

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5148
COMPANY NAME : UEM Sunrise Berhad
FINANCIAL YEAR : December 31, 2025

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors (Board) of UEM Sunrise Berhad (UEM Sunrise or the Company) is collectively responsible for the Company's leadership, strategic direction and long-term success. In fulfilling its fiduciary duties, the Board sets the Company's strategic aims, provides stewardship over resources, oversees management performance and upholds the Company's values and standards to ensure that the interests of shareholders and other stakeholders are appropriately safeguarded.</p> <p>The Board actively participates in the formulation, review and approval of the Group's strategic and annual operating plans, taking into account the external operating environment, business risks, sustainability considerations and long-term value creation for shareholders and stakeholders. The Board oversees the Group's strategy through structured and scheduled touchpoints and periodic reviews of progress against key initiatives and performance targets, and provides guidance and direction to Management where required.</p> <p>The Board sets the tone from the top on values and standards by upholding high corporate governance expectations and fostering a culture of integrity, accountability and ethical conduct across the Group. This includes oversight of risk management, internal controls, shareholder communications and statutory compliance, as well as periodic updates on integrity and anti-corruption initiatives, reinforced through delegation to Board Committees and the Managing Director/Chief Executive Officer (MD/CEO) under the Board-approved governance model and Limits of Authority (LOA). This oversight supports the Board's assurance that appropriate measures are in place to prevent misconduct, manage conflicts of interest and encourage responsible behaviour throughout the organisation.</p>

To remain aligned with evolving market practices and regulatory developments, the Board adopts a forward-looking approach by regularly reviewing and enhancing the Group's corporate governance practices, drawing on recognised frameworks, regulatory guidance and emerging best practices. The Board is supported by its Board Committees in overseeing the establishment and effectiveness of policies, frameworks and systems that enable sound governance, prudent decision-making and effective execution of strategy across the Group.

- (1) The Board, together with the Management, remains fully committed to upholding the highest standards of corporate governance, which it considers critical to business integrity and to maintaining investors' and stakeholders' trust in the Company, in the pursuit of the Company's vision of *building communities of the future with you and for you*.

The Board operates within a structured governance framework anchored by the Board Charter and a Board-approved delegation framework, which clearly delineate matters reserved for the Board and those delegated to Board Committees, the MD/CEO and Management. This framework provides clarity of roles, authority and accountability and supports effective oversight while enabling timely and efficient decision-making. The Board continuously reviews and strengthens the Group's corporate governance practices to remain aligned with regulatory requirements, market practices and evolving governance expectations.

The Board Charter, which was last updated on 29 March 2022, will be reviewed periodically to ensure continued alignment with applicable laws and regulatory requirements, while remaining robust and fit for the Group's governance needs. The Board Charter is available on the Company's website at www.uemsunrise.com.

UEM Sunrise undertakes a materiality assessment every three years in line with its strategic planning cycle, with the first materiality assessment conducted in 2022 and the outcomes reviewed and approved by the Board. In 2025, the Group enhanced its approach by adopting double materiality, assessing both financial materiality (outside-in impacts on business performance) and impact materiality (inside-out impacts on the environment and society).

In January 2025, the Board approved the implementation of a revised LOA framework, which replaced the former Discretionary Authority Limits, after a comprehensive review was conducted to strengthen governance discipline through a structured, transparent and clearly defined delegation of decision-making authority across the Group.

Subsequently, the Board continued to receive updates on the application and effectiveness of the LOA to ensure that delegated authorities remained aligned with the Company's governance standards, risk appetite and operational requirements.

Adopting a risk-based approach, the LOA facilitates a balanced distribution of accountability and control among the authorised parties, involving the Board, Board Committees and Management of the Group as necessary. The application of the LOA is extended to the Group's wholly owned subsidiaries, with authority limits delegated to Senior Management to enable the effective management of day-to-day operations while maintaining appropriate oversight.

The Board as well as Management conducts ongoing reviews of the LOA, recognising it as a critical element of the Group's corporate governance framework in establishing clear roles, responsibilities and accountabilities in a transparent and consistent manner. Through periodic reviews, the LOA is continually refined to ensure an optimal structure that supports efficient and effective decision-making across the Group.

In discharging its fiduciary duties, the Board has delegated specific responsibilities to the following Board Committees, all of which comply with the provisions of the Malaysian Code on Corporate Governance (MCCG). These Committees play a vital governance role by undertaking detailed deliberations and oversight within their respective terms of reference:

- Audit Committee
- Nominations & Remuneration Committee
- Board Development Committee
- Board Tender Committee
- Board Governance & Risk Committee

These Committees are authorised to examine specific matters, deliberate on issues within their respective mandates and report to the Board on their proceedings and deliberations together with their recommendations. Where applicable, the Committees are also vested with approval authority for matters expressly delegated by the Board, as provided for under the respective Terms of Reference and the LOA. Notwithstanding such delegation, the Board retains ultimate responsibility for all decisions of the Company.

The Company Secretary facilitates the effectiveness of the Board Committees by preparing reports of the key discussion points and decisions arising from Committee meetings for presentation at the subsequent Board Meeting, thereby supporting the respective Board Committee Chairperson in their reporting to the Board.

	<p>During the financial year, the Board continued the formal process to identify and appoint a new MD/CEO following the former CEO's resignation. Supported by an independent executive search consultant, this process was completed with the appointment of the new MD/CEO on 17 November 2025. Throughout the transition, the Chief Financial Officer (CFO) served as the Officer-in-Charge (OIC), supported by an ad hoc Board Oversight Committee established by the Board on 4 December 2024 to provide governance oversight. Upon the new MD/CEO's appointment, the CFO resumed his substantive role and the Board Oversight Committee was consequently dissolved.</p> <p>(2) During the financial year, the Board reviewed the quarterly performance management reports. The reports covered, among others, financial results; tracking of key performance indicators (KPIs); cash flows; project launches and progress; investment and divestment updates; borrowings and funding updates; turnaround/transformation plan updates; sustainability and environmental, social and governance (ESG) updates and inventory status. Based on these reviews, the Board provided feedback, guidance and direction to the Management where required.</p> <p>(3) The Board participates actively in the development of the Company's strategy which encompasses the formulation and implementation of a strategic plan with full appreciation of the competitive operating environment and prospects for economic growth and development.</p> <p>Following an extensive validation exercise in 2023, the Company established a more refined, comprehensive and structured transformation plan - the U2030 Transformation Plan (U2030). U2030 serves as the focal point of the Company's corporate strategy in realising the Company's aspiration to become a balanced real estate player by 2030. The key dimensions of U2030 will enable UEM Sunrise to create value and achieve its targets, whilst upholding the organisation's CHIEF Values and Purpose.</p> <p>The Management Steering Committee was established in 2024 with the primary objective of ensuring the effective implementation of strategies and achievement of U2030 targets, including financial objectives and other key milestones. The execution and progress made is tracked against the actual performance during the year and reported to the Board on quarterly basis.</p> <p>During the financial year, the Board provided oversight of the Company's strategic priorities, including the continued execution of the U2030 transformation agenda. In view of the leadership transition during the year, no formal strategy retreat was convened in 2025. Notwithstanding this, the Board maintained close engagement with Management through regular Board meetings</p>
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and structured briefings to ensure continuity of strategic direction and execution momentum.

- (4) The Board reviewed and approved the Company's Annual Operating Plans and received quarterly updates on the progress against U2030 milestones, enabling the Board to assess whether adequate financial, human capital and organisational resources were in place to support the Company's objectives and to provide guidance where recalibration or prioritisation was required.

The Company also has in place a robust performance management system based on a 'Balanced Scorecard' approach with identified KPIs and targets being set at the beginning of each year in line with the Company's business strategy and objectives as agreed in the Annual Operating Plan. The KPIs in the overall Corporate Scorecard (which measures overall Company performance) are aligned and cascaded down to the CEO, Senior Management team and all employees. Employees who achieve their KPIs and demonstrate strong performance are appropriately rewarded, while those who fall short are provided with opportunities to improve through structured Performance Improvement Plans.

The Board reviews Management's performance through a structured and disciplined oversight process. During the financial year, the Board received and deliberated on regular reports from Management covering, among others:

- Quarterly Management Report (Market Outlook & Situational Assessment, Operational Update, Financial Highlights and Joint Ventures & Associates)
- Quarterly Financial Report
- Update on U2030 Transformation Plan
- Update on the Investor Relations activities and sectoral performance
- Update on Risk Management Review Report
- Update on the progress of UEM Sunrise's Integrity & Anti-Corruption Plan (IACP)

Management's performance was evaluated against Board-approved targets and priorities, with the Board providing constructive challenge, strategy input and direction. Where necessary, the Board sought additional clarification or follow-up actions to ensure that performance delivery remained aligned with the Company's strategic aims.

- (5) The Board also recognises the importance of building a sustainable business and has established a Sustainability Policy that sets out the Group's key sustainability focus areas across ESG considerations. Guided by this policy, UEM Sunrise remains committed to integrating sustainability and ESG considerations into its corporate decision-making, from the products we develop to the methods we employ, the people we hire and the way we engage with

communities. The Company's Corporate Responsibility Policy and Sustainability Policy updated for adoption since January 2017 reflect its commitment towards operating in a responsible and sustainable manner. These policies outlined common goals focusing on:

- Education and Human Capital
- Community Development
- Green Environment and Technology
- Value Creation

The Corporate Responsibility Policy was last reviewed in 2018 and Management was of the view that these policies and its goals remain valid.

In 2022, to ensure UEM Sunrise's sustainability agenda is more holistic, the Board approved and adopted the UEM Sunrise Sustainability Blueprint with the established Guiding Principle as the extended narrative, as well as the proposed ESG metrics and subsequent target setting to be adopted and implemented company-wide. The Guiding Principle serves as the key reference document for the Development Division in establishing the Sustainable Development Design Guidelines (SDDG) as the next design standard prioritising on ESG factors.

The Board in 2023 approved the SDDG which provides a framework with a set of principles and best practices for the Company to develop its projects and communities that by design will minimise the impact on the environment, enhance social equity and promote economic development that are aligned with the Sustainability Blueprint of UEMS.

UEM Sunrise has successfully been certified with the Quality Management System, ISO 9001:2015; Environmental Management System, ISO 14001:2015; Anti-Bribery Management System, ISO 37001:2016; and Occupational Health and Safety Management System, ISO 45001:2018. UEM Sunrise's certification demonstrates our commitment towards meeting compliance to legal and other requirements. The certifications help set the foundations for the sustainability pillars of UEM Sunrise.

In 2024, a review of the Sustainability Policy was undertaken to enhance its relevance and effectiveness, with the revised policy approved by the Board on 22 August 2024. Building on this, the Group also undertook a review and enhancement of its Sustainability Blueprint, resulting in a revised Sustainability Blueprint 2.0 that provides clearer strategic direction and enhanced sustainability commitments. Sustainability Blueprint 2.0 was approved by the Board on 20 February 2025.

The Corporate Responsibility Policy and Sustainability Policy are published on the Company's website at www.uemsunrise.com and the Group's Corporate Responsibility activities for the year under review are disclosed in the Company's Integrated Annual Report 2025, which is available on the Company's website at www.uemsunrise.com.

- (6) The Board also oversees the Company's internal control and risk management framework to ensure ethical standards and governance expectations are consistently applied and embedded in the Company's operations and decision-making processes. Details of the Company's internal control system and the review of its effectiveness are set out in the Statement on Risk Management and Internal Control of the Company's Integrated Annual Report 2025.

The Audit Committee was established on 15 September 2008 and its primary responsibility is to assist the Board in assessing the effectiveness of the Group's system of internal control and overseeing the financial and non-financial reporting process, policies and practices of the Group. It also reviews the adequacy and integrity of the Group's system of internal control, financial and non-financial reporting processes, management information systems, related party transactions and conflict of interest situations that arose, persist or may arise within the Group and the measures taken to resolve, eliminate or mitigate such conflicts, including compliance with applicable laws, rules, directives and guidelines. The Audit Committee assesses the effectiveness and adequacy of internal controls through internal audits carried out by the Internal Audit Department and internal control recommendations made by the External Auditor.

During the financial year, the Audit Committee conducted three (3) site visits to various UEM Sunrise projects to provide its members with a firsthand understanding of the Company's operations, projects and financial status. These site visits, which are also participated by other Board members, allow the committee to assess project progress, enhance understanding of operational matters, improve oversight, engage with management, verify information, assess the effectiveness of internal controls and promote transparency.

The Board Governance & Risk Committee was established on 1 August 2017 as the 'Board Risk Committee' to take over the risk oversight role previously undertaken by the Audit Committee. Following the delegation of governance and compliance purview by the Board on 1 June 2018, the Committee was renamed as the 'Board Risk & Governance Committee'. Subsequently on 28 November 2018, the Committee was renamed as the 'Board Governance & Risk Committee' in view of its expanded role on governance review matters. The Committee assists the Board in overseeing the Group's adherence to governance, anti-corruption

compliance matters and sustainability matters in alignment with the Group's long-term strategy. In respect of risk management, the Committee assists the Board in ensuring a sound and robust Risk Management Framework, and in overseeing the implementation of appropriate systems and processes to enhance the Group's corporate governance practices with a focus on key risk areas and mitigations. The Committee also oversees the formulation of a strong governance, ethical and integrity culture within the Group and provides oversight and guidance on the Group's integrity, governance and anti-corruption initiatives, including whistleblowing management, in line with Section 17A of the Malaysian Anti-Corruption Commission (MACC) Act 2009 (Amendment 2018). The Committee is also responsible for the whistleblowing management and oversight role, in which the Committee provides an avenue for individuals to raise concerns in confidence and without risk of reprisal, and enables legitimate concerns to be objectively addressed. The Committee also provides oversight and guidance on the Group's sustainability governance, strategies and initiatives to ensure the Group remains resilient in its business operations.

- (7) For an effective and orderly succession planning in UEM Sunrise Group, the Nominations & Remuneration Committee is entrusted by the Board with the responsibility to review candidates for Executive Directors and key management positions and to recommend their compensation packages. It also reviews the compensation framework for Senior Management staff, the human resources roadmap and receives reports and deliberate on manpower analysis and staffing requirements. The Board upon recommendation of the Nominations & Remuneration Committee had on 20 February 2025 endorsed the Board Succession Plan and delegated the Nominations & Remuneration Committee the mandate to identify and nominate suitable candidates for appointment as Independent Director(s).

During the financial year, two new (2) Independent Non-Executive Directors were appointed in August and November 2025 respectively, upon the Nominations & Remuneration Committee's satisfactory assessment on the background verification results, fit and proper evaluation supported by the Audit Committee's evaluation of conflict of interest.

In addition, to ensure that the Group has a robust leadership pool to meet current and future challenges as well as for succession planning, it has established a talent brand and attraction strategy aligned with the Company's desired organisational culture. External talent acquisition must support the Group's talent framework in order to complement and supplement UEM Sunrise's organisational culture and operating eco-system. The Group aims to build a leadership brand that is both purpose-driven and people-driven. The People Steering Committee established in March 2022

(previously, Talent Council, set up in 2018) was set up with the aim to contribute towards shaping UEM Sunrise's talent management policies and procedures to support its organisational goals, and build to sustainable talent pipeline through a series of interventions that enable our people to fully develop their potential. High performers are enrolled in Leadership Development programmes and the Company also assists senior managers to advance in their careers through business management programme. The People Steering Committee is subsequently known as Management People Committee. Beginning January 2025, the Management People Committee was dissolved and its functions consolidated into the Executive Committee, a management committee whose objective is to determine the direction and administer day-to-day operational issues, governance matters and strategic guidance.

The Nominations & Remuneration Committee regularly reviews and updates the organisational structure of the Company to align with strategic goals, enhance efficiency and productivity, improve communication and collaboration, adapt to changes, support growth and development and enhance governance and oversight. During the financial year, the Nominations & Remuneration Committee reviewed and recommended a revised macro-organisational structure on 15 May 2025, which was subsequently endorsed by the Board on 22 May 2025. A further revision to the organisational structure was later recommended by the Nominations & Remuneration Committee on 18 August 2025 and subsequently endorsed by the Board on 21 August 2025.

- (8) In meeting its obligations to shareholders and other stakeholders, the Board ensures transparent, timely and meaningful communication and engagement. The Board oversees the implementation of policies and practices relating to shareholder communications, sustainability, risk management and internal controls, and remains committed to balancing the interests of shareholders with those of other key stakeholders, including employees, customers, business partners, regulators and the communities in which the Group operates. To support effective and orderly communication with the market, the Board has established a Shareholder Communication Policy on 20 February 2013 with the objective of ensuring that the market is kept informed of all information that may have or could reasonably be expected to have a material effect on the value of the Company's securities.

The Shareholder Communication Policy was subsequently reviewed, amended and renamed as Investor Relations and Shareholder Communication Policy and approved by the Board on 5 December 2017. This enhancement was undertaken to align with the practices recommended in the MCGG and enhancement of the process for effective, transparent and regular communication with the Company's stakeholders.

A copy of this policy is available for reference on the Company's website www.uemsunrise.com.

(9) The Company's Privacy Policy approved in 2014 prepared in accordance with the seven data protection principles which form the basis of protection under the Personal Data Protection Act 2010 was revised and approved by the Board on 10 September 2021 to ensure its completeness and that it is kept in-pace with the changes of business and operational needs of UEM Sunrise. A copy of this policy is available for reference on the Company's website www.uemsunrise.com.

(10) Since 12 June 2012, the Board had adopted a dividend policy of paying out between 20% to 40% of the Group's consolidated profit after tax and non-controlling interest (PATANCI), subject to among others, availability of distributable reserves and adequate free cash flow from operations, to allow shareholders to participate in the Company's profits, at the same time retaining adequate reserves for future growth.

On 27 February 2024, the Board approved a revision to the Company's dividend policy, increasing the payout ratio to between 40% to 60% of the Group's consolidated PATANCI, subject to among others, availability of distributable reserves and adequate free cash flow from operations. This revision reflects the Board's commitment to delivering sustainable long-term returns to shareholders while maintaining a prudent approach to capital management. The dividend policy reflects the Board's current assessment of the Group's financial position and cash flow requirements and will be reviewed periodically to ensure continued relevance and alignment with the Company's strategic objectives and operating environment.

A copy of the dividend policy can be obtained from the Company's website at www.uemsunrise.com.

The Board recognises its responsibility to balance sustainable long-term value creation with fair and transparent returns to shareholders. During the year, the Board ensured adherence to the Company's dividend policy, reflecting disciplined capital management while taking into account the Company's financial position, future funding requirements and prevailing market conditions.

