiatives, followed by a community-focused education campaign. 	<p>This eligible category is likely to make a direct contribution to:</p> <ul style="list-style-type: none"> • UN SDG 3, target 3.9: Substantially reduce the number of deaths and illnesses from hazardous chemicals and air, water and soil pollution and contamination.  <p>In addition, the developments will likely contribute to:</p> <ul style="list-style-type: none"> • UN SDG 11, Target 11.6: Reduce the adverse per capita environmental impact of cities, including by paying special attention to air quality and municipal and other waste management. 

Social Category: Socioeconomics Advancement and Empowerment

Sustainability Objective:

Support and enhancing livelihood opportunities.

Sustainability Benefits:

Economic empowerment of B40 and M40 communities on business activities indirectly reduced poverty.

UDA focuses on assisting the communities not just in term of education but also entrepreneur for a more sustainable living.

Eligibility Criteria:

- Development of community-focused micro-enterprises, such as Small and Medium Enterprises (SMEs) or social enterprise programs, to assist disadvantaged community segments in improving their socioeconomic status.

UDA to continue implementing the “UDA Cares” brand that consist of four (4) pillars:



Activities aimed at supporting the underprivileged and SMEs to advance their socio-economic position:

- **Education:** Improve the well-being of children through adopted schools within our business community by means of sponsorship of school supplies to the less fortunate students through “Back to School” program.
- **Entrepreneur:** Play a role in promoting entrepreneurship related to our business or targeted group by means of UDA Mall Incentives such as UDA Bizznita, UDA 4YOUTH, UDA Mari Mart, UDA Preneur Program and UDA Entrepreneur Trainee. This will help to promote business ownership and part of the development program will provide support/opportunity to the SME and youth into our business environment.

Alignment to the UN SDGs:

This eligible category is likely to make a direct contribution to:

- **UN SDG 8, target 8.3:** Promote development-oriented policies that support productive activities, decent job creation, entrepreneurship, creativity, and innovation, and encourage the formalisation and growth of micro-, small- and medium-sized enterprises.



Prior to the pandemic, the percentage of households living in relative poverty—defined as those whose monthly income is below half of the national median—increased from 15.9% in 2016 to 16.9% in 2019.

The pandemic has particularly impacted low-income households. The pandemic has exacerbated existing social and economic disparities and reversed progress toward reducing income disparities. Malaysia's absolute poverty rate increased to 8.4 percent in 2020 as a result of the COVID-19 crisis (2019: 5.6%).

UDA has provided the necessary to support the SME before and after pandemic and will continue to do so.

	<ul style="list-style-type: none"> • Project RE_: aim is to REact, REbuild, and REenergize by upgrading an area/community, providing 'after services' that is ancillary to the building maintenance and development through engagement within our business area. • Zakat Distribution: Connects with business units at regions to carry out the distributions. It benefits subsidiaries in terms of networking and support from local community. This will help the less fortunate to continue their livelihood through creation of revenue generating activities from the funds received. 	<p>In addition, the developments will likely contribute to:</p> <ul style="list-style-type: none"> • UN SDG 5, Target 5.1: End all forms of discrimination against all women and girls everywhere.  <p>UDA has been supporting the enhancement of livelihoods for women through its SMEs programs such as Biznita and USHA Niaga.</p>
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Exclusion Criteria

UDA will not utilise the Sustainability Sukuk Proceeds for projects included in the exclusion criteria listed below:

1. Gambling, gaming business and any prohibited trade;
2. Weapons;
3. Pork products sector;
4. Alcohol;
5. Fossil fuel;
6. Nuclear energy and nuclear related assets;
7. Waste incineration resulting in pollution / harmful biomass;
8. Forestry projects resulting in removal of primary forests;
9. Conventional financial institution (ribawi)- banking and insurance; and
10. Large scale hydropower plants (>30-megawatt capacity).

Notes:

1. The above includes exclusions that are not currently relevant to the business. However, they are included for clarity and compliance to the standards and guidelines related to UDA's Sustainability Sukuk issuance.
2. Any loans/financing/assets/projects which are not Shariah-compliant are also excluded from the utilisation of Sustainability Sukuk Proceeds.

3.2 Project Evaluation and Selection

The Board of Directors sets the strategic direction for sustainability at UDA, and the President/Chief Executive Officer ("PCEO") assumes executive responsibility for carrying out any sustainability initiative, including approving the funding of the Eligible Projects with the Sustainability Sukuk Proceeds in accordance with the Sustainability Sukuk Framework.

