

A hand is shown holding a glowing blue sphere. The sphere is covered in a network of white lines connecting various blue circular icons. These icons represent different concepts: a group of people, a handshake, a target, a trophy, a pie chart, a lightbulb, and gears. The background is a dark blue gradient with vertical light streaks.

GOVERNANCE



Corporate Information

BOARD OF DIRECTORS

TAN SRI DR. AZMIL KHALID

Independent Non-Executive Chairman

SYAHRUNIZAM SAMSUDIN

Managing Director/Chief Executive Officer

DATUK AMRAN HAFIZ AFFIFUDIN

Non-Independent Non-Executive Director
(Appointed on 19 July 2024)

DATO' GEORGE STEWART LABROOY

Independent Non-Executive Director

ROWINA GHAZALI SETH

Independent Non-Executive Director

JENIFER THIEN BIT LEONG

Independent Non-Executive Director

MOHD ASRUL AB RAHIM

Non-Independent Non-Executive Director

NURUL IMAN MOHD ZAMAN

Non-Independent Non-Executive Director

DATO' DR. OMAR ABD HAMID

Independent Non-Executive Director

SIMON KUA CHOO KAI

Independent Non-Executive Director

DATO' MOHD IZANI GHANI

Non-Independent Non-Executive Director
(Resigned on 19 July 2024)

AUDIT COMMITTEE

SIMON KUA CHOO KAI

Chairman

MOHD ASRUL AB RAHIM

Member

DATO' DR. OMAR ABD HAMID

Member

NOMINATION AND REMUNERATION COMMITTEE

ROWINA GHAZALI SETH

Chairperson

DATUK AMRAN HAFIZ AFFIFUDIN

Member

(Appointed on 19 July 2024)

DATO' GEORGE STEWART LABROOY

Member

DATO' MOHD IZANI GHANI

Member

(Resigned on 19 July 2024)

BOARD INVESTMENT COMMITTEE (Ad-hoc Board Committee)

DATUK AMRAN HAFIZ AFFIFUDIN

Chairman

(Appointed as Chairman on 19 July 2024)

MOHD ASRUL AB RAHIM

Member

SIMON KUA CHOO KAI

Member

DATO' MOHD IZANI GHANI

Chairman

(Resigned as Chairman on 19 July 2024)

BOARD TENDER COMMITTEE

JENIFER THIEN BIT LEONG

Chairperson

MOHD ASRUL AB RAHIM

Member

DATO' DR. OMAR ABD HAMID

Member

BOARD GOVERNANCE AND RISK COMMITTEE

DATO' GEORGE STEWART LABROOY

Chairman

ROWINA GHAZALI SETH

Member

JENIFER THIEN BIT LEONG

Member

NURUL IMAN MOHD ZAMAN

Member

COMPANY SECRETARY

CHIEW SIEW YUEN

SSM PC No.: 201908001259

MAICSA 7063781

REGISTERED OFFICE

Level 17, Menara UEM
Tower 1, Avenue 7
The Horizon, Bangsar South City
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Tel : +603 2725 6688
Fax : +603 2725 6888
Email: ir@edgenta.com

AUDITORS

ERNST & YOUNG PLT

202006000003 (LLP0022760-LCA) &
AF 0039

Chartered Accountants
Level 23A Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur

SHARE REGISTRAR

BOARDROOM SHARE REGISTRARS SDN BHD

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Tel : +603 7890 4700
Fax : +603 7890 4670
Email: bsr.helpdesk@boardroomlimited.com

PRINCIPAL BANKERS

Ambank Berhad
Bank Islam Malaysia Berhad
CIMB Bank Berhad
CTBC Bank Co., Limited
DBS Bank Limited
HSBC Amanah Malaysia Berhad
Malayan Banking Berhad
RHB Bank Berhad

PRINCIPAL SOLICITORS

Abdullah Chan & Co.
Rahmat Lim & Partners
Raja Darryl & Loh
Shearn Delamore & Co.

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad
Stock Name/Code: EDGENTA/1368
Stock Sector: Industrial Products & Services

BOARD OF DIRECTORS



01 DATO' DR. OMAR ABD HAMID
Independent Non-Executive Director

02 DATUK AMRAN HAFIZ AFFIFUDIN
Non-Independent Non-Executive Director

03 JENIFER THIEN BIT LEONG
Independent Non-Executive Director

04 MOHD ASRUL AB RAHIM
Non-Independent Non-Executive Director

05 SYAHRUNIZAM SAMSUDIN
Managing Director/Chief Executive Officer



06 TAN SRI DR. AZMIL KHALID
Independent Non-Executive Chairman

07 ROWINA GHAZALI SETH
Independent Non-Executive Director

08 DATO' GEORGE STEWART LABROOY
Independent Non-Executive Director

09 SIMON KUA CHOO KAI
Independent Non-Executive Director

10 NURUL IMAN MOHD ZAMAN
Non-Independent Non-Executive Director

Board of Directors' Profile



TAN SRI DR. AZMIL KHALID
Independent Non-Executive Chairman

Experiences

Tan Sri Dr. Azmil began his career with a United Kingdom company, Tarmac National Construction. Upon his return to Malaysia, he worked for Trust International Insurance and Citibank NA.

He was the President and Chief Executive Officer of both The AlloyMtd Group and AFA Prime Berhad (formerly known as ANIH Berhad) from April 2011 to August 2017. He joined MTD Capital Bhd in 1993 as General Manager of Corporate Planning and held the position of Group Managing Director and Chief Executive Director in March 1996 before assuming the position as Group President and Chief Executive Officer of The MTD Group from April 2005 to April 2011. He was also the President and Chief Executive Officer of MTD Capital Bhd's listed subsidiary namely, MTD ACPI Engineering Berhad and was also the Chairman of MTD Walkers PLC, a foreign subsidiary of MTD Capital Bhd listed on the Colombo Stock Exchange in the Republic of Sri Lanka.

He is the Chairman of the Board of Reach Energy Berhad, Elridge Energy Holdings Berhad and Cenviro Sdn. Bhd.

Board Committee Membership

- Nil

Qualification(s)

- Doctorate of Science (Honorary), University of Hertfordshire, England
- Master of Business Administration, California State University, Dominguez Hills, United States of America
- Bachelor of Science in Civil Engineering, University of Hertfordshire, England, and Northrop University, Los Angeles, United States of America

Present Directorship(s) in other Public Companies

- Reach Energy Berhad (Listed Company)
- Sapura Industrial Berhad (Listed Company)
- Elridge Energy Holdings Berhad (Listed Company)
- AFA Prime Berhad (formerly known as ANIH Berhad)



SYAHRUNIZAM SAMSUDIN
Managing Director/Chief Executive Officer

Experiences

Prior to his appointment, Syahrulizam was the Chief Executive Officer of Touch 'n Go Sdn. Bhd. ("TNG"). In the last 5 years with TNG, he was instrumental in transforming TNG into a mobility and digital payments champion for the country with over 13 million users across multiple platforms. He has deep industry and operational experience in manufacturing and assembly, engineering and oil and gas during his tenure as President/COO of Scomi Engineering. In addition to this role, he has also helmed the positions of Chief Strategy Officer and Chief Financial Officer at Scomi Group Berhad.

Syahrulizam began his career as a returning PETRONAS scholar serving in the Corporate Planning and Development Division and later became the founding shareholder and COO of PETRONAS' first IT Outsourcing company. He is a passionate technophile that harnesses the power of digitalisation to improve a company's growth trajectory, process efficiencies and cost competitiveness as a means of building sustainability and shareholder value.

Board Committee Membership

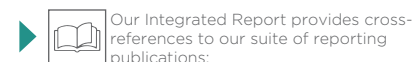
- Nil

Qualification(s)

- Bachelor of Laws (LLB), The Australian National University
- Bachelor of Commerce (BCom) in Accounting and Finance, The Australian National University
- Member of Harvard Club of Malaysia
- Member of the Institute of Marketing Malaysia

Present Directorship(s) in other Public Companies

- Opus Group Berhad



50

Malaysian

Male

19 July 2024

DATUK AMRAN HAFIZ AFFIFUDIN
Non-Independent Non-Executive Director

Experiences

Datuk Amran was appointed to the Board of UEM Group Berhad on 15 April 2022 and re-designated as Chairman on 1 January 2023. He was subsequently re-designated as Managing Director on 1 August 2024.

He was previously the Executive Director and Head of Asset Development Group, overseeing Khazanah Nasional Berhad ("Khazanah")'s Malaysian Investments. Prior to this, Datuk Amran who has over 27 years of experience, was responsible for Khazanah's investments in various sectors including Energy, Iskandar, Leisure & Tourism, Infrastructure, Power, Agrifood, Indonesia and Sustainable Development.

He began his career in 1997 with Petrolim Nasional Berhad ("PETRONAS") in corporate finance and treasury functions. He then transitioned to the private equity industry before joining Khazanah in 2011.

Datuk Amran is the Chairman of the Board of Cenergi SEA Berhad, UEM Lestra Berhad, UEM Builders Berhad and Konsortium ProHAWK Sdn. Bhd. He is also a Director of UEM Sunrise Berhad, PLUS Malaysia Berhad, Projek Lebuhraya Usahasama Berhad, PLUS Expressways International Berhad, Cement Industries of Malaysia Berhad, Malaysia Airports Holdings Berhad and several private entities under UEM Group Berhad.

Board Committee Membership

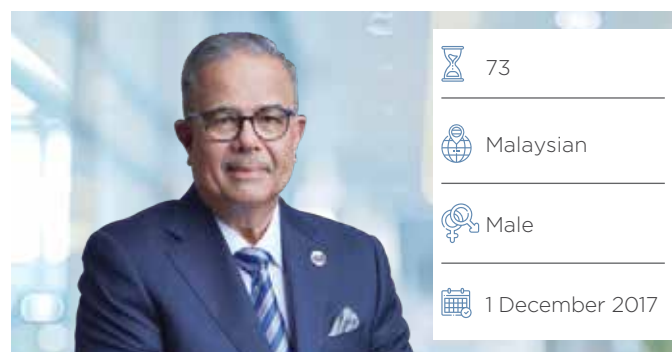
- Chairman of Board Investment Committee
- Member of Nomination and Remuneration Committee

Qualification(s)

- Bachelor of Science in Commerce majoring in Accounting & Finance, McIntire School of Commerce, University of Virginia, Charlottesville, United States of America

Present Directorship(s) in other Public Companies

- UEM Sunrise Berhad (Listed Company)
- UEM Group Berhad
- UEM Builders Berhad
- UEM Lestra Berhad
- Malaysia Airports Holdings Berhad
- Cenergi SEA Berhad
- Cement Industries of Malaysia Berhad
- PLUS Expressways International Berhad
- PLUS Malaysia Berhad
- Projek Lebuhraya Usahasama Berhad



73

Malaysian

Male

1 December 2017

DATO' GEORGE STEWART LABROOY
Independent Non-Executive Director

Experiences

Dato' Stewart currently serves as Executive Chairman of Area Management Sdn. Bhd., the manager of the AREA Industrial Development Fund 1 which develops high grade industrial projects and estates in Malaysia and is the Investment Manager of Compass IP Sdn. Bhd., a joint venture between The AREA Group, PNB and KWEST. He currently serves as Director of the Compass IP Board.

An esteemed and renowned property professional, he has over 48 years of experience in industrial design, manufacturing, operations management, property development, REIT and funds management. He is a prominent speaker on the subject of real estate investment trusts and has presented numerous papers at conferences globally.

Dato' Stewart was the Chief Executive Officer and Executive Director of Axis REIT Managers Bhd until December 2015. Axis REIT was the first Shariah compliant listed Industrial REIT in the world and the first REIT to be listed on Bursa Malaysia in August 2005. During that time, he worked to establish REITs as an important component of the capital markets in Malaysia. He spearheaded the formation of the Malaysian REIT Managers Association where he served as its Chairman for 5 years and is currently serving as its Honorary Secretary. He also serves as a Board Member of the Asia Pacific Real Estate Association (APREA).

He was instrumental in the establishment of Alpha REIT, Malaysia's first unlisted Islamic REIT focused on Education assets, where he serves as Chairman of Alpha REIT Managers Sdn. Bhd., the manager of Alpha REIT.