(11) The revised Directors' Remuneration Framework has been in place since 2012. On 29 March 2022, the Board approved the adoption of the Remuneration Policy for Directors and Senior Management to incentivise the Board and its executives to achieve the objectives of the Group while promoting the long-term sustainable success of the Company. The policy also reflects the Company's commitment to attract and retain Directors and Senior Management of high

calibre to contribute in providing stewardship to the Board and Management towards enhancing the objectives of the Group which should take into account the demands, complexities and performance of the Company.

This new policy, which was formalised on 26 November 2019, replaced the Remuneration Policy for Non-Executive Directors and is available on the Company's website at www.uemsunrise.com.

The Nominations & Remuneration Committee last conducted a review on the Director's fee in 2024 and assessed it based on an internal benchmarking of the Directors' fees against a comparison pool of companies within the real estate industry. The Board approved the Committee's recommendation for the Directors' remuneration, including the proposed fee increase for Non-Executive Directors and Board Committees other than the Audit Committee. The Directors' benefits remained unchanged, except for the reinstatement of the offsite allowance of RM1,000 per day, as reviewed and agreed by the Committee and Board.

(12)The Board aims to provide and present a clear, balanced and comprehensive assessment of the Group's financial performance and prospects at the end of the financial year, primarily through the annual financial statements, quarterly announcement of results to shareholders as well as the Chairman's Statement and Management Discussion & Analysis in the Company's Integrated Annual Report. The Board is assisted by the Audit Committee in overseeing the integrity and quality of the Group's financial and non-financial reporting processes, ensuring that disclosures are accurate, timely and prepared in accordance with applicable accounting standards, regulatory requirements and best practices. Through this oversight, the Board seeks to enhance transparency, accountability and confidence among shareholders and other stakeholders.

(13)All newly appointed Board members are equipped with UEM Sunrise's onboarding programme, managed by the Strategy team and Company Secretary to familiarise them with the Company's operations and build knowledge about the core business of UEM Sunrise. During the session, new Directors will have one-on-one briefings with senior management of the Company. Additionally, all Directors are introduced to the Company's digital assets and BoardPAC software, an efficient and effective tool for managing board papers.

The Company Secretary is assigned to assist Directors in addressing their training needs annually. All Directors are expected to attend training, seminars, workshops regularly to equip themselves with industry and market knowledge, including training on the latest laws, rules and regulations related to the Company and its operations.

	<p>During the financial year, on-boarding sessions through the structured induction programme were conducted for three (3) new Directors including the Managing Director/Chief Executive Officer, who were appointed during the period from August to November 2025. These sessions were facilitated by the then OIC and Senior Management team and covered the Group’s operational and financial overview, future projects and strategic direction. The new Directors also participated in one-to-one sessions with the Senior Management team to gain a deeper understanding of the Group’s business and transformation plan as well as with the Company Secretaries on governance practices and the use of the digital platform for the paperless system to access board and committee meeting agenda papers.</p>	
<p>Explanation for departure</p>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	:	
<p>Timeframe</p>	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	: Applied
Explanation on application of the practice	<p>UEM Sunrise is led by a Board Chairman who is responsible for instilling good corporate governance practices, providing leadership and ensuring the effectiveness of the Board.</p> <p>The Chairman leads the Board and sets the Board agenda to ensure that Board meetings focus on key matters, including strategic oversight, performance monitoring, risk and governance matters and stakeholder considerations. In doing so, the Chairman promotes a culture of integrity, openness and constructive challenge and healthy debate to support robust deliberations and sound decision-making.</p> <p>During the financial year, the Chairman continued to provide leadership to enhance Board effectiveness by:</p> <ul style="list-style-type: none">• fostering active participation by all Directors and ensuring that differing perspectives are appropriately considered before decisions are made;• ensuring Board discussions remain focused on matters that are material to the Company and the Group, and that sufficient time is allocated for key agenda items; and• reinforcing high standards of integrity, accountability and professionalism in the Boardroom, consistent with the Board's role in setting values and standards. <p>Datuk Hisham Hamdan was appointed as Non-Independent Non-Executive Chairman on 1 July 2023. While the Chairman is a Non-Independent Non-Executive Board member, the Board is structured with appropriate safeguards to ensure balanced decision-making and independence of judgement. Independent Non-Executive Directors comprise half of the Board and the Senior Independent Director serves as an alternative point of contact for shareholders and other stakeholders, particularly in situations where concerns cannot be resolved through the normal channels of the Chairman and/or MD/CEO.</p> <p>In fulfilling his role, the Chairman is responsible for the following key aspects of Board leadership and governance:</p> <p>(1) In leading the Board, the Chairman focuses on strategy, governance and compliance to ensure the Board discharges its</p>

	<p>responsibilities effectively. He chairs Board meetings, sets the Board agenda in consultation with the MD/CEO and the Company Secretaries, and ensures that Directors receive complete, accurate and timely information to facilitate informed deliberation.</p> <p>(2) The Chairman manages the interface between the Board and Management, provides guidance and mentoring to the MD/CEO, and encourages constructive engagement between Directors and Management.</p> <p>(3) The Chairman plays a key role in promoting effective communication with shareholders and relevant stakeholders, including facilitating meaningful dialogue at general meetings and ensuring that stakeholders' views are communicated to the Board for consideration.</p> <p>(4) He also works closely with the Nominations & Remuneration Committee to ensure that the Board maintains an appropriate size and composition, with a satisfactory mix of skills, experience, qualifications and diversity, and that Board and Senior Management performance evaluations are conducted and acted upon.</p> <p>To further strengthen Board effectiveness, the Company appointed an external consultant to facilitate the Board & Directors Effectiveness Evaluation (BDEE) for financial year 2025. Selected members of the Senior Management were involved in the BDEE to provide constructive management level feedback on the Board's oversight, interaction and decision-making processes. This approach supports a more balanced and meaningful assessment of Board effectiveness, strengthens the Board-Management interface and aligns with good governance practices under the MCGG, without compromising the Board's independence. The BDEE report has been tabled to the Nominations & Remuneration Committee and subsequently to the Board in March 2026, together with the identified improvement areas and action plans to support continuous enhancement of Board effectiveness. The Nominations & Remuneration Committee will oversee the implementation of agreed improvement actions arising from the BDEE and monitor progress as part of its ongoing governance and Board development agenda.</p> <p>The Chairman also plays a key role in ensuring effective engagement with shareholders at general meetings. During the 17th Annual General Meeting (AGM) of UEM Sunrise Berhad, Datuk Hisham Hamdan chaired the meeting in a proactive and attentive manner, demonstrating effective leadership and engagement with shareholders. Throughout the question-and-answer session, the Chairman attentively listened to shareholders' queries, facilitated constructive dialogue and ensured that responses were appropriately addressed by Management. In addition, the Chairman supported the establishment of a modest exhibition and information booth at the AGM venue to enable shareholders to obtain further information on the Company's projects and to engage directly with Management on matters of interest.</p>
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	<p>The Chairman also conducted dedicated Non-Executive Directors sessions at Board meetings, held in the absence of the MD/CEO and Management. These sessions provide a platform for the Non-Executive Directors to discuss, among others, strategic, leadership, governance and operational matters independently. The Chairman subsequently communicates the outcomes of these sessions to the MD/CEO and/or senior management for attention and necessary follow-up actions, where required.</p> <p>The roles and responsibilities of the Chairman are clearly spelt out in paragraph 7.4 of the Board Charter which is available on the Company’s website at www.uemsunrise.com under “Corporate Governance” section.</p>	
Explanation for departure		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure		
Timeframe		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	<p>The functions of the Board and Management are clearly demarcated to support effective governance and the smooth running of the Company's business and its day-to-day operations as outlined in the Board Charter which is available on the Company's website at www.uemsunrise.com.</p> <p>UEM Sunrise maintains a clear division of responsibilities between the Chairman and the MD/CEO, with the two roles held by different individuals. This separation supports an appropriate balance of power and authority, strengthens accountability and enables the Board to exercise objective oversight over Management.</p> <p>The Chairman is responsible for leading the Board, setting the Board agenda and facilitating an environment of openness and constructive debate to support effective Board deliberation and decision-making. The MD/CEO has the overall responsibility for the day-to-day management of the Group's business and operations, including implementation of the Board-approved strategy and plans, and is accountable to the Board for the Group's performance and execution.</p> <p>The Board is chaired by Datuk Hisham Hamdan, the Non-Independent Non-Executive Chairman appointed on 1 July 2023, who leads the Board by setting the tone at the top and managing the Board's effectiveness with a focus on strategy, governance and compliance. In reinforcing the independence of Board deliberations and ensuring appropriate checks and balances, the Chairman does not serve as a member of any Board Committee.</p> <p>During the financial year, the Company managed a leadership transition in a manner that preserved role clarity and governance oversight. En Shaharul Farez Hassan was appointed as the new MD/CEO of UEM Sunrise on 17 November 2025. During the transitional period, the Chief Financial Officer served as the Officer-In-Charge, supported by an ad hoc Board Oversight Committee established by the Board to provide governance oversight. Upon the MD/CEO's appointment, the Chief Financial Officer resumed his substantive role and the Board Oversight Committee was consequently dissolved. The interim arrangements ensured continuity of operations and decision-making within the Board-approved delegation framework, while maintaining appropriate reporting and accountability to the Board.</p>

	<p>To further strengthen governance safeguards and stakeholder confidence, the Board has designated Ms Christina Foo as the Senior Independent Director with effect from 21 June 2021, providing shareholders and stakeholders with an additional channel to convey concerns relating to the Company where appropriate.</p> <p>Through this clear division of responsibilities and structured delegation of authority, the Board retains collective responsibility and accountability for the smooth functioning of core processes involving Board governance, business value and sustainability and ethical oversight while it is constantly mindful of safeguarding the interests of all stakeholders.</p> <p>The MD/CEO is accountable for leading the Management, building a dynamic corporate culture and ensuring that the Company’s human capital has the requisite skills and competency to achieve the Company’s vision and goals. The MD/CEO is responsible for developing and recommending to the Board the Company’s annual operating plans and budgets, formulating major corporate policies, implementing the policies and decisions of the Board, overseeing the operations and managing the development and implementation of the Company’s business and corporate strategies.</p> <p>The roles and responsibilities of the MD/CEO are clearly spelt out in paragraph 9.2 of the Board Charter which is available on the Company’s website at www.uemsunrise.com under “Corporate Governance” section.</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<p><i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i></p>	
<p>Application</p>	<p>: Applied</p>
<p>Explanation on application of the practice</p>	<p>: For the financial year ended 31 December 2025, the Chairman of the Board, Datuk Hisham Hamdan, a Non-Independent Non-Executive Director, is not a member of the Audit Committee or the Nominations & Remuneration Committee of the Company. He is also not a member of the other three (3) Board Committees namely the Board Development Committee, Board Tender Committee and Board Governance & Risk Committee.</p> <p>During the financial year 2025, the Chairman attended two (2) meetings of Nominations & Remuneration Committee, at the invitation of the Committee, in connection with the search for suitable candidates for the MD/CEO position.</p> <p>The Committee considered it appropriate to seek the Chairman's views on the criteria to be applied in identifying, selecting and assessing candidates for the role, drawing on his experience, past exposure, broad industry knowledge and network across various investment sectors, thereby supporting a robust appointment process.</p> <p>The Chairman did not attend the meetings of the other four (4) Board Committees during the year under review.</p>
<p>Explanation for departure</p>	<p>: </p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>: </p>
<p>Timeframe</p>	<p>: </p>

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of UEM Sunrise is supported by suitably qualified and experienced Company Secretaries who provide sound governance advice and assistance to the Board and its Board Committees in the discharge of their duties. Both Company Secretaries of UEM Sunrise, who are Associate members of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA), are qualified to act as company secretaries under Section 235(2) of the Companies Act 2016. The appointment and removal of the Company Secretaries are matters reserved for the Board, thereby reinforcing their independence and accountability to the Board.</p> <p>(1) All Directors have full access to the advice and services of the Company Secretaries at all times and may seek independent professional advice, where necessary, in the furtherance of their duties. The Company Secretaries advise the Board on matters relating to corporate governance, compliance with the Companies Act 2016, Bursa Malaysia's Listing Requirements, the MCGG and other applicable laws, rules and regulations. To ensure the Board remains well-informed, the Company Secretaries provide concise updates on regulatory developments, including amendments to the Companies Act 2016, Listing Requirements and Bursa Malaysia circulars.</p> <p>(2) The Company Secretaries facilitate the effective functioning of the Board and its Committees by organising and managing the logistics of Board and Board Committee meetings. The Company Secretaries prepare meeting agenda in consultation with the Chairman and the MD/CEO, compile and circulate meeting materials electronically, attend all meetings and ensure that minutes of meeting accurately reflect the discussions, deliberations and decisions of the meetings, including whether any member has abstained from voting, recorded dissenting vote or recused himself/herself from deliberation. The Company Secretaries also ensure that Board and Board Committees meetings are conducted in accordance with established procedures, and that deliberations and decisions are properly recorded. They play an important role in facilitating proper communications for the effective flow of information between the Board, Board Committees and the Management by tracking action</p>

	<p>items arising from meetings, monitoring follow-up actions by Management and reporting outstanding matters to the Board.</p> <p>(3) The Company Secretaries act as the custodians of the Company's statutory records, attend to all statutory and regulatory filings, liaise with the regulatory authorities and Bursa Malaysia and ensure the Company's ongoing compliance with the statutory requirements of the Companies Act 2016, the Listing Requirements and other regulatory bodies.</p> <p>(4) The Company Secretaries also provide support to the Board in shaping and strengthening the Group's corporate governance framework, including advising on the Company's Constitution, Board policies and procedures, corporate governance best practices and the continued relevance and effectiveness of the Company's Corporate Governance Model.</p> <p>(5) To maintain the effectiveness of their advisory role to the Board, the Company Secretaries keep themselves abreast of evolving regulatory changes, industry trends, sustainability matters and corporate governance best practices through continuous professional development and regular engagement with regulators and industry peers.</p> <p>Both Company Secretaries have attended the relevant continuous professional development (CPD) programmes conducted by the Companies Commission of Malaysia, MAICSA, Bursa Malaysia, amongst others and both have accumulated the required minimum CPD points in compliance with the requirements of MAICSA and the Companies Commission of Malaysia.</p> <p>(6) The Company Secretaries also play an integral role in the induction and continuous development of Directors. All newly appointed Directors undergo a formal induction programme coordinated by the Company Secretaries and conducted by the MD/CEO and Senior Management. An information kit is provided to new Directors upon appointment covering key governance and operational matters, including disclosure obligations, the schedule of meetings, the Directors' remuneration framework and the LOA whilst other pertinent documents including but not limited to the Board Charter, Code of Conduct, Constitution and Terms of Reference of Board Committees are available on the paperless meeting digital application (app) on tablet devices. The Company Secretaries also conduct one-to-one session with Directors, where required, to familiarise them with governance practices and the digital platform used for paperless Board and Committee meetings. During the financial year, induction sessions were conducted for three (3) new Directors appointed in August and November 2025.</p> <p>As part of the Directors' continuing development programmes, the Company Secretary, in collaboration with relevant departments,</p>
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organised a series of in-house Board Learning Sessions during the financial year 2025. These sessions were conducted on a quarterly basis and involved industry-relevant presentations delivered by internal and external subject matter experts, with the objective of enhancing the Board's knowledge, effectiveness and oversight capabilities. The topics covered during the year included:

- Property Market Talk
- The Art of Revolutionising Building Industry – Design for Manufacture & Assembly (DfMA)
- 2025 HR Legal and Workplace Conduct Updates
- Key updates on Malaysian tax – current landscape, Sales and Service Tax scope expansion, Base Erosion and Profit Shifting (BEPS) 2.0 and Stamp Duty updates
- Tax Corporate Governance Framework
- Navigating Malaysia's National Sustainability Reporting Framework: IFRS S1 and S2
- Meeting Decarbonisation with Carbon Offsets
- Unpacking the key tax proposals from Budget 2026 – The Rakyat, The Business, Incentives, Indirect Tax, RPGT, Stamp Duty and Director's Fees

In relation to shareholders' meetings, particularly the AGMs, the Company Secretaries assist the Chairman and the Board to ensure that the processes and proceedings are properly conducted in accordance with the Company's Constitution and relevant laws and regulations. The Company Secretaries played a key role in the successful conduct of the Company's 17th AGM on 11 June 2025. They ensure that the minutes of the meetings, including salient questions raised by shareholders and the corresponding responses, are accurately recorded and made available on the Company's website within the prescribed timeframe, in accordance with Practice 13.6 of the MCGG.

- (7) The Company Secretaries continuously monitor developments in Corporate Governance and play an important advisory role to the Board in applying corporate governance principles and emerging best practices to meet the Board's needs and stakeholders' expectations.
- (8) The Company Secretaries source and arrange for the Directors' attendance at Mandatory Accreditation Programme training accredited by Bursa Malaysia and relevant training programmes, which are conducted either in-house or by external parties and keeps a record of the training received by the Directors.
- (9) The Company Secretaries send notices on the closed period for trading in the Company's listed securities to Directors and principal officers on a quarterly basis specifying the timeframe during which the Directors and principal officers are prohibited from dealing in the Company's securities and to comply with relevant requirements

	<p>governing their trading in securities during closed periods. The Board and principal officers are also reminded not to deal in the Company's securities when price sensitive information is shared with them on any proposed transactions presented to them.</p> <p>(10)The Company Secretaries serve as the primary and central channel through which stakeholders communicate with the Company on corporate governance matters. In this capacity, they support effective stakeholder communication and engagement on governance-related issues, ensure that relevant matters are appropriately channelled to the Board, and support timely, accurate and consistent responses in accordance with the Company's governance framework and regulatory requirements.</p> <p>The Board regularly assesses the performance and effectiveness of the Company Secretaries as part of the Board evaluation process. Based on the assessment conducted for the financial year 2025, the Board is satisfied with the performance, professionalism and support rendered by the Company Secretaries in enabling the Board and its Committees to function effectively and in strengthening the Company's overall corporate governance practices.</p>	
<p>Explanation for departure</p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of UEM Sunrise is provided with timely, complete and accurate information to enable Directors, whether acting collectively or in their individual capacity, to discharge their duties effectively and make informed decisions. The Directors have full and unrestricted access to all information pertaining to the Group's business affairs and may, where necessary, obtain independent professional advice from external consultants, at the Company's expense with consent from the Chairman or relevant Board Committee Chairperson, as the case may be.</p> <p>To facilitate effective planning and preparation, the annual meeting calendar for the Board and Board Committees, including the Board Retreat, Annual General Meeting and other key governance activities, is prepared and circulated in advance during the fourth quarter of the preceding year. Meeting agendas and Board papers are furnished to Directors ahead of each meeting, generally five (5) business days prior, to allow sufficient time for review and deliberation. Clear guidelines and timelines for the submission of Board papers are communicated to Management to support the quality, completeness and timeliness of information presented to the Board.</p> <p>Before each meeting, the Chairman of the Board would have a pre-meeting session with the MD/CEO and Management to discuss the proposed meeting agendas and to ensure that the allocated time for the agenda is sufficient for the Board's deliberation. The Chairman also guided where necessary for operational or administrative matters to be approved via circular resolution so that the meetings are focused on approval of business proposals and strategy papers. This enables Board meetings to remain focused on strategic, commercial and governance matters. Similarly, pre-meeting sessions are also conducted with the relevant Chairperson of Board Committees.</p> <p>The Board papers contain both quantitative and qualitative information and are presented in a concise yet comprehensive manner, including management reports, proposal papers, supporting documents and relevant analyses to facilitate robust deliberation and informed decision-making.</p>

To further enhance the quality of Board deliberations, the Company has adopted an enhanced Board paper template that includes, among others:

- Executive Summary
- Decision tree and Internal Rate of Return (IRR) and Net Present Value (NPV) analysis for project/commercial proposals
- Background, details of proposals (including original thesis of the project/transaction)
- Alignment to strategy/business case
- Rationale
- Financial and non-financial assessment
- Technical risk assessment
- Conclusion and recommendation for Board's consideration
- Risk and Legal Review for commercial papers

This structured approach enables Directors to critically evaluate Management's proposals, challenge assumptions and assess risks before decisions are made.

