

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5148
COMPANY NAME : UEM SUNRISE BERHAD
FINANCIAL YEAR : December 31, 2023

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) assumes a primary role in shaping the strategic and annual plans for the Company and its subsidiaries (the Group). This encompasses overseeing business performance, ensuring proper conduct of business, managing talent and succession planning, risk management, shareholders' communication, internal controls, management information systems and relevant statutory matters. The Board recognises that maintaining good corporate governance practices is key to business integrity and delivering long term sustainable value for the Group's stakeholders.</p> <p>The Board bears ultimate responsibility for the management and oversight of business affairs, corporate governance, strategic direction, financial and organisational matters of the Group. The governance model for the Group delegates specific powers to Board Committees and the Chief Executive Officer (CEO), which enables the Board Committees, CEO and Management to execute their duties effectively. In order to remain relevant with developments in the market practice and regulations, the Board evaluates and continues to strengthen the existing corporate governance practices by embracing the latest corporate governance practices and regulatory framework.</p> <p>(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 <i>building communities of the future with you and for you.</i></p> <p>In discharging its fiduciary duties and responsibilities, the Board is guided by its Charter and the Company's Discretionary Authority Limits (DAL) which outline high level duties and responsibilities of the Board, matters that are specifically reserved for the Board, as</p>

well as those which the Board may delegate to the Board Committees, the CEO and Management. The establishment and execution of well-defined organisational roles, responsibilities and authorities, as outlined in the Board-approved DAL, are integral components of effective corporate governance. At UEM Sunrise, the DAL is crafted to ensure robust governance, providing necessary checks and balances in the initiation and approval processes for authorised transactions.

Adopting a risk-based approach, the DAL 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 Board also extends the application of the DAL to its wholly owned subsidiaries, delegating authority limits to Senior Management for daily operations.

The Board as well as Management conducts continuous review of the DAL, which is one of the critical elements of corporate governance in establishing clear roles, responsibilities and accountabilities throughout the organisation and in a transparent manner. The DAL undergoes periodic reviews, ensuring an optimum structure for efficient and effective decision-making within the Group.

During the financial year, Management has reviewed the DAL and together with the Board, recognised the need of a comprehensive overhaul to align with industry best practices, the process of which is currently on-going. Management will continually review and assess the effectiveness of the DAL with the analysis of data points collected to improve efficiency and allow empowerment as envisaged by the Board, balanced with vigorous internal control.

Key matters reserved for the Board's review and approval are:

- the annual operating plan for the Group, which includes the overall corporate strategy, business development and plans
- dividend policy
- major capital commitments
- disposal and acquisition of significant assets and investments

In 2023, the *Triage* phase of the Group's three-phase strategic turnaround plan "*Triage, Stabilise and Sustain*", unveiled in November 2021, was successfully completed.

Following an extensive exercise to validate the turnaround plan in 2023, a more refined, comprehensive and structured transformation plan was established, named as 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.

In discharging its fiduciary duties, the Board has delegated specific tasks to the following Board Committees, all of which comply with the provisions of the Malaysian Code on Corporate Governance (MCCG), and they play a vital governance role by undertaking detailed work to fulfil the delegated responsibilities:

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

These Committees have the authority to examine particular issues and report to the Board on their proceedings and deliberations together with their recommendations as well as approval authority for matters specifically delegated by the Board to the Board Committees as provided in the DAL. The Board has the ultimate responsibility for final decisions on all matters.

The Company Secretary prepares reports which summarise the key discussion points and decisions from Committee meetings for presentation at the subsequent Board Meeting, facilitating the respective Board Committee Chairperson's reporting.

- (2) The Board reviewed the quarterly performance management report on 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 updates and inventory status at its meetings held throughout 2023 and provided feedback and guidance to the Management, where required.
- (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.
- (4) The Board also reviews and approves the Annual Operating Plan for the ensuing year and sets the KPIs and targets for the Company, leveraging on internal capabilities. In line with the MCCG, the Board sets the Company's strategic aims, ensuring that the necessary resources are in place for the Company to meet its objectives and reviews management performance. A periodic monitoring and reporting system is in place which highlights significant variances of KPIs against plans and budget to monitor performance.

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 meet their KPIs and achieve a high-performance rating are appropriately rewarded whilst non-performers are given the opportunity to improve their performance through specific Performance Improvement Plans.

- (5) The annual Board Retreat with Senior Management was conducted via a physical session on 28 and 29 October 2023. At the Board Retreat, the Board engaged with the Senior Management to ensure alignment on the strategy and future direction of the Company. The session was also aimed at stimulating discussion of strategic issues and to explore potential solutions with an emphasis on effective and efficient implementation of the strategies, which include game plans, growth pursuits as well as strategic initiatives.

The Board's feedback received at the Board Retreat framed the Management's presentation to the Board on the Company's Annual Operating Plan, transformation plan and the game plan covering development approach, marketing strategy and sustainability agenda. With the insight and advice provided by the Board at the Retreat session as well as continuous engagement post-Retreat, the U2030 Transformation Plan and Annual Operating Plan 2024 were presented to the Board and approved on 15 November 2023.

- (6) The Board also recognises the importance of building a sustainable business and has established a Sustainability Policy which outlines key focus areas based on environmental, social and governance attributes. UEM Sunrise will continue its efforts to ensure that sustainability considerations are integrated as part of its corporate decision-making process in particular into the products it builds, the methods it employs, who it hires and how it works with the communities where it operates. 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 and Sustainability Policy were last reviewed in 2018 and Management was of the view that these policies and its goals remain valid. The Corporate Responsibility Policy and Sustainability Policy are published on the Company's website at www.uemsunrise.com/corporate/investor-relations/corporate-governance and the Group's Corporate

Responsibility activities for the year under review are disclosed in the Company's Integrated Annual Report 2023, which are available on the Company's website at www.uemsunrise.com/corporate/about-us/information-and-downloads.

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 Environment, Social and Governance (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; 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.

- (7) The Board is ultimately responsible for the adequacy and integrity of the Company's internal control system. 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 and Risk Management Report of the Company's Integrated Annual Report 2023 respectively.

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.

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 and makes 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 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.

- (8) 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 23 February 2023 endorsed the Board Succession Plan and took cognisance that the then composition of Board and Board Committees remained effective.

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 building sustainable talent pipeline through a series of interventions that enable our people to fully develop their potential. The People Steering Committee is now known as Management People Committee. High performers are enrolled in Leadership Development programmes and the Company also assists senior managers to advance in their careers through business management programme.

- (9) The Board had on 20 February 2013 established a Shareholder Communication Policy to keep the market informed of all information which may or could have a material effect on the value of its securities.

The Shareholder Communication Policy was reviewed, amended and renamed as Investor Relations and Shareholder Communication Policy and approved by the Board on 5 December 2017 to align with the practices recommended in the MCCG 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/corporate/investor-relations/corporate-governance.

- (10) 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 be 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.

- (11) 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 interests (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. Subsequent to the financial year ended 31 December 2023, the Board on 27 February 2024 approved a revision to the Company's dividend policy to a payout ratio of

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, to ensure sustainable long-term returns to shareholders. Whilst the dividend policy reflects the Board's current views of the Group's financial and cash flow position, the dividend policy will be reviewed from time to time.

A copy of the dividend policy can be obtained from the Company's website at www.uemsunrise.com/corporate/investor-relations/corporate-governance.

(12)The Board is also pleased to inform that UEM Sunrise has been selected as one of the companies qualified under the Green Lane Policy (Qualified Companies) of Bursa Malaysia Securities Berhad (Bursa Securities) which accords benefits such as issuance of circulars to shareholders without pre-vetting and clearance by Bursa Securities, except those involving more complex proposals e.g. major disposals, privatisation and related party transactions, as well as fast-track processing of complex proposal circulars/other applications. This is premised on the Company's standard of corporate governance conduct and disclosure practices. The policy is an incentive granted to Qualified Companies which have been assessed to have good corporate governance and disclosure practices thus accorded certain privileges which among others facilitated faster issuance of circulars to shareholders and hence, expedites completion of corporate proposals.

(13)The revised Directors' Remuneration Framework has been in place since 2012. On 29 March 2022, the Board had 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 to Management towards enhancing the objectives of the Group which should take into account the demands, complexities and performance of the Company. This new policy replaced the Remuneration Policy for Non-Executive Directors, which was formalised on 26 November 2019, and is available on the Company's website at www.uemsunrise.com/corporate/investor-relations/corporate-governance.

(14)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 to

	oversee the Group's financial and non-financial reporting processes and the quality of its financial reporting.	
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 1.2

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>The Chairman leads the Board and sets its agenda to ensure effective performance of the Board. The Chairman also promotes a culture of openness and debate within the Board or General meetings and is responsible for facilitating effective communication with the shareholders.</p> <p>Datuk Hisham Hamdan was appointed as Non-Independent Non-Executive Chairman on 1 July 2023, following the resignation of Dato' Noorazman Abd Aziz as Non-Independent Non-Executive Chairman on the same date. Although the Chairman is a Non-Independent Non-Executive Board member, his influence on the Board is balanced by the presence of Independent Non-Executive Directors on the Board who number in the majority as well as the Senior Independent Director who 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 CEO.</p> <p>The Chairman:</p> <ul style="list-style-type: none">• Leads the Board by setting the tone at the top and managing the Board's effectiveness by focusing on strategy, governance and compliance to discharge its responsibilities effectively;• Leads the Board in the adoption and implementation of good corporate governance practices in the Company;• Chairs the Board meetings and ensures the efficient organisation and conduct of meetings;• Sets the Board agenda in consultation with the CEO and the Company Secretaries and ensures that Board members receive complete and accurate information in a timely manner;• Leads Board meetings and discussions and promotes constructive and respectful relations between Directors, and between the Board and Management;• Provides guidance and mentoring to the CEO;• Ensures effective communication with shareholders and relevant stakeholders and that their views are communicated to the Board as a whole;• Manages the interface between Board and Management; and• Encourages active participation of the Board members and allows dissenting views to be freely expressed.

	<p>Details of the responsibilities of the Chairman are set out in the Board Charter of the Company.</p> <p>Based on the Board Effectiveness Assessment conducted for the financial year 2023, it was noted that all other Board members were satisfied that the Chairman has demonstrated and is able to command effective leadership of the Board, oversaw effective decision-making process and ensured crucial alternatives are considered. In the findings of the assessment, the Board members were of the view that the Chairman encourages active engagement and involvement by all Board members to ensure good communication between Board members, fosters open and constructive discussions and provides challenges, where necessary, to the proposals of the Senior Management team. The Board members commended the Chairman for effectively chairing the Board meetings, managing discussions and ensuring sufficient time is allocated for discussion on complex or high risk/impact matters.</p> <p>The Chairman also worked closely with the Nominations & Remuneration Committee to ensure that the structure of the Board was optimum including having a satisfactory mix of skills, qualifications, experience and diversity in the composition of the Board. The Chairman also ensures performance evaluations for the Senior Management team and the Board as a whole are conducted and that the results of such evaluations are acted upon.</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 1.3

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 ensure the effectiveness 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/corporate/investor-relations/corporate-governance. The position of Chairman and CEO are held by two different individuals. The separation and distinction of roles and responsibilities between the Chairman and CEO are deliberately structured to maintain a balance of power and authority, as stated in the Board Charter. The Chairman leads the Board, establishing the overarching tone and managing the Board's effectiveness by prioritising strategy, governance and compliance. Notably, the Chairman does not serve as a member of any Board Committee. Equally, the CEO does not hold a position as a Board member.</p> <p>The Board is chaired by the Non-Independent Non-Executive Chairman, Datuk Hisham Hamdan, who was appointed on 1 July 2023, following the resignation of Dato' Noorazman Abd Aziz as Non-Independent Non-Executive Chairman on the same date. Both Chairmen led the Board by setting the tone at the top, and managing the Board's effectiveness by focusing on strategy, governance and compliance during their tenures whereas the CEO, En Sufian Abdullah is responsible for the day-to-day management of the business with power, discretions and delegations authorised in the DAL.</p> <p>The Board takes 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>Taking into cognisance of the importance of the interests of shareholders and stakeholders, the Board had identified Ms Christina Foo as the designated Senior Independent Director to whom concerns relating to the Company may be conveyed by shareholders and stakeholders with effect from 21 June 2021.</p> <p>The 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 CEO is responsible for developing and recommending to the Board the Company's annual operating plans and</p>