Board Committee Membership

- Chairman of Board Governance and Risk Committee
- Member of Nomination and Remuneration Committee

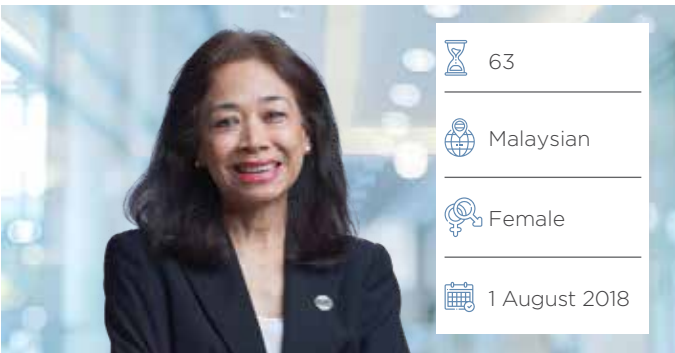
Qualification(s)

- Bachelor of Engineering (Hons), University of Sheffield, United Kingdom
- Post Graduate Diploma in Business Studies, University of Sheffield, United Kingdom
- Member of the Institute of Engineers, Malaysia

Present Directorship(s) in other Public Companies

- Nil

Board of Directors' Profile



ROWINA GHAZALI SETH
Independent Non-Executive Director

Experiences

Rowina began her career at SHELL in the Information Technology Division in 1985, then assumed various local and global positions in SHELL's upstream, downstream and business operations. She rose to senior positions, including as SHELL Malaysia's General Manager, Corporate Affairs and Director of SHELL Business Services Sdn. Bhd.

As a senior member of SHELL's management, she has more than 30 years' experience in the Oil & Gas industry, in all aspects of strategic government relations, external and reputation management.

Her last position was Director, Government Affairs at SHELL Malaysia, building the function from inception and pioneering the lead role.

Board Committee Membership

- Chairperson of Nomination and Remuneration Committee
- Member of Board Governance and Risk Committee

Qualification(s)

- Bachelor of Science Degree in Computer Science, Northern Illinois University, United States

Present Directorship(s) in other Public Companies

- Velesto Energy Berhad (Listed Company)
- Hong Leong Islamic Bank Berhad



JENIFER THIEN BIT LEONG
Independent Non-Executive Director

Experiences

Jenifer is the Founder and Principal of Grit and Pace, through which she advises corporations on ESG and what it takes to drive change in supply chain, procurement and operational excellence.

She has over 30 years of international C-suite experience in the consumer packaged goods industry and had the opportunity to live and work in a number of countries across Asia and the US throughout her career. This includes 25 years with Mars Incorporated where she last served as the Global Chief Procurement Officer. Jenifer has successfully led complex business transformation and sustainability programmes through her deep understanding of the business enterprise, the ability to bring the right capability together, as well as intensive stakeholder engagement.

Jenifer is also an alumnus of executive programmes at the Global Competent Boards, INSEAD, London Business School, Harvard Business School and Center for Creative Leadership.

Board Committee Membership

- Chairperson of Board Tender Committee
- Member of Board Governance and Risk Committee

Qualification(s)

- BSc. Food Science & Technology, Universiti Putra Malaysia

Present Directorship(s) in other Public Companies

- AEON Co. (M) Bhd (Listed Company)
- Malaysian Pacific Industries Berhad (Listed Company)
- SD Guthrie Bhd (formerly known as Sime Darby Plantation Berhad) (Listed Company)

Our Integrated Report provides cross-references to our suite of reporting publications:



MOHD ASRUL AB RAHIM

Non-Independent Non-Executive Director

Experiences

Asrul Rahim is currently a Director in the Investments division of Khazanah Nasional Berhad. His work experience spanned multiple industries including healthcare, infrastructure and automotive.

Asrul started his career with PricewaterhouseCoopers (PwC) in London focusing on assurance practice covering global clients in broad industries portfolio including healthcare, energy, property, and consumer retail. He later joined PwC Capital in KL specialising in corporate finance advisory. He was also a General Manager with DRB-HICOM Berhad heading its corporate strategy and business development functions.

Board Committee Membership

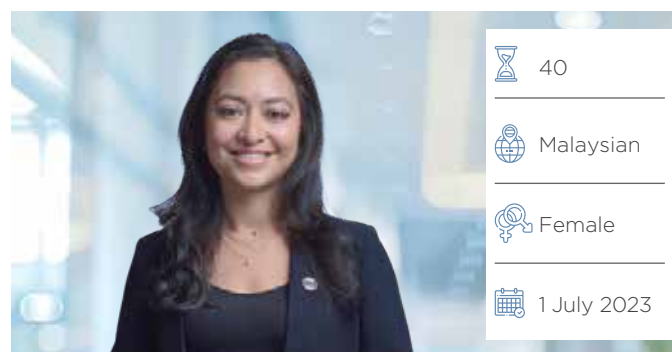
- Member of Audit Committee
- Member of Board Tender Committee
- Member of Board Investment Committee

Qualification(s)

- BSc. in Accounting and Finance, London School of Economics and Political Science, United Kingdom
- Fellow member of Institute of Chartered Accountants in England and Wales (ICAEW)
- Member of Malaysian Institute of Accountants (MIA)

Present Directorship(s) in other Public Companies

- UEM Lestra Berhad
- Malaysia Airports Holdings Berhad



NURUL IMAN MOHD ZAMAN

Non-Independent Non-Executive Director

Experiences

Iman is currently a Director in the Investments division of Khazanah Nasional Berhad (Khazanah). Her professional experience includes investments origination, deal structuring and execution, corporate strategy, and business planning.

She joined Khazanah in 2008 and is currently overseeing the Private Markets Consumer portfolio, which includes local and global assets. She has previously covered various sectors, including property, aviation, leisure & tourism, and healthcare. She also sits on the Boards of various Khazanah companies.

Board Committee Membership

- Member of Board Governance and Risk Committee

Qualification(s)

- Master of Business Administration, University of Cambridge's Judge Business School
- Bachelor of Arts in Economics and English, Cornell University

Present Directorship(s) in other Public Companies

- Blue Archipelago Berhad
- Biotropics Malaysia Berhad

Board of Directors' Profile

Our Integrated Report provides cross-references to our suite of reporting publications:



70
Malaysian
Male
1 August 2023

DATO' DR. OMAR ABD HAMID
Independent Non-Executive Director

Experiences

Dato' Dr. Omar has over 36 years of management experience and entrepreneurship in the healthcare industry, especially in the private hospital, pharmacy benefit management, hospital information system (HIS), and home-based healthcare.

He founded Avisena Healthcare in the early 1997, and was the President and Chief Executive Officer from September 1999 to December 2020. Since its inception, the small 40 bed outfit hospital in Shah Alam has expanded into two private hospitals, 120 beds Avisena Specialist Hospital and 140 beds Avisena Women's & Children's Specialist Hospital. He had also successfully setup Oratis Consulting which specialises in Hospital Information System (HIS) and, to date had more than 45 government hospitals under its consulting works.

Board Committee Membership

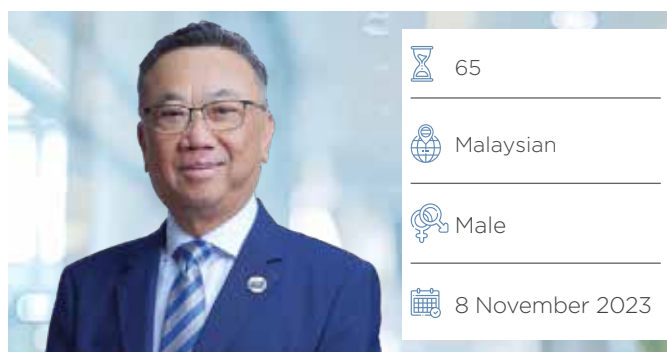
- Member of Audit Committee
- Member of Board Tender Committee

Qualification(s)

- Master of Business Administration, University of Ballarat, Australia
- Post-Graduate Diploma in Hospital & Health Service Administration, University of South Bank, United Kingdom
- Bachelor of Medicine and Bachelor of Surgery (MBBS), University of Malaya

Present Directorship(s) in other Public Companies

- Yayasan Avisena



65
Malaysian
Male
8 November 2023

SIMON KUA CHOO KAI
Independent Non-Executive Director

Experiences

Simon Kua had been in the accounting profession for almost 38 years. He started his career with the Ernst & Young ("EY")'s predecessor firm, Ernst & Whinney (EW) after his graduation and have been with the firm since January 1983.

Prior to his retirement in June 2020, Simon was a Partner within the Kuala Lumpur Assurance Practice and was the Professional Practice Director for East Malaysia. He was also the Administration Leader of the Malaysian Firm responsible for facilities management and support services.

Simon's professional service experiences were in internal and external audits, information systems assurance, enterprise risk management framework, corporate governance framework, financial and management advisory. His industry experience included the automation, technology, telecommunications, property development and construction, gaming, consumer products and healthcare industries. He was also involved in international expatriate assignments in the UK and the USA.

He was previously head of EY Advisory Services from 1997 until 2005 where he was instrumental in the start-up of EY Risk & Assurance Business Services. Simon was the partner in charge of numerous Corporate Governance and Risk Management framework implementation assignments. He returned to mainstream Assurance in 2005 and was the engagement partner in charge of several large conglomerates in Malaysia and MNCs.

Board Committee Membership

- Chairman of Audit Committee
- Member of Board Investment Committee

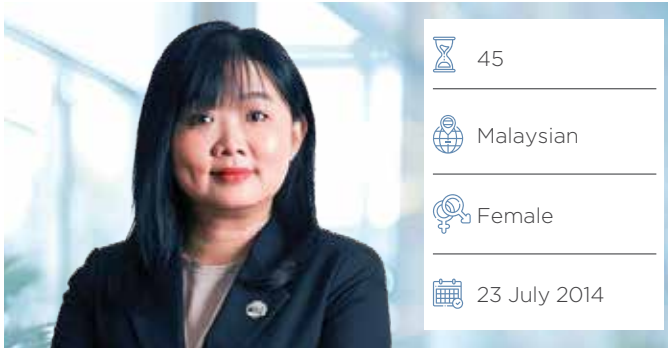
Qualification(s)

- Master of Business Administration, University of Bath
- Bachelor of Economics, Monash University, Australia
- Member of Malaysian Institute of Accountants (MIA)
- Member of The Malaysian Institute of Certified Public Accountants (MICPA)
- Fellow of Certified Practising Accountants, Australia

Present Directorship(s) in other Public Companies

- Cengild Medical Berhad (Listed Company)
- REDtone Digital Berhad (Listed Company)
- Berjaya Land Berhad (Listed Company)

Company Secretary's Profile



CHIEW SIEW YUEN

Head, Secretarial, UEM Edgenta Berhad

Experiences

- July 2014 – present: Head, Secretarial, UEM Edgenta Berhad
- 2006 – June 2014: Assistant Vice President, Group Company Secretarial, CIMB Investment Bank Berhad

Qualification(s)

- Associate Member of Malaysian Institute of Chartered Secretaries and Administrators
- Chartered Secretary and Chartered Governance Professional under The Chartered Governance Institute

Present Directorship(s) in other Public Companies

- Nil

DECLARATION BY BOARD:

• Family Relationship with Director and/or Major Shareholder

None of the Directors have any family relationship with any Director and/or major shareholder of UEM Edgenta.

• Conflict of Interest

The details of potential conflict of interest disclosed by Tan Sri Dr. Azmil Khalid is detailed in the Audit Committee Report on page 243 of the Company's Annual Report 2024.

Save as disclosed above, none of the Directors have any conflict of interest or potential conflict of interest in any competing business with UEM Edgenta or its subsidiaries.

• Conviction of Offences

None of the Directors have been convicted for offences within the past five years other than traffic offences, if any.

• Public Sanction/Penalty

None of the Directors have any public sanction or penalty imposed on them by any regulatory bodies during the financial year ended 31 December 2024.

Notes:

- Datuk Amran Hafiz Affifudin, En. Mohd Asrul Ab Rahim and Pn. Nurul Iman Mohd Zaman are nominees of UEM Group Berhad.
- Age as at 20 March 2025.