All proposals for tabling to the Board must be approved for submission by the MD/CEO.

The Company Secretaries send out a notification to the Directors that the papers are available for access on their tablet devices.

The Company has implemented a secure paperless Board meeting solution since January 2017, providing Directors with digital access to meeting materials and key governance documents through a secured online portal accessible via tablet devices. This accorded enhanced mobility, document e-storage, cost and time savings and improved convenience in accessing board papers anytime and anywhere. Aside from reducing carbon footprint, the information to the Board is stored in a secure manner whereby the files can be electronically accessed and are archived in a secured digital storage to promote document security. The customised solution has various functionalities that enable Directors to access the meeting materials as well as a repository of Board policies, procedures and charter, the Company's Constitution and Directors' remuneration framework, amongst others, for ease of reference. It also allows comments from Directors to be annotated and relevant feedback will be shared with Senior Management for attention and necessary action, where required.

Board Committee meetings are not combined with the main Board meetings. This is to ensure the independence and objectivity of discussions.

The deliberations and decisions of the Board and Board Committees are properly recorded in the minutes of meetings, including instances where Directors abstained from deliberation and/or voting or express dissenting views or raise significant concerns. Action items identified and highlighted during meetings are conveyed to Senior Management

	<p>for their attention and action. The Company Secretaries will follow up with Management on the status of action items to be reported to the Board and/or Board Committees, which will remain as matters arising in the minutes of meetings until they are resolved or completed, thereby reinforcing accountability and execution discipline. The minutes are circulated to the Board and/or Board Committees for perusal together with the meeting materials for the next meeting.</p> <p>For quicker decision-making, circular resolutions for urgent decisions required from the Board and Board Committees are also circulated through the Paperless Meeting Solution application where the Directors can indicate their votes and comments, if any, on the device, which is in line with the Constitution of the Company that allows the use of technology to facilitate the approval process.</p> <p>Throughout the financial year, the Chairman and Board members actively engaged in discussions, provided input and constructively challenge Management’s views and assumptions, including those underpinning financial forecasts and material assessment.</p> <p>The Board is satisfied that the information, advice and support provided facilitated by structured processes, disciplined information flow and effective digital tools have enabled the Board and its Committees to function effectively and uphold high standards of governance and decision-making.</p>	
Explanation for departure		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure		
Timeframe		

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board adopted a Board Charter on 20 February 2013, which sets out the principal roles, composition, responsibilities and authorities of the Board and serves as a key governance reference that supports clarity of accountability, effective decision-making and appropriate checks and balances between the Board and Management. It provides guidance on the Board's leadership role, fiduciary responsibilities, governance oversight and strategic stewardship, and is aligned with the MCGG and Bursa Malaysia's Listing Requirements.</p> <p>The Board Charter also clearly delineates the respective roles and responsibilities of the Board, Board Committees, individual Directors and Management; as well as the issues and decisions reserved for the Board, which include, amongst others, matters relating to strategy, financial performance, major investments, risk governance, internal control, succession planning and key governance policies.</p> <p>The Board Charter is periodically reviewed to ensure that it remains relevant and aligned with regulatory requirements, evolving governance practices and the Company's business needs. Any material updates to the Board Charter are subject to the Board's approval. It was reviewed and revised in August 2020 and September 2021 to incorporate the regulatory and anti-corruption requirements.</p> <p>The Board Charter was further reviewed and revised by the Board on 29 March 2022 to reflect the recommendations following outcomes of the Board & Directors Effectiveness Evaluation for financial year 2021, as well as further updates to align with the MCGG and amendments to the Listing Requirements, including the requirement for the Company to establish and publish a Fit & Proper Policy on the Company's website.</p> <p>The Directors' Fit & Proper Policy ensures that any individual appointed, elected or re-elected as a Director of UEM Sunrise Group possesses the necessary qualities, character, integrity, competency and commitment to effectively discharge the responsibilities associated with the position. The Board Charter also includes a provision which prohibits an "active</p>

politician” as defined in the MCCG, to be a Director on the Board of the Company.

The Board Charter sets out, amongst others, the following areas:

- Role, duties and responsibilities of the Board and Board Committees
- Roles of the Chairman, Managing Director/CEO, Senior Independent Director, Independent Director and the Company Secretary
- Composition and structure of the Board which include appointments and re-election, tenure of Independent Directors and appointment of Senior Independent Director
- Main duties and responsibilities including but not limited to strategic and financial objectives of the Group, human capital, risk and anti-corruption compliance management and internal controls as well as sustainability and stakeholder communication
- Code of Conduct
- Directors’ Fit & Proper Policy
- Non-Executive Directors’ remuneration
- Assessment and evaluation of Board performance
- Succession planning of the CEO, Board members and Senior Management
- Access to independent external advice
- Directors’ training and continuous education

The Company acknowledges that continuous education is essential for the Board members to remain effective and well-informed in the discharge of their duties. Accordingly, Directors are expected to continuously enhance their knowledge and skills pursuant to Paragraph 15.08 of the Listing Requirements. The Company provides access to relevant training programmes and seminars at its expense to support Directors in fulfilling this expectation.

All Directors have attended the Mandatory Accreditation Programme (MAP) Part I in relation to Director’s roles, duties and liabilities (MAP Part I) accredited by Bursa Malaysia as at the end of 2025, except for a new Director who subsequently attended the MAP Part I in March 2026, well within the stipulated deadline required by Bursa Malaysia.

As at 31 December 2025, a large majority of the Directors have completed the second part of the MAP in relation to sustainability and the related roles of a Director (MAP Part II) accredited by Bursa Malaysia, with the remaining Directors scheduled to complete the MAP Part II within Bursa Malaysia’s prescribed deadline.

Directors continued to attend training programmes and seminars organised by regulatory authorities, professional bodies and other relevant organisations to keep abreast of regulatory developments, industry trends and emerging practices in relation to the Group’s businesses, to further enhance their business acumen and professionalism in discharging their duties.

The Company also organised various seminars and learning programmes in 2025 for the Board and employees including corporate directors' training programme and the Thought hUb series, which offers a platform for knowledge sharing by renowned local and international subject matter experts. In addition, the Directors were provided digital learning resources, cybersecurity awareness training, anti-corruption awareness training and access to other subscribed platforms.

Besides formal training programmes, the Board is also kept informed of regulatory updates from Bursa Malaysia, the Securities Commission of Malaysia and the Companies Commission of Malaysia by the Company Secretary.

In addition, some members of the Board were also invited to participate in forums and/or seminars as a speaker, moderator or panelist in their area of expertise.

Details of the training/conferences/seminars and/or workshops in which members of the Board had participated during the financial year ended 31 December 2025 are as set out in the Corporate Governance Overview Statement in the Integrated Annual Report 2025.

In discharging its fiduciary duties, the Board has delegated specific tasks to the following Board Committees, all of which operate within their respective defined Terms of Reference:

(1) Audit Committee

Established on 15 September 2008, the Audit Committee assists the Board in its oversight of the Company's financial statements and reporting in fulfilling its fiduciary responsibilities relating to internal controls, financial and accounting records and policies as well as financial and non-financial reporting practices of the Group. It also reviews the adequacy and integrity of the Group's system of internal control, financial and non-financial reporting processes, management information systems, related party transactions and conflict of interest situations that arose, persist or may arise within the Group and the measures taken to resolve, eliminate or mitigate such conflicts, including compliance with applicable laws, rules, directives and guidelines. The Committee assesses the effectiveness and adequacy of internal controls through internal audits carried out by the Internal Audit Department and internal control recommendations made by the External Auditor.

In response to the regulatory development and amendments to Paragraph 15.12 of the Listing Requirements of Bursa Malaysia, the Terms of Reference of Audit Committee was revised in August 2023. The revisions include expanding the committee's function to review any related party and conflict of interest situations that arise, persist or may arise, as well as the measures taken to resolve, eliminate or mitigate such conflicts. Additionally, the committee

now reviews a summary of conflict of interest or potential conflict of interest situations for disclosure in the Audit Committee Report. The revisions were made effective on 18 August 2023 and 1 July 2024, respectively.

(2) Nominations & Remuneration Committee

Established on 26 September 2008, the Nominations & Remuneration Committee assists the Board in the nomination of new Directors and Senior Management, assessing the effectiveness of the Board and its Committees and recommending remuneration packages and assessing the performance of CEO and/or Executive Director(s) and Senior Management.

(3) Board Tender Committee

Established on 1 March 2009, the Board Tender Committee is responsible for overseeing and approving matters relating to project tenders in accordance with the Group's LOA requirements.

(4) Board Development Committee

Established on 9 August 2017, the Board Development Committee's primary function is to oversee the investment and development planning for all projects and provide strategic direction and guidance concerning investment, development and/or project matters.

(5) Board Governance & Risk Committee

Established on 1 August 2017, the Board Governance & Risk Committee (originally 'Board Risk Committee') is to take over the risk oversight role previously undertaken by the Audit Committee. Subsequently on 28 November 2018, the Committee was renamed as the 'Board Governance & Risk Committee' in view of its expanded role on governance review matters. The Committee assists the Board in overseeing the Group's adherence to governance and anti-corruption compliance matters and sustainability matters in alignment to the Group's long-term strategy and to make the necessary recommendations. In respect of risk management, the Committee assists the Board in ensuring a sound and robust Risk Management Framework, and in overseeing the implementation of appropriate systems and processes to enhance the Group's corporate governance practices with a focus on key risk areas and mitigations. The Committee also oversees the formulation of a strong governance, ethical and integrity culture within the Group and provides oversight on the Group's integrity, governance and anti-corruption initiatives, including whistleblowing management, in line with Section 17A of the MACC Act 2009 (Amendment 2018). The Committee is also responsible for the whistleblowing management and oversight role, in which the Committee provides an avenue for individuals to raise concerns in confidence and without the risk of reprisal, and enables legitimate concerns to be objectively addressed. The Committee also provides oversight and guidance on the Group's sustainability governance,

	<p>strategies and initiatives to ensure the Group remains resilient in its business operations.</p> <p>Each Board Committee is authorised to examine specific matters, report to the Board on their proceedings and deliberations, and make recommendations and/or decisions within the scope delegated by the Board under the LOA. However, the ultimate responsibility for the final decision on all matters rests with the Board.</p> <p>The matters reserved for the Board’s consideration and approval are set out as follows:</p> <ol style="list-style-type: none"> (1) Group’s Strategic Direction (2) Financial Oversight and Controls (3) Dividend policy and approval of any shareholder distributions (4) Major transactions exceeding Management’s authority limits (5) Board Membership and Senior Leadership Management (6) Talent Continuity for Board and Senior Management (7) Risk Governance (8) Internal control systems and appointment of external auditors (9) Group’s LOA and Policies <p>The Terms of Reference for all Board Committees are reviewed regularly to ensure alignment with evolving best practices and the regulations.</p> <p>The Board Charter as well as the Terms of Reference for the Board Committees are available for reference at the Company’s website at www.uemsunrise.com.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	: Applied
Explanation on application of the practice	<p>(1) The conduct of Board and employees is governed by the Code of Conduct (the Code), which was approved by the Board on 26 November 2019 and revised on 29 March 2022. The Code is aligned with the Company's vision, mission and core values of C.H.I.E.F. (Caring, Honest, Involved, Enthusiastic, Fun-Loving).</p> <p>The Code provides guidance on ethical decision-making and addresses, among others, matters relating to integrity, professionalism, conflicts of interest, prevention of abuse of power, anti-corruption practices, insider trading and anti-money laundering. The Code serves as a key reference to promote a culture of honesty, accountability and responsible conduct across the Group, setting out clear standards on:</p> <ul style="list-style-type: none">➤ Workplace Conduct➤ Asset Protection➤ Adherence to laws, including Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 (AMLATFA), Personal Data Protection Act 2010 and Competition Act 2010. <p>The Directors and employees are expected to conduct themselves ethically and professionally at all times, and to safeguard and promote the reputation and performance of the Company. The Code of Conduct is communicated to Directors and employees upon their appointment or employment and reaffirmed annually at the beginning of the year, whereby they are required to acknowledge and undertake to comply with its provisions. These expectations are further reinforced through regular townhall sessions by the MD/CEO and Top Management.</p> <p>(2) The Group has established a Human Rights and Diversity, Equity and Inclusion Policy, approved on 21 August 2025, to address social sustainability risks. Guided by the United Nations Guiding Principles</p>

	<p>on Business and Human Rights and International Labour Standards, the Group is committed to:</p> <ul style="list-style-type: none"> ➤ Rejecting all forms of forced labour, child labour and modern slavery in its operations and supply chain. ➤ Ensuring equal opportunity in recruitment and career progression regardless of gender, race and background. ➤ Adherence to the Employment Act 1955 and Children and Young Persons (Employment) Act 1966. <p>(3) The Group maintains a strict Conflict of Interest Policy requiring Directors and employees to act in the best interests of the Group. The policy mandates the declaration of actual, potential or perceived conflicts:</p> <ul style="list-style-type: none"> ➤ Upon joining the Group ➤ As and when an actual, potential or perceived conflict arises ➤ Annually at the start of the calendar year ➤ Quarterly for shareholding disclosure <p>In a situation where a conflict arises outside the annual declaration exercise, the declaration must be made within five (5) business days of realising such a conflict exists.</p> <p>The Board, through the Audit Committee, reviews all related party transactions in line with Bursa Malaysia’s Listing Requirements. A Director who has an interest in a transaction must abstain from deliberating and voting on the relevant resolution in respect of such transaction at the Board and at any general meeting convened to consider the matter.</p> <p>Specific safeguards are in place for procurement processes, where employees must declare any interest prior to proceeding and refrain from participating in any meeting or decision-making if such conflict exists.</p> <p>(4) In line with Section 17A of the MACC Act 2009, the Group enforces a zero-tolerance approach to bribery and corruption. This is operationalised through Anti-Corruption Policy and Guidelines (revised on 28 May 2024). Key controls include:</p> <ul style="list-style-type: none"> ➤ On 20 November 2024, UEM Sunrise was officially certified under the ISO 37001:2016 Anti-Bribery Management System. ➤ A “No Gift Policy” is enforced, subject to specific exceptions for corporate gift and hospitality as defined in the policy. All gifts and hospitality given or received that do not fall within the exceptions mentioned in the policy must be declared. ➤ The Board, through the Board Governance & Risk Committee, oversees the implementation and progress of UEM Sunrise’s Integrity and Anti-Corruption Plan (IACP). Updates on the IACP, which sets out the framework and measures to promote ethical conduct and anti-corruption practices, were reported quarterly
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	<p>to the Board Governance & Risk Committee during the financial year.</p> <p>Established in 2019, the Integrity and Governance Unit drives and coordinates the Group’s integrity, governance and anti-corruption initiatives, which are in line with the Prime Minister’s directive on integrity and governance unit and the requirements under Section 17A of the MACC Act 2009 (Amendment 2018) on corporate liability for corruption, which came into effect on 1 June 2020. The Board also adopted the Guidelines on Monitoring of the IACP which outlined the scope, objective, requirements and responsibility of the Group’s integrity and anti-corruption framework.</p> <p>(5) To maintain market integrity, the Group strictly enforces prohibitions on insider trading in accordance with the Capital Markets and Services Act 2007 (CMSA) and the Listing Requirements.</p> <ul style="list-style-type: none"> ➤ Directors and employees with access to price-sensitive information are prohibited from dealing in the Company’s listed securities. ➤ The Company Secretary issues quarterly notices specifying “Closed Periods” whereby Directors or employees are prohibited from dealing in the Company’s securities and to comply with relevant requirement governing their trading in securities during these periods. ➤ Directors and employees with an interest in any contract or transaction must abstain from deliberation and voting to ensure Board decisions remain unbiased. <p>(6) To extend ethical standards beyond its immediate operations, the Group enforces a Code of Conduct for Business Partners (updated 8 August 2025). This code mandates that all partners (contractors, consultants, suppliers):</p> <ul style="list-style-type: none"> ➤ Sign the Declaration of Interest Form and Declaration of Integrity Form. ➤ Comply with all applicable labour, employment and human rights legislation and relevant laws. ➤ Adhere to strict anti-bribery, integrity and confidentiality protocols. <p>(7) The Group encourages the reporting of any misconduct through its Whistleblowing channels, including an online Secured Postbox and Direct Message to the Chairman of the Board Governance and Risk Committee via whistleblower.uemsunrise.com.</p> <p>(8) Non-compliance with the Code or related policies is treated seriously. Consequences may include removal of the conflict (e.g.</p>
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	<p>divestment), disciplinary action up to termination of employment or contract and referral to enforcement agencies.</p> <p>(9) The Code of Conduct as well as all relevant policies are available in the Code of Conduct Handbook and in the Company’s Intranet web portal for reference by the employees. They are also accessible on the Company’s website www.uemsunrise.com, reflecting the Board’s commitment to transparency and high standards of corporate governance.</p> <p>(10) The Integrity & Governance team regularly advises and reminds each department of the Company to update their corruption risk register on a quarterly basis. These registers are reviewed and maintained at departmental level as part of the Group’s ongoing corruption risk management process.</p> <p>The integrity and anti-corruption awareness initiatives undertaken include, among others:</p> <ul style="list-style-type: none"> ➤ UEM Sunrise’s Integrity Month with awareness activities, along with Integrity and Risk Day ➤ UEM Sunrise CHIEF Integrity Advocates (CIA) programme ➤ UEM Sunrise Corruption Risk Management Awareness & Workshop ➤ UEM Sunrise’s integrity and anti-corruption e-Learning programme ➤ Integrity and anti-corruption chat sessions ➤ Monthly Hi-Integrity newsletters <p>(11) UEM Sunrise was ranked in the Top 50 of the National Corporate Governance & Sustainability Awards (NACGSA) 2025 and placed first for Corporate Governance for the second consecutive year at the Alpha Southeast Asia Awards 2025. These recognitions reflect the Company’s commitment to upholding the highest standards of corporate governance.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	
<p>Timeframe :</p>	