	<p>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>Details of the responsibilities of the Managing Director/CEO are set out in the Board Charter of the Company.</p> <p>Based on the Board Effectiveness Assessment conducted for the financial year 2023, it was noted that overall, the Board members were satisfied with the contribution and input of the CEO, who has the pertinent skill set, character, experience, integrity, competency and time commitment to lead the Management team.</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 1.4

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

<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>	
Application	: Departure
Explanation on application of the practice	:
Explanation for departure	: <p>For the period until the financial year ended 31 December 2023, Datuk Hisham Hamdan, the Non-Independent Non-Executive Chairman appointed on 1 July 2023, 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 Board Development Committee, Board Tender Committee and Board Governance & Risk Committee.</p> <p>However, to accelerate Datuk Hisham Hamdan's familiarisation of the business and to bring him up to speed on the Company's project development, investments and human capital agenda, amongst others, he was invited to attend the meetings of Nominations & Remuneration Committee and Board Development Committee. He does not attend the meetings of the other three (3) Board Committees by invitation.</p> <p>It is pertinent for Datuk Hisham Hamdan to understand the high priority issues regarding human resources, business and operations of the Group which are deliberated in detail at the Board Committee meetings in order for him to better steer discussions at the Board meetings especially towards the formulation and execution of the Company's U2030 Transformation Plan.</p> <p>The Audit Committee is chaired by Ms Christina Foo, the Senior Independent Director. Meanwhile, Nominations & Remuneration Committee is chaired by Datin Sri Badrunnisa Mohd Yasin Khan, an Independent Non-Executive Director.</p> <p>Being an observer at the meetings of Nominations & Remuneration Committee and Board Development Committee, Datuk Hisham Hamdan does not have any voting rights on matters within the purview of the respective committees.</p>

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

<p>Measure</p>	<p>:</p>	<p>Datuk Hisham Hamdan’s contributions to the meeting discussions are welcomed by the respective Board Committees as the Company can leverage on his expertise, past experiences and broad knowledge of the various investment sectors. His viewpoints are considered by the respective committees, where relevant, and are moderated by the respective committees’ chairpersons. The observer role of Datuk Hisham Hamdan in the meetings of Nominations & Remuneration Committee and Board Development Committee is an interim arrangement and the invitation will be withdrawn upon him reaching familiarity of the business and priority issues of the Group.</p>	
<p>Timeframe</p>	<p>:</p>	<p>1 year</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>Both Company Secretaries of UEM Sunrise, who are Fellow/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 profile of the Company Secretaries is set out in the Company's Integrated Annual Report 2023.</p> <p>(1) All Directors have full access to the advice and services of the Company Secretaries who ensure that Board policies and procedures are adhered to at all times. The Company Secretaries, whose appointment and removal are matters reserved for the Board, advise the Board on matters including corporate governance issues and Directors' responsibilities in complying with relevant legislation and regulations. The Company Secretaries provide concise summary to the Board at its meetings on any regulatory updates and changes including amendments to the Listing Requirements and Companies Act 2016 as well as Listing Circulars issued by Bursa Malaysia Berhad.</p> <p>(2) The Company Secretaries organise and manage the logistics of all Board and Board Committees meetings. The Company Secretaries prepare meeting agenda in consultation with the Chairman and the CEO, and compile and circulate meeting folders via electronic means. The Company Secretaries attend all meetings and ensure that the minutes of meeting accurately reflect the discussions, deliberations and decisions, including whether any member has abstained from voting, recorded dissenting vote or recused himself/herself from deliberation. The Company Secretaries also facilitate proper communications for the effective flow of information between the Board, Board Committees and the Senior Management by ensuring that action items identified and highlighted during meetings are disseminated to and acted upon by the Senior Management. The Company Secretaries further ensure that outstanding action items are brought to the attention to the Senior Management and once addressed, are accordingly reported to the Board.</p> <p>(3) The Company Secretaries act as the custodians of the Company's statutory records, attend to all statutory and other filings,</p>

	<p>communicate with the regulatory bodies and Bursa Securities and ensure compliance with the statutory requirements of the Companies Act 2016, the Listing Requirements and other regulatory bodies.</p> <p>(4) The Company Secretaries provide support to the Board in fulfilling its fiduciary duties and leadership role in shaping the corporate governance of UEM Sunrise Group. They play an advisory role to the Board, particularly with regard to the Company’s Constitution, Board policies and procedures, corporate governance best practices and its compliance with regulatory requirements, MCCG, guidelines and legislations. To ensure relevance and effectiveness, the Company Secretaries also support the Board in managing the Company’s Corporate Governance Model.</p> <p>(5) In order to play an effective advisory role to the Board, the Company Secretaries remain informed of the latest regulatory changes, evolving industry developments and Sustainability matters, as well as best practices in corporate governance through continuous training and regular interactions with regulators and industry peers.</p> <p>The Company Secretaries have attended the relevant continuous professional development (CPD) programmes conducted by the Companies Commission of Malaysia, MAICSA, Bursa Securities, 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) All new Directors appointed to the Board will receive a formal induction programme to be provided by the CEO and Senior Management which is arranged through the Company Secretaries. To supplement the programme, an information kit will be furnished by the Company Secretaries immediately upon a Director’s appointment containing information such as disclosure obligations of a director, schedule of meetings, directors’ remuneration framework and DAL 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 provide one-to-one session to introduce the paperless meeting digital app for instantaneous delivery of board and meeting packs which can be accessed online and offline from any location.</p> <p>During the financial year, on-boarding sessions of the induction programme for two (2) new Directors appointed in July 2023 were provided by the CEO and Senior Management team covering both operational and financial overview, future projects and strategies. The new Directors also attended one-to-one sessions with the Senior Management team to understand the business and</p>
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transformation plan as well as with the Company Secretaries on governance practices and the digital app for the paperless meeting solution.

- (7) For the meetings of shareholders of the Company particularly the AGMs, the Company Secretaries play an important role in ensuring that the processes and proceedings are properly managed. During the meeting, the Company Secretaries will assist the Chairman and the Board on the conduct of the meeting and ensure the minutes are properly recorded, inclusive of the salient questions raised by the shareholders and the response from the Board, CEO and/or Management. The minutes of the AGM, upon receiving consent or confirmation from the Board, will be uploaded onto the Company's website for shareholders' information and reference within 30 business days after the AGM.
- (8) The Company Secretaries ensured successful organisation of the Company's 15th AGM leveraging on technology for the fully virtual meeting. The Company Secretaries played an important role in ensuring that the due processes are in place and proceedings are properly managed. The Company Secretaries ensured that the minutes are properly recorded, including the questions raised by the shareholders prior to and during the meeting as well as the answers thereto and that the same were made available on the Company's website within 30 business days after the 15th AGM.
- (9) The Company Secretaries also monitor developments in Corporate Governance and assist the Board in applying best practices to meet the Board's needs and stakeholders' expectations.
- (10) The Company Secretaries source and arrange for the Directors' attendance at Mandatory Accreditation Programme training accredited by Bursa Securities 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.
- (11) 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 governing their trading in securities during closed period. 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.

The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in discharging its functions, as reflected in Board evaluation as well as assessment rating provided by the Chairman and Chairpersons of the Board and Board Committees respectively.

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 1.6

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 Directors have full and unrestricted access to all information pertaining to the Group's business affairs, whether as a full Board or in their individual capacity, to enable them to discharge their duties. The Directors may, if necessary, obtain independent professional advice from external consultants, at the Company's expense with consent from the Chairman or Board Committee Chairperson, as the case may be.</p> <p>The Annual Meeting Dates for Board and Board Committees, including Board Retreat and Annual General Meeting of each new year, are prepared and circulated in advance in the fourth quarter of preceding year, to facilitate the Directors' planning of their yearly meeting schedule. Calendar invitations are then issued to block the Directors' time.</p> <p>The Board is furnished with an agenda and a set of Board papers in advance of each Board meeting for the Directors to study and evaluate the matters to be discussed. The Company Secretaries send out an email to Management to notify the meeting date and submission deadlines of the meeting materials ahead of scheduled meetings. Guidelines and process on Board papers submission are communicated to Management to ensure that Board papers are generally circulated five (5) business days prior to the meeting to allow time for the Directors to prepare themselves for the meeting.</p> <p>Before each of the Board and Board Committee Meeting, the Chairman of the Board and/or Board Committees would have a pre-Board meeting session with the CEO/Management to discuss the proposed meeting agendas and to ensure that the allocated time for the agenda is sufficient for the Board and/or Board Committees' 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.</p> <p>The Board papers contain both quantitative and qualitative information and are presented in a manner which is concise, accurate and include comprehensive management reports, minutes of meetings, proposal papers and supporting documents. This will enable Directors to review,</p>

	<p>consider and, if necessary, obtain further information or research on the matters to be deliberated in order to be properly prepared at the meetings, thereby enabling informed decisions to be made. All proposals for tabling to the Board must be approved for submission by the CEO. The Company Secretaries send out a notification to the Directors that the papers are available for access on their tablet devices.</p> <p>Board Committee meetings are not combined with the main Board meetings.</p> <p>The deliberations and decisions at Board and Board Committee meetings are properly recorded in the minutes, including matters where Directors abstained from deliberation and/or voting or have dissenting views or significant concerns. The action items identified and highlighted during meetings are conveyed to the Senior Management for their attention and action. The Company Secretaries will follow up with Management on the status of actions items to be reported to the Board and/or Board Committees, which will remain as matters arising in the minutes of meeting until they are resolved or completed. The minutes are circulated to the Board and/or Board Committees for perusal together with the meeting materials for the next meeting.</p> <p>The Company provides digital access to meeting materials, implemented since January 2017, through a secured online portal accessible via the use of an application on the 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 and other various governance documents including Board policies, procedures and charter, as well as 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.</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>Explanation for departure</p>	<p>:</p>

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

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 had on 20 February 2013 adopted a Board Charter, which sets out the role, composition and responsibilities of the Board and serves as a reference document for Directors concerning Board-related matters, processes, and the roles and responsibilities of the Board, individual Directors and the Senior Independent Director. It delineates the high-level duties of the Board, matters exclusively reserved for the Board, and those that may be delegated to the Board Committees, the CEO and Management.</p> <p>The Board Charter undergoes periodic reviews to ensure alignment with best practices.</p> <p>The Board Charter has been reviewed and revised in August 2020 and September 2021 to align with the regulatory and anti-corruption requirements.</p> <p>The Board Charter was further reviewed and revised by the Board on 29 March 2022, after taking into account the findings from the Board & Directors Effectiveness Evaluation for financial year 2021, as well as further alignment with the MCGG and amendments to the Listing Requirements in relation to Directors' appointment effective 1 July 2022 that require the Company to establish its Fit & Proper Policy, which must be published in the Company's website.</p> <p>On 29 March 2022, the Board established the Directors' Fit & Proper Policy which is incorporated in the Board Charter. This Policy is to ensure that any person to be appointed or elected/re-elected as Director of UEM Sunrise Group shall possess the necessary quality and character as well as integrity, competency and commitment to enable the discharge of the responsibilities required of the position in the most effective manner. The Board Charter also includes a provision which prohibits an "active politician" as defined in the MCGG, to be a Director on the Board of the Company.</p> <p>The Board Charter sets out, amongst others, the following areas:</p>

- 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 vital for the Board members to gain insights into the state of economy, technological advances, regulatory updates and management strategies to enhance the Board's skills and knowledge in discharging its responsibilities.

In view of the challenges and recognising the demand of increased board leadership, members of the Board are expected to continuously enhance their knowledge and skills pursuant to Paragraph 15.08 of the Listing Requirements. The Board will have access to relevant training programmes and seminars to enhance their knowledge and skills in discharging their duties, at the Company's expense.

As at 31 December 2023, all Directors appointed to the Board have attended the Mandatory Accreditation Programme (MAP) Part I in relation to Director's roles, duties and liabilities (MAP Part I) accredited by Bursa Securities, well within the stipulated deadline required by Bursa Securities.

As at 31 December 2023, three (3) Directors appointed to the Board have attended the second part of the MAP in relation to sustainability and the related roles of a Director (MAP Part II) accredited by Bursa Securities. The remaining Directors will complete the MAP Part II on or before Bursa Securities' deadline of 1 August 2025.

Directors continued to attend training programmes and seminars organised by the regulatory authorities, professional bodies and other relevant organisations, to gain insights into the latest regulatory and industry developments in relation to the Group's business and further

enhance their business acumen and professionalism in discharging their duties to the Group.