- | | | | |
|----|-------------------------------------|----|-------------------|
| 7 | RAIS IMRAN | 8 | TAN CHEH TIAN |
| 9 | AHMAD ZAKRI ISMAIL | 10 | SHAIFUL SUBHAN |
| 11 | RAIHANA AHMAD | 12 | IR. MAZLAN YUSOFF |
| 13 | WAN LAILA FATIHAH
WAN OMAR SUKRI | | |



EXECUTIVE LEADERSHIP



1 SYAHRUNIZAM
SAMSUDIN

2 AHMAD FAZRIL
FAUZI

3 RAZMAN
ISMAIL

4 CHUA
YONG HOWE

5 SYAIFUL IZAM
ABDULLAH

6 IR. VEKNESWARAN
T. ARASAPPAN



14 FAIZATUL FARHAH
GHAZALI

15 MUSTAKIM
ILMAN MUSTAFA

16 ANDREW RAJ
VARATHARAJU

17 KAREN LYNN
JOHNSON

18 EFFREEZA
MOHAMAD

Executive Leadership's Profile

**SYAHRUNIZAM SAMSUDIN**

Managing Director/Chief Executive Officer, UEM Edgenta Berhad

Malaysian | Age 51 | Male

Date of Appointment: 1 July 2020

Please refer to his profile in the Board of Directors' Profile on page 204


AHMAD FAZRIL FAUZI

Chief Financial Officer

Malaysian | Age 41 | Male

Date of Appointment: 12 August 2024

Professional Qualifications:

- Bachelor of Commerce (Majoring in Accounting & Finance) Deakin University, Melbourne, Australia
- Certified Public Accountant, Malaysian Institute of Certified Public Accountants
- Chartered Accountant, Malaysian Institute of Accountants
- Certified Integrity Officer, Malaysian Anti-Corruption Academy

Present Directorship(s) In Listed Entity/Other Public Companies:

- Opus Group Berhad
- Opus International (M) Berhad

Working Experiences:

- August 2024 – present: Chief Financial Officer, UEM Edgenta Berhad
- August 2021 – July 2024: Chief Financial Officer, Boustead Heavy Industries Corporation Berhad
- October 2018 – July 2021: Head of Group Internal Audit, Risk Management and Integrity & Governance, Boustead Holdings Berhad
- May 2015 – September 2018: Financial Controller, Boustead Holdings Berhad
- February 2007 – April 2015: Accountant, Boustead Holdings Berhad


RAZMAN ISMAIL

Chief People Officer

Malaysian | Age 54 | Male

Date of Appointment: 1 November 2019

Professional Qualifications:

- Bachelor's Degree in Management majoring in Human Resources, Universiti Sains Malaysia
- Associate Qualification in Islamic Finance ("AQIF") by Islamic Banking & Finance Institute Malaysia ("IBFIM")
- Registered Corporate Coach (RCC) by Worldwide Association of Business Coaches.

Present Directorship(s) In Listed Entity/Other Public Companies:

- Nil

Working Experiences:

- November 2019 – present: Chief People Officer, UEM Edgenta Berhad
- July 2014 – September 2019: Chief Human Resource Officer, Bank Islam Malaysia Berhad
- January 2007 – June 2014: Director, Group Human Resource, CIMB
- September 2004 – December 2006: Manager, Recruitment and Scholarship, Bank Negara Malaysia
- January 2003 – August 2004: Principal Consultant, IBM Malaysia
- May 1995 – December 2002: Senior Consultant, PricewaterhouseCoopers (PwC)



Executive Leadership's Profile



CHUA YONG HOWE

Chief Digital Officer

Malaysian | Age 47 | Male

Date of Appointment: 18 January 2021

Professional Qualifications:

- Master's in Business Administration (MBA) from University of Strathclyde, United Kingdom
- Bachelor's Degree in Information Technology from Charles Sturt University, Australia
- Executive Education in Building Digital Partnerships and Ecosystems, Insead Business School, France
- Executive Education in Leading Digital Business Transformation, IMD Business School, Switzerland
- Executive Education in Competing on Business Analytics and Big Data, Harvard Business School, USA
- Certified Practitioner in PProjects IN Controlled Environments ("PRINCE2")
- Certified Practitioner in Information Technology Infrastructure Library ("ITIL")

Present Directorship(s) In Listed Entity/Other Public Companies:

- Nil

Working Experiences:

- January 2021 – present: Chief Digital Officer, UEM Edgenta Berhad
- November 2018 – January 2021: Country Managing Director (Malaysia & Singapore), Eureka AI
- February 2013 – October 2018: Practice Leader – Analytics Advisory (Asia), DXC Technologies
- February 2011 – February 2013: Consulting Manager, Accenture
- July 2009 – February 2011: Business Development Manager, China Telecom Europe
- January 2007 – July 2009: Senior Service Analyst, Centrica
- September 2003 – October 2005: Solution Architect, Hewlett Packard
- February 2001 – August 2003: Head of Technology, Smart Global Network
- January 2000 – December 2000: User Experience Research, e1000.com



IR. VEKNESWARAN T. ARASAPPAN

Head, Property & Facility Solutions

Managing Director, Edgenta Greentech Sdn Bhd

Malaysian | Age 49 | Male

Date of Appointment: 1 January 2022

Professional Qualifications:

- MSc. in Energy, Heriot-Watt University, UK
- MBA in Finance, University of Southern Queensland, Australia
- B.E. (Hons) Mechanical, UPM
- Registered Professional Engineer with Practicing Certificate with the Board of Engineers Malaysia
- Registered Chartered Engineer with the Engineering Council, United Kingdom
- Registered European Engineer with the European Federation of National Engineering Associations
- Corporate Member of The Institution of Engineers, Malaysia
- Member of the Chartered Institution of Building Services Engineers, UK
- Member of the American Society of Heating, Refrigerating and Air-Conditioning Engineers

Present Directorship(s) In Listed Entity/Other Public Companies:

- Nil

Working Experiences:

- January 2022 – present: Head, Property & Facility Solutions, Managing Director, Edgenta Greentech Sdn Bhd
- April 2021 – December 2021: Head of Information Technology, UEM Edgenta Bhd.
- September 2018 – April 2021: Head of Technology & Innovation, UEM Edgenta Bhd.
- May 2015 – August 2018: Head of Business Solutions (Technology), UEM Edgenta Berhad
- June 2009 – May 2015: Head of Technical Development (Sustainability), Faber Group Bhd.
- August 2008 – May 2009: Assistant Manager Regional Operations, Faber Medi-Serve Sdn Bhd
- September 2007 – July 2008: Project Engineer, Prince Court Medical Centre
- February 2006 – August 2007: Project Engineer, Sheikh Khalifa Medical City, Abu Dhabi, United Arab Emirates
- January 2001 – January 2006: Senior Mechanical Engineer, Faber Medi-Serve Sdn Bhd
- July 1999 – December 2000: Mechanical Engineer, PROPEL-Johnson Controls Sdn. Bhd

**SHAIFUL SUBHAN**

Head, Healthcare Solutions
Managing Director, Edgenta Mediserve Sdn Bhd

Malaysian | Age 48 | Male

Date of Appointment: 27 January 2023

Professional Qualifications:

- Master's Degree in Business Administration from the University of New England, Australia
- Bachelor's Degree in Accounting from the University of Birmingham, England
- Chartered Accountant with the Malaysian Institute of Accountants (MIA)
- Fellow of the Association of Chartered Certified Accountants (ACCA), UK

Present Directorship(s) In Listed Entity/Other Public Companies:

- Nil

Working Experiences:

- January 2023 – present: Head of Healthcare Solutions & Managing Director, Edgenta Mediserve Sdn Bhd
- October 2017 – December 2022: Group Chief Executive Officer, IRIS Corporation Berhad
- September 2011 – September 2017: Vice President, Segment & Portfolio Management – Customer Division, Astro (Measat Broadcast Network Systems Sdn Bhd)
- January 2008 – August 2011: Head of Sales Development (Enterprise Business), Head of Key Account Management (Enterprise Business) and Senior, Business Planning, Digi Telecommunications Sdn Bhd
- February 2003 – January 2008: Executive Director, Privasia Sdn Bhd
- August 2000 – January 2003: Assistant Manager, Office of the Chief Executive, TIME dotCom Berhad
- September 1999 – July 2000: Accounts Executive, Propel Berhad
- September 1998 – August 1999: Internal Audit Executive, United Engineers Malaysia Berhad

**RAIS IMRAN**

Managing Director, Regional Headquarter – Middle East, UEM Edgenta
CEO, MEEM Facilities Management, the Kingdom of Saudi Arabia

Malaysian | Age 42 | Male

Date of Appointment: 22 February 2021

Professional Qualifications:

- Master's in Engineering (Chemical), Cornell University, USA
- Bachelor of Science (Chemical Engineering), Cornell University, USA
- Dean's Certificate in Engineering Management, Cornell University, USA

Present Directorship(s) In Listed Entity/Other Public Companies:

- Nil

Working Experiences:

- 2025 – present: CEO of MEEM Facilities Management, the Kingdom of Saudi Arabia
- 2024 – present: Managing Director, Regional Headquarter – Middle East, UEM Edgenta
- 2021 – 2024: Chief Strategy Officer, UEM Edgenta
- 2020 – 2021: Principal and Core Member of Principle Investment and Private Equity and Industrial Goods Practice Area, The Boston Consulting Group
- 2013 – 2019: Various senior leadership positions at Sapura Energy Berhad including Strategic Business, Office of the President and Group CEO, as well as Head, Corporate Finance & Investor Relations
- 2011 – 2013: Senior Consultant and Core Member of Upstream Oil & Gas Industry Practice Area, The Boston Consulting Group
- 2008 – 2010: Senior Executive, Group Technology and R&D Management, PETRONAS
- 2007 – 2008: Petroleum Economist, PETRONAS Carigali Sdn Bhd

Executive Leadership's Profile



TAN CHEH TIAN

Chief Executive Officer, UEMS Singapore & Taiwan

Singaporean | Age 52 | Female

Date of Appointment: 1 September 2021

Professional Qualifications:

- Master of Science (Estate Management), National University of Singapore
- Bachelor of Science (Estate Management) (2nd Upper Honours), National University of Singapore
- Board of Directors, Singapore International Facility Management Association, Singapore (till 26 June 2024)
- Chairperson, Membership & Publicity Committee, Singapore International Facility Management Association (till 26 June 2024)
- Member, Singapore Institute of Surveyors & Valuers ("SISV"), Singapore
- Member, Association of Property & Facility Managers ("APFM"), Singapore
- Certified Property and Facility Manager (Registered), Association of Property & Facility Managers ("APFM"), Singapore
- Certified Facilities Management Expert (CFME) - Tier 1, Singapore International Facility Management Association

Present Directorship(s) In Listed Entity/Other Public Companies:

- Nil

Working Experiences:

- September 2021 – present: Chief Executive Officer, UEMS Singapore & Taiwan
- April 2018 – August 2021: Chief Operating Officer, Healthcare Support (Commercial), UEMS Pte. Ltd.
- April 2012 – August 2021: General Manager, UEMS Solutions Pte. Ltd. (UEMS Singapore)
- October 2012 – present: Key Executive Officer ("KEO"), UEMS Solutions Pte. Ltd., Council of Estate Agencies ("CEA"), Singapore and Licensed Salesperson (R028841E), Council of Estate Agencies, Singapore
- April 2009 – April 2012: Director of Facilities Management and Director of Corporate Real Estate, UGL Services Premas Operations Limited, Singapore [now known as C&W Services (S) Pte. Ltd., Singapore]
- June 2005 – April 2009: General Manager (Property & Asset Management), Exceltec Property Management Pte. Ltd., Singapore
- May 1996 – June 2005: Holding various senior roles such as Head of Building & Tender, Head of Planning & Development, Head of Property Management (Building), and Head of Building Management, Singapore Land Authority and Land Office, Singapore



AHMAD ZAKRI ISMAIL

Chief Executive Officer, Edgenta Arabia Limited

Malaysian | Age 58 | Male

Date of Appointment: 29 November 2022

Professional Qualifications:

- Bachelor of Science (Advanced Major in Computing Science) Dalhousie University, Nova Scotia, Canada

Present Directorship(s) In Listed Entity/Other Public Companies:

- Nil

Working Experiences:

- November 2022 – present: Chief Executive Officer Edgenta Arabia Limited, Riyadh, Saudi Arabia
- November 2021 – October 2022: Director, Digital & Technology Solution Operon Middle East, Dubai, United Arab Emirates
- June 2011 – October 2021: Holding various technology, project management and operational positions with the last 4 years as Chief Technology Officer Touch 'n Go Sdn Bhd, Kuala Lumpur, Malaysia
- February 2008 – December 2010: Head of Information Technology Wasatah Capital, Riyadh, Saudi Arabia
- March 2007 – January 2008: Vice President, Information Technology Kenanga Investment Bank Berhad, Kuala Lumpur, Malaysia
- March 2006 – February 2007: Vice President, Strategic IT Planning & IT Policies K&N Kenanga Holdings Berhad, Kuala Lumpur, Malaysia
- January 1994 – February 2006: Holding various technology positions with the last 10 years as Senior Manager, Information Technology SBB Securities Sdn Bhd/Mohaiyani Securities Sdn Bhd, Selangor, Malaysia

**RAIHANA AHMAD**

Head of Infrastructure Services
Managing Director, Edgenta PROPEL Berhad

Malaysian | Age 58 | Female

Date of Appointment: 1 January 2025

Professional Qualifications:

- Bachelor of Science (Civil Engineering) University of Arizona, USA-1988

Present Directorship(s) In Listed Entity/Other Public Companies:

- Edgenta PROPEL Berhad

Working Experiences:

- May 2020 – December 2024: Chief Operating Officer (Edgenta Infrastructure Services Sdn Bhd)
- December 2016 – February 2019: Head of Utilities Project (PROPEL BERHAD)
- March 2012 – April 2020: Head of Project Management (Edgenta PROPEL Berhad)
- November 2012 – November 2016: Head Growth and Strategy (PROPEL BERHAD)
- December 2009 – October 2012: Head of Division (UEM GROUP BERHAD)
- April 2007 – December 2009: Head of Company (CYBERPLUS Sdn Bhd (Subsidiary of TIME Quantum))
- November 2005 – March 2007: Project Director Technology Infrastructure (TIME QUANTUM Sdn Bhd)
- December 1998 – November 2004: Senior Manager Business Development (TOUCH N GO Sdn Bhd)
- January 1989 – November 1998: Project Planning, Monitoring and Reporting Manager (OPUS Group Berhad)

**IR. MAZLAN YUSOFF**

Chief Operating Officer, Healthcare Solutions

Malaysian | Age 57 | Male

Date of Appointment: 1 January 1997

Professional Qualifications:

- Bachelor of Engineering (Hons) in Mechanical Engineering, UiTM
- Registered Professional Engineer with Practicing Certificate with the Board of Engineers, Malaysia
- Registered Electrical Energy Manager with the Energy Commission, Malaysia
- Corporate Members of The Institute of Engineers, Malaysia
- Certified Energy Manager, Asean Energy Centre (AEC)
- Member of Renewable Energy Institute (REI), UK
- Indoor Air Quality (IAQ), NIOSH
- International Certified Healthcare Facility Manager (ICHFM), City & Guilds, London

Present Directorship(s) In Listed Entity/Other Public Companies:

- Nil

Working Experiences:

- January 2024 – present: Chief Operating Officer, Healthcare Solutions
- August 2023: Acting Chief Operating Officer, Healthcare Solutions
- January 2020: Head of Service, Facility Engineering Maintenance Services and Sustainability Programme, Edgenta Mediserve Sdn Bhd
- January 2015: Head of Sustainability Programme, Edgenta Mediserve Sdn Bhd
- January 2012: Engineering Manager, Faber Mediserve Sdn Bhd
- April 2007: Project Manager, Faber LLC, United Arab Emirates
- January 2002: Facility Manager, Faber Mediserve Sdn Bhd
- January 1997: Head of Engineering, Edgenta Mediserve Sdn Bhd
- September 1992: Engineer, Ministry of Health, Malaysia
- January 1990: M&E Consultant, EMZEX Sdn Bhd

Executive Leadership's Profile



SYAIFUL IZAM ABDULLAH

Chief Operating Officer, Infrastructure Services

Malaysian | Age 49 | Male

Date of Appointment: 1 January 2025

Professional Qualifications:

- MBA, York St. John University, United Kingdom
- Bachelor of Commerce, University of Auckland, New Zealand
- INSEAD Senior Leadership Development Programme from INSEAD Business School, Singapore
- Council Member, The Malaysia Asset and Project Management Association (MAPMA)
- Council Member, Road Engineering Association Of Malaysia (REAM)

Present Directorship(s) In Listed Entity/Other Public Companies:

- Nil

Working Experiences:

- January 2025 – present: Chief Operating Officer, Infrastructure Services, UEM Edgenta Berhad
- July 2015 – December 2024: Head, Business Planning and Development, Edgenta PROPEL Berhad
- February 2013 – June 2015: Head, Infrastructure Business Growth and Business Development Department, UEM Edgenta Berhad
- October 2010 – January 2015: Head, Business Development and Corporate Planning Department, Indah Water Konsortium Sdn Bhd
- October 2004 – September 2010: Vice President Investments, Markmore Sdn Bhd
- December 2002 – September 2004: Head of Business Development, Rangkaian Segar Sdn Bhd
- June 2000 – November 2002: Product Manager, TIME dotCom Berhad
- March 1999 – May 2000: Finance Executive, Pemasaran Simen Negara Sdn Bhd (Subsidiary of CIMA Berhad)
- February 1998 – February 1999: Management Executive, Internal Audit, PLUS Berhad



ANDREW RAJ VARATHARAJU

Head, Operational Excellence & HSSE

Malaysian | Age 51 | Male

Date of Appointment: 1 July 2021

Professional Qualifications:

- Executive Diploma in Management Operation – Universiti Teknologi Malaysia
- Certificate in Mechanical Engineering – Polytechnic Port Dickson
- Certificate in the Oil & Gas Industry – NEBOSH
- Lead auditor for OHSAS 18001 – NIOSH

Present Directorship(s) In Listed Entity/Other Public Companies:

- Edgenta Facilities Sdn Bhd

Working Experiences:

- 2021: Head Operational Excellence & HSSE, UEM Edgenta Berhad
- 2018: Head Behavioural Safety, Culture & Learning, UEM Edgenta Berhad
- 2013: HSSEQ Manager, Shell Middle Distillate Synthesis Plant in Bintulu, Sarawak
- 2008: Head of HSSE MS and Safety, Shell Refining Company Port Dickson
- 2005: Workshop Leader, Shell Refining Company Port Dickson
- 2002: Engineering Planner, Shell Refining Company Port Dickson
- 1997: Mechanical Supervisor, Shell Refining Company Port Dickson


WAN LAILA FATIMAH WAN OMAR SUKRI

Head, Corporate Communications

Malaysian | Age 43 | Female

Date of Appointment: 15 December 2022

Professional Qualifications:

- Masters in Knowledge Management with Multimedia, Multimedia University, Cyberjaya
- Bachelor's Degree in Multimedia (Film & Animation), Multimedia University, Cyberjaya
- 20 years of experience specialising in Branding, Marketing, Strategic & Corporate Communications, in addition to Stakeholder Management (both local and international) across various industries, including Oil & Gas, Media & Broadcasting, and Government Agencies

Present Directorship(s) In Listed Entity/Other Public Companies:

- Nil

Working Experiences:

- 2022 – present: Head, Corporate Communications, UEM Edgenta Berhad
- 2020 – 2022: Director, Strategic Communications, Malaysian Rubber Council (MRC), responsible for a wide spectrum of communications portfolio including Corporate Communications, Strategic Communications, Corporate Social Responsibility (CSR), Media Relations, Government Relations, Advertising, Brand Management, as well as Creative Services
- 2010 – 2019: Held various roles including spearheading the role of Head, Branding & Stakeholder Management, Project Delivery & Technology Division, PETRONAS. In this role, she played a pivotal part in branding initiatives related to project delivery, technology and motorsports, enhancing the company's image in these dynamic sectors. Additionally, her responsibilities included managing stakeholder relationships both locally and internationally, ensuring robust communication and partnership across diverse geographical and industry spectra
- 2003 – 2010: Held various roles in TV3 and Media Prima Berhad, which includes Corporate Governance, Risk Management, Internal Audit, News & Current Affairs, Magazine & Entertainment, and Creative Services


FAIZATUL FARHAH GHAZALI

Head, Risk, Integrity & Compliance

Malaysian | Age 47 | Female

Date of Appointment: 1 December 2022

Professional Qualifications:

- Master in Business Administration (MBA, Islamic Banking & Finance), International Islamic University Malaysia (IIUM)
- Bachelor's Degree in Accounting (B.Acc), International Islamic University Malaysia (IIUM)
- Chartered Accountant (CA(M)), Malaysian Institute of Accountants (MIA)
- Certified Risk Management (CRM), Academy Risk Management Malaysia (ARiMM)

Present Directorship(s) In Listed Entity/Other Public Companies:

- Nil

Working Experiences:

- December 2022 – present: Head of Risk, Integrity & Compliance, UEM Edgenta Berhad
- 2021 – 2022: Head of Group Enterprise Risk Management, Axiata Group Berhad (AGB)
- 2018 – 2021: General Manager/Head of Group Risk Management, Malaysia Resources Corporation Berhad (MRCB)
- 2014 – 2018: Head of Risk Management, Mass Rapid Transit Corporation (MRTC)
- 2011 – 2014: Head of Risk Management, East Coast Economic Region Development Council (ECERDC)
- 2007 – 2011: Head of Internal Audit & Risk Management, Malaysian Agrifood Corporation Berhad (MAFC)
- 2004 – 2007: Team Leader, Financial and Management Audit Department (Specialisation: Investment & Fund Management), Permodalan Nasional Berhad (PNB)
- 2000 – 2004: Senior Associate, Assurance and Business Advisory Services (Specialisation: Financial Services), PricewaterhouseCoopers (PwC) Malaysia

Executive Leadership's Profile



MUSTAKIM ILMAN MUSTAFA

Head, Internal Audit

Malaysian | Age 40 | Male

Date of Appointment: 18 September 2023

Professional Qualifications:

- Bachelor of Accounting (Hons) University Tenaga Nasional
- Associate Member of Institute of Internal Auditor (IIA)

Present Directorship(s) In Listed Entity/Other Public Companies:

- Nil

Working Experiences:

- September 2023 – present: Head of Internal Audit, UEM Edgenta Berhad
- April 2022 – August 2023: General Manager, Managing Director Office, PLUS Malaysia Berhad
- 2020 – present: Industry Advisory Panel for University Tenaga Nasional
- March 2018 – March 2022: Head of Internal Audit, PLUS Malaysia Berhad
- September 2018 – February 2019: Deputy Head of Internal Audit, PLUS Malaysia Berhad
- July 2016 – August 2018: Head of Section (Project, Utilities and Joint Venture), Malakoff Corporation Berhad
- November 2011 – June 2016: Senior Internal Auditor, PETRONAS
- July 2008 – October 2011: Executive Finance, Tenaga Nasional Berhad



KAREN LYNN JOHNSON

General Counsel, Legal

Malaysian | Age 46 | Female

Date of Appointment: 1 July 2024

Professional Qualifications:

- Master of Laws (LL.M) from University Malaya, Kuala Lumpur, Malaysia
- Bachelor of Laws (LL.B) from University of London, UK
- Certificate of Legal Practice (CLP) from the Legal Profession Qualifying Board of Malaysia
- Admission to the Malaysian Bar as an Advocate and Solicitor of the High Court of Malaya
- INSEAD Senior Leadership Development Programme from INSEAD Business School, Singapore

Present Directorship(s) In Listed Entity/Other Public Companies:

- Nil

Working Experiences:

- July 2024 – present: General Counsel UEM Edgenta Berhad
- February 2024 – July 2024: Acting Head of Legal UEM Edgenta Berhad
- March 2022 – February 2024: Deputy General Counsel UEM Edgenta Berhad
- May 2018 – March 2022: Vice President, Equity Capital Markets/Corporate Finance/Investment Banking & Advisory Maybank Investment Bank Berhad
- November 2017 – May 2018: Senior Legal Associate, Equity Capital Markets/Corporate Transactions Messrs Azmi & Associates
- September 2016 – November 2017: Senior Legal Manager AmBank Berhad
- May 2010 – September 2016: Senior Legal Associate, Equity Capital Markets/Corporate Finance/Transactions Messrs Albar & Partners
- January 2008 – April 2010: Legal Associate, Conveyancing/Corporate Messrs Rajes Hisham Rahim & Gopal
- January 2007 – January 2008: Legal Associate, Litigation Messrs Kadir Andri & Partners


EFFREEZA MOHAMAD

Head, Corporate Strategy & Planning

Malaysian | Age 45 | Female

Date of Appointment: 1 January 2025

Professional Qualifications:

- Corporate Executive Education, Thunderbird School of Global Management, St. Andrews, UK (2012)
- BA (Hons) in Accounting and Finance, University of Exeter, UK (2001)

Present Directorship(s) In Listed Entity/Other Public Companies:

- Nil

Working Experiences:

- January 2025 – present: Head, Corporate Strategy & Planning, UEM Edgenta Berhad
- August – December 2024: Acting Head, Corporate Strategy & Planning, UEM Edgenta Berhad
- June 2023 – July 2024: Head, Transformation, Edgenta Healthcare Solutions
- January 2022 – June 2023: Head, Corporate Planning & Strategic Projects, UEM Edgenta Berhad
- March 2020 – January 2022: Director, Strategy & Transactions, Ernst & Young PLT, Malaysia
- September 2018 – March 2020: Director, Strategic Planning & Business Transformation, Mozeff Consulting Sdn Bhd
- August 2013 – July 2017: Head, Planning & Economics, Sterling Resources UK Ltd, London, UK
- April 2012 – May 2013: Head, Economics & Financial Planning, Maersk Oil North Sea UK Ltd, Aberdeen, UK
- December 2009 – April 2012: Head, Planning & Economic Evaluations, Eni UK Ltd, London, UK
- January 2007 – January 2009: Analyst, Planning & Appraisal, Shell International Petroleum Company Ltd, London, UK
- May 2004 – January 2007: Financial Accountant, Shell Malaysia Trading Sdn Bhd
- June 2002 – May 2004: Analyst, Business Evaluation & Research at MISC Berhad

DECLARATION:
*** Family Relationship with Director and/or Major Shareholder**

None of the Key Senior Management have any family relationship with any Director and/or major shareholder of UEM Edgenta.