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company is committed to the highest standards of professionalism, honesty, integrity and ethical behaviours in the conduct of its business and operations through a comprehensive Whistleblowing Policy (revised on 25 May 2022) to provide a structured and confidential mechanism for Directors, employees and other stakeholders to raise genuine concerns relating to improper conduct, unethical behaviour, fraud, corruption or other breaches of laws, regulations or the Company’s policies.</p> <p>The Board has delegated the whistleblowing oversight to the Board Governance & Risk Committee. The Integrity and Governance Unit (IGU) acts as the independent case handler responsible for detection, verification and investigation. The policy includes a specific escalation matrix to ensure independence: for example, disclosures concerning the Chairman of UEM Sunrise are to be escalated directly to the Chairman of its holding company, UEM Group Berhad.</p> <p>The Whistleblowing Policy (revised on 25 May 2022) aligns with the Guidelines on Adequate Procedures (Section 17A of the MACC Act 2009). It provides a secure mechanism for employees and the public to report “Improper Conduct”, which includes, but not limited to, the following:</p> <ul style="list-style-type: none">➤ Fraud, bribery and corruption➤ Abuse of power and conflict of interest➤ Theft, embezzlement and misuse of Group property➤ Violation of laws and the Code of Conduct <p>The UEM Sunrise Whistleblowing Management System offers independent and confidential online reporting channels, case management and documentation that allow the whistleblower to disclose any improper conduct either through the online Secured Postbox or Direct Message to the Board Governance & Risk Committee Chairman.</p> <p>The Policy allows for anonymous reporting. The Group treats all reports seriously, regardless of anonymity, provided there is sufficient</p>

	<p>information to facilitate an investigation. While the Group encourages whistleblowers to provide factual and specific information to aid investigation, the lack of initial material evidence does not preclude a preliminary review by the Integrity and Governance Unit.</p> <p>The Board Governance & Risk Committee, together with Management, ensures that reported concerns are assessed objectively, investigated appropriately and addressed in a timely manner. Matters arising from whistleblowing reports, including investigation outcomes and corrective actions taken, are reported to the Board or the relevant Board Committees, where appropriate, to enable effective oversight.</p> <p>The Group is guided by the Whistleblowers Protection Act 2010 and prohibits retaliation against any person making a report in good faith. The identity of the whistleblower is kept strictly confidential to the fullest extent possible required by law and protection from disciplinary action or victimisation for any disclosure made in good faith.</p> <p>The Company's Whistleblowing Policy and Procedures are periodically reviewed to ensure that they remain relevant, effective and aligned with regulatory requirements and best practices. In reflecting the Company's commitment to transparency, accountability and ethical conduct, the Company's Whistleblowing Policy and Procedures are available at whistleblower.uemsunrise.com.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises that sustainability is integral to the Group's long-term value creation, resilience and competitiveness. Accordingly, the Board, together with Management, assumes overall responsibility for the governance of sustainability, including the setting of the Group's sustainability strategies, priorities and targets, ensuring sustainability considerations are embedded into business strategy, operational decision-making and risk management.</p> <p><u>Board Oversight and Accountability</u> The Board provides strategic oversight and direction over sustainability matters, including environmental, social and governance risks and opportunities that may impact the Group's performance and long-term prospects. Sustainability considerations are incorporated into Board deliberations on, among others, the Group's corporate strategy, business plans, capital allocation, major investments, project approvals and enterprise risk management framework.</p> <p>To support the Board in discharging its sustainability oversight responsibilities, the Board is assisted by the relevant Board Committee with sustainability oversight, formally delegated to Board Governance & Risk Committee (BGRC), pursuant to its approved Terms of Reference. The BGRC's roles include reviewing sustainability strategies and policies, overseeing the management of material sustainability and climate-related risks, and monitoring progress against approved sustainability targets and commitments. To ensure the Board remains informed and effective in its oversight role, Directors are periodically exposed to sustainability and climate-related training programmes, briefings or updates.</p> <p><u>Management-Driven Sustainability Execution</u> The Board through BGRC, delegates the strategic management and execution of sustainability to Executive Committee, who is responsible for operationalising sustainability strategy into actionable plans,</p>

policies and initiatives across the Group's operations. Regular updates on sustainability and climate-related matters are provided to the Board and BGRC as part of scheduled meetings, enabling continuous oversight of sustainability performance, emerging risks and regulatory developments.

The Executive Committee drives the identification, assessment and management of material sustainability matters, including climate-related risks and opportunities, and ensures that these are integrated into the Group's strategy formulation, business planning, project execution and enterprise risk management (ERM) processes.

The Sustainability Function, led by the Head of Sustainability, supports the Executive Committee by coordinating the implementation of sustainability initiatives across business units and functions. This includes facilitating the integration of sustainability considerations into operational decision-making, tracking progress against sustainability commitments and targets, and coordinating sustainability-related data collection, performance monitoring and reporting. Accountability for the delivery of sustainability initiatives and outcomes is assigned to relevant personnel, with sustainability-related responsibilities and performance expectations embedded into respective roles.

The Sustainability Function is supported by a network of Sustainability Champions across the organisation to enable effective execution at the operational level. Where appropriate, sustainability considerations are incorporated into management performance assessments and key performance indicators, reinforcing alignment between the Group's sustainability objectives and management execution.

Integration with UEM Sunrise's U2030 Transformation Strategy and Risk Management

Sustainability is a core enabler of UEM Sunrise's U2030 transformation strategy, which focuses on strengthening long-term value creation, operational resilience and future-ready growth. The Group's sustainability priorities are integrated into the U2030 strategic pillars, guiding decision-making across development planning, investment choices, customer value propositions and risk management.

By embedding environmental, social and governance considerations into the U2030 strategy, the Board and Management ensure that sustainability is not treated as a standalone agenda, but as a strategic driver supporting business transformation, stakeholder trust and long-term competitiveness.

The Group adopts an integrated approach to sustainability, whereby sustainability considerations are embedded into the Group's risk governance processes. Material sustainability and climate-related risks are identified, assessed and managed within the Group's ERM framework, ensuring alignment with the Group's risk appetite and long-term strategic objectives.

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.2

The board ensures that the company’s sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

<p>Application</p>	<p>: Applied</p>
<p>Explanation on application of the practice</p>	<p>The Board recognises the importance of clear, consistent and transparent communication of the Group’s sustainability strategies, priorities, targets and performance to both internal and external stakeholders. Effective communication enables stakeholders to understand how sustainability is integrated into the Group’s strategy and operations, supports informed decision-making and reinforces accountability for sustainability outcomes.</p> <p><u>External Stakeholder Communication</u> The Group communicates its sustainability approach, priorities and performance to external stakeholders through formal disclosure channels, including the Integrated Annual Report which provides updates on material sustainability matters, key initiatives and progress achieved for the financial year.</p> <p>As part of the Group’s continuous sustainability journey, UEM Sunrise also communicates the evolution of its sustainability agenda through the Sustainability Blueprint 2.0, where it articulates the Group’s medium and long-term strategic direction and serves as a key reference point for external stakeholders to assess the Group’s sustainability ambitions.</p> <p>Engagement with investors, analysts, regulators and business partners is conducted through briefings, meetings, corporate announcements and digital platforms, ensuring that sustainability-related developments and news relevant to the Group’s long-term value creation efforts are communicated in a timely manner.</p> <p><u>Internal Stakeholder Communication</u> Internally, UEM Sunrise communicates its sustainability strategies, priorities and performance to promote alignment, accountability and effective execution across the organisation. This includes department engagement sessions, management meetings and townhalls to ensure that sustainability considerations are embedded into operations and decision-making.</p> <p>To support effective implementation of Sustainability Blueprint 2.0, the roadshows were conducted across the organisation, covering all key departments and designated process owners. These roadshows served</p>

	<p>to communicate the strategic intent, priority focus areas and implementation expectations under the Blueprint, clarify roles and responsibilities, and facilitate cross-functional understanding and collaboration through two-way dialogue. During the roadshows, requirements and expectations arising from Board-approved sustainability-related policies were cascaded, including the Green Certification Policy and Biodiversity Policy, to relevant departments and functions to ensure consistent implementation and compliance across the Group's operations.</p> <p>In addition, Sustainability initiatives under U2030 transformation strategy are reported to the Board through quarterly ESG updates, enabling ongoing monitoring of progress, strategic alignment and effective Board oversight.</p>	
Explanation for departure		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure		
Timeframe		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of maintaining an appropriate level of knowledge and understanding of sustainability and climate-related issues that are relevant to the Group's business, strategy and long-term value creation.</p> <p><u>Ongoing Board Updates and Briefings</u> The Board is regularly updated on sustainability-related matters, including the Group's sustainability performance, progress against sustainability targets, greenhouse gas (GHG) reduction strategies and decarbonisation pathway, as well as emerging sustainability and climate-related risks and opportunities. These updates enable the Board to consider sustainability implications when exercising its oversight responsibilities and making strategic decisions.</p> <p>The BGRC plays a key role in supporting the Board's understanding of sustainability and climate-related risks by reviewing relevant matters within its Terms of Reference and reporting its observations and recommendations to the Board, where appropriate.</p> <p><u>Board Awareness and Capacity Building</u> To provide effective oversight, the Board is exposed to sustainability and climate-related briefings, training sessions and updates conducted internally and/or by external subject matter experts. These sessions cover topics relevant to the Group's operating environment, including regulatory developments, climate-related risks and opportunities, industry trends and evolving stakeholder expectations. As part of onboarding, new Directors are also provided with an induction programme which includes briefings on the Group's sustainability governance framework, key sustainability priorities and material sustainability and climate-related risks relevant to UEM Sunrise's business and strategy.</p> <p><u>Integration with Strategy and Risk Oversight</u> The Board's understanding of sustainability and climate-related matters is reinforced through its involvement in strategic planning, risk management discussions and reviews of the Group's sustainability initiatives. Sustainability considerations are also discussed in the context of the Group's U2030 transformation strategy and enterprise risk management framework, ensuring that the Board remains</p>

	<p>informed of how such issues may impact the Group’s resilience, performance and future growth.</p> <p>Through these measures, the Board ensures it remains adequately informed, engaged and equipped to provide effective oversight of sustainability governance and climate-related risks and opportunities.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises that effective oversight and execution of sustainability is critical to the Group's long-term performance and resilience. Accordingly, the Board ensures that sustainability-related considerations form part of the performance evaluation of the Board, Board Committees and Senior Management.</p> <p><u>Board & Directors Effectiveness Evaluation for financial year 2025</u> Sustainability is one of the key topics included in UEM Sunrise's Board & Directors Effectiveness Evaluation for financial year 2025 conducted by an independent consultant.</p> <p>Based on the Directors' feedback, the Board is satisfied that its members are able to articulate and exercise robust deliberations of the Company's material matters of ESG/Sustainability.</p> <p><u>Management Performance and Accountability</u> At the management level, sustainability responsibilities are embedded into the roles of Senior Management, with accountability for delivering sustainability initiatives and outcomes delegated to relevant functions and process owner.</p> <p>For 2025, sustainability-related performance considerations, including progress against sustainability targets, implementation of sustainability initiatives and management of sustainability and climate-related risks, are incorporated into Senior Management's performance assessments. Sustainability KPIs embedded in UEM Sunrise's Corporate Scorecard include sustainability awareness programme, FTSE4Good scoring, carbon emissions inventory baselining, carbon reduction plan and enhancement of data collection system for sustainability disclosures. This ensures alignment between the Group's sustainability commitments and management execution.</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

<p><i>Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.</i></p>	
Application	: Adopted
Explanation on adoption of the practice	: <p>The Board has identified a designated management role to provide dedicated focus on the strategic management of sustainability, including the integration of sustainability considerations into the Group’s operations, decision-making processes and long-term strategy.</p> <p><u>Designated Management Responsibilities</u> The designated management role held by Head of Sustainability is responsible for driving the implementation of the Group’s sustainability agenda while ensuring alignment between sustainability priorities, business objectives and operational execution.</p> <p>Key responsibilities include, among others:</p> <ul style="list-style-type: none"> • monitoring sustainability performance and progress against approved targets; • supporting consistent sustainability reporting and disclosures; • leading the development and implementation of sustainability strategies, policies and initiatives across the Group; • leading the identification and management of material sustainability and climate-related risks and opportunities in collaboration with relevant business units and functions; and • overseeing the implementation of the Group’s GHG reduction strategies and decarbonisation pathway. <p><u>Integration into Operations</u> The designated management role works closely with process owners to ensure sustainability considerations are embedded into core business processes, including planning, development, procurement, risk management and operational decision-making.</p> <p>The designated person also supports the Board and the Board Governance & Risk Committee by providing regular updates on sustainability performance, emerging sustainability and climate-related risks, and progress of sustainability initiatives, enabling effective oversight and informed decision-making at the Board level.</p>

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of UEM Sunrise is assisted by the Nominations & Remuneration Committee in matters relating to Board composition, succession planning, tenure and the nomination, appointment and re-election of Directors and Senior Management. The Nominations & Remuneration Committee is also responsible for overseeing the evaluation of performance and remuneration of the MD/CEO, Executive Director(s) and Senior Management, in accordance with its Terms of Reference.</p> <p>The Committee periodically reviews the composition of the Board, taking into account the appropriate mix of skills, experience, independence, diversity and tenure, with the objective of ensuring that the Board continues to provide effective leadership and oversight. Board refresh is considered as part of this ongoing review to maintain an appropriate balance between continuity and renewal.</p> <p>In respect of the appointment of Directors, the Board is mindful that for it to be effective, its composition must include the right group of people, with an appropriate mix of skills, knowledge, experience and independence and diversity to support the Company's objectives and strategic goals. To promote Board independence and refresh, the Board has adopted a policy since 2017 limiting the tenure of Independent Directors to nine (9) years. Upon the completion of the nine (9) years, an Independent Director may continue to serve on the Board subject to the Director's re-designation as a Non-Independent Director. As at 31 December 2025, all Independent Non-Executive Directors have served on the Board for less than nine (9) years.</p> <p>The Nominations & Remuneration Committee maintains a pool of potential director candidates for reference in the appointment process. This pool is refreshed from time to time based on inputs from the Board members, shareholders, Management and various external sources enabling the Committee to undertake objective, timely and informed consideration of potential candidates.</p> <p>During the financial year 2025, the Nominations & Remuneration Committee reviewed the Board composition twice in February and October 2025.</p>

	<p>In February 2025, the Board, following the recommendation of the Nominations & Remuneration Committee, endorsed the Board Succession Plan, which involved a comprehensive evaluation of Directors' tenure, performance and contributions, as well as the identification of desired skill sets and experience required of potential candidates, particularly Independent Non-Executive Directors. This strategic approach was undertaken to strengthen the Board's composition in alignment with the Group's objectives, evolving business landscape and transformation agenda.</p> <p>Pursuant to Articles 93 and 100 of the Company's Constitution, one-third of the Directors of the Company for the time being shall retire from office once at least in each 3 years but shall be eligible for re-election and Directors appointed to fill casual vacancy or as addition to the Board shall retire at the next following Annual General Meeting, respectively.</p> <p>The Nominations & Remuneration Committee reviewed the schedule of retirement by rotation and the Directors' eligibility to stand for re-election, taking into account their tenure of service in accordance with the policy that the Company shall not retain an Independent Director for a period of more than 9 years and their contribution to the Company. In assessing the suitability of Directors for re-election, the Committee considers, among others, the Director's performance, time commitment, attendance, contribution to Board and Board Committee deliberations, and ability to continue to bring independent judgement and value to the Board. The Board's recommendations on the re-election of Directors are subsequently tabled to shareholders for consideration and approval at the Annual General Meeting.</p> <p>Through these structured and disciplined processes, the Nominations & Remuneration Committee supports the Board in ensuring that Board appointments, re-elections and succession planning are conducted in a formal, rigorous and transparent manner, thereby strengthening Board effectiveness, promoting independence of judgement and ensuring continuity of leadership and oversight in support of the Company's long-term strategy and sustainable value creation.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	