In addition to the external training attended by the Directors, the Company organised various seminars and learning programmes in 2023 for the Board and employees. These included corporate directors training programme essential, talks on anti-corruption and adequate procedures and regular Thought hUb series which offer a platform for knowledge sharing by renowned local and international subject matter experts. The Directors were also provided digital learning with access to LinkedIn, cybersecurity awareness training, anti-corruption awareness training and other resources subscribed by the Company.

Besides formal training programmes, the Board is also kept abreast on regulatory updates from Bursa Securities, Securities Commission of Malaysia and/or Companies Commission of Malaysia by the Company Secretaries. In addition, some members of the Board were also invited to participate in forums and/or seminars as speakers, moderators or panelists in their area of expertise.

The training/conferences/seminars and/or workshops in which members of the Board had participated during the financial year ended 31 December 2023 are as set out in the Corporate Governance Overview Statement in the Integrated Annual Report 2023.

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

(1) Audit Committee

The Audit Committee was established on 15 September 2008 with primary responsibility to assist 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 assess 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. The Terms of Reference of Audit Committee was reviewed and enhanced during the financial year in line with the amendments to the Main Market Listing Requirements to address issues associated with conflict of interest (COI) involving directors and key senior management of the Group.

	<p>(2) <u>Nominations & Remuneration Committee</u> The Nominations & Remuneration Committee was established on 26 September 2008 to assist 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.</p> <p>(3) <u>Board Tender Committee</u> The Board Tender Committee was established on 1 March 2009. The functions and responsibilities of the Board Tender Committee pertain to the project tender related matters which are in line with the Group’s DAL requirements.</p> <p>(4) <u>Board Development Committee</u> The current Board Development Committee was 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.</p> <p>(5) <u>Board Governance & Risk Committee</u> 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 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, strategies and</p>
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	<p>initiatives to ensure the Group remains resilient in its business operations.</p> <p>These Committees have the authority to examine particular issues and report to the Board on their proceedings and deliberations together with their recommendations as well as approval authority for matters specifically delegated by the Board to the Board Committees as provided in the DAL. However, the ultimate responsibility for the final decision on all matters rests with the Board.</p> <p>The Terms of Reference for all Board Committees are subject to regular review to ensure continued alignment with best practices and the regulator’s requirements.</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/corporate/investor-relations/corporate-governance.</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

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 also governed by the revised Code of Conduct, approved by the Board on 26 November 2019, and is aligned with the Company's vision, mission and values. The code covers the workplace, regulations as well as working with external stakeholders. It includes clear guidance on work culture, disclosure of conflict of interests, fair competition in the marketplace, maintaining confidentiality, no gifts policy and practices regarding entertainment. Signage of "No Gift Policy" is also placed at the reception area for the information of all visitors to the Company's offices. The Code of Conduct is available in the Employee Handbook as well as in the Company's Intranet web portal for reference by the employees and also the Company's website www.uemsunrise.com/corporate/investor-relations/corporate-governance.</p> <p>The Directors and employees are expected to behave ethically and professionally at all times and protect and promote the reputation and performance of the Company. The Group communicates its Code of Conduct to all Directors and employees upon their appointment or employment and subsequently on an annual basis in the beginning of each year at which time they have to acknowledge and undertake to comply. These expectations are further reinforced during the regular townhalls which are helmed by the CEO.</p> <p>The Group has implemented a comprehensive Conflict of Interest policy, mandating UEM Sunrise Board and employees to prioritise the best interests of the Group. They are required to steer clear of any actions or situations that could jeopardise the interest of the Group. This Policy necessitates that Directors and employees disclose and avoid circumstances where there may be actual, potential or perceived conflict of interest, thereby safeguarding the interest of the Group.</p>

Conflicts of interest are broadly defined as follows:

1. Actual conflicts of interest: where an individual is confronted with a tangible, existing conflict.
2. Potential conflicts of interest: situations where an individual may experience a conflict between personal and professional interest.
3. Perceived conflicts of interest: situations where an individual appears to have a conflict, even if it may not be the case.

Directors and employees are obligated to declare all actual, potential or perceived conflicts of interest (i) upon joining UEM Sunrise; (ii) whenever an actual, potential or perceived conflict arises; (iii) annually, based on the calendar year (i.e. 1 January); and (iv) quarterly, for shareholding disclosure.

In the event of a conflict arising before the annual declaration, it must be reported within 5 business days of realising its existence. All conflict of interest declarations must adhere to this Policy, utilising the Declaration of Interest Form available at the Home of CHIEFs intranet site or by referring to the People and Corporate Services Division or in the case of Directors, to the Company Secretaries.

Employees involved in any procurement/negotiation process must declare conflicts of interest before commencement and abstain from participating in meetings or decision-making processes if such conflicts exist. Employees are encouraged to proactively use the Declaration of Interest Form to disclose conflicts at all times.

In 2022, the Board has formalised a Gifts & Hospitality Policy and approved the revised Conflict of Interest Policy in line with the MACC Guidelines on Adequate Procedures and ISO37001:2016 Anti-Bribery Management System requirements. Pursuant to the Gifts & Hospitality Policy, the Board and employees of the Group are required to declare any gifts and hospitality received or given.

- (2) Directors and employees of the Group who have access to price-sensitive information relating to the Company's listed securities or of other listed issuers which are not available to the public must not deal in such listed securities in line with the Capital Markets and Services Act 2007 which prohibits insider trading.

Directors and employees of the Group who do not have access to price-sensitive information mentioned above can deal in the securities of the Company provided that the procedures set out in the Listing Requirements are strictly adhered to.

Notices on the closed period for trading in the Company's listed securities are sent 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 governing their trading in securities during the closed period.

The Board and principal officers are also reminded not to deal in the Company's securities when price sensitive information is shared on any proposed transactions presented to them.

- (3) Directors are required to declare their respective interest in the securities of the Company and its related companies and their interests in contracts or proposed contracts with the Company or any of its related companies. The Directors concerned shall recuse and abstain from deliberating and voting in relation to these transactions.
- (4) An internal compliance framework exists to ensure that the Group meets its obligations under the Listing Requirements including obligations relating to related party transactions. The Board, through the Audit Committee, reviews all related party transactions involved. 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.
- (5) In line with UEM Sunrise's commitment to the highest standards of integrity and a zero-tolerance approach to bribery and corruption, the progress of UEM Sunrise's Integrity and Anti-Corruption Plan (Plan) that outlines the overall elements of the Company's integrity and anti-corruption initiatives with measures implemented throughout 2023 was regularly updated to the Board Governance & Risk Committee as well as the Board. To effect the Plan, the Integrity and Governance Unit established in 2019 drives execution of the Group's integrity, governance and anti-corruption initiatives. These initiatives are in line with the Prime Minister's directive and the enforcement of Section 17A of the MACC Act 2009 (Amendment 2018) effective on 1 June 2020 for adequate procedures. The Board on 29 March 2022 adopted the Guidelines on Monitoring of the Plan which outlined the scope, objective, requirements and responsibility.
- (6) In addition to the existing Code of Conduct and Code of Conduct for Business Partners, UEM Sunrise's Anti-Corruption Guidelines that was approved by the Board in March 2020 sets out the key principles and guidelines in relation to improper solicitation, bribery, other corrupt activities and issues that may arise in the course of business. The Code of Conduct for Business Partners Country Supplement for Australia was approved by the Board on 24 March 2021 and available in project specific websites as well as for any new project launches in Australia. The Board on 29 March 2022 reviewed and approved the revisions the Code of Conduct, Code of

	<p>Conduct Handbook, Code of Conduct for Business Partners and Anti-Corruption Policy & Procedures in line with the MACC Guidelines on Adequate Procedures and ISO37001:2016 Anti-Bribery Management System requirements, taking into consideration the applicability to UEM Sunrise, as well as good practices of other industry players/organisations.</p> <p>(7) Following the comprehensive Corruption Risk Assessment conducted in 2020 in line with the Guidelines on Adequate Procedures to identify, analyse, assess and prioritise the inbound and outbound corruption risks of the Group, the Company subsequently embarked on a further in-depth Gap Analysis Exercise on Adequate Procedures to assess the gaps and review the anti-corruption policies and procedures to facilitate the closure of the gaps as part of the continual improvement requirement.</p> <p>(8) On 24 July 2023 and 24 August 2023, the Group conducted the 2023 UEM Sunrise Anti-Corruption Talk and UEM Sunrise Corruption Risk Management Awareness & Workshop respectively.</p> <p>On 17 January 2024, the Group held its 2024 UEM Sunrise's Integrity & Cybersecurity Day. UEM Sunrise reaffirmed its commitment to upholding uncompromising integrity and maintaining a zero-tolerance stance against all forms of corruption whereby Board members, management and employees signed the Corruption-Free Pledge with MACC</p> <p>(9) Among key integrity and anti-corruption awareness initiatives include:</p> <ul style="list-style-type: none"> ➤ UEM Sunrise's Integrity Month with a series of awareness activities ➤ UEM Sunrise CHIEF Integrity Advocates (CIA) programme ➤ UEM Sunrise Corruption Risk Management Awareness & Workshop ➤ UEM Sunrise's anti-corruption e-Learning programme ➤ Integrity and anti-corruption talks ➤ Monthly Hi-Integrity newsletters
<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

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.</p> <p>The Whistleblowing Framework was enhanced in April 2016 with the establishment of a Whistleblowing Committee, comprising identified senior leaders from UEM Group, and the various reporting channels made available to the employees, third parties engaged by UEM Sunrise or their employees as well as members of the public.</p> <p>On 22 March 2018, a new Whistleblowing Committee comprising solely UEM Sunrise Board members, was formed as a subcommittee of the Board Governance & Risk Committee, and took over the whistleblowing process previously undertaken by the Audit Committee.</p> <p>On 24 March 2021, the Board approved the dissolution of the Whistleblowing Committee and agreed that the oversight on whistleblowing complaints be delegated to the Board Governance & Risk Committee effective from 1 April 2021.</p> <p>The Company has in place a Whistleblowing Policy which provides a secure mechanism for employees of the Company and members of the public to report instances of unethical behaviour, actual or suspected fraud, abuse, dishonesty or violation of the Company's Code of Conduct.</p> <p>The Whistleblowing Policy was revised in August 2019 in line with the Guidelines on Adequate Procedures, pursuant to Section 17A of the MACC Act 2009 (Amendment 2018).</p> <p>The Whistleblowing Policy and Procedures were last revised in November 2021 to provide clarity and strengthen areas in anonymous reporting, whistleblower protection and investigation procedures.</p> <p>UEM Sunrise Whistleblowing Management System was implemented in 2019 and further enhanced in 2020. The system includes online reporting channels, case management and documentation that allow</p>

	<p>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>All disclosures are to be channelled in accordance with the procedures outlined in the Whistleblowing Policy. Disclosure should be factual and not speculative. Information provided should be specific to allow for proper assessment of the nature and extent of the concern. Anonymous reporting can be undertaken via the respective channels. All reports are taken seriously by UEM Sunrise. However, in the event that there is a lack of material evidence, UEM Sunrise reserves the right to close the case. With this in mind, UEM Sunrise encourages the whistleblower to disclose his/her identity to enable further information gathering and/or clarification with regard to the disclosure made; accord the necessary protection to the whistleblower; and allow notification of the outcome of the investigation on the disclosure where it relates to the disclosing party if deemed necessary. The Group takes whistleblowing very seriously and will protect the person making a report to the maximum extent possible, within the Group's ability and control. The identity of a good faith whistleblower will be kept confidential to the fullest extent possible and as required under applicable laws.</p> <p>The Company's Whistleblowing Policy and Procedures are available on the Company's website at https://whistleblower.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 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 is collectively responsible to ensure long-term success of the Company and the delivery of durable and sustainable value to its stakeholders. This is done by way of acknowledging that a robust corporate governance framework coupled with the integration of sustainability considerations in corporate strategy are vital to the success of the Company.</p> <p>The Sustainability Department is, at Management level, responsible for the communication of the Company's sustainability strategic plan to the Board for alignment, approval and implementation company-wide.</p> <p><u>Sustainability Governance Structure</u></p> <p>The Company has instituted a resilient sustainability governance framework that adopts a top-down approach, with oversight by the leadership team. This ensures the effective development and implementation of sustainability decisions. The Sustainability Governance Structure and the roles and responsibilities for each level of the structure are as follows:</p> <pre> graph TD A[BOARD OF DIRECTORS] --- B[BOARD GOVERNANCE & RISK COMMITTEE (BGRC)] B --- C[EXECUTIVE COMMITTEE (EXCO) (formerly known as Management Committee)] C --- D[SUSTAINABILITY FUNCTION] </pre>

Roles and Responsibilities

Board

- Overall responsibility and oversight of sustainability matters.