*** Conflict of Interest**

None of the Key Senior Management have any conflict of interest or potential conflict of interest in any competing business with UEM Edgenta or its subsidiaries.

*** Conviction of Offences**

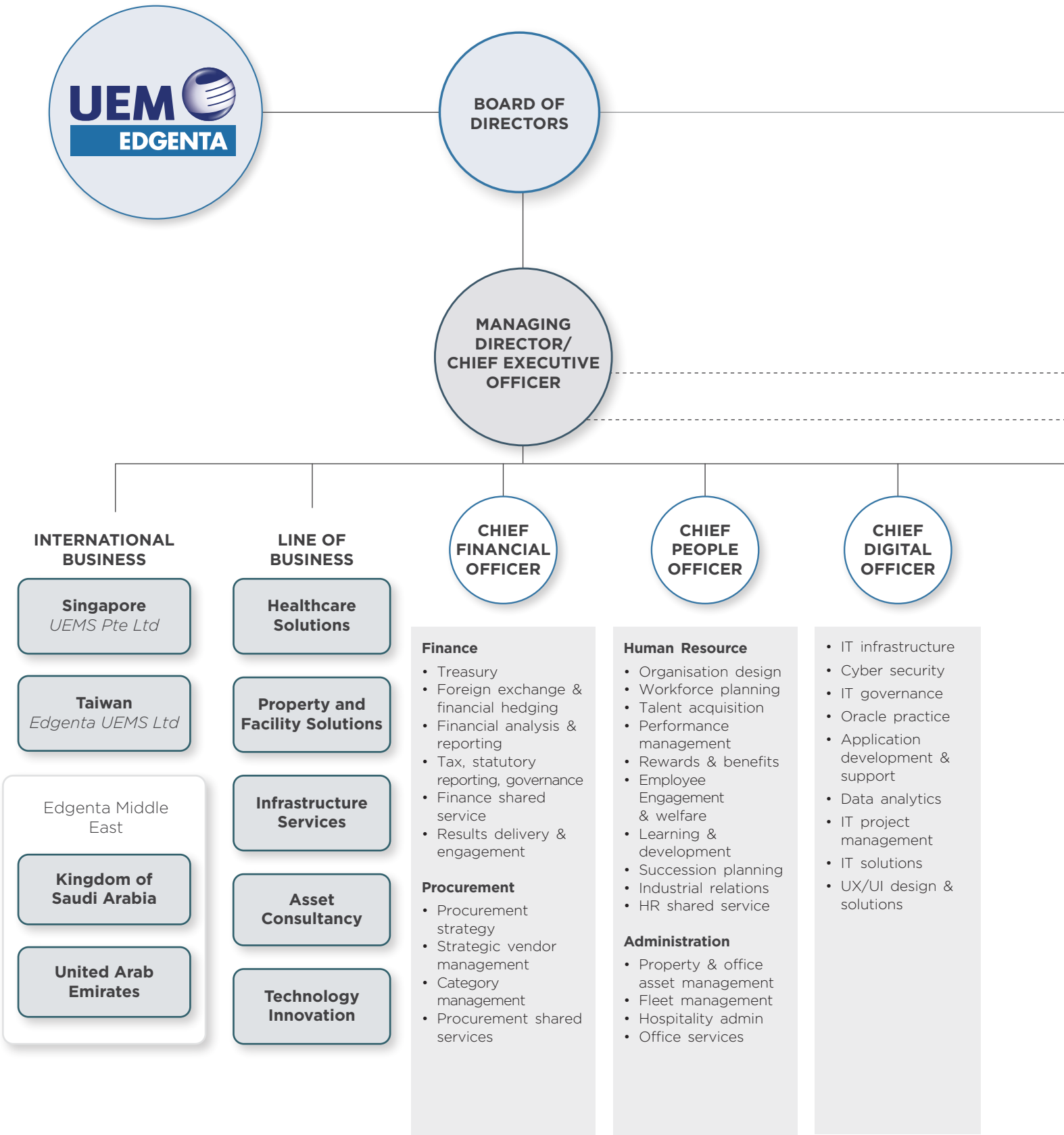
None of the Key Senior Management have been convicted for offences within the past 5 years other than traffic offences, if any.

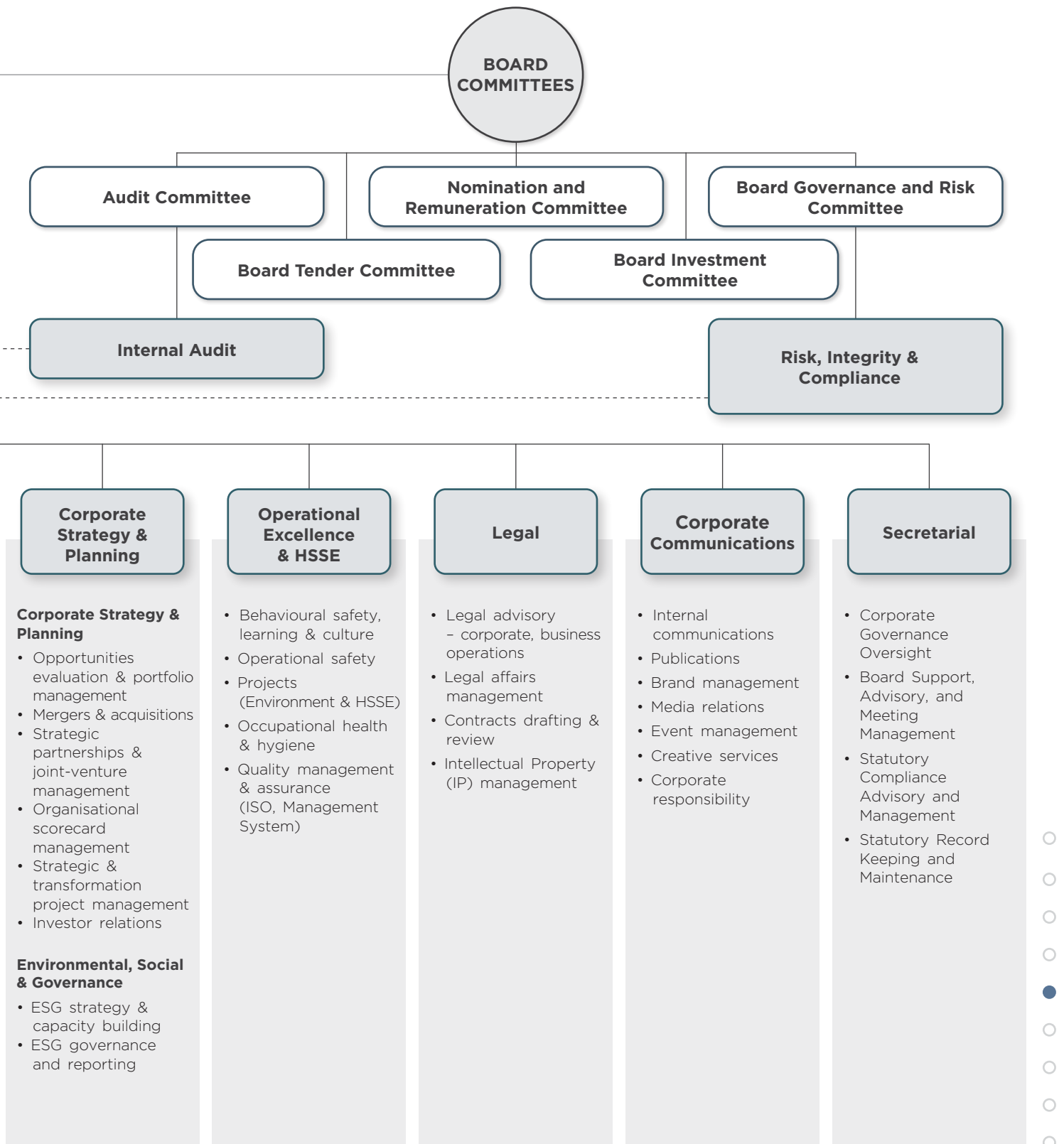
*** Public Sanction/Penalty**

None of the Key Senior Management have any public sanction or penalty imposed on them by any regulatory bodies during the financial year ended 31 December 2024.

Organisation Structure

As at 20 March 2025





Corporate Governance Overview Statement

This Statement is prepared in compliance with Bursa Securities Main Market Listing Requirements and is to be read together with the Corporate Governance Report (“CG Report”), which provides details on how the Company has applied each Practice as set out in the Malaysian Code on Corporate Governance 2021 (“MCCG”). The CG Report is available on the Company’s website at www.umedgenta.com.

This Corporate Governance Overview Statement (“Statement”) provides an overview of the Company’s corporate governance practices, focusing on the Board’s activities and time allocation throughout the Financial Year 2024.

The Board recognises the importance of the application of the MCCG, effective stewardship and strong corporate values contributes to the success of the Company. Therefore, the Board continues to uphold the principles of good governance that are demonstrably embedded throughout the organisation.

The Company is led by an effective Board, collectively responsible for its long-term success, ensuring its efficient operation, and remaining committed to maintaining strong momentum in pursuit of excellence in governance.

The preparation of this Statement was guided by the following three (3) key principles:-

- A Board Leadership and Effectiveness**
- B Effective Audit and Risk Management**
- C Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders**

A BOARD LEADERSHIP AND EFFECTIVENESS

BOARD RESPONSIBILITIES

GOVERNANCE FRAMEWORK

The Board is committed to fulfilling its responsibilities and obligations to its shareholders and various stakeholders.

In carrying out its duties, the Board adheres to the Board Charter and the Discretionary Authority Limits which outlines the duties and responsibilities of the Board, as well as matters that the Board may delegate to the Board Committees, the Managing Director/Chief Executive Officer and Management.

The Board Charter, available on the Company’s website at www.umedgenta.com ensures effective leadership through oversight of management and monitoring of activities, performance, internal controls, risk management, policies, governance and the group’s viability.

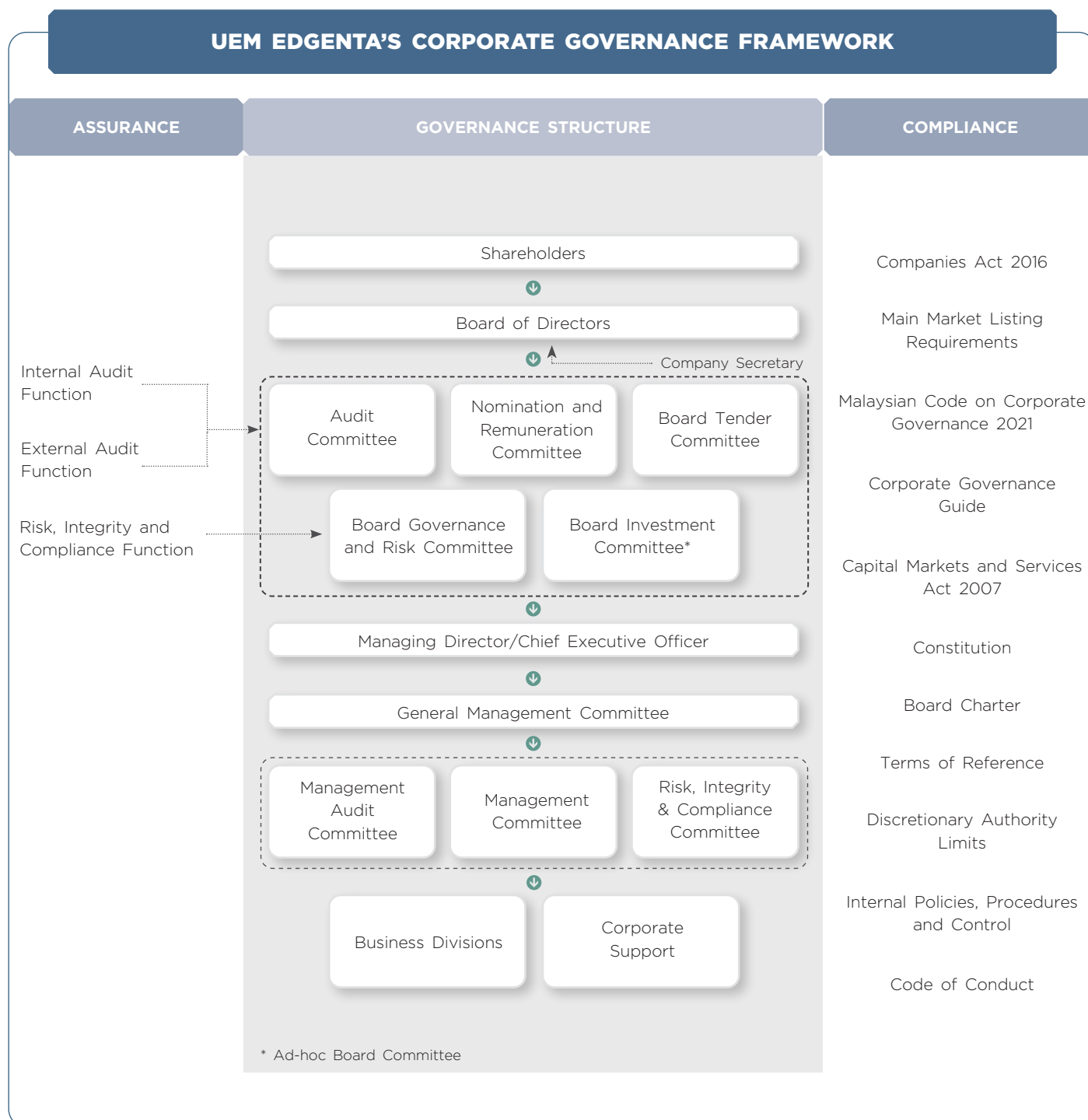
The Board’s main roles and responsibilities among others are as follows:-

- Establishing, reviewing and adopting the strategic plans and direction for the Group.
- Overseeing the conduct of the Group’s business to evaluate whether the business is being properly managed.
- Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks.
- Succession planning, including appointing, training, fixing the compensation of and where appropriate, replacing senior management.
- Developing and implementing an investor relations programme or Corporate Disclosure Policy for the Group.
- Reviewing the adequacy and the integrity of the Group’s internal control systems and management information systems, including system for compliance with applicable laws, regulations, rules, directives and guidelines.