Timeframe	:		
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Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	: Applied																																	
Explanation on application of the practice	<p>As at 31 December 2025, the Board consisted of ten (10) members comprising a majority of Independent Directors. The Board was composed of the Non-Independent Non-Executive Chairman, MD/CEO, two (2) Non-Independent Non-Executive Directors, the Senior Independent Non-Executive Director and five (5) Independent Non-Executive Directors, as follows:</p> <table border="1"><thead><tr><th>No.</th><th>Name</th><th>Directorate</th></tr></thead><tbody><tr><td>1.</td><td>Datuk Hisham Hamdan</td><td>Non-Independent Non-Executive Chairman</td></tr><tr><td>2.</td><td>Shaharul Farez Hassan</td><td>MD/CEO</td></tr><tr><td>3.</td><td>Christina Foo</td><td>Senior Independent Non-Executive Director</td></tr><tr><td>4.</td><td>Datuk Amran Hafiz Affifudin</td><td>Non-Independent Non-Executive Director</td></tr><tr><td>5.</td><td>Reagan Chan Chung Cheng</td><td>Non-Independent Non-Executive Director</td></tr><tr><td>6.</td><td>Chari T.V.T</td><td>Independent Non-Executive Director</td></tr><tr><td>7.</td><td>Datin Sri Badrunnisa Mohd Yasin Khan</td><td>Independent Non-Executive Director</td></tr><tr><td>8.</td><td>Dato' Sr. Azmar Talib</td><td>Independent Non-Executive Director</td></tr><tr><td>9.</td><td>Eric Chan Kok Leong</td><td>Independent Non-Executive Director</td></tr><tr><td>10.</td><td>Grace Yap Mei Wan</td><td>Independent Non-Executive Director</td></tr></tbody></table> <p>The composition of the Board complied with the Listing Requirements where at least two (2) Directors or one-third of the Board, whichever is the higher, must comprise Independent Directors.</p> <p>From the beginning of the financial year until the retirement of Puan Zaida Khalida Shaari in June 2025, the Board composition temporarily did not meet the majority Independent Directors requirement as recommended in the MCGG. The Nominations & Remuneration Committee initiated a search process to identify suitable candidates. Upon Puan Zaida Khalida Shaari's retirement on 11 June 2025, the Board composition met the MCGG requirements to comprise a majority Independent Directors.</p>	No.	Name	Directorate	1.	Datuk Hisham Hamdan	Non-Independent Non-Executive Chairman	2.	Shaharul Farez Hassan	MD/CEO	3.	Christina Foo	Senior Independent Non-Executive Director	4.	Datuk Amran Hafiz Affifudin	Non-Independent Non-Executive Director	5.	Reagan Chan Chung Cheng	Non-Independent Non-Executive Director	6.	Chari T.V.T	Independent Non-Executive Director	7.	Datin Sri Badrunnisa Mohd Yasin Khan	Independent Non-Executive Director	8.	Dato' Sr. Azmar Talib	Independent Non-Executive Director	9.	Eric Chan Kok Leong	Independent Non-Executive Director	10.	Grace Yap Mei Wan	Independent Non-Executive Director
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	<p>Subsequently, two (2) Independent Non-Executive Directors, namely, Mr Eric Chan Kok Leong and Ms Grace Yap Mei Wan were appointed in August 2025 and November 2025, respectively.</p> <p>As at the end of the financial year, 60% of the Board comprised Independent Directors.</p> <p>In accordance with the Company's Constitution and unless determined by the Company in a general meeting, the number of Directors shall not be less than two (2) or more than fifteen (15).</p> <p>In addition, the assessments of independence of the Independent Non-Executive Directors are conducted on an annual basis via the following:</p> <p>(a) Self and Peer Evaluations under the Board Effectiveness Assessment (BEA) to ensure that the Independent Directors remain independent of Management and free from any business or other relationships that could materially interfere with the exercise of their independent judgement or their ability to act in the best interests of the Company. Independence and objectivity form part of the Independent Directors' performance assessment criteria, in accordance with Guidance 6.1 of the MCGG.</p> <p>(b) Declarations of Independence are obtained from each Independent Director to facilitate the assessment and determination of their independence, in accordance with Paragraph 1.01 of Bursa Malaysia's Listing Requirement.</p> <p>All the Independent Non-Executive Directors met the criteria of independence as prescribed by the Listing Requirements and other independence criteria applied by the Company. The Board confirmed that there had been no transactions, relationship or arrangements that would have impaired the independence or any judgement made by the Board.</p> <p>In 2025, the Non-Executive Directors had also provided the annual declaration that they are independent of management and free from any business or other relationship which could materially interfere with the exercise of their objective and independent judgements, decisions and reviews.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	

Timeframe	:		
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Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Not applicable - Step Up 5.4 adopted	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

<i>Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>	
Application	: Adopted
Explanation on adoption of the practice	: <p>The Board recognises the importance of Board independence, objectivity and renewal in sustaining effective oversight and good corporate governance.</p> <p>In this regard, the Board adheres to a policy specifying that Independent Non-Executive Directors may serve a cumulative term of up to nine (9) years. If such Directors wish to continue their service on the Board beyond this period, they must be re-designated as a Non-Independent Director.</p> <p>Consequently, the Company does not retain an Independent Director for a period exceeding nine (9) years in line with this policy. This reflects the Board's commitment to strengthening Board independence and encouraging periodic Board refresh.</p> <p>The tenure of Independent Directors is reviewed annually by the Nominations & Remuneration Committee as part of its assessment of Board composition, succession planning and refresh. In undertaking this review, the Committee considers the length of service of each Independent Director together with the need to maintain an appropriate balance between continuity, institutional knowledge and independent judgement.</p> <p>Where the tenure of an Independent Director approaches the nine-year limit, the Nominations & Remuneration Committee will consider appropriate succession and Board refresh plans to ensure an orderly transition and continuity of Board effectiveness. The Board remains committed to progressively strengthening its governance practices in line with evolving best practices and stakeholder expectations.</p>

The tenure of the Independent Non-Executive Directors as at the financial year ended 31 December 2025, is as follows:

Independent Non-Executive Directors	Appointment Date	Tenure as Independent Director
Christina Foo	23 November 2018	< 8 years
Chari T.V.T	5 November 2020	< 6 years
Datin Sri Badrunnisa Mohd Yasin Khan	21 June 2021	< 5 years
Dato' Sr. Azmar Talib	11 March 2024	< 2 year
Eric Chan Kok Leong	21 August 2025	< 1 year
Grace Yap Mei Wan	3 November 2025	< 1 year

None of the Independent Directors of the Company has served for a cumulative period of more than nine (9) years during the financial year.

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied
Explanation on application of the practice	:	<p>The Nominations & Remuneration Committee is responsible for ensuring that the composition of the Board and Senior Management reflects an appropriate balance of skills, experience, diversity and independence to support the Company's strategic objectives and long-term sustainability. In discharging its responsibilities, the Nominations & Remuneration Committee has established objective criteria to guide the recruitment process and annual assessment and succession planning of Directors, including Independent Directors as well as Senior Management. These criteria include, among others, skills, knowledge, expertise, experience, professionalism, character and integrity, gender, age and ethnicity. The Board is committed to ensuring that its composition not only reflects diversity in line with the recommendations of the MCCG but also maintains the right mix of competencies and perspectives to enable effective oversight and decision-making.</p> <p>To support Board refresh and succession planning, the Board has developed and utilises a Board Skills Matrix, which serves as a key reference in identifying gaps in skills and experience and guiding the selection of potential candidates.</p> <p>The detailed criteria in selecting potential candidates for Directors are set out in the Terms of Reference of the Nominations & Remuneration Committee which is available at the Company's website.</p> <p>The Board is also committed on promoting gender diversity and strives to ensure that at least 30% of the Board comprises women Directors. The Nominations & Remuneration Committee takes steps to ensure women candidates are sought and considered as part of the recruitment exercise.</p> <p>Following the retirement of Puan Zaida Khalida Shaari in June 2025, the Board temporarily did not meet the 30% women directors threshold prescribed under the MCCG. During this period, the Nominations & Remuneration Committee undertook a robust assessment and</p>

selection process to identify suitable candidates to restore compliance with the gender diversity requirement. Upon interviews with shortlisted candidates, Ms Grace Yap Mei Wan was selected and appointed as an Independent Non-Executive Director in November 2025. With her appointment, the Board composition was restored to meet the 30% women directors threshold.

The Nominations & Remuneration Committee assesses the ability of Directors to devote sufficient time and attention to discharge their responsibilities effectively. This includes consideration of the number of existing directorships and other significant commitments held by the candidate, including positions on boards of non-listed companies, to ensure that such commitments do not impair the Directors' effectiveness or availability.

In addition, UEM Sunrise has no active politician appointed to the Board.

At the Senior Management level, appointments are made based on objective criteria and merit, with due regard for diversity in skills, experience, age, cultural background and gender. In addition to technical capabilities, experience and professional qualifications outlined in the job description of the respective position, the leadership competencies of the candidates are also considered vital for senior positions. The Board and the Nominations & Remuneration Committee assess candidates for Senior Management of grade UT2 and above which are senior pivotal positions, by considering not only technical competencies, experience and professional qualifications, but also leadership capabilities and behavioural competencies required at top management level. The diversity profile of the Company's key senior management is disclosed to provide transparency on gender, age and ethnicity representation.

The procedures for the appointment of new Directors and a summary of the age and ethnicity of the Board as at 24 March 2026 are set out in the Corporate Governance Overview Statement in the Company's Integrated Annual Report 2025.

On 21 August 2025, in line with the recommendation of the Nominations & Remuneration Committee, the Board approved the Human Rights and Diversity, Equity & Inclusion ("DEI") Policy, reinforcing the Company's commitment to fair, inclusive and equitable practices across the Group.

Key Senior Management's appointment was also made with due regard to diversity in skills, experience, age, cultural background and gender. The key Senior Management of the Company as at 24 March 2026 comprises all Malaysians, with diversity set out in the following table:

	Race/Ethnicity	Malay: 3 Chinese: 2
	Age Group	40-49: 0 50-59: 5
	Gender	Male: 3 Female: 2
<p>The Nominations & Remuneration Committee is actively involved in the search and assessment of suitable candidates for Senior Management position including meeting up with the shortlisted candidates either in person, where practicable or via video conferencing facilities.</p> <p>During the financial year, the Board, through the Nominations & Remuneration Committee, continued the formal process to identify and appoint a new MD/CEO following the former CEO's resignation. Supported by an independent executive search consultant, this process was completed with the appointment of Encik Shaharul Farez Hassan as the new MD/CEO on 17 November 2025. Throughout the transition, the Chief Financial Officer (CFO) served as the Officer-in-Charge (OIC), supported by an ad hoc Board Oversight Committee established on 4 December 2024 to provide governance oversight. Upon the new MD/CEO's appointment, the CFO resumed his substantive role and the Board Oversight Committee was consequently dissolved.</p>		
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of UEM Sunrise is assisted by the Nominations & Remuneration Committee in identifying and recommending suitable candidates for appointment to the Board through a formal, structured and objective nomination process. The Committee adopts a multi-source sourcing approach to ensure access to a broad and diverse pool of qualified candidates, reduce reliance on any single channel and support effective Board renewal and succession planning.</p> <p>In identifying suitably qualified candidates for Board appointments, the Nominations & Remuneration Committee considers from multiple sources, including:</p> <ol style="list-style-type: none">(1) Recommendations from the Board members, MD/CEO, Senior Management and major shareholders;(2) External registries of corporate directors; and(3) Internal database of potential candidates drawn from individuals in senior leadership positions and other established personalities. <p>This approach enables the Nominations & Remuneration Committee to conduct a comprehensive and merit-based search while safeguarding objectivity and independence in the nomination process.</p> <p>The Nominations & Remuneration Committee is guided by a suite of Board-approved governance policies and tools in assessing potential candidates, including:</p> <ol style="list-style-type: none">(1) Directors' Fit & Proper Policy(2) Human Rights and Diversity, Equity & Inclusion Policy(3) Board Skills Matrix(4) Independence criteria checklist(5) Board Succession Plan <p>Based on the framework, the Nominations & Remuneration Committee identifies gaps in the Board's skills, experience, diversity and independence profile and formulates appropriate selection criteria for</p>

	<p>new appointments, taking into account the Company's strategic direction and evolving business requirements. Upon the Board's approval of the selection criteria, the Nominations & Remuneration Committee sources for potential candidates who meet the agreed requirements. Shortlisted candidates are subjected to background checks and engagement sessions with members of the Nominations & Remuneration Committee to assess their experience, competence, independence, personality, cultural fit and time commitment. Based on these assessments, the Nominations & Remuneration Committee recommends suitable candidates to the Board for consideration and approval.</p> <p>During the year, following the recommendation of the Nominations & Remuneration Committee, the Board approved the appointment of Mr Eric Chan Kok Leong and Ms Grace Yap Mei Wan as Independent Non-Executive Directors in August 2025 and November 2025, respectively.</p> <p>These appointments were made after due consideration of the candidates' suitability, experience and alignment with the Board's desired composition and governance needs.</p> <p>Through this disciplined, transparent and multi-source nomination framework, the Board ensures that Board appointments are conducted on a merit-based and objective basis, with due regard for diversity, independence and long-term Board effectiveness. This approach strengthens governance oversight, supports orderly Board renewal and ensures the Board remains well-equipped to guide the Company's strategy and sustainable value creation.</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	<p>The profiles of Directors are published in the Integrated Annual Report and on the Company's website. These include their age, gender, nationality, date of appointment, qualifications, directorships in other companies, working experience and any conflict of interests positions or relationships, including potential conflict of interest that may influence the Director's ability to exercise independent judgement and act in the best interests of the Company as well as their shareholdings in UEM Sunrise, if any.</p> <p>The Board, through the Nominations & Remuneration Committee, assesses the suitability of Directors for appointment or re-election, taking into account the Director's performance, contribution, independence (where applicable), integrity, time commitment and continued ability to bring objective judgement to the Board's deliberations.</p> <p>Any appointment or re-election that may give rise to concerns regarding integrity, independence or governance is carefully considered, and candidates who do not meet the Board's expectations in these areas are not recommended for appointment or re-election.</p> <p>Pursuant to Directors' Fit and Proper Policy, the Directors who are seeking re-election had provided his/her declarations in relation to the compliance with legal obligations, regulatory requirements and professional standards, personal and financial integrity as well as time commitment.</p> <p>At the forthcoming 18th AGM of the Company scheduled on 11 June 2026, five (5) Directors will retire in accordance with the Company's Constitution.</p> <p>Based on the Nominations & Remuneration Committee's review of the Board & Directors Effectiveness Evaluation report from the independent consultant, the Board found that the performance,</p>

contribution and competencies of the following retiring directors in the discharge of their duties, were satisfactory, salient details as below:

1. Datuk Hisham Hamdan

He has contributed effectively to the Board's deliberation. He has demonstrated strong leadership, diligence and commitment in his role as Board Chairman. He brings extensive expertise and experience in investments with profit and loss responsibility, corporate finance, strategy and business development, as well as investment banking to the Board. He has served on the Board for 2 years 8½ months as at 24 March 2026 since the date of his appointment as Non-Independent Non-Executive Chairman on 1 July 2023.

2. Mr. Chari T.V.T

He has contributed effectively to the Board's deliberations. He has demonstrated strong commercial and technological savviness, astute financial and cost management, as well as diligence and commitment, particularly in his role as Chairman of the Board Governance & Risk Committee and as a member of the Audit Committee. He brings extensive experience to the Board in corporate finance and digital and technological matters, drawing from his past experience in the telecommunications industry. He has served on the Board for 5 years 4½ months as at 24 March 2026 since the date of his appointment as Independent Non-Executive Director on 5 November 2020.

3. En. Shaharul Farez Hassan

He has contributed effectively to the Board's deliberations. He has demonstrated extensive experience in corporate leadership, financial management, strategic planning and operations management across multiple sectors, including real estate, hospitality, automotive and infrastructure. He has served on the Board for 4 months as at 24 March 2026 since the date of his appointment as MD/CEO on 17 November 2025.

4. Mr. Eric Chan Kok Leong

He has contributed effectively to the Board's deliberations. He has demonstrated extensive experience in property development, corporate finance and investment banking. He provides valuable perspectives on strategic matters and has played an active role in driving strategic collaborations, particularly as Chairman of the Board Tender Committee and a member of the Audit Committee and Board Development Committee. He has served on the Board for 7 months as at 24 March 2026 since the date of his appointment as Independent Non-Executive Director on 21 August 2025.

5. Ms. Grace Yap Mei Wan

She has contributed effectively to the Board's deliberations. She has extensive experience spanning corporate and commercial law, real estate, capital markets, mergers and acquisitions, corporate

	<p>governance, compliance and risk management. She provides valuable legal and governance perspectives and demonstrates sound judgment, particularly as a member of the Board Tender Committee and Board Governance & Risk Committee. She has served on the Board for 4½ months as at 24 March 2026 since the date of her appointment as Independent Non-Executive Director on 3 November 2025.</p> <p>The Directors' details and the Board's statement of support with justifications for re-election of Directors are made available in the Statement Accompanying Notices of AGM. This enables shareholders to understand the basis of the Board's recommendation and supports transparency and informed shareholder decision-making.</p>	
<p>Explanation for departure</p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	: Applied
Explanation on application of the practice	<p>The Nominations & Remuneration Committee comprises solely Non-Executive Directors, with a majority holding status of Independent Directors.</p> <p>The Nominations & Remuneration Committee is led by an Independent Director, Datin Sri Badrunnisa Mohd Yasin Khan serving as its Chair.</p> <p>The appointment of an Independent Director as Chairperson of the Nominations & Remuneration Committee reinforces the objectivity and independence of the Committee's deliberations, particularly in matters relating to Board composition, succession planning, appointment and re-election of Directors, performance evaluation and remuneration.</p> <p>As Chairperson of the Nominations & Remuneration Committee, Datin Sri Badrunnisa Mohd Yasin Khan leads the Committee's discussions, sets the agenda and ensures that nomination and remuneration matters are considered in a fair, transparent and objective manner, free from undue influence. This structure supports robust checks and balances and enhances the credibility of the Nominations & Remuneration Committee's recommendations to the Board.</p> <p>The Nominations & Remuneration Committee operates under clearly defined terms of reference approved by the Board, and the Committee Chairperson reports to the Board on key deliberations, findings and recommendations arising from Nominations & Remuneration Committee meetings, enabling the Board to exercise effective oversight and make informed decisions.</p> <p>The role of the Senior Independent Director, assumed by Ms Christina Foo, has been enhanced since March 2022 as follows:</p> <ol style="list-style-type: none">1) acts as a sounding board to the Chairman;2) serves as an intermediary for other Directors when necessary;3) acts as a point of contact for shareholders and other stakeholders particularly on concerns which cannot be resolved through the normal channels of the Chairman and/or Managing Director and/or CEO;4) provides leadership support and advice to the Board in the event the Board is undergoing a period of stress;