Board Governance & Risk Committee (BGRC) – delegated by the Board

- Assist the Board in setting the Company's sustainability strategies, priorities and targets for the Board's consideration, ensuring the Company remains resilient and is able to deliver durable and sustainable value as well as maintain the confidence of its stakeholders.
- Review and provide oversight of sustainability governance to ensure alignment with the Group's business strategy through effective management of significant and material economic, environment and social matters impacting the principal businesses of the Group.

Executive Committee (EXCO) – Senior Management level

- Shapes organisational culture and company-wide decision-making processes.
- Ensures the establishment of necessary management processes, resources and incentives are in place to facilitate integration of relevant ESG practices.
- Monitors and tracks sustainability-related KPIs.
- Guides the execution of initiatives to ensure progress is achieved as per defined goals and objectives.

Sustainability function

- Provides stewardship and drives sustainability agendas within the Group.
- Formulates sustainability strategy aligned with the overall business strategy.
- Provides regular updates on sustainability to internal and external stakeholders.

UEM Sunrise Sustainability Blueprint

To ensure UEM Sunrise's sustainability agenda is more holistic, in 2022, 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 Company, through the UEM Sunrise Sustainability Blueprint, targets to build a Low Carbon Future by 2030, which is governed by four (4) Key Pillars and five (5) Strategic Enablers as follows:

Key Pillars

- Liveability
- Affordability
- Sustainability
- Resilience

Strategic Enablers

- Digital & Innovation
- Talent & Knowledge
- Stakeholder Engagement
- Strategic Partnership
- Value-proofing.

The Guiding Principle, an extended narrative that further elaborates the key features and context, and provides conceptual examples of the pillars and enablers respectively was prepared as a guide for the Senior Management and respective business units to align all departmental initiatives with the Company's sustainability agenda.

UEM Sunrise's ESG Materiality Assessment

An external consultant was appointed in December 2022 to provide sustainability advisory services in connection to the development of ESG materiality assessment for UEM Sunrise. The materiality

	<p>assessment adopts the relevant international frameworks in the process of identifying and reviewing material issues, as well as the key metrics and targets to be incorporated by the Company. In February 2023, the Board endorsed the outcome of UEM Sunrise Materiality Assessment for 2022. The identified material matters were in alignment with UEM Sunrise’s Sustainability Blueprint and steer towards Low Carbon Future 2030, Ambition Zero 2040 and Carbon Neutrality 2050. The outcome of the materiality assessment provides the basis and focus for sustainability disclosures in the Integrated Report 2022.</p> <p>On 11 October 2023, the Board approved the key sustainability focus areas, KPIs and targets as well as Sustainability Development Design Guidelines (SDDG) which serves as a framework with a set of principles and best practices for the development of all projects and communities. This framework is designed to minimise environmental impact, enhance social equity and promote economic development in alignment with the Company’s Sustainability Blueprint.</p> <p><u>Validation of UEM Sunrise’s ESG Material Matters</u></p> <p>For the Integrated Annual Report 2023, materiality validation and Bursa Securities’ requirements of 11 Common Indicators mapping had been conducted by an appointed consultant in the first quarter of 2024. For comparative analysis, 17 UEM Sunrise’s material matters were compared with 2 local and 3 international real-estate companies. The material matters were also benchmarked based on the Sustainability Accounts Standards Board (SASB) – Real Estate Category. The outcome of the exercise confirmed that the material matters were still valid and the identified gaps on Bursa Securities’ 11 Common Indicators are addressed in the Integrated Annual Report 2023.</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

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.

Application	: Applied
Explanation on application of the practice	<p><u>Sustainability Governance</u></p> <p>The Board Governance & Risk Committee is responsible to assist the Board in providing oversight to align with the Group's business strategy through effective management of significant and material economic, environmental and social matters impacting the principal business of the Group. This includes setting the Company's long-term sustainability targets, strategies, priorities and targets for the Board's consideration when it oversees the planning, performance and long-term strategy of the Company, to ensure the Company remains resilient and is able to deliver durable and sustainable value as well as maintain the confidence of its stakeholders.</p> <p><u>Operationalising Sustainability</u></p> <p>The sustainability agenda of UEM Sunrise is more holistic with the establishment of the inaugural UEM Sunrise Sustainability Blueprint (the Blueprint) in March 2022. The Blueprint sets clear pathways which include strategies, priorities and goals. The Group is geared to prioritise on four (4) key pillars namely liveability, affordability, sustainability and resilience. These pillars are supported by five (5) strategic enablers namely digital and innovation, talent and knowledge, stakeholder engagement, strategic partnership and value proofing. These key pillars and strategic enablers are aimed to drive UEM Sunrise towards achieving carbon neutrality ambition by 2050. To achieve this long-term goal, UEM Sunrise has developed our short-term goal (building a low carbon future by 2030), mid-term goal (to achieve Ambition Zero by 2040) and to achieve net zero carbon emission by 2050.</p> <p>For the financial year 2022, the Company has commissioned a new materiality assessment which is conducted by an external consultant, aimed at identifying material ESG aspects that are contributing to high impacts in respect of the Company's business risks. Arising from the materiality assessment result, the Board has approved the key sustainability focus areas, ESG KPIs and targets in October 2023.</p> <p>A stakeholder management strategy is to be applied when it comes to internal and external communication on sustainability. A strategic sustainability communication plan (Plan) is established to drive internal</p>

communication to all levels of employees with the objective to ensure a unified understanding of the organisational aspiration on sustainability. The Plan is designed to cater to all levels of internal stakeholders with a specific mode of communication platform to outreach to different groups of employees. As for the external stakeholders, the communication will be focusing on our vendors, customers and regulators with a common targeted communication objective which is to create a value proposition to our sustainable brand.

In April 2022, the Sustainability Department launched a new section for 'Sustainability' under the corporate website of the Company.

The Company further communicates its sustainability policies and practices to internal and external stakeholders through disclosures made on its corporate website, internal communication channels, targeted press releases and announcements.

Sustainability/ESG Targets

On 11 October 2023, the Board approved the key sustainability focus areas, ESG KPIs and targets as well as Sustainability Development Design Guidelines (SDDG) which serves as a framework with a set of principles and best practices for the development of all projects and communities. This framework is designed to minimise environmental impact, enhance social equity and promote economic development in alignment with the Company's Sustainability Blueprint.

UEM Sunrise aims to achieve a substantial 20% total reduction across key environmental indicators, namely carbon emissions, energy consumption, and waste generation by the year 2030 compared to the baseline year of 2022. These targets are strategically designed to address the immediate climate-related risks and opportunities within the organisation.

UEM Sunrise adheres to the ISO 14001:2015 Environmental Management System (EMS) standard that provides a framework for organisations to design and implement an EMS, and continually improve their environmental performance. By adhering to this standard, organisations can ensure they are taking proactive measures to minimise their environmental footprint, comply with relevant legal requirements, and achieve their environmental objectives. The framework encompasses various aspects, from resource usage and waste management to monitoring environmental performance and involving stakeholders in environmental commitments.

Sustainability in U2030

U2030 which commences in 2024 will focus on addressing the fundamental gaps and capitalising on market opportunities. U2030 will form UEM Sunrise's corporate strategy which aims to transform the

	<p>Company into a balanced real estate player, focusing on overall value creation for our stakeholders by improving our financial performance.</p> <p>U2030 Transformation Plan encompasses four key dimensions – Foundation, Enablers, Pre-requisites and Growth Pillars, providing a structured framework to create value and achieve our targets in alignment with UEM Sunrise’s CHIEF Values and Purpose. Sustainability is one of the enablers for U2030 where sustainability is embedded into UEM Sunrise’s design process and development.</p> <p>UEM Sunrise has developed a Sustainability Charter consisting of two focus areas i.e. sustainability governance and guidelines and carbon management with multiple initiatives to support the implementation of sustainability initiatives in general. Tracking and monitoring of progress for the sustainability initiatives in U2030 will be undertaken by the Transformation Management Office (TMO) and progress updates will be reported to the Management Steering Committee (MSC).</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 4.3

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 data-bbox="555 640 1086 667"><u>Sustainability Related Training & Awareness</u></p> <p data-bbox="555 712 1412 920">UEM Sunrise is committed to aligning our business strategy with sustainability agenda. With that in mind, UEM Sunrise continuously identifies suitable sustainability related training/talks/programmes for the Board. Following are the sustainability related training/programme attended by some of the Directors to increase their knowledge and keep abreast with the latest development surrounding sustainability:</p> <ul style="list-style-type: none"> <li data-bbox="555 958 1412 1025">➤ Breakfast Talk – Stepping up to the role: Objective Assurance & Advisory on ESG <li data-bbox="555 1032 903 1059">➤ 2023 Anti-Corruption Talk <li data-bbox="555 1066 1026 1093">➤ Green Tour Series 1 of REHDA Youth <li data-bbox="555 1099 1412 1167">➤ 9th IERP Global Conference 2023 – Pre-Conference Masterclass: Cultivating and Implementing a Sustainable Risk intelligent Culture <li data-bbox="555 1173 1150 1200">➤ 2023 Corruption Risk Management Awareness <li data-bbox="555 1207 1412 1274">➤ Islamic Finance for Board of Directors Training Programme (IF4BOD) Panel Discussion Sustainability Agenda <li data-bbox="555 1281 879 1308">➤ Net Zero Target Briefing <li data-bbox="555 1314 1062 1341">➤ The Energy Transition Conference 2023 <li data-bbox="555 1348 1174 1375">➤ Mobilising Clean Energy Investments in Malaysia <li data-bbox="555 1382 1070 1408">➤ Decarbonisation in the Cement Industry <li data-bbox="555 1415 1042 1442">➤ Revving up the Race for Sustainability <li data-bbox="555 1449 1166 1476">➤ Sustainability Awareness: Sustainability at Work <li data-bbox="555 1482 1412 1550">➤ PNB Knowledge Forum I: “Harnessing Innovation and Technology for Sustainable Business” <li data-bbox="555 1556 1305 1583">➤ Thought hUb: Navigating ESG Challenges and Opportunities <li data-bbox="555 1590 1217 1617">➤ Anti-Money Laundering & Anti-Bribery & Corruption <li data-bbox="555 1624 1273 1650">➤ Sustainability Developments & Outlook by Ernst & Young <li data-bbox="555 1657 1412 1724">➤ Global Conference 2023 – ERM & ESG: Managing the Grey Rhino and Sustainability <li data-bbox="555 1731 1193 1758">➤ Governance, Risk and Compliance (GRC) Asia 2023 <li data-bbox="555 1765 1142 1792">➤ CIMB Cooler Earth Sustainability Summit 2023 <li data-bbox="555 1798 1412 1865">➤ Thought hUb: Sustainability in Interior Design Strategies and Advantages <li data-bbox="555 1872 855 1899">➤ The Mechanics of ESG

	<p><u>Sustainability Reporting</u></p> <p>Regular updates on sustainability initiatives are cascaded up to the Board through the Quarterly Management Report (QMR) in one of the sections pertaining to the Strategy and Transformation Department updates.</p> <p>Any specific sustainability related approval/notification paper will be tabled as and when required.</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 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><u>Board Effectiveness Assessment 2023</u></p> <p>Sustainability has been one of the topics included in UEM Sunrise's Board Evaluation Assessment 2023 under the Board Roles and Responsibilities, in line with 4th Edition of the Corporate Governance Guide issued by Bursa Securities. The sustainability focus areas embedded in the assessment are as follows:</p> <ul style="list-style-type: none">• UEM Sunrise's sustainability material matters• Sustainability/ESG learning and development programme• Sustainability risks and opportunities• Sustainability governance framework and reporting• Sustainability KPIs and targets• Sustainability strategies and goals <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>Sustainability KPI</u></p> <p>Sustainability KPIs are embedded in UEM Sunrise's Corporate Scorecard 2023 to be carried by the Senior Management team of respective divisions and departments. In determining the Senior Management's compensation, the performance of specific sustainability KPIs for the year set out in the scorecard is a factor that is considered.</p> <p>For financial year 2023, the sustainability KPIs were related to the development of the Sustainable Development Design Guidelines (SDDG) which is a framework with a set of principles and best practices that aims to create UEM Sunrise's developments and communities that are environmentally, socially and economically sustainable. The SDDG was presented and approved by the Board in October 2023. These guidelines will provide a framework for UEM Sunrise to develop all its projects and communities that by design will minimise the impact on the environment, enhance social equity and promote economic development that is aligned with UEM Sunrise's Sustainability Blueprint.</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 4.5- 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.