To ensure consistency in decision-making authority, governance practices and processes, the UEM Edgenta's Corporate Governance Framework was formalised.

This framework incorporates the key elements of group-wide framework on Corporate Governance to guide the governance practices and decision-making authority across the Company and its subsidiaries.

The Corporate Governance Framework can be found at the Company's website.



Corporate Governance Overview Statement

UEM EDGENTA'S CORPORATE GOVERNANCE FRAMEWORK

CODE OF CONDUCT

ETHICS • INTEGRITY • ACCOUNTABILITY

At the Workplace

- ▶ Work Culture
- ▶ Conflict of Interest

Regulations

- ▶ Anti-Competition
- ▶ Data Privacy & Protection
- ▶ Intellectual Property & Confidential Information
- ▶ Anti-Money Laundering & Terrorism Financing

Working with External Stakeholders

- ▶ Anti-Bribery & Anti-Corruption
- ▶ Gifts & Business Entertainment
- ▶ Dealings with Government & Local Authorities
- ▶ Working with Suppliers & Business Partners

CORE VALUES

F
FUTURE
FOCUSED



we prepare for tomorrow's challenges, today

I
IMAGINE
NEW WAYS



we imagine new ways to deliver better work

R
RESPECT
FOR ALL



we treat our colleagues & stakeholders with respect

S
SOLUTIONING
MINDSET



we solve challenges to deliver results

T
TRUE TO
OUR WORD



we are guided by integrity to build trust

GENERAL MANAGEMENT COMMITTEE

Members

- ▶ Chaired by Managing Director/Chief Executive Officer (MD/CEO)
- ▶ Comprised senior management team members from respective divisions

Key Roles

- ▶ Drive strategic execution
- ▶ Deliberate and resolve the Group's key strategic & operational issues in a timely manner
- ▶ Keep track of key business developments
- ▶ Monitor the Group's strategic direction
- ▶ Platform for members to report their respective business and operation plans to the MD/CEO
- ▶ Highlight issues and devise solutions/corrective plans
- ▶ Address other matters as directed by the Board and/or the MD/CEO

LEADERSHIPS AND CULTURE

ALIGNMENT OF STRATEGY AND PRIORITIES ACROSS THE GROUP

UEM EDGENTA'S CORPORATE GOVERNANCE FRAMEWORK

POLICIES AND PROCEDURES

Anti-Bribery and
Anti-Corruption
Policy Statement

Sustainability
Policy

Whistleblowing
Policy

Social Media
Policy

Health, Safety,
Security, and
Environment

Anti-Bribery and
Anti-Corruption
Guide

Corporate
Responsibility
Policy

Corporate
Disclosure
Policy

Conflict of Interest
Procedures &
Conflict of Interest
Declaration Guide

RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

KEY FEATURES OF RISK MANAGEMENT FRAMEWORK

RISK APPETITE

the amount of risk that the Company is prepared to accept or retain in pursuit of its business objectives and value

Risk Assessment
Methodology

Risk Governance
and Structure

Clarify
objectives

Establish
context

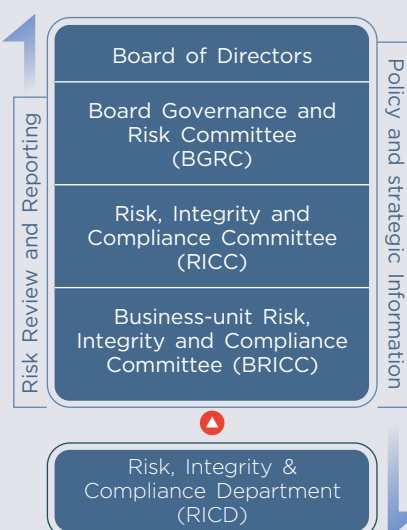
Identify
risks

Assess
risks

Communicate

Monitor, review
& report risks

Respond
to risks



DISCRETIONARY AUTHORITY LIMITS

Strategic Management

Revenue Related - Contracts/Project and Tender

Human Capital Matters

Legal Matters

Investment and Divestment

Procurement and Expenses

Secretarial Matters

Finance and Treasury

Note: Corporate Governance Framework is applicable to UEM Edgenta Berhad and its subsidiaries only.

Corporate Governance Overview Statement

The Board is led by Tan Sri Dr. Azmil Khalid, an Independent Non-Executive Chairman responsible for instilling good corporate governance practices, leadership and effectiveness of the Board.

To ensure check and balance, the positions of Chairman and Managing Director/Chief Executive Officer are held by different individuals who are unrelated to each other.

To maintain impartiality and to avoid impairing objectivity, the Chairman is not a member of the Audit Committee or the Nomination and Remuneration Committee, nor has he participated in any committee meetings by invitation.

In ensuring that the Board discharged its responsibilities effectively and thoroughly, the Board is supported by five (5) Board Committees. These committees operate within clearly defined terms of references.

Board committee meetings were never combined with the main board meeting to allow objective and independent discussion by the committees. Each committee chair would report to the Board on the committee's activities following each committee meeting. However, the ultimate responsibility for making final decisions on all matters rest with the Board.

AUDIT COMMITTEE

Assist the Board in the oversight responsibilities by reviewing and monitoring the integrity and adequacy of the Group's internal controls, financial and non-financial reporting process and management information systems, including related party transactions and systems for compliance with applicable laws, regulations, rules, directives and guidelines.

BOARD GOVERNANCE AND RISK COMMITTEE

Undertake governance and compliance duties and responsibilities in addition to the oversight of risk management matters, monitor the exercise of Integrity & Governance unit and overseeing the overall issue of corruption, fraud, malpractice & unethical conduct within the organisation.

NOMINATION AND REMUNERATION COMMITTEE

Assist the Board on the nomination of Directors and Senior Management, assessing the effectiveness of the Board and Board Committees and recommending remuneration packages and assessing the performance of Managing Director/Chief Executive Officer and Senior Management.

BOARD TENDER COMMITTEE

Reinforce corporate governance, integrity and transparency in the procurement process and contract management.

BOARD INVESTMENT COMMITTEE (Ad-hoc Committee)

Assist the Board on all matters in respect of acquisitions and divestments of business/investments.

The Board is supported by Ms. Chiew Siew Yuen, a qualified company secretary under the Companies Act 2016. She regularly attends relevant continuous professional development programmes to maintain up-to-date knowledge of the regulatory requirements.

Ms. Chiew advises the Board on all governance matters and ensures adherence to Board procedures. This includes ensuring the distribution of complete and accurate meeting materials within a reasonable period prior to meetings, as well as circulating minutes of meetings in a timely manner.

She also ensures effective communication flows between the Board and its Committees, as well as between Senior Management and the Non-Executive Directors.

BOARD FOCUS AREAS

The Board's responsibilities include ensuring the Company's appropriate management and achievement of its strategic objectives. To fulfil these responsibilities for the financial year end, the Board followed an annual meeting programme planned in advance during the fourth quarter of 2023. The annual Board Meeting calendar was communicated to the Directors before the start of the new financial year. Special meetings were convened as needed.

The following are some of the main board activities during the financial year under review:-

Strategic Plans and Direction	- Reviewed and approved:- - The Annual Operating Plan, Corporate Scorecard and Managing Director/Chief Executive Officer Scorecard. - Healthcare Support Services Transformation. - Strategy Roadmap for UEM Edgenta Berhad. - The acquisition of Kaizen Group in United Arab Emirates. - The acquisition of 70% equity interest in Opus Consultants (M) Sdn Bhd. - The deregistration of dormant subsidiaries. - The proposed termination of Asset Management Services Agreement with Konsortium ProHAWK Sdn Bhd. - Incorporation of LLCs in United Arab Emirates. - The Board discussed on the Vision 2029 of UEM Edgenta as a leading premium healthcare facility management provider in Asia.	
Overseeing the Conduct of Business	Reviewed and approved the Circular to Shareholders in relation to Recurrent Related Party Transactions.	
Health, Safety, Security and Environment	Reviewed the Health, Safety, Security and Environment Report on a quarterly basis.	
Risk Management	- Reviewed whistleblowing statuses on a quarterly basis. - Reviewed the risk exposures in relation to material litigations. - Reviewed the recommendation from BGRC and approved the following:- - Risk Management Status Report on a quarterly basis. - Strategic Roadmap for Risk, Integrity and Compliance Department. - Revision to the Terms of Reference of the Risk Management Committee. - Revised Business Continuity Management Framework. - Integrity & Compliance Reports. - Integrity & Compliance Plan.	
Financial Matters	- Reviewed the recommendation from AC and approved the quarterly financial results and audited financial statements. - Met up with the External Auditors for the presentation of their reports. - Reviewed and recommended the re-appointment of External Auditors and their audit fees. - Considered and approved the application of Consolidation Exemption for Edgenta Arabia Limited. - Reviewed and approved the revaluation of investment properties. - Considered and approved the payment of Interim Dividend. - Considered and approved the upsize of Commodity Murabahah Revolving Credit-i.	
Succession Planning for Senior Management	Reviewed and approved the appointment of Senior Management of Grade UT2 and above.	
Environmental, Social & Governance	Reviewed and deliberated on the reports on the progress of the action plans for Environmental, Social & Governance on a quarterly basis.	
Governance/Compliance	Reviewed and approved the appointment of Directors for the Board and Board Committees of UEM Edgenta Berhad.	
Human Resources	- Reviewed and approved the following:- - Remuneration framework and Performance Bonus for UEM Edgenta Group. - The revision of Job-Related Allowance. - The People Cost Optimisation Plan. - Productivity Benchmarking Study. - Gender Diversity Policy.	