	<p>5) leads, together with the Chair of the Nominations & Remuneration Committee, the succession planning and appointment of Directors, and oversee the development of a diverse pipeline for board and management succession, including the future Chairman and Managing Director and/or CEO; and</p> <p>6) leads, together with the Chair of the Nominations & Remuneration Committee, the annual review of Board effectiveness together with the Nominations & Remuneration Committee, ensuring that the performance of each individual Director and Chairman of the Board is assessed objectively and holistically.</p>	
Explanation for departure :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure :		
Timeframe :		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of gender diversity at the Board level in enhancing the quality of deliberations, decision-making and governance outcomes.</p> <p>During the financial year, following the retirement of Puan Zaida Khalida Shaari in June 2025, the Board temporarily did not meet the minimum 30% women directors threshold prescribed under the MCGG. The Nominations & Remuneration Committee promptly undertook a robust assessment and selection process to identify a suitable candidate to address the shortfall. Subsequently, upon interviews with shortlisted candidates, Ms Grace Yap Mei Wan was selected and appointed as an Independent Non-Executive Director of UEM Sunrise in November 2025. With her appointment, the Board composition was restored to comprise at least 30% women directors, thereby meeting the MCGG requirements.</p> <p>As at the end of the financial year 2025, the Board comprised three (3) women Directors out of ten (10) Directors, which represents 30% women Directors. Of these, two (2) are Independent Non-Executive Directors and one (1) is the Senior Independent Non-Executive Director.</p> <p>The Nominations & Remuneration Committee continues to take gender diversity into account as part of its ongoing Board renewal and succession planning process, to ensure that the Board maintains an appropriate balance of skills, experience, independence and diversity in support of the Company's long-term objectives.</p> <p>The Board maintains its belief that appointments to the Board must always be based on merit, with due regard to the candidate's background, skill sets and experience, while ensuring new appointments complement and enhance the Board's existing expertise.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of gender diversity at both Board and Senior Management levels as a key contributor to effective leadership, balanced decision-making and sustainable long-term performance.</p> <p>The Board, through the Nominations & Remuneration Committee, will take steps to ensure that women candidates are identified, sought and considered as part of the Board recruitment process. To promote gender diversity and a healthy boardroom dynamism, the Board is committed to ensure that at least 30% of the Board comprises women Directors. Where the composition falls below 30%, the Board will actively work towards meeting this ratio and disclose the action it has or will be taking to achieve the 30% ratio.</p> <p>In line with the Malaysian Government's aspirations to champion Board diversity where more women will be appointed to serve at the board level, the Board had on 31 May 2016 adopted the Top Management External Directorships Policy to allow suitably qualified top management personnel to serve on the boards of companies which are not related, directly or indirectly, to UEM Group Berhad and its group of companies, subject to the Board's approval. This initiative supports the professional development of Senior Management and broadens their exposure and experience, thereby strengthening the leadership pipeline.</p> <p>At the Senior Management level, the Board, through the Nominations & Remuneration Committee, oversees Management's effort to promote diversity and inclusion within the leadership pipeline. Gender diversity considerations are integrated into talent management, succession planning and leadership development processes, to support the development of a diverse pool of future leaders within the Group.</p> <p>On 29 March 2022, the Board approved the adoption of UEM Sunrise's Diversity, Equity and Inclusion Policy to foster a workplace that respects differences, promotes equality and empowers individuals to reach their full potential. The policy applies to all members of the Board and employees of the Group, including those on contract, secondment, on internships and any form of direct or indirect employment under UEM Sunrise Group, whether remunerated or otherwise. The policy supports the appointment and progression of individuals based on merit,</p>

	<p>competence and suitability, while giving due consideration to diversity, including gender, skills, experience and background. The Board remains committed to ensure sufficient diversity in its composition in line with UEM Sunrise’s Diversity, Equity and Inclusion Policy towards building an inclusive Board that enhances effective stewardship and management and supports the Company’s long-term competitiveness.</p> <p>Subsequently, on 21 August 2025, upon recommendation of the Nominations & Remuneration Committee, the Board approved the Human Rights and Diversity, Equity & Inclusion Policy, further reinforcing the Company’s commitment to fair, inclusive and responsible practices across the Group.</p> <p>The Policy is published on the Company’s website at www.uemsunrise.com.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: The Board, through Nominations & Remuneration Committee, conducts an annual evaluation of the effectiveness of the Board, Board Committee and individual Directors, in accordance with the MCGG, the Corporate Governance Guide issued by Bursa Malaysia Berhad and the Listing Requirements. (1) For financial year ended 31 December 2025, the Board appointed an external independent consultant to facilitate the Board & Directors Effectiveness Evaluation (BDEE) exercise. The engagement of an external evaluator reflects the Board's commitment to ensuring that the evaluation process is conducted in an objective, transparent and independent manner, and that the assessment outcomes provide meaningful insights to enhance Board effectiveness. (2) The BDEE exercise was conducted within an agreed timeline and comprised a structured process, including planning and documentation review, data collection through questionnaires and interviews, analysis and reporting of findings, and presentation of results and recommendations to the Board and the NRC. The scope of the evaluation covered the Board, Board Committees and individual Directors, and included benchmarking against leading governance practices and peer companies, where applicable. (3) The BDEE assessment covers strategic levels of board assessment that can be used to prioritise key strategic issues and implement actionable plans for greater board effectiveness with attributes encompassing the following eleven (11) key effectiveness parameters: <ul style="list-style-type: none">• Board Leadership & Oversight• Board Composition, Skills & Development

	<ul style="list-style-type: none"> • Board Committees • Board Governance Oversight & Processes • Board Agenda, Meetings & Information • Board Dynamics & Culture • Board & Management Relationship • Board & Stakeholder Engagement • Board Sustainability and Climate-Related Matters • Board Crisis Management • Technology, Cybersecurity & Digital Oversight <p>(4) Through the BDEE, the consultant facilitated the assessment of the effectiveness of the Board and Directors through a combination of one-to-one confidential interviews with the Directors and MD/CEO, sighting of corporate governance-related documents in confidentiality, online survey and peer reviews via online questionnaires and board-working facilitation. To ensure a balanced view on the Board’s performance, 5 C-suites members participated in the questionnaires. This approach supports a more meaningful assessment of Board effectiveness, strengthens the Board-Management interface and aligns with good governance practices under the MCCG, without compromising the Board’s independence.</p> <p>(5) The draft BDEE results were presented at a working committee named as Sponsorship Committee comprising Nominations & Remuneration Committee members, MD/CEO and Company Secretary for discussion. Subsequently, it was tabled to the Board for deliberation.</p> <p>(6) The main outcome of the BDEE in respect of the financial year 2025 are as follows:</p> <ul style="list-style-type: none"> (i) Overall, the Board of UEM Sunrise demonstrates a high level of effectiveness, sound governance structures and disciplined committees. The Board is engaged and rigorous, with major progress achieved in financial stabilisation and strategy execution over the past two years. (ii) Several forward-looking opportunities were highlighted to further enhance Board effectiveness, including strengthening brand positioning, increasing emphasis on long-term portfolio sustainability, improving strategic focus by achieving a better balance between strategic challenge and operational discussions, sharpening decision-oriented agendas, deepening the integration of sustainability and technology, and strengthening people, talent, succession and wellbeing oversight. Collectively, the recommended actions are intended to support the Board’s continued evolution from strong stewardship towards more future-ready, strategically engaged and resilience-focused governance, in line with the organisation’s long-term ambitions.
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	<p>(7) In respect of the Board, the evaluation assessed the Board’s overall effectiveness in fulfilling its roles and responsibilities, including strategic oversight and guidance, risk management and internal control oversight, corporate governance and sustainability practices, stakeholder engagement and accountability. The adequacy and diversity of the Board’s composition, including skills, experience, gender, tenure, independence and succession planning, as well as Board dynamics, processes and information flow, were also reviewed. The quality of the relationship between the Board and Management was evaluated to ensure effective oversight and constructive engagement.</p> <p>(8) The time commitment of the Directors was reviewed during the BDEE to ensure that they are able to carry out their responsibilities and contributions to the Board. It is the Board’s policy for Directors to notify the Chairman before accepting any new directorship. Such notification is expected to include an indication of the time that will be spent on the new appointment.</p> <p>(9) Based on the evaluation, the Board confirmed its satisfaction with the performance of all Board Committees during the financial year under review in discharging their duties and responsibilities in accordance with their respective Terms of Reference.</p> <p>(10) The evaluation of individual Directors assessed each Director’s contribution to Board and Committee deliberations, including preparedness, participation and engagement, understanding of the Company’s business and industry, independence of judgement and objectivity, and compliance with ethical and governance standards. The effectiveness of the Chairman in leading the Board was also evaluated as part of the assessment.</p> <p>(11) Based on the assessment in respect of the financial year 2025, the Board identified the following key focus areas for enhancement:</p> <ul style="list-style-type: none"> ➤ People, Talent and Long-Term Capacity ➤ Sustainability and Market Positioning ➤ AI and Automation Governance <p>The Board noted its key strengths in the following areas:</p> <ul style="list-style-type: none"> ➤ Strong Governance Foundations and Discipline ➤ Diverse Board Composition and Constructive Board Dynamics ➤ Robust Oversight by the Board and Board Committees <p>The NRC and Board will oversee the implementation of the action plans to further strengthen Board and Board Committee effectiveness.</p>
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(12) Further, the Board acknowledges the importance of Independent Directors who are tasked with ensuring proper checks and balances on the Board as they are able to provide unbiased and independent views in Board deliberations and decision-making taking into account the interests of the Group and the minority shareholders. The Independent Directors and especially the Chairperson of the Audit Committee are also proactively engaged with both the Internal and External Auditors.

(13) In its annual assessment, the Nominations & Remuneration Committee also reviewed the independence of Independent Directors based the criteria prescribed under the Listing Requirements and other independence criteria applied by the Company. This assessment considered whether each Independent Director remained independent of management and free from any business or other relationship that could interfere with the exercise of independent and objective judgement.

Based on the BDEE results for financial year 2025, the Board was of the opinion that the Independent Directors consistently provided independent and objective judgement in all Board and Board Committee deliberations and was satisfied with the level of independence demonstrated by the Independent Directors.

(14) All assessments and evaluations conducted by the NRC are properly documented, with the preparation of assessment materials and collation of results facilitated by the independent external consultant. The outcomes of the evaluation were tabled to the NRC and subsequently deliberated by the Board.

(15) Under the provisions of the Company's Constitution, an election of the Directors shall take place each year and all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. At the first AGM and in every year thereafter one-third of the Directors for the time being, or if their number is not a multiple of three (3), then the number nearest to one-third, shall retire from office at each AGM. All retiring Directors can offer themselves for re-election. The Company's Constitution also provides for Directors who are appointed by the Board during the period before an AGM to retire and to offer themselves for re-election at the next AGM to be held following their appointments.

To assist the shareholders in their decision, sufficient information such as personal profile and attendance of meetings for the Directors standing for re-election as well as the details of their interest in the securities of the Company are disclosed in the Directors' Profile and Analysis of Shareholdings of the Company's Integrated Annual Report 2025 respectively.

	(16) Pursuant to Paragraph 15.08 of the Listing Requirements and the MCCG, the Board through the external independent consultant conducted an assessment of the Directors' training needs. All the Directors agreed that they and their peers have attended training that are relevant in their discharge of duties as Directors. The Board will look into the establishment of a more formal annual training and development plan for the Directors, following the recommendation from the BDEE findings.	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>UEM Sunrise recognises that appropriate and competitive remuneration is essential to attract, retain and motivate Directors and senior management of high calibre, who are critical to providing effective stewardship, leadership and oversight in support of the Group's long-term objectives.</p> <p>The revised Directors' Remuneration Framework has been in place since 2012. The Remuneration Policy for Non-Executive Directors of the Company was formalised on 26 November 2019 to reflect the Company's commitment to attract and retain talented and well-qualified Directors needed to enhance long-term value creation for the shareholders; to provide remuneration that would reasonably reflect the time commitment and risks and, to commensurate with the duties and responsibilities of the Directors; and to build sustainable shareholder value by aligning the interests of the Directors with the long-term interests of shareholders by not linking fees to the results of the Company.</p> <p>On 29 March 2022, upon the recommendation of the Nominations & Remuneration Committee, the Board approved the adoption of the comprehensive Remuneration Policy for Directors and Senior Management, which replaced the previous policy applicable only to Non-Executive Directors. This policy is designed to incentivise the Board and senior management to achieve the Group's objectives while promoting the long-term sustainable success of the Company. The policy also reflects the Company's commitment to attracting and retaining high-quality leadership capable of navigating the evolving business environment and delivering sustainable value to shareholders.</p> <p>The new policy replaced the Remuneration Policy for Non-Executive Directors and is available on the Company's website at</p>

www.uemsunrise.com. This is to promote transparency and enable shareholders to make informed assessments of the Company's remuneration governance.

In determining the appropriate level and structure of remuneration for Directors and Senior Management, the Company considers, among others:

- the demands, complexities of the business;
- the skills, experience and responsibilities required for each role;
- individual and collective performance; and
- the Company's performance including its management of material sustainability risks and opportunities.

Non-Executive Directors are remunerated through fixed fees commensurate with their roles, responsibilities and time commitment, without participation in any performance-based incentive schemes, in order to preserve their independence. The fees and benefits are tabled to the shareholders for approval at the Annual General Meeting. Further details of the remuneration framework are set out in the Corporate Governance Overview Statement in the Company's Integrated Annual Report 2025.

In 2024, the Nominations & Remuneration Committee conducted a review on the Directors' fees and assessed based on a benchmarking of Directors' fees and benefits against a comparison pool of companies within the real estate industry. Following the assessment, the Board approved revisions to the Directors' remuneration framework, which were tabled and approved by the shareholders at the Company's 16th AGM held on 6 June 2024. The Directors' remuneration framework remained unchanged thereafter and was re-approved by shareholders at the Company's 17th AGM held on 11 June 2025.

Executive Directors are full time employees of the Company and do not receive additional remuneration for their roles as Directors. The remuneration of Executive Directors and senior management comprises basic salary, allowances, bonuses and other benefits, structured to reflect their executive responsibilities and performance.

The MD/CEO's remuneration is structured to link rewards to both corporate and individual performance, including the achievement of strategic objectives and key non-financial outcomes. The MD/CEO is remunerated in line with the Company's general remuneration policy for Senior Management and does not receive meeting allowances for the Board and Board Committee meetings. The remuneration policy for the Senior Management is in line with the business strategy, objectives, values and long-term goals and interests of the Company, and guided by the Company's affordability, approved remuneration and reward matrix and comparison against the current market practice in the same industry.

	<p>The Nominations & Remuneration Committee evaluates the MD/CEO's performance based on financial results and non-financial factors, including progress against strategic priorities, and makes recommendations to the Board on the MD/CEO's remuneration package. In approving the remuneration of an Executive Director and the MD/CEO, the individual concerned abstains from deliberation and voting, thereby safeguarding the independence of the decision-making process.</p> <p>The Nominations & Remuneration Committee periodically reviews the remuneration policies and practices to ensure continued relevance, effectiveness and alignment with evolving business needs, regulatory expectations and market benchmarks. Any material changes are recommended to the Board for approval.</p>	
Explanation for departure		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure		
Timeframe		

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied												
Explanation on application of the practice	:	<p>The Board delegated to the Nominations & Remuneration Committee the responsibility to review, assess and recommend matters relating to the remuneration of Board and Senior Management.</p> <p>As at 31 December 2025, the Nominations & Remuneration Committee consisted exclusively of three (3) Non-Executive Directors, a majority of whom are Independent Directors, thereby ensuring independence and objectivity in its deliberations:</p> <table border="1"><thead><tr><th>No.</th><th>Name</th><th>Designation</th></tr></thead><tbody><tr><td>1.</td><td>Datin Sri Badrunnisa Mohd Yasin Khan</td><td>Independent Non-Executive Director (Chairperson)</td></tr><tr><td>2.</td><td>Christina Foo</td><td>Senior Independent Non-Executive Director (Member)</td></tr><tr><td>3.</td><td>Datuk Amran Hafiz Affifudin</td><td>Non-Independent Non-Executive Director (Member)</td></tr></tbody></table> <p>The Board has reviewed and confirmed its satisfaction with the performance of the Nominations & Remuneration Committee in discharging its duties and responsibilities in accordance with its Terms of Reference in respect of nomination and remuneration matters. Having considered the effectiveness of the Nominations & Remuneration Committee, the Board considers that there is no necessity to segregate the nomination and remuneration functions into two separate committees.</p> <p>The Nominations & Remuneration Committee operates under written Terms of Reference, which set out its authority, roles and responsibilities, and these are published on the Company's website at www.uemsunrise.com.</p>	No.	Name	Designation	1.	Datin Sri Badrunnisa Mohd Yasin Khan	Independent Non-Executive Director (Chairperson)	2.	Christina Foo	Senior Independent Non-Executive Director (Member)	3.	Datuk Amran Hafiz Affifudin	Non-Independent Non-Executive Director (Member)
No.	Name	Designation												
1.	Datin Sri Badrunnisa Mohd Yasin Khan	Independent Non-Executive Director (Chairperson)												
2.	Christina Foo	Senior Independent Non-Executive Director (Member)												
3.	Datuk Amran Hafiz Affifudin	Non-Independent Non-Executive Director (Member)												

	<p>During the financial year 2025, the Nominations & Remuneration Committee actively discharged its responsibilities through a series of meetings and deliberations, including, among others:</p> <ul style="list-style-type: none"> • reviewing and recommending to the Board the achievements of the 2024 Corporate Scorecard; • reviewing and recommending Directors’ fees and benefits and the Non-Executive Chairman’s benefits for shareholders’ approval at the Annual General Meeting; • reviewing and recommending remuneration matters for Senior Management, including performance bonuses, recognition awards and fixed-term employment contracts; • reviewing and recommending to the Board the proposed 2025 Corporate Scorecard; • overseeing succession planning and talent management, including leadership bench strength and succession for business-critical roles; • reviewing the remuneration framework for the Board and Senior Management to ensure continued alignment with the Company’s strategy, affordability and market practices; • conducting interviews and deliberations in relation to C-suite and Senior Management appointments; • reviewing matters relating to Board and Senior Management development, including training plans, people analytics, employee engagement outcomes and workforce transformation initiatives; and • selecting, shortlisting and nominating the candidates for the appointments of the MD/CEO and Independent Directors. <p>In performing its duties, the Nominations & Remuneration Committee ensures that remuneration decisions are merit-based, performance-linked and aligned with the Company’s long-term strategy, while safeguarding independence through appropriate governance practices, including abstention from deliberation by Directors on matters relating to their own remuneration.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is committed to ensuring transparent, fair and accountable remuneration practices that support effective stewardship and align with the long-term interests of the Company and its stakeholders.</p> <p>The remuneration of Non-Executive Directors comprises fixed fee and benefits and is not linked to profits, turnover or commission-based incentives, thereby preserving independence and objectivity in Board decision-making. The determination of Directors' remuneration is undertaken collectively by the Board, with Directors abstaining from deliberation and voting on matters relating to their own remuneration. Directors' fees and benefits are subject to shareholders' approval at the Annual General Meeting, reinforcing accountability and transparency.</p> <p>The Company provides detailed disclosure of Directors' remuneration on a named basis for the financial year ended 31 December 2025 which is set out in the Corporate Governance Overview Statement and the Audited Financial Statements for the financial year ended 31 December 2025, respectively, in the Integrated Annual Report 2025.</p> <p>The remuneration breakdown for each Director includes fees, salary (where applicable), bonus, benefits-in-kind and other emoluments, enabling stakeholders to clearly assess the quantum and composition of remuneration received by individual Directors.</p>