<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>	
Application	: Adopted
Explanation on adoption of the practice	: <p>The Sustainability Department was established in January 2020 which was placed under the then Managing Director’s Office & Regulatory unit. Pursuant to a restructuring in the organisation chart in October 2020, the Sustainability Department was placed under the Corporate Communications & Branding unit. In both setups, the scope of the Sustainability team remains focused on reporting.</p> <p>In July 2021, the Quality, Health, Safety and Environment (QHSE) unit was merged into the Sustainability team. This is to ensure a more comprehensive approach is given to the adoption and implementation of Sustainability company wide. Both the QHSE and Sustainability units report directly to the Head, Sustainability who is responsible to orchestrate the Company’s Sustainability agenda both internally and externally.</p> <p>Following a further re-organisation in 2023, the Sustainability function is now placed under Strategy & Transformation Division, reporting to the Chief Strategy & Transformation Officer, while the QHSE unit was re-aligned to report to the Chief People Officer.</p> <p>Currently, the Sustainability function consists of 3 Senior Managers, managing various sustainability portfolios. The roles of Sustainability function of UEM Sunrise, amongst others, comprise the following:</p> <ul style="list-style-type: none"> • Provides stewardship and drives sustainability agendas within the Group • Formulates sustainability strategy aligned with the overall business strategy • Provides regular updates on sustainability to internal and external stakeholders <p>For 2024, the major focus of sustainability would be on the following areas:</p> <ul style="list-style-type: none"> • Sustainability strategies and goals • Sustainability governance and reporting

	<ul style="list-style-type: none">• Improvement of FTSE4Good scoring• Sustainability guidelines (playbook)• UEM Sunrise's carbon management• Disclosures on sustainability• Sustainability awareness programme
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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 5.1

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 Nominations & Remuneration Committee is to assist 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, in accordance with the Terms of Reference of Nominations & Remuneration Committee.</p> <p>In respect to 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 that fit the Company's objectives and strategic goals. Since 2017, the Board adopted the policy to limit the tenure of Independent Directors to nine (9) years. Upon the completion of the nine (9) years, the Independent Director may continue to serve on the Board subject to the Director's re-designation as a Non-Independent Director.</p> <p>The Nominations & Remuneration Committee has a pool of potential directors established for its reference in the appointment process, which is updated from time to time based on the contribution by the Board members, shareholders, Management as well as from various external sources.</p> <p>During the financial year under review, the Nominations & Remuneration Committee reviewed the Board composition twice in February 2023 and June 2023.</p> <p>In February 2023, the Board upon the recommendation of the Nominations & Remuneration Committee endorsed the Board Succession Planning and took cognisance that the then composition of Board and Board Committees remain effective after having considered the tenure of each Director, desired skill sets and experience of new candidates to complement and further strengthen the existing Board with reference to the objectives, strategic direction and emerging challenges faced by the Group and to be supportive to Management in realising the 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.</p> <p>In this respect, all the Independent Non-Executive Directors have served the Board for less than 9 years as at 31 December 2023.</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

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>The Board is chaired by a Non-Independent Non-Executive Chairman. Its composition comprises a majority of Independent Non-Executive Directors, who account for more than half of the members to ensure a balance of power and authority within the Board.</p> <p>As at 31 December 2023, the Board consisted of nine (9) members comprising the Non-Independent Non-Executive Chairman, three (3) Non-Independent Non-Executive Directors, the Senior Independent Non-Executive Director and four (4) 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>Christina Foo</td><td>Senior Independent Non-Executive Director</td></tr><tr><td>3.</td><td>Dato' Mohd Izani Ghani</td><td>Non-Independent Non-Executive Director</td></tr><tr><td>4.</td><td>Zaida Khalida Shaari</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. Thirumala</td><td>Independent Non-Executive Director</td></tr><tr><td>7.</td><td>Poh Ying Loo</td><td>Independent Non-Executive Director</td></tr><tr><td>8.</td><td>Datin Sri Badrunnisa Mohd Yasin Khan</td><td>Independent Non-Executive Director</td></tr><tr><td>9.</td><td>Alex Yeow Wai Siaw</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. As at the end of the financial year, 56% 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>	No.	Name	Directorate	1.	Datuk Hisham Hamdan	Non-Independent Non-Executive Chairman	2.	Christina Foo	Senior Independent Non-Executive Director	3.	Dato' Mohd Izani Ghani	Non-Independent Non-Executive Director	4.	Zaida Khalida Shaari	Non-Independent Non-Executive Director	5.	Reagan Chan Chung Cheng	Non-Independent Non-Executive Director	6.	Chari T.V. Thirumala	Independent Non-Executive Director	7.	Poh Ying Loo	Independent Non-Executive Director	8.	Datin Sri Badrunnisa Mohd Yasin Khan	Independent Non-Executive Director	9.	Alex Yeow Wai Siaw	Independent Non-Executive Director
No.	Name	Directorate																														
1.	Datuk Hisham Hamdan	Non-Independent Non-Executive Chairman																														
2.	Christina Foo	Senior Independent Non-Executive Director																														
3.	Dato' Mohd Izani Ghani	Non-Independent Non-Executive Director																														
4.	Zaida Khalida Shaari	Non-Independent Non-Executive Director																														
5.	Reagan Chan Chung Cheng	Non-Independent Non-Executive Director																														
6.	Chari T.V. Thirumala	Independent Non-Executive Director																														
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8.	Datin Sri Badrunnisa Mohd Yasin Khan	Independent Non-Executive Director																														
9.	Alex Yeow Wai Siaw	Independent Non-Executive Director																														

	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.	
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 5.3

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 has a policy for Independent Non-Executive Directors to serve a cumulative term of up to nine (9) years only. Such Directors may continue to serve on the Board provided he/she is re-designated as a Non-Independent Director.</p> <p>The Company shall therefore not retain an Independent Director for a period of more than nine (9) years.</p> <p>The tenure of the Independent Non-Executive Directors as at the financial year ended 31 December 2023, is as follows:</p> <table border="1"><thead><tr><th>Independent Non-Executive Directors</th><th>Appointment Date</th><th>Tenure as Independent Director</th></tr></thead><tbody><tr><td>Christina Foo</td><td>23 November 2018</td><td>< 6 years</td></tr><tr><td>Chari T.V. Thirumala</td><td>5 November 2020</td><td>< 4 years</td></tr><tr><td>Poh Ying Loo</td><td>5 November 2020</td><td>< 4 years</td></tr><tr><td>Datin Sri Badrunnisa Mohd Yasin Khan</td><td>21 June 2021</td><td>< 3 years</td></tr><tr><td>Alex Yeow Wai Siaw</td><td>21 June 2021</td><td>< 3 years</td></tr></tbody></table> <p>None of the Independent Directors of the Company has served for a cumulative period of more than nine (9) years during the financial year.</p>	Independent Non-Executive Directors	Appointment Date	Tenure as Independent Director	Christina Foo	23 November 2018	< 6 years	Chari T.V. Thirumala	5 November 2020	< 4 years	Poh Ying Loo	5 November 2020	< 4 years	Datin Sri Badrunnisa Mohd Yasin Khan	21 June 2021	< 3 years	Alex Yeow Wai Siaw	21 June 2021	< 3 years
Independent Non-Executive Directors	Appointment Date	Tenure as Independent Director																		
Christina Foo	23 November 2018	< 6 years																		
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Datin Sri Badrunnisa Mohd Yasin Khan	21 June 2021	< 3 years																		
Alex Yeow Wai Siaw	21 June 2021	< 3 years																		

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 making recommendations to the Board on the appropriate size and composition of the Board. In discharging its responsibilities, the Nominations & Remuneration Committee has developed certain criteria used in the recruitment process and annual assessment of Directors, including Independent Directors as well as Senior Management.</p> <p>The Board and the Nominations & Remuneration Committee take into account the skills, knowledge, expertise, experience, professionalism, character and integrity, gender, age and ethnicity of the existing Board in seeking potential candidates. The Board is committed to ensuring that its composition not only reflects the diversity as recommended by the MCCG, but also has the right mix of skills and balance to contribute to the achievement of the Company's goals. A Board Skills Matrix has also been developed and used as reference for the Board refresh and succession planning. 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. UEM Sunrise has no active politician appointed to the Board.</p> <p>In selecting potential candidates for Senior Management roles, the Board and the Nominations & Remuneration Committee consider candidates who demonstrated, among others, the key competencies and behaviours required at top management level. 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 the candidacy of Senior Management of grade UT2 and other senior pivotal positions whose appointment are based on objective criteria and merit with due regard for diversity in skills, experience, age and cultural value fit.</p>

	<p>The Board is committed to providing fair and equal opportunities and nurturing diversity within the Group and strives for at least 30% of the Board to comprise women Directors. The Nominations & Remuneration Committee takes steps to ensure women candidates are sought and considered as part of the recruitment exercise.</p> <p>In February 2023, the Board and the Nominations & Remuneration Committee endorsed the following skill sets for new Board candidates:</p> <ol style="list-style-type: none"> (1) Commercial real estate (2) Retail and marketing (3) Corporate experience with strategic thinking exposure (4) Technical, engineering, quality and safety (5) Digital Technology (6) Environmental, Social and Governance (ESG) (7) Young Director below 50 years old; and <p>The procedures for the appointment of new Directors and a summary of the age and ethnicity of the Board as at 22 March 2024 are set out in the Corporate Governance Overview Statement in the Company's Integrated Annual Report 2023.</p> <p>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 22 March 2024 comprises all Malaysians, with diversity set out in the following table:</p> <table border="1" data-bbox="560 1155 1027 1375"> <tr> <td>Race/Ethnicity</td> <td>Malay: 4 Chinese: 3</td> </tr> <tr> <td>Age Group</td> <td>40-49: 4 50-59: 3</td> </tr> <tr> <td>Gender</td> <td>Male: 6 Female: 1</td> </tr> </table> <p>The Nominations & Remuneration Committee was engaged in the search for suitable candidates for Senior Management position including meeting up with the shortlisted candidates either in person where the situation permits or via video conferencing facilities. With the recommendation of the Nominations & Remuneration Committee, the Board approved the appointments of En Irwin Mohd Eusoff as Chief Strategy & Transformation Officer with effect from 3 January 2023 and En Hafizuddin Sulaiman as Chief Financial Officer with effect from 1 August 2023.</p>	Race/Ethnicity	Malay: 4 Chinese: 3	Age Group	40-49: 4 50-59: 3	Gender	Male: 6 Female: 1
Race/Ethnicity	Malay: 4 Chinese: 3						
Age Group	40-49: 4 50-59: 3						
Gender	Male: 6 Female: 1						
<p>Explanation for departure</p>	<p>:</p>						

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

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 Nominations & Remuneration Committee has a robust process and approach to identify Board candidates through various sources to achieve an objective and successful search.</p> <p>In identifying suitably qualified candidates for appointment of directors, the Nominations & Remuneration Committee considers:</p> <ol style="list-style-type: none">(1) Recommendations from the Board members, CEO, Senior Management and major shareholders;(2) External registries of corporate directors; and(3) Internal database of potential candidates from among members of the public who are currently in active top management positions and other established personalities. <p>The Company has also put in place the following policies/approaches to assist the Nominations & Remuneration Committee in identifying Board candidates:</p> <ol style="list-style-type: none">(1) Directors' Fit & Proper Policy(2) Diversity, Equity & Inclusion Policy(3) Board Skills Matrix(4) Independence criteria checklist(5) Board Succession Plan <p>The Nominations & Remuneration Committee determines if there is any gap in the Board composition and identifies the selection criteria for the new Directors based on the Board Skills Matrix, with the view to close the gap (if any) and to strengthen the Board composition with reference to the strategic direction of the Company. Upon the Board's approval of the selection criteria for the new appointments, the Nominations & Remuneration Committee sources for potential candidates based on the agreed selection criteria.</p> <p>After the Nominations & Remuneration Committee provided feedback on their profiles based on the selection criteria and shortlisted the</p>

	<p>candidates for background checks, the Nominations & Remuneration Committee members hold engagement sessions with the selected candidates which would enable the Nominations & Remuneration Committee to make an appropriate assessment of their background, experience, personality, culture fit and time commitment. The Nominations & Remuneration Committee then recommends the selected candidates to the Board who then approves the candidates to be invited to join the Board.</p> <p>Upon the recommendation of the Nominations & Remuneration Committee, the Board approved the appointments of nominees representing the major shareholder on the Board of the Company namely Datuk Hisham Hamdan as Non-Independent Non-Executive Chairman, and Mr Reagan Chan Chung Cheng as Non-Independent Non-Executive Director, both effective from 1 July 2023.</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

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, directorships in other companies, working experience and any conflict of interest as well as their shareholdings in UEM Sunrise, if any.</p> <p>Based on the Nominations & Remuneration Committee's review, the Board found that the performance, contribution and competencies of the following retiring directors in the discharge of their duties assessed during the Board Effectiveness Assessment facilitated internally by the Company Secretary for the financial year 2023, as well as from the assessment of new appointment and their fit and proper criteria, were satisfactory, salient details as below:</p> <ol style="list-style-type: none">1. Ms. Christina Foo She has contributed effectively to the Board's deliberations. She has demonstrated utmost diligence, commitment and integrity, particularly as Audit Committee Chairperson. She brings extensive experience as a certified accountant and consultant to the Board. She has served on the Board for 5 years 4 months as at 22 March 2024 since the date of her appointment as Independent Non-Executive Director on 23 November 2018.2. Datuk Hisham Hamdan He has contributed effectively to the Board's deliberations. He has demonstrated his leadership, diligence and commitment as Board Chairman. He brings his extensive expertise and experience in investments (profit & loss responsibility), corporate finance, strategy and business development, and investment banking to the Board. He has served on the Board for 8½ months as at 22 March 2024 since the date of his appointment as Non-Independent Non-Executive Chairman on 1 July 2023.