The step-by-step process for evaluation and selection of the Eligible Projects are as follows:

- (a) Review, evaluate and validate the proposed projects in accordance with the guiding principles for selection based on the Eligibility Criteria for the use of the Sustainability Sukuk Proceeds;
- (b) Evaluation of the proposed Eligible Projects will be carried out by the relevant division/department of UDA against the Sustainability Sukuk Framework;
- (c) Submit recommendation from step (b) to the PCEO for approval on the selection of the Eligible Projects, with joint support from the Group Chief Financial Officer and the Head of Group Strategy and Performance Management; and
- (d) Monitor the Eligible Projects portfolio throughout the tenure of the Sustainability Sukuk. The Group can decide to replace an Eligible Project if it no longer meets the Eligibility Criteria by going through steps (a) to (c) above.

3.3 Management of Proceeds

The Sustainability Sukuk Proceeds will be distributed to a portfolio of the Eligible Projects (the "**Portfolio**") chosen in accordance with the evaluation and approval procedure outlined above. To guarantee adequate and prompt allocation of the Sustainability Sukuk Proceeds, more of the Eligible Projects may, if necessary, be added to the Portfolio. Internally, the Group will keep an eye on how the Sustainability Sukuk Proceeds and the Portfolio are being distributed.

If any of the Eligible Projects cease to comply with the Sustainability Sukuk Framework during the tenure of the Sustainability Sukuk, the Group shall designate alternative projects that comply with the Sustainability Sukuk Framework for approval by the PCEO and, upon approval, shall allocate the Sustainability Sukuk Proceeds to newly identified Eligible Projects as soon as is practicable. The Group may hold the remaining unallocated amount in cash, cash equivalents, and/or invest in other liquid marketable instruments in accordance with the Group's liquidity Group policy until the amount can be allocated to the Portfolio if the total amount in the Portfolio is less than the total outstanding amount of the Sustainability Sukuk issued.

There is no need of separating profit management for the Sustainability Sukuk Proceeds allocated to refinance running projects if all project expenditures have already been paid in full. In order to guarantee the Sustainability Sukuk Proceeds used in accordance with the Sustainability Sukuk Framework, UDA is committed to perform the same evaluation in accordance with the Sustainability Sukuk Framework for the selection of the Eligible Projects in respect of previous money invested.

3.4 Reporting

The Company will issue a progress report (“**Sustainability Sukuk Report**”) on an annual basis, which will provide information on the allocation and impacts of the Sustainability Sukuk issued under the Sustainability Sukuk Framework; and on a timely basis in case of material developments. The Sustainability Sukuk Report will be publicly made available on its website at www.uda.com.my and will be updated every year until allocation is completed, and thereafter, as necessary in case of any new developments.

(a) Allocation Reporting

The allocation section of the Sustainability Sukuk Report will include, among others:

- Aggregate amount of the Sustainability Sukuk Proceeds allocated and utilised for the various Eligible Projects, with a summary on the projects allocated including the purpose, location, and status of the project.
- Remaining balance of the unallocated Sustainability Sukuk Proceeds at the end of the reporting period, where such unutilised amount is placed or invested but pending utilisation.
- Removal or substitution of the Eligible Projects.
- Confirmation that the utilisation of the Sustainability Sukuk Proceeds issued conforms to the Sustainability Sukuk Framework.

(b) Impact Reporting

The impact section of the Sustainability Sukuk Report will include:

- Impact or expected impact, including the key underlying methodology or assumptions used to determine the impact or expected impact.
- Key Performance Indicators achieved in supporting the UN SDGs relevant to the Eligible Projects and subject to the nature of the relevant Eligible Projects.

The impact of the selected Eligible Projects will be measured against how they aid in the delivery of UDA sustainability goals and initiatives in support of the relevant UN SDGs.

UDA has and will continue to follow all applicable environmental, social, and governance standards, as well as any generally accepted best practices, as they relate to the Eligible Projects.

4. External Review

UDA has appointed MARC Ratings Berhad to issue second party opinion on the alignment to the UN SDGs of this Sustainability Sukuk Framework. The second party opinion will be published on UDA’s website.

UDA will engage an appropriate external assurance provider to independently verify the management of the Sustainability Sukuk Proceeds to be in accordance with this Sustainability Sukuk Framework as and when required.

5. Potential Evolutions

As the sustainability sukuk market will likely be subject to changing market and regulatory context as it evolves, UDA shall continuously enhance and improve the Sustainability Sukuk Framework and publish any supplementary content to the Sustainability Sukuk Framework on UDA’s website.