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Datuk Hisham Hamdan (Waived by UEM Group Berhad in line with the policy of Khazanah Nasional Berhad)	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shaharul Farez Hassan (Appointed on 17 November 2025)	Executive Director	-	9	194	-	-	21	224	-	9	194	-	-	21	224
3	Christina Foo	Independent Director	278	7	-	-	-	-	285	278	7	-	-	-	-	285
4	Datuk Amran Hafiz Affudin (Paid to UEM Group Berhad)	Non-Executive Non-Independent Director	237	1	-	-	-	-	238	237	1	-	-	-	-	238
5	Reagan Chan Chung Cheng (Waived by UEM Group Berhad in line with the policy of Khazanah Nasional Berhad)	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6	Chari Thandalam Veeravalli Thirumala	Independent Director	216	4	-	-	-	-	220	216	4	-	-	-	-	220
7	Datin Sri Badrunnisa Mohd Yasin Khan	Independent Director	186	2	-	-	-	-	188	186	2	-	-	-	-	188
8	Dato' Sr. Azmar Talib	Independent Director	225	1	-	-	-	-	226	225	1	-	-	-	-	226
9	Eric Chan Kok Leong (Appointed on 21 August 2025)	Independent Director	84	-	-	-	-	-	84	84	-	-	-	-	-	84
10	Grace Yap Mei Wan (Appointed on 3 November 2025)	Independent Director	32	-	-	-	-	-	32	32	-	-	-	-	-	32

11	Zaida Khalida Shaari (Retired on 11 June 2025)	Non-Executive Non-Independent Director	88	1	-	-	-	-	89	88	1	-	-	-	-	89
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board recognises the importance of providing Senior Management with a competitive and market-aligned remuneration package that reflects their responsibilities and performance during the financial year, as this is essential to motivating and retaining capable and committed leaders. In determining remuneration, the Board ensures that the proposed packages are aligned with the best interests of the Company and its shareholders, taking into account the Group's growth objectives. A robust internal governance process is in place to ensure that Senior Management remuneration is fair and competitive, supported by internal parity assessments and external benchmarking against relevant market practices.</p> <p>The Board is of the opinion that disclosure on named basis of the top five (5) Senior Management personnel in bands of RM50,000 would be disadvantageous to the Group's business interests, given the highly competitive nature of the property development industry and the heightened risk of attrition of skilled leadership personnel in a challenging market environment.</p> <p>As a reference, the total remuneration/compensation of key management personnel is disclosed under Note 41(b) of the Audited Financial Statements for the financial year 2025.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	The Board will review and consider such disclosure in the future.
Timeframe	:	As and when appropriate

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board upholds the principle of independence and effective oversight by ensuring that the Chairman of the Audit Committee is not the Chairman of the Board. This separation of roles provides an appropriate balance of authority and responsibility and reinforces the Audit Committee's ability to exercise objective and independent judgement in overseeing the integrity of the Group's financial reporting, internal control systems and audit functions.</p> <p>As at the financial year ended 31 December 2025, the Audit Committee comprises three (3) members, all of whom are Independent Non-Executive Directors.</p> <p>The Audit Committee is chaired by Ms Christina Foo, who is a Chartered Accountant, Malaysian Institute of Accountants; Fellow, CPA Australia; Qualified Risk Director, Institute of Enterprise Risk Practitioners; Fellow, Malaysian Institute of Management; Fellow, Institute of Corporate Directors Malaysia; Member, ASEAN Chartered Professional Accountants; and Member, Malaysian Institute of Corporate Governance. She is not the Chairman of the Board.</p> <p>The Board considers this clear delineation of leadership roles as fundamental to sound corporate governance and consistent with best practices under the MCCG.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied
Explanation on application of the practice	:	<p>In line with the updated MCCG issued in April 2021, the Board has adopted the revised Terms of Reference of the Audit Committee, requiring former key audit partners of the Company's external audit firm to observe a cooling-off period of at least three (3) years before being eligible for appointment as a member of the Audit Committee. This revision is intended to safeguard the independence and objectivity of the Audit Committee and to mitigate any potential threats arising from familiarity, self-interest or undue influence.</p> <p>As at the financial year under review, none of the Audit Committee members were former key audit partners.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is committed to ensuring a clear, balanced and meaningful assessment of UEM Sunrise Group's financial performance and prospects. The audited financial statements and quarterly announcement of results are provided to the shareholders and regulatory bodies. In this regard, the Company maintains a transparent relationship with its auditors and seeks their professional advice to ensure compliance with accounting standards. The Audit Committee reviews the financial statements and quarterly announcements of results to ensure completeness, accuracy and adequacy in the presence of external and internal auditors prior to recommending the same to the Board for approval.</p> <p>The Audit Committee had, at its meeting, deliberated on the reappointment of Messrs Ernst & Young PLT as External Auditors of UEM Sunrise Group. The Audit Committee was satisfied with the suitability of the External Auditors based on its independence, objectivity and cost effectiveness taking into account the audit quality, independence confirmations, compliance with relevant ethical standards, tenure, non-audit services rendered, performance, experience and adequacy of resources, calibre of the audit firm, audit scope and planning, audit fees, communication and interaction and the professional competency and sufficiency of the external audit team. The assessment was primarily guided by the criteria set out in Bursa Malaysia's Corporate Governance Guide (4th Edition).</p> <p>The Company has established policies governing the provision of non-audit services by the External Auditors, which may be undertaken if the services are deemed to value add to the Company, as set out in the Terms of Reference of the Audit Committee.</p> <p>During the financial year 2025, the Audit Committee met with the External Auditors on four (4) occasions without the presence of Management to discuss any areas of audit concern as well as the performance of the External Auditors.</p>

	<p>The Board received a written assurance from the External Auditors, confirming their independence throughout the conduct of the audit engagement in providing both audit and non-audit services for the year under review, in accordance with all relevant professional and regulatory requirements.</p> <p>The Audit Committee, having taken all relevant factors into consideration and being satisfied with Messrs Ernst & Young PLT's suitability, performance, technical competency and audit independence, recommended their reappointment as External Auditors for the ensuing financial year. The Board approved the Audit Committee's recommendation and will propose the reappointment of Messrs Ernst & Young PLT as External Auditors of the Company for the financial year ending 31 December 2026 to the shareholders for approval at the 18th AGM. The External Auditors have indicated their willingness to continue their services for the next financial year with their tenure extending until the conclusion of the next forthcoming AGM.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted												
Explanation on adoption of the practice	:	<p>In the financial year 2025, the Audit Committee comprised solely Independent Non-Executive Directors from August 2025 onwards, following the appointment of Mr Eric Chan Kok Leong as an Independent Director on the Board, as follows:</p> <table border="1"><thead><tr><th>No.</th><th>Name</th><th>Designation</th></tr></thead><tbody><tr><td>1.</td><td>Christina Foo</td><td>Senior Independent Non-Executive Director (Chairperson)</td></tr><tr><td>2.</td><td>Chari TVT</td><td>Independent Non-Executive Director (Member)</td></tr><tr><td>3.</td><td>Eric Chan Kok Leong (appointed as member on 21 August 2025)</td><td>Independent Non-Executive Director (Member)</td></tr></tbody></table> <p>From the period from 1 January 2025 until 20 August 2025, the Audit Committee comprised majority Independent Non-Executive Directors.</p> <p>By having an Audit Committee made up entirely of Independent Directors, the Board strengthens the Committee's ability to exercise unbiased judgement in overseeing the integrity of the Group's financial reporting, the effectiveness of internal controls and risk management systems, and the independence and performance of the internal and external auditors. This structure also mitigates potential conflicts of interest and enhances the credibility of the Audit Committee's deliberations and recommendations to the Board.</p>	No.	Name	Designation	1.	Christina Foo	Senior Independent Non-Executive Director (Chairperson)	2.	Chari TVT	Independent Non-Executive Director (Member)	3.	Eric Chan Kok Leong (appointed as member on 21 August 2025)	Independent Non-Executive Director (Member)
No.	Name	Designation												
1.	Christina Foo	Senior Independent Non-Executive Director (Chairperson)												
2.	Chari TVT	Independent Non-Executive Director (Member)												
3.	Eric Chan Kok Leong (appointed as member on 21 August 2025)	Independent Non-Executive Director (Member)												

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	<p>The members of the Audit Committee collectively possess a broad range of skills, knowledge, industry experience and competencies necessary to effectively discharge their duties and responsibilities. They provide sound advice to the Board not only on financial reporting but also on internal audit and the Group's internal control environment.</p> <p>All members of the Audit Committee are financially literate, competent and able to understand and evaluate matters within the Committee's purview, including the financial reporting process, audit and assurance matters, and internal controls.</p> <p>The Audit Committee reviews the financial results of the Group and the Company's financial results on a quarterly basis, with particular focus on significant changes in accounting policies and practices, adjustments arising from the audits, the going concern assumption and compliance with accounting standards and other legal requirements. These reviews involve Management and the Internal and External Auditors to ensure that the financial statements are prepared in accordance with Malaysian Financial Reporting Standards and International Financial Reporting Standards, providing a true and fair view of the Company's financial position.</p> <p>The Board, through Nominations & Remuneration Committee, reviews the performance and term of the Audit Committee and its members annually as part of the Board and Board Committee Effectiveness Assessment.</p> <p>During the financial year, Audit Committee members have continued to participate in training programmes and seminars organised by regulatory authorities and professional bodies to keep abreast of developments in accounting and auditing standards, laws, regulations,</p>

	<p>risk management and the business environment. Details of these training and seminars are set out in the Corporate Governance Overview Statement in the Company's Integrated Annual Report 2025. The Audit Committee members have also constantly kept themselves updated on both local and international developments and regulatory changes affecting the Company, through advisories from regulatory bodies and professional associations, the Management and through self-reading.</p> <p>Additionally, Company Secretary facilitates the Directors' participation in external training programmes, workshops and seminars relevant to the effective discharge of their duties. The Audit Committee members are also updated by the Auditors on any changes to accounting and auditing standards, as well as applicable laws and regulations affecting the Company's businesses. These updates are communicated during Audit Committee meetings.</p> <p>A summary of activities of the Audit Committee during the financial year under review is provided in the Audit Committee Report as set out in the Company's Integrated Annual Report 2025.</p>	
Explanation for departure		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure		
Timeframe		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is responsible for establishing and maintaining an effective risk management and internal control framework to safeguard shareholders' interests, protect the Group's assets and support the achievement of the Group's strategic objectives. This framework is designed to identify, assess, manage and monitor principal risks that may affect the Group's business operations, financial management and sustainability.</p> <p>The Board, through its oversight and with the assistance of the Board Governance & Risk Committee and Management, ensures that appropriate policies, processes and controls are in place to manage key risks within acceptable risk parameters. The Board reviews the adequacy and effectiveness of the Group's internal control and risk management system on an ongoing basis, which covers strategic, financial, operational, governance, sustainability and compliance aspects.</p> <p>The Board recognises that while such systems are designed to cater for the particular needs of the Group, such controls by their nature can only provide reasonable but not absolute assurance, against material misstatements, loss or fraud.</p> <p>The Group adopts a Risk Management Policy & Guidelines (revised on 28 May 2024) which is guided and principally aligned to ISO 31000:2018 Risk Management Guidelines. The Risk Management Framework serves as a tool to set strategy, achieve objectives and make informed decisions by managing risks through a systematic and integrated process.</p> <p>To ensure comprehensive coverage, the Risk Management Framework is supported by specific operational guidelines:</p> <ul style="list-style-type: none">➤ Corruption Risk Management Guidelines: a specialised framework to systematically identify, assess and mitigate corruption risks in high-risk areas.➤ Third Party Risk Management Guidelines: A structured process to assess and monitor risks arising from external third parties,

	<p>ensuring they align with the Group’s integrity and compliance standards.</p> <p>UEM Sunrise successfully attained the ISO 37001:2016 Anti-Bribery Management Systems certification on 20 November 2024. This covers key areas including procurement, corporate social responsibility, and integrity & risk management, demonstrating the Group’s commitment to international best practices in corruption prevention and ethical business conduct.</p> <p>The Board considers the risk management and internal control framework to be an integral component of sound governance and remains committed to continuously enhancing its effectiveness in line with leading practices.</p> <p>The Statement on Risk Management and Internal Control is also set out in the Company’s Integrated Annual Report 2025.</p>	
Explanation for departure :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure :		
Timeframe :		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board, assisted by the Board Governance & Risk Committee, is ultimately responsible for the Group's risk management activities and sets the strategic directions, risk appetite and relevant framework for the Group.</p> <p>Previously, the Risk Management Committee serves as the platform for the Management to deliberate on the identification, assessment and treatment in managing significant risks of the Group as well as an avenue to communicate, monitor and review the risks. Effective January 2025, these functions were consolidated into the Executive Committee (EXCO). This strategic integration ensures that risk management is embedded into the Group's day-to-day operational leadership. The EXCO, comprising the MD/CEO and C-Suites, oversees the identification, assessment and mitigation of significant risks, ensuring alignment between risk exposure and strategic objectives.</p> <p>The risk assessment approach, which is done on a continuous basis, entails reviewing and assessing all relevant factors within the Group's business context covering key areas including industry and market, financials, operations, compliance and people. The risk analysis and mitigation plans are consolidated to provide an enterprise-wide risk management overview and updated to the Management as well as the Board on a quarterly basis.</p> <p>Guided by the Corporate Governance Guide (4th edition), the Board has performed a rigorous assessment of the system. This included inquiries to the Senior Management to assess whether:</p> <ul style="list-style-type: none">• the reasonableness and appropriateness of the financial statements in accordance with applicable approved accounting standards;• risk management and internal control system is operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the Company; and• regulatory and legislative requirements are met and complied with by the Company.

	<p>The Internal Audit Department, which reports directly to the Audit Committee, conducts independent risk-based audits to assess the reliability of internal controls.</p> <p>Based on the written assurance provided by the MD/CEO and the CFO and the independent review by Internal Audit, the Board is of the view that the Group’s risk management and internal control system is sound, adequate and effective for the financial year.</p> <p>Details on the Company’s internal control and risk management framework are set out in the Statement on Risk Management and Internal Control of the Company’s Integrated Annual Report 2025.</p> <p>The Statement on Risk Management and Internal Control has been reviewed by the External Auditors pursuant to paragraph 15.23 of the Listing Requirements and Audit and Assurance Practice Guide 3.</p> <p>The Board remains committed to maintaining an effective and robust framework, and to enhancing disclosures to provide shareholders with a clear understanding of how risks are managed and controlled within the Group.</p>	
<p>Explanation for departure</p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Adopted															
Explanation on adoption of the practice	:	<p>The Company has established a Board Governance & Risk Committee to assist the Board in fulfilling its oversight responsibilities over the Group's risk management framework, policies and processes.</p> <p>Originally established in 2017, the Committee's mandate was expanded in 2018 to include Corporate Governance and Integrity. This strategic integration ensures a holistic approach to managing strategic, operational, financial and compliance risks, including the oversight of the Integrity & Anti-Corruption Plan.</p> <p>As at 31 December 2025, the Board Governance & Risk Committee comprised four (4) members of the Board, a majority of whom are Independent Non-Executive Directors, as follows:</p> <table border="1"><thead><tr><th>No.</th><th>Name</th><th>Designation</th></tr></thead><tbody><tr><td>1.</td><td>Chari T.V.T</td><td>Independent Non-Executive Director (Chairman)</td></tr><tr><td>2.</td><td>Christina Foo</td><td>Senior Independent Non-Executive Director (Member)</td></tr><tr><td>3.</td><td>Reagan Chan Chung Cheng</td><td>Non-Independent Non-Executive Director (Member)</td></tr><tr><td>4.</td><td>Grace Yap Wei Man</td><td>Independent Non-Executive Director</td></tr></tbody></table> <p>This composition ensures objective judgement, effective challenge and robust oversight of the Group's risk profile and risk management practices and also strengthens the Committee's independence and enhances the credibility of its recommendations to the Board.</p> <p>The Board Governance & Risk Committee reviews the adequacy and effectiveness of the Group's risk management framework, risk appetite, key risk exposures and mitigation strategies, and provides guidance to Management on emerging risks and evolving risk trends. The Committee reports regularly to the Board on its deliberations, observations and recommendations to support informed decision-making.</p>	No.	Name	Designation	1.	Chari T.V.T	Independent Non-Executive Director (Chairman)	2.	Christina Foo	Senior Independent Non-Executive Director (Member)	3.	Reagan Chan Chung Cheng	Non-Independent Non-Executive Director (Member)	4.	Grace Yap Wei Man	Independent Non-Executive Director
No.	Name	Designation															
1.	Chari T.V.T	Independent Non-Executive Director (Chairman)															
2.	Christina Foo	Senior Independent Non-Executive Director (Member)															
3.	Reagan Chan Chung Cheng	Non-Independent Non-Executive Director (Member)															
4.	Grace Yap Wei Man	Independent Non-Executive Director															

	<p>The specific duties and responsibilities of the Board Governance & Risk Committee are outlined in its Terms of Reference, which is available on the Company's website at www.uemsunrise.com.</p>
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Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	: Applied
Explanation on application of the practice	<p>The size, complexity and geographical presence of the Group's operations present a significant challenge. Therefore, the Board must ensure that operational, financial and general risks are all effectively managed through robust internal controls. Recognising the importance of internal controls, the Audit Committee approved the establishment of an Internal Audit function within the Group in the financial year 2013.</p> <p>The Internal Audit function for the Company is undertaken by its own Internal Audit Department. To preserve its independence, the head of the Internal Audit Department reports directly to the Audit Committee and administratively to the MD/CEO. Empowered by its Internal Audit Charter, the Internal Audit function undertakes its activities independently and objectively to provide reasonable assurance to the Audit Committee regarding the adequacy and effectiveness of the risk management, internal control and governance systems.</p> <p>The Audit Committee continued to provide support and guidance to the Internal Audit function and the head of the Internal Audit Department has oversight of the internal audit activities of the Group. The Internal Audit's role is to provide independent, objective assurance and consulting services designed to add value to the Company's operation and promote a strong and transparent control and governance culture in the Company. Internal Audit conducts follow-up audits to ensure corrective actions are tracked and implemented appropriately. In this respect, Internal Audit strives to achieve sustainable control processes within the Group and to improve on areas which have weak controls.</p> <p>All internal auditing activities are guided by the Internal Audit Charter, which was approved by the Audit Committee on 26 September 2014 for adoption by the Internal Audit function of the Company, and the International Standards for the Professional Practice of Internal Auditing (Standards) issued by the Institute of Internal Auditors, Inc. The Internal Audit Charter should be re-assessed at least once every five (5) years or more frequently if necessary. Subsequent to Internal Audit's reassessment of its Charter, the Audit Committee on 20 August 2019 approved the revisions to the Internal Audit Charter to mainly reflect the actual work performed by UEM Sunrise Internal Audit as well as to align with the best practices as per the revised International Professional Practises Framework which came into effect on 1 January 2017. On 17 May 2022, the Audit Committee reviewed the revised</p>