	<p>3. Mr. Reagan Chan Chung Cheng He has contributed effectively to the Board’s deliberations. He has demonstrated his corporate finance and investment savviness, diligence and commitment, particularly to his role as member of Board Governance & Risk Committee and Board Development Committee. He brings extensive experience to the Board in the area of private equity, investments and corporate finance. He has served as Non-Independent Non-Executive Director for 8½ months as at 22 March 2024 since the date of his appointment on 1 July 2023.</p> <p>4. Dato’ Sr. Azmar Talib He has over 40 years of working experience covering real estate, construction as well as banking and project turnaround. He brings invaluable industry expertise in the areas of township planning, real estate operations and construction as well as insights and leadership in real estate sector including commercial real estate to the Board. He has served as Independent Non-Executive Director for 11 days as at 22 March 2024 since the date of his appointment on 11 March 2024.</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.</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 5.8

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 is made up exclusively of Non-Executive Directors with a majority of them being Independent Directors.</p> <p>The Nominations & Remuneration Committee was chaired by an Independent Director, Datin Sri Badrunnisa Mohd Yasin Khan.</p> <p>The role of the Senior Independent Director has been enhanced in 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;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; and6) 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 are assessed objectively and holistically.
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	:		
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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 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	<p>As at the end of the financial year 2023, the Board comprised 3 women Directors out of 9 Directors, which represents 33% women Directors. Two (2) of them are Independent Non-Executive Directors and another, a Non-Independent Non-Executive Director.</p> <p>Subsequent to the financial year under review, the Board's women Directors' composition reduced to 30% after the appointment of an additional Independent Non-Executive Director on 11 March 2024.</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, through the Nominations & Remuneration Committee, will take steps to ensure that women candidates are sought as part of its recruitment exercise. To promote gender diversity and a healthy boardroom dynamism, the Board will ensure that it comprises at least 30% women directors and where the composition falls below 30%, it 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 will also help the top management of the Company to broaden their exposure and personal development.</p> <p>The Board continuously reviews the participation of women in senior management to ensure there is a healthy talent pipeline.</p> <p>The Board on 29 March 2022 approved the adoption of UEM Sunrise's Diversity, Equity and Inclusion Policy with the aim to build an organisation that fosters diversity, equity and inclusion by promoting a culture that respects and appreciates differences, advocates equality and encourages individuals to grow and develop to reach their full potential. The Policy applies to all members of the Board and employees of the Group, including those on contract, on secondment, on internships, or anyone directly or indirectly employed by UEM Sunrise Group whether remunerated or otherwise. The Board is committed to ensure sufficient diversity in its composition in line with UEM Sunrise's Diversity, Equity and Inclusion Policy towards an inclusive Board to achieve effective stewardship and management and be able to respond to challenges to maintain UEM Sunrise's competitive advantage. The Policy is published on the Company's website at https://www.uemsunrise.com/corporate/investor-relations/corporate-governance.</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

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	: <p>The Board conducts an annual evaluation of its activities and performance as prescribed in MCCG, Corporate Governance Guide issued by Bursa Malaysia Berhad and Listing Requirements.</p> <p>The Board appointed an external independent consultant to facilitate the Board & Directors Effectiveness Evaluation (BDEE) exercise for the financial year ended 31 December 2021.</p> <p>For the financial years ended 31 December 2022 and 31 December 2023, the Board, with the assistance of Nominations & Remuneration Committee, conducted the Board Effectiveness Assessment internally which was facilitated by the Company Secretaries. Through its Board Effectiveness Assessment which is designed to identify the strengths and weaknesses of Board operations and establish a common understanding of the Board's roles and responsibilities with a view to maximising Board performance, the Board via the Nominations & Remuneration Committee evaluates the overall Board's performance against criteria that the Board determines are important to its success. The effectiveness is assessed in terms of the Board's structure, operations and interaction, communication, effectiveness and roles and responsibilities as well as the effectiveness of the Chairman.</p> <p>Questionnaires are sent to Directors to obtain their feedback, views and suggestions to improve the performance of the Board and Board Committees. The set of questions are reviewed to continuously engage the Directors' perspectives on fresh and relevant areas. Each of the Directors was rated by their peers and via self-assessment based on the following performance criteria, amongst others, including their training attendance and needs:</p> <ul style="list-style-type: none">• Shares personal knowledge and experience.• Character and integrity.

- Competency and capability.
- Confidence to stand up for a point of view through constructive deliberations.
- Commitment to serve the Company and participates actively in Board activities.

In the Nominations & Remuneration Committee's assessment of the overall effectiveness of the Board, Board Committees and the contribution and performance of each Director in respect of the financial year 2023, various factors for assessment were considered including its size, structure, composition, mix of skill and experience, time commitment of the Directors, integrity and other qualities including core competencies which Directors should bring to the Board in order to effectively discharge their roles and responsibilities. Besides assessment of the Directors, the Nominations & Remuneration Committee also assessed the Chief Executive Officer and Chief Financial Officer in terms of character, experience, integrity, competence and time to effectively discharge his role.

All assessments and evaluations carried out by the Nominations & Remuneration Committee are documented. The preparation of the assessment and the collation of the results were facilitated by the Company Secretaries and tabled at the Nominations & Remuneration Committee and Board Meetings.

The outcome of the Board Effectiveness Assessment in respect of the financial year 2023 are as follows:

- (1) The Directors have contributed positively to the Board as a whole by providing quality input and adding value to Board meetings. Members of the Board demonstrated strong commitment and objective judgement in discharging their duties and responsibilities.
- (2) Board recognises the need for industry expertise in the areas of real estate operations or construction. The current frequency of Board meetings is considered sufficient.
- (3) The assessment indicated that the Directors, CEO and Chief Financial Officer have the character, experience, integrity, competence and time to effectively discharge their roles and responsibilities.
- (4) All members of the Board agreed that the Chairman of the Board demonstrates effective leadership and they have sufficient access to the Chairman.
- (5) The Independent Directors are independent of management and free from any business or other relationship which could interfere with the exercise of independent and objective judgement or the ability to act in the best interests of the Company.

(6) Save for retiring Directors who are interested in and abstained from assessing their own re-election, the performance of the 3 retiring Directors namely Ms Christina Foo, Datuk Hisham Hamdan and Mr Reagan Chan Chung Cheng and their contribution in discharging their duties for the financial year 2023 have been satisfactory.

(7) The Board is provided with adequate secretarial support.

The Board has also 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.

The Board through the Nominations & Remuneration Committee reviewed annually the time commitment of the Directors and ensures 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 time that will be spent on the new appointment.

Based on the assessment in respect of the financial year 2023, the main focus areas for the Board are identified as follows:

Board Structure
Human Capital
ESG/Sustainability

The Board noted its key strengths on the following areas:

Board Communication/Process
Strategic Planning
Risk Management and Internal Control

The Board agreed to look into the matters requiring further actions i.e. Board to provide a strong oversight over strategy execution and monitoring of implementation, review of DAL to enhance Management's speed to execution and operational efficiency and removing bureaucratic processes, as well as enhancements to Directors and Senior Management Succession Planning.

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.

In its annual assessment, the Nominations & Remuneration Committee reviewed the independence of Independent Directors as per the criteria defined under the Listing Requirements and other independence

	<p>criteria applied by the Company which took into account that the individual Director is independent of management and free from any business or other relationship which could interfere with the exercise of independent and objective judgement, and his or her ability to advise the Board on matters relating to existing transactions where conflict of interest may exist.</p> <p>Based on the Nominations & Remuneration Committee’s assessment in respect of financial year 2023, 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.</p> <p>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.</p> <p>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.</p> <p>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 2023 respectively.</p> <p>Pursuant to Paragraph 15.08 of the Listing Requirements and the MCGG, the Board through the Nominations & Remuneration Committee also conducted an assessment of the Directors’ training needs via its Board Effectiveness Evaluation. All the Directors agreed that they and their peers have attended training that are relevant in their discharge of duties as Directors and at the same time, suggested some relevant training topics or presentation by experts which are beneficial to the Board. In 2022, the Board endorsed the Directors’ Development Plan and development interventions in line with the Directors’ Development Framework.</p>
<p>Explanation for departure</p>	<p>:</p>

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

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 reasonable levels of remuneration and compensation are essential to attract and retain Directors of high calibre to contribute to the Board in providing stewardship to management towards enhancing the objectives of the Group.</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>The Board on 29 March 2022, with the recommendation of the Nominations & Remuneration Committee, 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 to management towards enhancing the objectives of the Group which should take into account the demands, complexities and performance of the Company. The new policy replaced the Remuneration Policy for Non-Executive Directors and is available on the Company's website at www.uemsunrise.com/corporate/investor-relations/corporate-governance.</p>

	<p>In determining appropriate level of remuneration for Directors and Senior Management, the Company has taken into account demands, complexities, skills and experience required, and performance of the Company in managing material sustainability risks and opportunities.</p> <p>The Company's Non-Executive Directors' remuneration encompasses a fixed fee for the Chairman and members of the Board and Board Committees. 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 2023.</p> <p>Executive Directors are full time employees of the Company and shall not be paid additional compensation for services as a Director as well as Senior Management. The remuneration of Executive Directors and Senior Management is made up of basic salary, allowances, bonus and other benefits.</p> <p>The CEO is subject to a renewed 2-year service contract with the Company. He is paid in line with the Company's general remuneration policy for its Senior Management. His remuneration is structured so as to link rewards to corporate and individual performance. He is not paid any meeting allowances for the Board and Board Committee meetings that he attends.</p> <p>In evaluating the CEO's remuneration, the Nominations & Remuneration Committee takes into account corporate financial performance, as well as performance on a range of non-financial factors including accomplishment of strategic objectives. The Nominations & Remuneration Committee recommends to the Board the remuneration package of an Executive Director and CEO and it is the responsibility of the Board to approve the remuneration package of an Executive Director, with the Executive Director concerned abstaining from deliberation and voting on the same, and the CEO.</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 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 and recommend matters relating to the remuneration of Board and Senior Management.</p> <p>As at 31 December 2023, the Nominations & Remuneration Committee consisted exclusively of three (3) Non-Executive Directors, a majority whom are Independent Directors:</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>Dato' Mohd Izani Ghani</td><td>Non-Independent Non-Executive Director (Member)</td></tr></tbody></table> <p>The Board has 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. Thus, there is no necessity to segregate the functions into two separate committees.</p> <p>Besides conducting the Board Effectiveness Evaluation which are described in Practice 6.1 above, the Nominations & Remuneration Committee has also undertaken the following key activities in the discharge of its duties for the financial year:</p> <ul style="list-style-type: none">• Reviewed and recommended to the Board the achievements of 2022 Corporate Scorecard.• Reviewed proposals for achievers' reward and other recognition incentives; salary increment, market adjustment and promotion	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.	Dato' Mohd Izani Ghani	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.	Dato' Mohd Izani Ghani	Non-Independent Non-Executive Director (Member)												