Corporate Governance Overview Statement

BOARD ATTENDANCE FOR FINANCIAL YEAR 2024

DIRECTORS	BOD	AC	NRC	BGRC	BTC	BIC
TAN SRI DR. AZMIL KHALID Independent Non-Executive Chairman	8/8	-	-	-	-	-
SYAHRUNIZAM SAMSUDIN Managing Director/Chief Executive Officer	8/8	-	-	-	-	-
DATUK AMRAN HAFIZ AFFIFUDIN Non-Independent Non-Executive Director (Appointed on 19 July 2024)	3/3	-	4/4 M	-	-	2/2 C
DATO' GEORGE STEWART LABROOY Independent Non-Executive Director	8/8	-	8/8 M	5/5 C	-	-
ROWINA GHAZALI SETH Independent Non-Executive Director	8/8	-	8/8 C	5/5 M	-	-
JENIFER THIEN BIT LEONG Independent Non-Executive Director	8/8	-	-	5/5 M	7/7 C	-
MOHD ASRUL AB RAHIM [#] Non-Independent Non-Executive Director	8/8	5/5 M	-	-	7/7 M	2/2 M
NURUL IMAN MOHD ZAMAN Non-Independent Non-Executive Director	8/8	-	-	4/5 M	-	-
DATO' DR. OMAR ABD HAMID Independent Non-Executive Director	8/8	5/5 M	-	-	7/7 M	-
SIMON KUA CHOO KAI [^] Independent Non-Executive Director	8/8	5/5 C	-	-	-	2/2 M
DATO' MOHD IZANI GHANI [#] Non-Independent Non-Executive Director (Resigned on 19 July 2024)	5/5	-	4/4 M	-	-	0/0 C

[#] Member of Malaysian Institute of Accountants [^] Member of The Malaysian Institute of Certified Public Accountants

LEGEND

- C

Chairperson of Board Committee
- M

Member of Board Committee
- BOD

Board of Directors
- AC

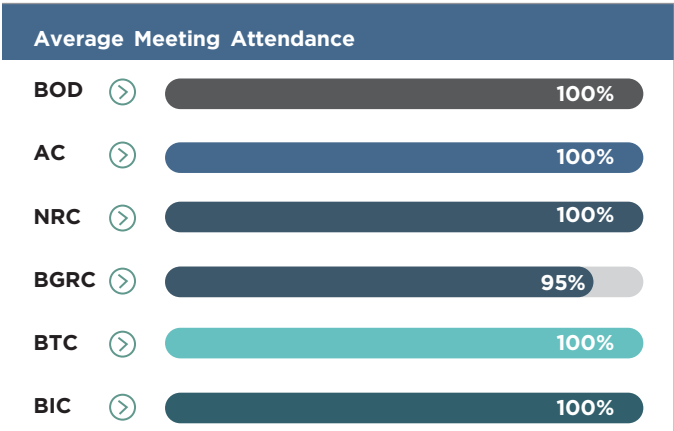
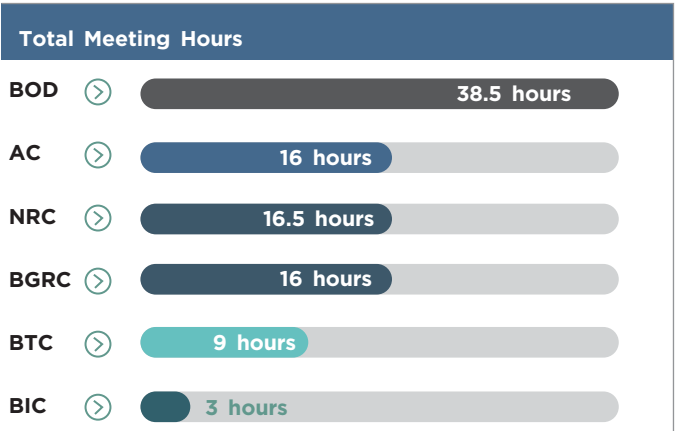
Audit Committee
- NRC

Nomination & Remuneration Committee
- BGRC

Board Governance & Risk Committee
- BTC

Board Tender Committee
- BIC

Board Investment Committee



NOMINATION AND REMUNERATION COMMITTEE (“NRC”)

The NRC comprises three (3) members, all of whom are exclusively Non-Executive Directors, with a majority being Independent Directors. Pn. Rowina Ghazali Seth, an Independent Non-Executive Director, chairs the NRC.

The main responsibilities of the NRC are to assist the Board in the nomination of Directors and Senior Management, assess the effectiveness of the Board and Board Committees, recommend remuneration packages and assess the performance of Managing Director/Chief Executive Officer and Senior Management.

A total of eight (8) meetings were held during the financial year. Among the key activities undertaken by the NRC during the financial year under review were as follows:-

Board Composition and Succession Planning

- Reviewed the board size and structure, tenure of each Director, the mix of Directors in terms of gender diversity, skills and expertise of each Director to ensure high standard of Board performance and succession for both Executive and Non-Executive Directors in the event of any deficiency.
- Reviewed the composition of the Board and Board Committees of UEM Edgenta Berhad.
- Reviewed the Board Composition for the subsidiaries/ associate companies of UEM Edgenta Berhad.
- Recommended the re-election/re-appointment of Directors under the retirement by rotation provisions of the Constitution of the Company and the Companies Act, 2016.

Board Effectiveness Assessment

- Assessed the Directors annually, the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director including his/her time commitment to effectively discharge his/her role as a Director, his character, experience and integrity. All assessments and evaluations carried out by the NRC in the discharge of all its functions were properly documented.

Remuneration for UEM Edgenta Group

- Reviewed and recommended:-
 - The 2023 Corporate Scorecard Achievement and Managing Director/Chief Executive Officer's Scorecard Achievement.
 - The Proposed 2024 Corporate Scorecard and Managing Director/Chief Executive Officer's Scorecard.
 - The 2023 Bonus Pool and 2024 increment.
 - The 2023 Performance Bonus of the Managing Director/Chief Executive Officer and Senior Management.

Remuneration of Directors

- Reviewed and recommended to the Board the remuneration of Non-Executive Directors and to review the Group's remuneration policies and procedures.

Recruitment and Appointment of Directors

- Assessed and recommended to the Board the candidacy of Director, appointment of Directors to Board Committees, and reviewed Board's succession plans and training programmes for the Board.
- Reviewed the required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board.

Recruitment/Appointment and Succession Planning of Senior Management

- Reviewed the character, experience, integrity, competence and time commitment to effectively discharge the role of Chief Financial Officer.
- Reviewed and recommended:-
 - The proposed appointment of Senior Management of Grade UT2 and above.
 - Proposed appointment of Managing Director for Regional Headquarters.

Governance/Policy

- Approved the MCCG proposed action plan.
- Reviewed and recommended:-
 - The adoption of the Restriction of Political Involvement Policy.
 - The update of the Terms of Reference of the NRC.
 - The update of the Board Charter.
 - The revision of travel related benefits.

Human Resources

- Reviewed and recommended:-
 - The revision of job-related allowances.
 - People Cost Optimisation Plan.
 - Productivity Benchmarking Study.
 - Gender Diversity Policy.
- Discussed the Talent Review 2024.

Corporate Governance Overview Statement

NOMINATION AND APPOINTMENT OF DIRECTORS

The Board has established adequate and effective selection procedures for the search, recruitment and appointment of new Directors and members for Board Committees. A Fit and Proper Policy was adopted to ensure formal, rigorous and transparent process for the appointment, as well as for re-election of directors. This policy guides the NRC and Board in their review and assessment of potential candidates to be appointed onto the board, as well as Directors seeking for re-election.

In sourcing for new Board members, candidates are identified through recommendations from existing board members and major shareholder, desktop searches and independent executive searches.

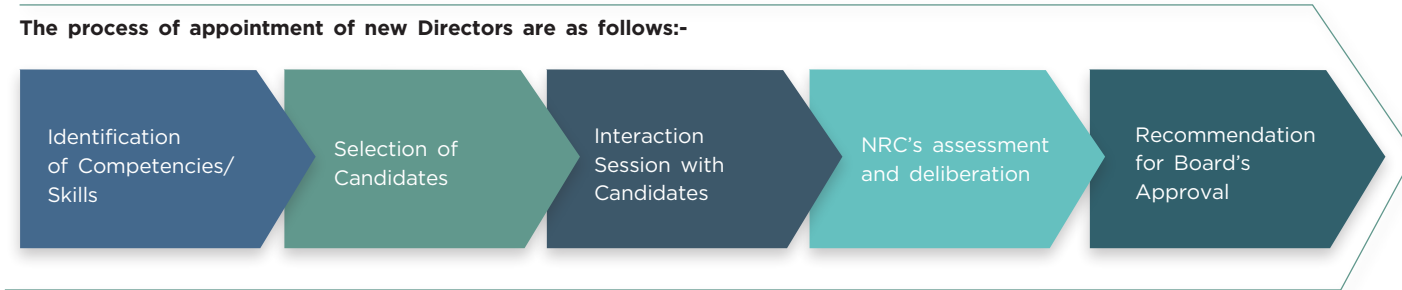
For the year under review, there was one (1) new appointment, namely Datuk Amran Hafiz Affifudin, a Non-Independent Non-Executive Director. His appointment was recommended by the major shareholder to replace the resigning director, who is a nominee appointed by the major shareholder.

In assessing and recommending candidates to the Board for Directorship and/or appointment to Board committees, the NRC considers various factors including competencies, time commitment, contribution and performance, skills, knowledge, expertise and experience, professionalism, background, character and integrity and leadership qualities.

In addition to being guided by the MCCG and ensuring compliance with the Main Market Listing Requirements, the size and composition of the Board are also taken into consideration during the evaluation for the new appointments to ensure that the board as a whole can perform optimally.

After due assessment and shortlisting, with the consent from identified candidate(s), a reputable third-party agency conducts a thorough background screening process to verify their credibility.

For the position of Independent Non-Executive Directors, the NRC also evaluates the candidates' ability to discharge the responsibilities and functions as expected from an Independent Non-Executive Director.



Once appointed, new board members would undergo a Board Induction Programme where they would be briefed in detail on the following, to ensure that the new directors are onboarded promptly:-



All new directors of the Company are also required to attend at least one (1) external briefing on Section 17A, Malaysian Anti-Corruption Commission Act 2009 ("MACC Act 2009") as part of Directors' training and development.

DIRECTORS' CONTINUING EDUCATION PROGRAMMES

Recognising that continuous education is vital for gaining insight into the state of economy, technological advances, regulatory updates and management strategies for Directors to discharge their responsibilities effectively, a specific budget has been allocated for Directors' training.

The Board's training needs are assessed and identified through the Board Effectiveness Assessment. In addition to individual Director's recommendations on appropriate trainings that will enhance their effectiveness, the Board is regularly updated on the availability of external training courses for their consideration by the Company Secretary and the Edgenta Academy team.

Additionally, following the corporate liability provision of the MACC Act 2009 which came into effect, the NRC has recommended that all Directors of the Company attend at least one (1) external briefing on Section 17A, MACC Act 2009 as part of Directors' training and development. Therefore, the Company Secretary constantly monitors to ensure the recommendation of NRC is met when new directors are appointed to the Board.

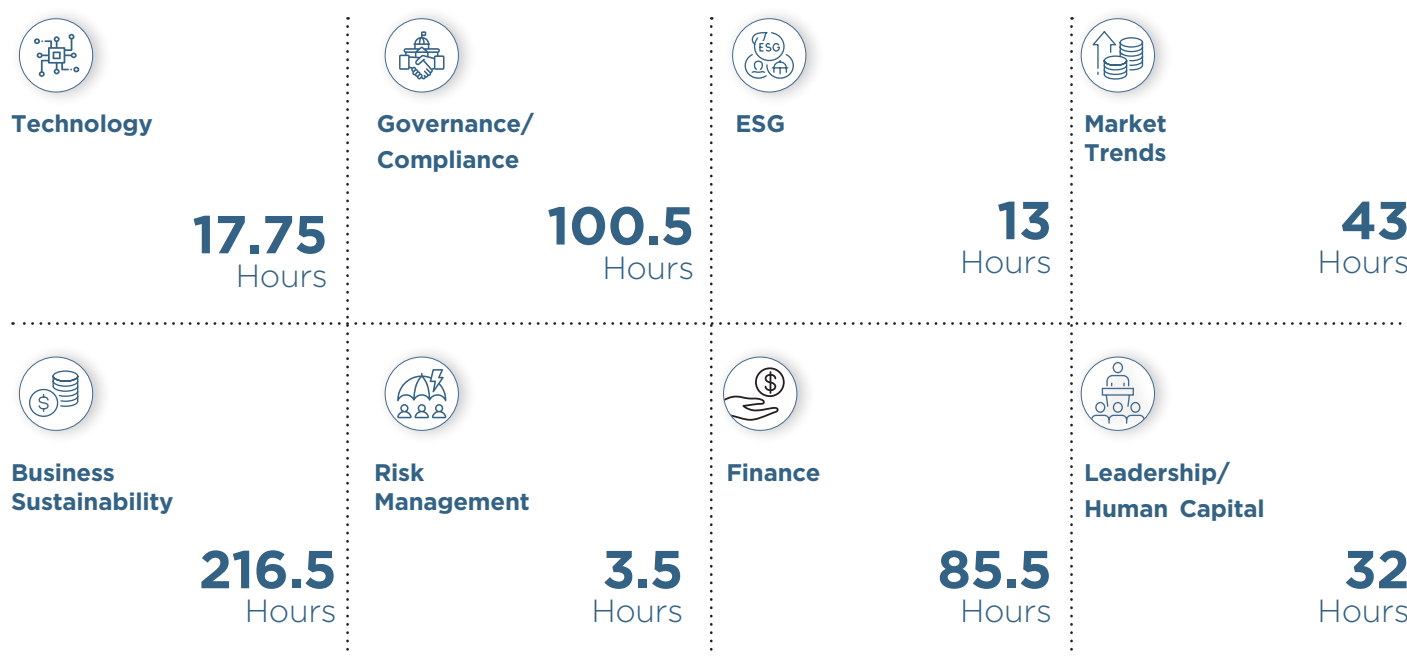
During the year under review, the Directors attended various seminars and training programmes to gain insights into the latest regulatory and industry developments in relation to the Group's businesses.