	<p>Internal Audit Charter which reflected the updated requirement stated in the revised MCCG issued on 28 April 2021 i.e. aligned the Internal Audit Charter with the Guidelines on Adequate Procedures as per Section 17A(5) of the Malaysian Anti-Corruption Commission Act 2009.</p> <p>The 2026 budget for Internal Audit department was included in the Annual Operating Plan 2026 and approved by the Board in November 2025.</p> <p>To ensure that the responsibilities of Internal Audit are fully discharged, the Audit Committee reviews:</p> <ol style="list-style-type: none"> 1. the Annual Internal Audit Plan to ensure adequate risk, internal control and governance coverage; 2. the results of the internal audit process and where necessary ensuring that appropriate actions are taken on the recommendations of the internal auditors including any advisory support on strategy provided by the internal auditors; and 3. the overall performance and budget of the Internal Audit function. <p>The Audit Committee provides its feedback on the Internal Audit function via Internal Audit's Customer Satisfaction Survey annually.</p> <p>To ensure that the Internal Audit function remains current with developments in the profession, relevant industry practices and regulatory requirements, the Audit Committee reviews the annual training needs of the Internal Audit Department and approves its training budget.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied																		
Explanation on application of the practice	:	<p>(1) As provided by the Internal Audit Charter, Internal Audit undertakes its activities independently and objectively to provide reasonable assurance to the Audit Committee regarding the adequacy and effectiveness of the risk management, internal control and governance systems.</p> <p>Internal Audit is a separate function from the activities or operations of other operating units in the Group. The Internal Audit function is guided by its Internal Audit Charter which defines the role, scope of work, independence and objectivity, proficiency and due professional care of the Internal Audit function of the Group.</p> <p>(2) The Internal Audit Department’s manpower as at 31 December 2025 comprises 10 personnel with experience and qualifications as follows:</p> <table border="1"><thead><tr><th>Discipline</th><th>No. of Personnel</th><th>%</th></tr></thead><tbody><tr><td>Accounting & Finance</td><td>7</td><td>70</td></tr><tr><td>Quantity Surveyor</td><td>1</td><td>10</td></tr><tr><td>Computer Science/ Information Technology</td><td>1</td><td>10</td></tr><tr><td>Civil Engineering</td><td>1</td><td>10</td></tr><tr><td>Total</td><td></td><td>100</td></tr></tbody></table> <p>(3) During the financial year under review, Encik Mazmeen Mohamed Razali is the Head of Internal Audit Department of UEM Sunrise. He holds a Bachelor of Accounting and Finance from the University of Lancaster, UK. He is a fellow of the Association of Chartered Certified Accountants and is also a member of the Malaysian Institute of Accountants and the Institute of Internal Auditors Malaysia. Effective 1 January 2026 and in line with the leadership succession, Encik Noor Azmi Mohd Yusoff has been appointed as the new Head of Internal Audit whilst Encik Mazmeen Mohamed Razali assumes the Head, Integrity and Risk Management role of</p>	Discipline	No. of Personnel	%	Accounting & Finance	7	70	Quantity Surveyor	1	10	Computer Science/ Information Technology	1	10	Civil Engineering	1	10	Total		100
Discipline	No. of Personnel	%																		
Accounting & Finance	7	70																		
Quantity Surveyor	1	10																		
Computer Science/ Information Technology	1	10																		
Civil Engineering	1	10																		
Total		100																		

	<p>UEM Sunrise. En Noor Azmi Mohd Yusoff holds a Bachelor of Business Administration (majoring in Finance) from the University of Wisconsin, Milwaukee, USA and a Master of Business Administration (majoring in General Management) from International Islamic University Malaysia. He is also a member of the Institute of Internal Auditors Malaysia since 2007.</p> <p>(4) The Internal Audit function is guided by the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors, Inc.</p> <p>(5) The Audit Committee reviews the results of internal audit activities, significant audit findings and Management's responses, and monitors the timely implementation of agreed corrective actions. Where necessary, the Audit Committee provides guidance and direction to enhance the effectiveness of the Internal Audit function.</p>	
Explanation for departure :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure :		
Timeframe :		

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of maintaining effective, transparent and regular communication with the Company's stakeholders to foster trust, support informed decision-making and enhance long-term value creation. To achieve this, the Company proactively engages stakeholders through multiple formal and informal platforms, capturing their perspectives and insights on emerging issues that significantly impact both stakeholders and the Company's operations. A detailed summary of stakeholder expectations and corresponding Company responses are documented in the Stakeholder Engagement & Value Creation section of the Integrated Annual Report 2025.</p> <p>A dedicated Investor Relations unit acts as a pivotal intermediary between Management and external stakeholders, facilitating clear and consistent communication. Under the revised Investor Relations and Shareholder Communication Policy, approved by the Board on 5 December 2017, the Company fosters an environment of transparency and openness, aimed at strengthening shareholder loyalty and confidence through frequent, comprehensive, and forthright communication.</p> <p>The Board oversees the Company's stakeholder communication and engagement approach to ensure that stakeholders' views and feedback are considered in the formulation of strategies, business decisions and governance practices, where relevant. This two-way engagement enables the Company to better understand stakeholders' expectations and concerns, and to respond to them in a transparent and constructive manner.</p> <p>The Company is committed to transparency and accountability, ensuring timely and accurate dissemination of information. The Board actively informs shareholders and stakeholders of significant Group developments via multiple channels, including:</p> <ul style="list-style-type: none">• Integrated Annual Reports;• Regular disclosures and quarterly announcements to Bursa Malaysia;

	<ul style="list-style-type: none"> • Press releases and media communications; • Interactive dialogues, presentations, one-on-one meetings, conferences, and events highlighting Company operations, strategies, vision, and mission; and • A comprehensive online Investor Relations section on the Company's website (www.uemsunrise.com). <p>Integrated Annual Reports and all Bursa Malaysia announcements and press releases are readily accessible on the Company's website. This dedicated online platform provides extensive details about the Group's business activities, governance policies, share price movements, volume data, and ongoing developments and projects.</p> <p>While striving for maximum transparency, the Company carefully adheres to the regulatory framework governing the release of material and price-sensitive information. The Board actively encourages shareholder engagement by communicating strategic directions, future plans and key Company developments. In the year under review, the Investor Relations team successfully conducted 33 engagements, including meetings, site visits, and conferences with analysts and fund managers. Additionally, the Company hosts teleconference briefings for analysts, fund managers, and key stakeholders following each quarterly financial results announcement.</p> <p>Shareholders are encouraged to direct any inquiries or concerns to the Investor Relations team via ir@uemsunrise.com, ensuring all relevant and appropriate matters are promptly addressed.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the value of integrated reporting in providing a holistic and balanced view of the Group's strategy, governance, performance and prospects, and how these contribute to long-term value creation.</p> <p>In this regard, the Company commenced its integrated reporting journey in 2019 with the adoption of the Integrated Reporting <IR> Framework. Since then, through to the financial year 2025, the Company has consistently produced integrated reports that provide a holistic and connective view of its strategic, governance, performance and sustainability, thereby enhancing transparency, accountability and stakeholder engagement.</p> <p>Over the years, UEM Sunrise has progressively strengthened the quality and depth of its integrated reporting, sharpening its strategic focus and improving the clarity of how value is created and sustained over the short, medium and long term. By aligning its reporting practices with internationally recognised frameworks, the Company enables stakeholders to better understand the inter-relationships between its business model, risks and opportunities, sustainability priorities and long-term strategic direction.</p> <p>By consistently applying and enhancing integrated reporting practices through to financial year 2025, UEM Sunrise continues to demonstrate exemplary standards of corporate reporting. This approach reinforces stakeholder confidence, strengthens accountability and transparency, and supports informed decision-making by clearly articulating the Company's long-term value creation narrative.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied
Explanation on application of the practice	:	<p>The Annual General Meeting (AGM) provides an essential platform for shareholders to engage directly with the Company's leadership. It facilitates meaningful dialogue by enabling shareholders to discuss the Group's strategic direction, financial performance, proposed resolutions, and overall business operations. During the AGM, the Chairman, MD/CEO, Chairpersons of respective Board Committees, and External Auditors, if necessary, respond comprehensively to shareholder inquiries. Additionally, every special business item detailed in the AGM notice includes explanatory notes to help shareholders better understand and assess the proposed resolutions.</p> <p>In alignment with best practices advocated by the MCCG, the Company issues the AGM notice at least 28 days in advance. This ensures adequate time for shareholders to prepare and make informed decisions when exercising their voting rights. The proactive distribution of detailed explanatory notes with the AGM notice further demonstrates the Company's commitment to transparency and accountability.</p> <p>Reflecting the Company's dedication to effective communication and engagement, UEM Sunrise is resuming physical proceeding for its upcoming 18th AGM in line with Paragraph 8.27A of the Listing Requirements, further enhancing direct interaction between shareholders and Company's leadership. This approach not only strengthens corporate governance but also enriches stakeholder relationships by fostering open and meaningful exchanges.</p> <p>On 30 April 2026, notifications would be sent to all shareholders either by way of letter or e-mail to inform that the Notice of the 18th AGM, Proxy Form and Administrative Guide for the 18th AGM scheduled to be held on 11 June 2026 would be published on Bursa Malaysia's website. These documents together with the Integrated Annual Report 2025 and Corporate Governance Report 2025 were also made available at www.uemsunrise.com</p> <p>The Notice of AGM is also advertised in at least one nationally circulated daily newspaper and published on Bursa Malaysia. The notes to the Notice of the 18th AGM would provide detailed explanations for each resolution proposed e.g. re-election of Directors, Directors' remuneration comprising the Directors' fees and benefits, and</p>

	<p>appointment of auditors, to enable shareholders to make informed decisions in exercising their voting rights. The Administrative Guide was intended to provide the shareholders with the detailed procedures of the AGM, their entitlement to attend the AGM, their right to appoint a proxy and information as to who may count as a proxy. The Company allows a member to appoint a proxy who is not a member of the Company.</p>	
<p>Explanation for departure</p>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	:	
<p>Timeframe</p>	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied
Explanation on application of the practice	:	<p>In fostering effective participation of and engagement with shareholders at the AGM, the 17th AGM of UEM Sunrise was held on 11 June 2025 at the Persada PLUS Banquet Hall, Selangor. All eight (8) Directors, including the Chairpersons of the Audit Committee, Nominations & Remuneration Committee, Board Tender Committee, Board Development Committee and Board Governance & Risk Committee, were present at the Meeting to engage directly with shareholders and to be accountable for their stewardship of the Company.</p> <p>Also in attendance were the Officer-In-Charge (OIC), the Joint Company Secretaries, the Engagement Partner of the Company's external auditors, Messrs. Ernst & Young PLT, the Poll Administrator and the independent Scrutineer, thereby ensuring the orderly conduct, integrity and transparency of the Meeting.</p> <p>A total of 607 shareholders, proxies and corporate representatives attended the 17th AGM in person, reflecting strong shareholder participation. The Meeting commenced with the OIC's presentation on the Company's operating and financial performance for the financial year ended 31 December 2024, followed by the tabling of the audited financial statements and the external auditors' unqualified report.</p> <p>The Board devoted significant time to an interactive Questions and Answers ("Q&A") session, during which shareholders were given the opportunity to raise questions from the floor using microphones provided. In addition, shareholders were invited by the Chairman to submit questions during the Meeting, which were addressed by the Board, the OIC and Management, where appropriate, before the relevant resolutions were put to vote. All resolutions were voted on by way of poll, in accordance with Bursa Malaysia's Listing Requirements.</p> <p>Through the physical presence of all Board members, open dialogue with shareholders and transparent voting procedures, the Board demonstrated its commitment to fostering meaningful shareholder engagement, accountability and effective stewardship in line with the intent of Practice 13.2 of the MCG.</p>
Explanation for departure	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Company's 17th Annual General Meeting (AGM) was held on 11 June 2025 at Persada PLUS which is located at KM15 Persimpangan Bertingkat Subang in Petaling Jaya. This venue is easily accessible and should be familiar to most shareholders of the Company since several past physical AGMs were held at the same venue. As per previous years, to facilitate and encourage more participants to attend the AGM, the Company provided complimentary shuttle bus transportation service from Kelana Jaya LRT Station to Persada PLUS and return trip upon conclusion of the AGM. The bus schedule and location map are made available in the Administrative Note published together with the Notice of AGM.</p> <p>Notwithstanding the physical format, the Company facilitated shareholder participation and the exercise of voting rights through established mechanisms and appropriate technology. Shareholders who were unable to attend in person were able to vote in absentia by appointing proxies, either by lodging proxy forms with the Share Registrar or electronically via the Share Registrars' website, Boardroom Smart Investor Portal, in accordance with the Company's Constitution and the applicable regulatory requirements. Voting at the AGM was conducted by way of poll voting, supported by an electronic polling system to ensure an orderly, transparent and accurate tabulation and immediate disclosure of results.</p> <p>At the 2025 AGM, the Chairman explained the procedure to be followed in tabling and approving each of the resolutions, encouraged shareholders to participate at the meeting and explained the poll procedure in regard to the proposed resolutions put to the meeting for voting.</p> <p>The Board encourages participation at general meetings and will adhere to the Listing Requirements on poll voting for all resolutions set out in</p>

	<p>the notices of the general meetings. Polling processes are explained during the general meetings and the Board may consider the use of electronic voting for polling, to facilitate greater participation taking into account its reliability, applicability, cost and efficiency. Poll results are to be verified by an appointed Scrutineer, which is not the Polling Administrator.</p> <p>UEM Sunrise leveraged on technology to facilitate electronic polling (e-polling) for the conduct of poll on all resolutions proposed at its AGM. The voting at the 2025 AGM was conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia’s Listing Requirements, with Boardroom Share Registrars Sdn. Bhd. appointed as the Poll Administrator and Sky Corporate Services Sdn. Bhd. appointed as the independent Scrutineer to verify the poll results, thereby ensuring accuracy, integrity and transparency of the voting process.</p> <p>Following verification by the independent Scrutineers, the Chairman of the AGM announced the poll results to the meeting and declared that all the resolutions were carried. The poll results were also announced by the Company to Bursa Malaysia on the same day. The proceedings of the 17th AGM and key matters discussed were recorded in the minutes of meeting including questions raised for the meeting and the answers thereto, and were made available on the Company’s website at www.uemsunrise.com within 30 business days after the AGM.</p> <p>The Board will continue to review developments in the market to assess the necessity of conducting general meetings in a hybrid format from time to time.</p> <p>Shareholders are allowed to appoint any person(s) as their proxies to attend, participate, speak and vote in his/her stead at a general meeting.</p> <p>Shareholders are also encouraged to submit questions to the Board prior to the meeting. All questions received prior and during the AGM were addressed by the Chairman and the then OIC, and the responses were published on the Company’s corporate website together with the proceedings of the AGM.</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>: The Board acknowledges the benefits of leveraging technology to further enhance shareholder engagement and participation, including enabling remote participation. Accordingly, the Company will consider the adoption of a hybrid general meeting format in the future, subject to feasibility and cost efficiency, to facilitate broader shareholder participation while ensuring appropriate cyber hygiene practices, including data privacy and information security, are in place.</p>

Timeframe	:	As and where appropriate	
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Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: <p>At the 17th AGM held on 11 June 2025, the Chairman of the AGM played an active role in ensuring that the Meeting supported meaningful, interactive and transparent engagement between the Board, Senior Management and shareholders, in line with the intent of Practice 13.4 of the MCCG.</p> <p>At the commencement of the AGM, the Chairman briefed the shareholders on the procedure to be followed in tabling and approving each of the resolutions and explained the poll voting process to ensure clarity and orderly conduct of the Meeting. Shareholders were encouraged to actively participate in the proceedings and to raise questions during the Meeting.</p> <p>Prior to the tabling of the resolutions and the Questions and Answers ("Q&A") session, the Officer-In-Charge who is the Chief Financial Officer presented an update on the Company's business and financial performance for the financial year ended 31 December 2024. The presentation covered, among others:</p> <ol style="list-style-type: none">1. Key highlights of the financial performance for 20242. Key highlights of the activities undertaken during the year 20243. Key achievements received during 20244. The Company's 2024 launches and strategic initiatives and focus in 2025 to 2026 <p>All eight (8) Directors, members of Senior Management, and the Engagement Partner of the external auditors were present at the 17th AGM to respond to questions raised by shareholders. The Q&A session was conducted in an open and interactive manner, allowing shareholders to raise questions from the floor using microphones provided. In addition, questions submitted by shareholders prior to the Meeting were addressed during the AGM.</p>

	<p>The Chairman ensured that all questions raised received meaningful and relevant responses, with replies provided by the Board, the Officer-In-Charge, Senior Management and the external auditors, where appropriate. The Board devoted sufficient time to address both financial and non-financial matters raised by shareholders, including the Company's performance, governance practices and long-term strategies.</p> <p>The complete list of questions received before and during the 17th AGM, together with the Company's responses, was annexed to the minutes of meeting and made available on the Company's website, thereby reinforcing transparency and accountability.</p> <p>Through the Chairman's facilitation of open dialogue, the full presence of the Board and Senior Management, and robust discussion on the Company's performance and strategic direction, the Board demonstrated its commitment to fostering effective shareholder engagement and meaningful participation at general meetings.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Not applicable – only physical general meetings were conducted in the financial year
Explanation on application of the practice :	
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: The minutes of the 17 th AGM had been made available on the Company's official website at www.uemsunrise.com within 30 business days, on 24 July 2025. The minutes comprehensively capture the proceedings of the 17th AGM, including key matters deliberated, resolutions tabled and approved, as well as the questions raised by shareholders and the Company's responses thereto. To further enhance transparency and accessibility, Management's presentation and relevant information presented at the AGM were also uploaded to the Company's website for shareholder's reference. To ensure completeness and accountability, Internal Audit was tasked with verifying that all questions raised during the AGM were duly addressed. The complete list of questions received prior to and during the 17 th AGM together with the corresponding responses were annexed to the minutes of meeting and posted on the Company's website.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT
CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

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