	<p>increment for the Company's staff as well as performance management framework enhancement.</p> <ul style="list-style-type: none"> • Reviewed and recommended to the Board the proposed 2023 Corporate Scorecard. • Reviewed and recommended to the Board the proposed 2023 CEO Scorecard. • Reviewed the remuneration framework for Board. • Assessed and evaluated the Fit & Proper declaration for Directors' appointment and re-appointment to the Group. • Reviewed and endorsed Board Succession Planning. • Discussed the proposed nominee directors of UEM Sunrise on the Board of joint venture entities. • Reviewed on the proposed recognition incentives for Senior Management of Grade UT2 and above. • Reviewed the offer of a new fixed-term employment contract for a member of the Senior Management of the Company. • Deliberated on the sourcing and criteria required of the position as well as reviewed and recommended the appointment of two members of the Senior Management of UEM Sunrise. • Reviewed Succession Planning for business-critical positions in UEM Sunrise. • Reviewed and discussed the people dashboard, Voice of CHIEFs engagement survey outcome and exit interviews of Senior Management. • Discussed the action plan for the Voice of CHIEFs. • Reviewed and recommended Board Training Plan. • Discussed the U2030 Manpower Roadmap – Workforce Transformation. • Proposed the re-election of Directors and Non-Executive Directors fees and benefits and Non-Executive Chairman's benefits to the Board for recommendation to the shareholders for approval at AGM. • Reviewed and recommended to the Board the Corporate Governance Overview Statement and Corporate Governance Report to be released to Bursa Securities together with the Integrated Report 2022 of the Company. • Reviewed and recommended to the Board the nomination of directors for appointment as Non-Independent Non-Executive Directors. • Reviewed and recommended the changes to the composition of Board Committees for the Board's approval. • Undertaken the mid-year review of 2023 Corporate Scorecard. • Reviewed the organisation structure. • Evaluated and was satisfied that the minimum 50% attendance requirement at Board meetings imposed by the Listing Requirements was met by all Directors. <p>During the financial year, the Nominations & Remuneration Committee has conducted interviews with candidates for the Chief Financial Officer</p>
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	position, which was vacant on 31 March 2023 following the completion of the former Chief Financial Officer’s employment contract.	
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

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 Company pays its Non-Executive Directors a fixed fee, not by a commission or on percentage of profits or turnover as consideration for their Board duties. Non-Executive Directors' remuneration is a matter to be decided by the Board collectively with the Directors concerned abstaining from deliberations or voting on the decision in respect of their individual remuneration. The directors' fees and benefits are subject to the approval of the shareholders at the AGM.</p> <p>The key details of the Directors' Remuneration Framework setting out the fees and benefits payable and accorded to the Non-Executive Directors as well as the detailed disclosure of the Directors' remuneration on a named basis for the financial year ended 31 December 2023 are set out in the Corporate Governance Overview Statement and the Audited Financial Statements for the financial year ended 31 December 2023, respectively, in the Integrated Annual Report 2023.</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) (Appointed on 1 July 2023)	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Christina Foo	Independent Director	188	-	-	-	-	-	188	188	-	-	-	-	-	188
3	Dato Mohd Izani Ghani (Paid to UEM Group Berhad)	Non-Executive Non-Independent Director	148	-	-	-	-	-	148	148	-	-	-	-	-	148
4	Zaida Khalida Shaari	Non-Executive Non-Independent Director	163	-	-	-	-	-	163	163	-	-	-	-	-	163
5	Reagan Chan Chung Cheng (Waived by UEM Group Berhad in line with the policy of Khazanah Nasional Berhad) (Appointed on 1 July 2023)	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6	Chari Thandalam Veeravalli Thirumala	Independent Director	163	-	-	-	-	-	163	163	-	-	-	-	-	163
7	Poh Ying Loo	Independent Director	168	-	-	-	-	-	168	168	-	-	-	-	-	168
8	Datin Sri Badrunnisa Mohd Yasin Khan	Independent Director	133	-	-	-	-	-	133	133	-	-	-	-	-	133
9	Alex Yeow Wai Siaw	Independent Director	123	-	-	-	-	-	123	123	-	-	-	-	-	123
10	Dato' Noorazman Abd Aziz	Non-Executive Non-	105	20	-	-	-	-	125	105	20	-	-	-	-	125

	(Resigned on 1 July 2023)	Independent Director														
11	Effizal Faiz Zulkifly (Waived by UEM Group Berhad in line with the policy of Khazanah Nasional Berhad) (Resigned on 1 July 2023)	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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 compensating the Senior Management with a competitive and attractive remuneration package at a market level based on their responsibilities and performance carried throughout each financial year, since it helps motivate and retain talented and committed Senior Management personnel. The Board ensures that its proposed remuneration is in the best interests of the Company and its shareholders from a growth perspective. There is a robust internal process to ensure that the remuneration of Senior Management is fair and competitive when benchmarked internally for parity and externally with the market.</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 property development industry where poaching of talented executives is not uncommon, especially during current times of market overhang and challenging property landscape.</p> <p>As a reference, the total remuneration/compensation of key management personnel is disclosed under Note 36(b) of the Audited Financial Statements for the financial year 2023.</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	:	1 year

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
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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>As at the financial year ended 31 December 2023, the Audit Committee comprises three (3) members who are all 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>	
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>The Terms of Reference of the Audit Committee duly revised in September 2021 to be in line with the updated MCCG issued in April 2021, has stipulated that former key audit partners must observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit Committee.</p> <p>As at the financial year under review, none of the Audit Committee members are 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 Company maintains a transparent relationship with its auditors and seeks their professional advice to ensure that accounting standards are complied with. The Audit Committee discusses with the External Auditors the nature and scope of the audit and reporting obligations before the audit commences. The Audit Committee ensures that the management provides timely responses on all material queries raised by the External Auditors.</p> <p>The Audit Committee in reviewing the appointment of External Auditors tabled at the 15th AGM on 7 June 2023 had considered their independence, objectivity and cost effectiveness primarily guided by the criteria set out in Bursa Securities' Corporate Governance Guide Third Edition. The assessment covered the External Auditors' independence, objectivity and cost effectiveness of the audit which encompassed quality of services provided and performance, sufficiency of experience and resources, calibre of external audit firm, independence and objectivity, audit scope and planning, audit fees, communication and interaction.</p> <p>The Audit Committee also took into consideration the feedback from the Chief Financial Officer on a range of factors considered relevant including audit quality and comprehensiveness, timeliness and audit staff competency.</p> <p>The Company has established policies governing the provision of non-audit services that can be provided by the External Auditors if the services rendered are deemed as a value add to the Company, as set out in the Terms of Reference of the Audit Committee.</p> <p>The Audit Committee's pre-concurrence of non-assurance services on the provision of limited assurance on three non-financial/ESG indicators of UEM Sunrise in relation to the disclosure in the Integrated Annual Report 2023 was sought in August 2023.</p> <p>The Board received a written assurance by the External Auditors, confirming their independence in providing both audit and non-audit services for the year under review.</p>

	<p>The Audit Committee, having taken all appropriate factors into consideration and being satisfied with Messrs Ernst & Young PLT's suitability, performance, technical competency and audit independence, recommended the appointment of Messrs Ernst & Young PLT as External Auditors for the ensuing financial year. The Board approved the Audit Committee's recommendation and proposed for the appointment of Messrs Ernst & Young PLT as the External Auditors of the Company. The External Auditors' tenure is up to 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	:	As at 31 December 2023, the Audit Committee comprised three (3) members of the Board, all of whom are Independent Non-Executive Directors: <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 T.V. Thirumala</td><td>Independent Non-Executive Director (Member)</td></tr><tr><td>3.</td><td>Poh Ying Loo</td><td>Independent Non-Executive Director (Member)</td></tr></tbody></table>	No.	Name	Designation	1.	Christina Foo	Senior Independent Non-Executive Director (Chairperson)	2.	Chari T.V. Thirumala	Independent Non-Executive Director (Member)	3.	Poh Ying Loo	Independent Non-Executive Director (Member)
No.	Name	Designation												
1.	Christina Foo	Senior Independent Non-Executive Director (Chairperson)												
2.	Chari T.V. Thirumala	Independent Non-Executive Director (Member)												
3.	Poh Ying Loo	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 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 to oversee the Group's financial and non-financial reporting processes and the quality of its financial reporting.</p> <p>The Audit Committee reviews the financial results of the Group and the Company on a quarterly basis, particularly on significant changes in accounting policies, practices and its implementation if any, significant adjustments arising from the audit, the going concern assumption, compliance with accounting and financial reporting standards and other legal requirements. The review typically involves the Management and the Internal and External Auditors to ensure that the financial statements are well deliberated in line with the standards set out in the Malaysian Financial Reporting Standards and International Financial Reporting Standards to provide a true and fair view of the Company's financial position.</p> <p>The Board, through Nominations & Remuneration Committee, reviews the term of office and assesses the performance of the Audit Committee and its members through the annual Board and Board Committee Effectiveness Assessment.</p> <p>The Chairperson and members of Audit Committee are all financially literate, and have carried out their duties and responsibilities in accordance with the Terms of Reference of the Audit Committee.</p>

	<p>The Audit Committee members attended various training programmes to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules as well as other development programmes.</p> <p>The training programmes attended by the Audit Committee members during the year under review are set out in the Corporate Governance Overview Statement in the Company's Integrated Annual Report 2023.</p> <p>A summary of activities of the Audit Committee for the year under review can be found in the Audit Committee Report as set out in the Company's Integrated Annual Report 2023.</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 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The ultimate responsibility for ensuring a sound and effective system of internal controls and risk management as well as reviewing its adequacy and effectiveness lies with the Board. The internal control and risk management system covers financial, operational, organisational, risk management strategy, governance and compliance with applicable laws, regulations, rules, directives and guidelines.</p> <p>Acknowledging the practices and guidance in the MCCG, the Board sets policies and procedures for internal control and risk management and oversees that the implementation of internal controls and risk management system is properly carried out by the executive management.</p> <p>The Board acknowledges that while the internal control and risk management system is devised 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 Integrity, Governance, Risk & Compliance Department has established a Group Risk Management Framework that is guided and principally aligned to ISO31000:2018 Risk Management, as a tool to anticipate and manage both existing and potential risks through a systematic and integrated process, taking into consideration the changing risk profiles as influenced by changes in business environment. The Framework outlines the objectives, lines of responsibilities and accountabilities as well as the policy and processes for managing risks, with the aim to enhance and protect key stakeholders' interests at the same time safeguarding the Group's reputation. Enhanced with inclusion of the Group's Risk Management Guidelines, this Framework supports effective implementation and achievement of strategic objectives.</p> <p>The process of risk identification, analysis, evaluation, treatment as well as monitoring and review of the risks are detailed out in the Risk Management Report which is set out in the Company's Integrated Annual Report 2023.</p>

	A statement on the state on risk management and internal control in the Group is set out in the Company's Integrated Annual Report 2023.	
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 10.2

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>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.</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>The Board guided by the Corporate Governance Guide Fourth Edition, inquired of the Senior Management on areas relating to financial reporting, internal control and regulations issues for the Board to assess:</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>After having reviewed the representation by Senior Management through the Audit Committee and the Board Governance & Risk Committee, the Board concluded in its annual assessment that the risk management and internal control system of the Company are generally adequate and effective for the financial year under review.</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 as well as the Risk Management Report of the Company’s Integrated Annual Report 2023.</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.</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 10.3 - 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 had on 1 August 2017 established a Board Risk Committee to assist the Board in overseeing risk management framework and policies of the Group.</p> <p>On 1 June 2018, the Board Risk Committee was renamed as the 'Board Risk & Governance Committee' following the delegation of governance and compliance purview by the Board. 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.</p> <p>As at 31 December 2023, the Board Governance & Risk Committee comprised five (5) 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>Mr Chari T.V. Thirumala</td><td>Independent Non-Executive Director (Chairman)</td></tr><tr><td>2.</td><td>Ms Christina Foo</td><td>Senior Independent Non-Executive Director (Member)</td></tr><tr><td>3.</td><td>Mr Poh Ying Loo</td><td>Independent Non-Executive Director (Member)</td></tr><tr><td>4.</td><td>Pn Zaida Khalida Shaari</td><td>Non-Independent Non-Executive Director (Member)</td></tr><tr><td>5.</td><td>Mr Reagan Chan Chung Cheng <i>(Appointed with effect from 1 July 2023)</i></td><td>Non-Independent Non-Executive Director (Member)</td></tr></tbody></table>	No.	Name	Designation	1.	Mr Chari T.V. Thirumala	Independent Non-Executive Director (Chairman)	2.	Ms Christina Foo	Senior Independent Non-Executive Director (Member)	3.	Mr Poh Ying Loo	Independent Non-Executive Director (Member)	4.	Pn Zaida Khalida Shaari	Non-Independent Non-Executive Director (Member)	5.	Mr Reagan Chan Chung Cheng <i>(Appointed with effect from 1 July 2023)</i>	Non-Independent Non-Executive Director (Member)
No.	Name	Designation																		
1.	Mr Chari T.V. Thirumala	Independent Non-Executive Director (Chairman)																		
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3.	Mr Poh Ying Loo	Independent Non-Executive Director (Member)																		
4.	Pn Zaida Khalida Shaari	Non-Independent Non-Executive Director (Member)																		
5.	Mr Reagan Chan Chung Cheng <i>(Appointed with effect from 1 July 2023)</i>	Non-Independent Non-Executive Director (Member)																		

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 and complexity of the Company's operations is indeed a challenging endeavour. Therefore, the Board has to ensure that operational risk, financial risk and general risk are all managed effectively through effective internal controls. Acknowledging the importance of internal controls, the setting up of an Internal Audit function internally within the Group was approved by the Audit Committee in the financial year 2013.</p> <p>The Internal Audit function for the Company is undertaken by its own Internal Audit Department. The head of the Internal Audit Department reports directly to the Audit Committee and administratively to the CEO. Empowered by its 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 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 were 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</p>

	<p>2017. On 17 May 2022, the Audit Committee reviewed the revised 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 2024 budget for Internal Audit department was included in the Annual Operating Plan 2024 and approved by the Board in November 2023.</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>In order that Internal Audit keeps abreast with developments in the profession, relevant industry and regulations, the Audit Committee reviews the annual training needs and approves the training budget of Internal Audit Department.</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 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 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 2023 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</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>10</td><td>100</td></tr></tbody></table> <p>3. En 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.</p> <p>4. The Internal Audit function is guided by the International Standards for the Professional Practice of Internal Auditing (Standards) issued by the Institute of Internal Auditors, Inc.</p>	Discipline	No. of Personnel	%	Accounting & Finance	7	70	Quantity Surveyor	1	10	Computer Science	1	10	Civil Engineering	1	10	Total	10	100
Discipline	No. of Personnel	%																	
Accounting & Finance	7	70																	
Quantity Surveyor	1	10																	
Computer Science	1	10																	
Civil Engineering	1	10																	
Total	10	100																	

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 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company recognises the importance of understanding the expectations of its stakeholders and to effectively communicate the Company's strategies, plans and actions. To that end, the Company has engaged with its respective stakeholders on various platforms to gauge their perspectives and insights on emerging issues that are important and impactful to both the stakeholders and the Company's business as well as operations. The summary of their expectations and the ways the Company engages in response to their expectations are set out in the Stakeholder Engagement & Value Creation section of the Integrated Annual Report 2023.</p> <p>The Company has a dedicated Investor Relations unit functioning as an intermediary between Management and external stakeholders.</p> <p>Under the revised Investor Relations and Communication Policy approved by the Board on 5 December 2017, the Company aims to create a climate of clear and open communication with the stakeholders and to nurture the loyalty and confidence of its shareholders through frequent, full and forthright communication.</p> <p>The Company continues to be transparent and accountable to its shareholders and investors recognising the importance of timely dissemination of information to shareholders and other stakeholders. The Board is also committed to ensure that the shareholders and other stakeholders are well informed of major developments of the Group with the information communicated through the following channels:</p> <ul style="list-style-type: none">• Integrated Annual Report;• Various disclosures and announcements to Bursa Securities including quarterly results;• Press releases and announcements to Bursa Securities and to the media;• Dialogues and presentations at one-on-one and small group meetings, general meetings, conferences and events to provide updates on the Company's operations, strategy, visions and missions for stakeholders; and

	<ul style="list-style-type: none"> • Online investor relations' webpage at the Company's website at www.uemsunrise.com/corporate/investor-relations/investors-home. <p>The Integrated Annual Reports are available through the Company's website. All announcements and press releases made by the Company to Bursa Securities are posted on the Company's website.</p> <p>The Company's website has a dedicated section that provides investors with detailed information on the Group's business, governance commitments, policies, share price and volume information as well as updates on the Group's developments and projects.</p> <p>While the Company endeavours to provide as much information as possible to its shareholders and stakeholders, the Company is mindful of the legal and regulatory framework governing the release of material and price-sensitive information.</p> <p>The Board also encourages engagements with the shareholders by disseminating crucial information such as strategic matters, future plans and key issues in regard to the Company. The Investor Relations team conducted a total of 36 engagements with analysts and fund managers comprising meetings, site visits and conferences in the year under review. Furthermore, the Company conducts briefings via teleconferences to analysts, fund managers and representatives of the Company's major shareholders after the release of quarterly financial results to Bursa Securities.</p> <p>Shareholders may forward any concern/queries to Investor Relations at ir@uemsunrise.com and all relevant and appropriate issues raised will be addressed accordingly.</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 Company embarked on its journey into integrated reporting through its 2019 Annual Report, its first-ever Annual Report based on the Integrated Reporting <IR> Framework, which was the first part of the Company's 3-year plan to achieve full IR compliance. Moving to integrated reporting was a conscious, collective and organic decision, which permits the Company to be more focused and transparent in reporting its activities, inspiring it to think about the business in an integrated way.</p> <p>UEM Sunrise produced its first full-fledged Integrated Report as per the international reporting framework based on a globally recognised framework for the financial year 2021. This demonstrates the Company's continuous commitment to improve the quality of information disclosures to stakeholders and promote greater transparency and accountability.</p> <p>The Company has adopted integrated reporting based on a globally recognised framework since the financial year 2022.</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 AGM of the Company serves as the principal forum that provides the opportunity for shareholders to raise questions pertaining to issues in the Integrated Annual Report, audited financial statements and corporate developments in the Group, the resolutions being proposed and on the businesses of the Group. The Chairman, CEO, Chairpersons of the respective Board Committees and the External Auditors, if so required, will respond to shareholders' questions during the meeting. Each item of special business included in the notice of the meeting is accompanied by an explanatory statement for the proposed resolution to facilitate better understanding and evaluation of issues involved.</p> <p>In line with MCCG, the notice of the 15th AGM was issued at least 28 days prior to the meeting enabling the shareholders ample time in making necessary preparations to attend and participate in person or by corporate representative, proxy or attorney. More importantly, it enables the shareholders to consider the resolutions and make informed decisions in exercising their voting rights at the AGM.</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 13.2

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, all nine (9) Directors (including the Chairpersons of Audit Committee, Nominations & Remuneration Committee, Board Tender Committee, Board Development Committee and Board Governance & Risk Committee) were present at the 15th AGM held fully virtual on 7 June 2023 to engage with the shareholders, and be accountable for their stewardship of the Company.</p> <p>The Audit Committee Chairperson was physically present at the Broadcast venue together with the Chairman of the Board, CEO and Joint Company Secretary whilst the other seven (7) Directors, members of Senior Management and the partners from the external audit firm attended the meeting remotely via video conferencing access through the Remote Participation and Electronic Voting (RPEV) facilities.</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	:	Applied
Explanation on application of the practice	:	<p>The Company's 15th AGM was held on 7 June 2023 by leveraging technology and conducted fully virtual and entirely via RPEV facilities in compliance with Section 327 of the Companies Act 2016 and Article 70 of the Company's Constitution. The online meeting platform was provided by Boardroom Share Registrars Sdn. Bhd.</p> <p>The RPEV facilities allowed shareholders to view a live webcast of the meeting, ask questions and submit votes in real time. UEM Sunrise's shareholders were able to successfully exercise their rights through the virtual meeting platform.</p> <p>For shareholders who were unable to attend the meeting via RPEV facilities, they are allowed to appoint any person(s) as their proxies to attend, participate, speak and vote in their stead by lodging proxy form at the Share Registrar's office or electronically via the Boardroom Smart Investor Portal provided by the Share Registrar.</p> <p>The administrative notes for 15th AGM were issued to assist the shareholders on the registration, participation and voting using RPEV facilities. The administrative notes were also published at the Company's website to encourage shareholders' participation.</p> <p>For the 2023 AGM, shareholders were invited to send questions before the meeting via the Share Registrars' website, Boardroom Smart Investor Portal or by email to the Company's Investor Relations at ir@uemsunrise.com. The Chairman explained the procedure to be followed in tabling and approving each of the resolutions. The members were briefed on the poll procedure and electronic voting in regard to the proposed resolutions put to the meeting. The Chairman also encouraged shareholders to participate at the meeting by submitting typed questions in real time on the meeting platform. Questions that were submitted prior to the 15th AGM and those that were posed during the meeting were addressed during the meeting.</p> <p>The voting at the 15th AGM was conducted by poll on all resolutions in accordance with Paragraph 8.29A of the Listing Requirements. The</p>

	<p>Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. was appointed as the Poll Administrator to conduct the polling process. The Company had appointed an external independent party, Commercial Quest Sdn. Bhd. as Scrutineers to verify the poll results.</p> <p>After verification by the independent Scrutineers, the Chairman announced the poll results to the meeting and declared that all the resolutions were carried. The poll results were also announced by the Company via BursaLINK on the same day for the benefit of all shareholders. The proceedings of the 15th 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/corporate/investor-relations/corporate-governance within 30 business days after the AGM.</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

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 15th AGM, the Chairman briefed the shareholders on the procedure to be followed in tabling and approving each of the resolutions. The members were briefed on the poll procedure and electronic voting in regard to the proposed resolutions put to the meeting. The Chairman also encouraged shareholders to participate at the meeting by submitting typed questions in real time on the meeting platform.</p> <p>The following Company's update was presented by CEO, prior to the tabling of all items to be transacted at the AGM and the Questions and Answers session:</p> <ol style="list-style-type: none">1. Key highlights of the financial performance for 20222. Key highlights of the activities undertaken during the year 20223. Key achievements received during 20224. The Company's 2023 launches and strategic initiatives and focus in 2023 to 2024 <p>All nine (9) Directors, members of Senior Management and the partners from the external audit firm were present at the 15th AGM to provide responses to the questions posed by shareholders via the Share Registrars' website, Boardroom Smart Investor Portal or by email to the Company's Investor Relations at ir@uemsunrise.com prior to the meeting and during the meeting at the meeting platform.</p> <p>(a) The Company received questions raised by the Minority Shareholders Watch Group and two (2) shareholders prior to the meeting. These questions were answered by the Chairman and CEO and presented to shareholders for reference.</p> <p>(b) The Company continued to receive more questions from 50 shareholders, corporate representatives and proxies from the meeting platform during the meeting.</p>

	<p>Questions that were submitted prior to the 15th AGM and those that were posed during the meeting were addressed during the meeting. The complete list of questions received prior to and during the 15th AGM together with the answers provided were annexed to the minutes of meeting and posted on the Company's website.</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

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 :	Applied
Explanation on application of the practice :	<p>The Company's 2023 AGM was held fully virtual where the Board, Senior Management, Joint Company Secretaries, representatives of the External Auditors, shareholders, proxies and corporate representatives attended the meeting remotely via video conferencing access through the RPEV facilities.</p> <p>At the AGM, the shareholders actively participated in discussing the resolutions proposed by asking questions, seeking clarification and raising concerns directly to the Directors. For transparency, the questions which have been addressed/answered by the Management were published for viewing by shareholders and the Internal Auditor was present to ensure that all shareholders' questions are addressed.</p> <p>The voting at the AGM by shareholders was conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad by way of electronic voting (e-voting). To ensure smooth process of e-voting, the briefing on the e-voting process was presented by Boardroom Share Registrars Sdn. Bhd., the Poll Administrator.</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	:		
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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 13.6

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 15 th AGM were uploaded onto the Company's website at https://www.uemsunrise.com/corporate/investor-relations/corporate-governance within 30 business days, on 20 July 2023. Management's presentation materials were uploaded earlier. Internal Audit has been tasked to ensure that all questions received in the meeting platform during the meeting have been answered. The complete list of questions received prior to and during the 15 th AGM together with the answers provided 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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