As at 31 December 2024, all AC members has attended at least one (1) training course related to relevant developments in accounting and auditing standards, practices and rules.

In addition to formal training programmes, the Board is kept abreast on regulatory updates from the Bursa Malaysia Berhad, Securities Commission Malaysia and the Companies Commission of Malaysia by the Company Secretary.

The Board training hours for the financial year 2024 were as follows:-

BOARD TRAINING HOURS BASED ON CATEGORIES



Corporate Governance Overview Statement

BOARD COMPOSITION

ENSURING THE RIGHT COMPOSITION

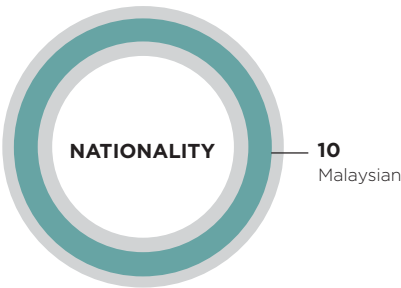
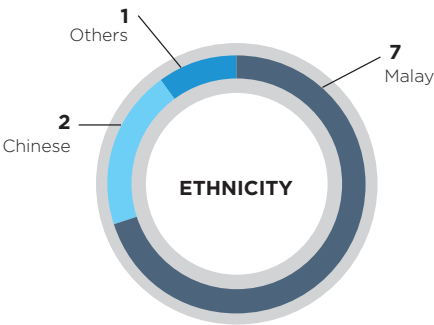
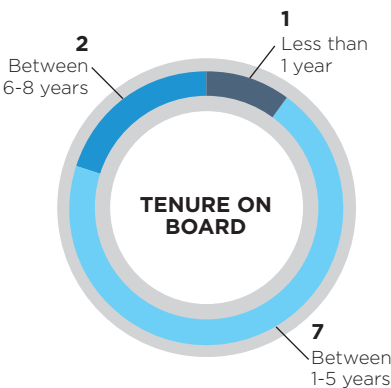
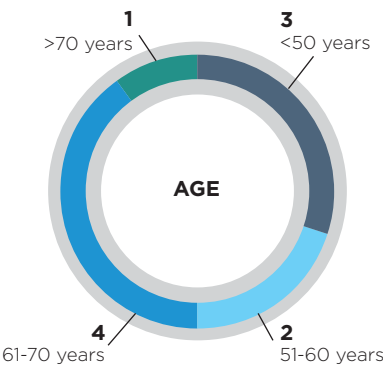
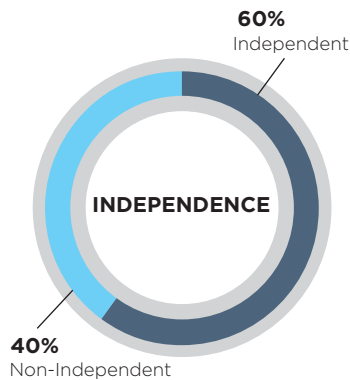
The Board believes that a diverse and inclusive Board will leverage the differences of its members to perform at its optimum level as a whole. Therefore, the NRC and Board review the composition of the board annually, considering the board size, tenure and expertise of each member, and gender diversity.

As at 31 December 2024, the Board consists of ten (10) members, including an Independent Non-Executive Chairman, one (1) Executive Director, three (3) Non-Independent Non-Executive Directors and five (5) Independent Non-Executive Directors.

In addition to complying with Paragraph 15.02(1) of the Main Market Listing Requirements, the Company has maintained at least 30% women directors on the Board.

BOARD DIVERSITY AS AT 31 DECEMBER 2024

GENDER



Board Mix of Skills and Experience

Leadership/Stewardship



Leadership Experience

100%



Strategic Planning

100%



Human Capital Developer

80%

Regulatory Experience and Network



Regulatory Experience

90%



Government Relations

70%



International Experience

70%

General Management

Accounting/
Financial/Banking

100%



Risk/Audit

80%



Tax Planning

30%

Sector/Service Experiences



Infrastructure

40%



Oil and Gas

30%



Healthcare

60%

Consultancy
and Project
Management

70%

Asset
Management

30%

Property
Development/
Property
Management

50%

Entrepreneurship



Entrepreneurial Experience

70%

Sales/
Marketing

70%

Others



ICT

30%



Corporate Finance

80%

Fast-Moving
Consumer
Goods
(FMCG)

10%



Education

20%

Public
Relations and
Communication

40%

Merger and
Acquisition

90%



Legal

20%



Engineering

30%

ESG or
Sustainability

70%

Note: % of Total Directors on Board

The profile of each Director is set out on pages 204 to 208 of this Annual Report.

Corporate Governance Overview Statement

Board Effectiveness Assessment

The Board, through the NRC, conducts a yearly Board Effectiveness Assessment (“BEA”) of its performance and activities.

As the Company is not a Large Company, the BEA for financial year 2024 was facilitated by the Company Secretary via an online portal. The BEA is divided into 5 sections which cover key topics and include forward looking elements as follows:-

A Board evaluation: Structure, Operations & Interactions, and Roles & Responsibilities	B Directors’ self and peer evaluation	C Assessment of mix of skills and experience	D Assessment on Board committees	E Independent Director’s self-assessment
1. Board Structure 2. Operations & Interactions – Meetings – Papers – Communications 3. Roles & Responsibilities – General Responsibilities – Strategy Planning – Performance Management – Human Capital – Risk Management & Internal Control – ESG	Contribution to interaction Quality of Input Understanding of Role Chairman’s Role	Leadership/ Stewardship Regulatory Experience & Network General Management Sector/Service Experience Entrepreneurship Others	AC BGRC NRC BTC BIC	Tan Sri Dr. Azmil Khalid Dato’ George Stewart LaBrooy Rowina Ghazali Seth Jenifer Thien Dato’ Dr. Omar Abd Hamid Simon Kua Choo Kai

All responses/feedback are treated confidentially to ensure that Directors provide honest feedback. A summary of the key issues raised is then collated and presented in a report to the NRC and the Board.

Based on the results of the BEA, the Board Criteria Matrix was updated. The skills criteria in the matrix are constantly reviewed to ensure they cover the relevant knowledge/skills required for the businesses of the Company.

The Board Criteria Matrix is considered an important tool in ensuring the diversity of the Board in terms of experience and expertise. With this matrix, the Board identify gaps in the Board composition and use these gaps as criteria for selection of new Board members.

The results of the BEA for financial year 2024 did not identify any material weaknesses or shortcomings that warrant specific action plans. The results of BEA indicated that the performance of the Board, Board Committees and individual Directors had been effective in their overall discharge of functions, roles and duties. The level of independence demonstrated by the Independent Directors are satisfactory.

The results also revealed that the Board is satisfied that the Managing Director/Chief Executive Officer and Chief Financial Officer of the Company have the character, experience, integrity, competence and time to effectively discharge their roles.

The Board is also satisfied that each Board member is able to devote sufficient time to the Company.

REMUNERATION

The Board, through the NRC, is tasked with establishing and periodically reviewing the remuneration policies and procedures to attract and retain directors and senior management.

Remuneration for Directors

The Directors' remuneration is reviewed periodically to ensure it is set at levels that enables UEM Edgenta Group to attract and retain Directors with the relevant experience and expertise needed to manage the Group effectively.

The Company has its own Remuneration Policy for Non-Executive Directors, aimed at strengthening the Company's commitment to attract and retain talented and well qualified candidates while being financially cautious. For transparency purposes, the Remuneration Policy is published on the Company's website at www.uemedgenta.com.

Non-Executive Directors are paid a fixed base fee on a quarterly basis. With the recommendation from the NRC, the Board as a whole determines the remuneration for Non-Executive Director, with directors concerned abstaining from deliberation or voting on decision in respect of their remuneration. The aggregate amount of Directors' fee to be paid to Non-Executive Directors is subject to the approval of the shareholders at general meeting.

For the financial year 2024, the NRC and Board has benchmarked the current Non-Executive Directors' fees and benefits against the Board and Senior Management Remuneration Practices in Malaysia issued by Bursa Malaysia on 2 November 2023 before recommendation for tabling to the Shareholders for approval at the Annual General Meeting.

The outcome of the benchmarking revealed that the fees were slightly above median range. In view thereof, the NRC and Board had recommended for the Non-Executive Directors' fees and benefits to remain status quo for approval at the Annual General Meeting held on 4 June 2024.

The remuneration breakdown of individual Directors which includes fees, salary, bonus, benefit in-kind and other emoluments are as set out in the CG Report under Practice 8.1.

The Directors Remuneration Framework is as below.

Directors' Fees	Proposed Directors' Fee per annum (RM)	
	Chairman	Member
Board	210,000	108,000
Audit Committee	50,000	30,000
Other Board Committees	25,000	15,000

Corporate Governance Overview Statement

The current benefits payable and accorded to the Directors are:-

No.	Description	Directors' benefits
(a)	Meeting allowance for ad-hoc or temporary Board Committees established for specific purposes	(i) Chairman of committee - RM2,000 per meeting (ii) Member of committee - RM1,000 per meeting
(b)	Car allowance for Chairman of UEM Edgenta	RM3,400 per month
(c)	Medical benefits for Board members <i>Where a Director sits on several boards within the UEM Group of Companies, he will be entitled to claim medical benefits from one (1) company only.</i>	(i) Medical coverage of RM7,000.00 per annum, inclusive of outpatient, clinical, specialist and dental; and (ii) Hospitalisation of RM100,000.00 per annum including room and board at RM500.00 per day
(d)	Training and Development of Directors	A training budget is allocated for Directors to attend relevant training programmes and seminars to enhance their knowledge and skills in discharging their duties.
(e)	Directors' & Officers' Liability Insurance	Directors are covered by Directors' and Officers' Liability Insurance maintained throughout the financial year to indemnify Directors and Officers against any liability incurred by them in the discharge of their duties while holding office as Directors and Officers of the Company.
(f)	Subsistence allowance for business travel	Peninsular & East Malaysia - RM150 per day Overseas - USD125 per day

The Company will be seeking shareholders' approval at the forthcoming Annual General Meeting for the payment of Directors' benefits for items (a) and (b) of the above table.

Remuneration for Senior Management

UEM Edgenta has established a Senior Management Remuneration Framework which is benchmarked against market rates. This framework aims to ensure fair remuneration for Senior Management, attracting, retaining, and motivating individuals to serve the Company effectively.

The Management is enhancing the current Senior Management Remuneration Framework, with a focus on a Long-Term Incentive Plan. The revision is ongoing, considering the demands of the role, required competencies, Company performance, and individual employee performance. The Management will decide on publishing the framework on the Company's website upon finalisation.

B EFFECTIVE AUDIT AND RISK MANAGEMENT

AUDIT COMMITTEE

The Audit Committee (“AC”), chaired by Mr. Simon Kua Choo Kai, assist the Board in its oversight of the Company’s financial reporting, and in fulfilling its fiduciary responsibilities relating to internal controls. This includes overseeing the proper maintenance of financial and accounting records and setting policies as well as financial reporting practices of the Group. The AC also reviews related party transactions, conflict of interest situations that may arise within the Group and the provision of non-audit services by External Auditors, if any.

The AC comprised three (3) Non-Executive Directors, with majority being Independent Directors.

Kindly refer to page 230 for the AC’s membership and composition and the AC Report for a summary of work carried out during the financial year 2024.

The duties and responsibilities of the AC are set out in its Terms of Reference which is available at the Company’s website at www.uemedgenta.com.

As at 31 December 2024, all AC members have attended at least one (1) training course related to development in accounting and auditing standards, practices and rules.

The Board, through the AC, maintains a transparent and professional relationship with the Internal and External Auditors. The AC has the authority to communicate directly with both the Internal and External Auditors.

The AC meets up with the External Auditors at least twice a year in the absence of the Managing Director/Chief Executive Officer and Management. The External Auditors will also attend Board Meetings for the presentation of their reports.

Currently, Messrs Ernst & Young PLT provides independent and professional external auditing services to the Group. The AC conducts yearly assessment of the suitability and independence of the External Auditors.

For the year under review, the External Auditors confirmed their independence in providing their services.

The assessment on the External Auditors for financial year ended 31 December 2024 was facilitated by the Finance team. A set of questionnaires pertaining to the following areas were sent out to all AC members, relevant Finance personnels, Company Secretary, Head of Legal and Internal Audit for their feedback:-

- 1) Calibre of the firm
- 2) Quality of processes/services/performance
- 3) Audit team
- 4) Independence, objectivity and professional scepticism
- 5) Audit planning, execution and conclusion
- 6) Audit fees
- 7) Audit communications

The Board was satisfied with the outcome of the assessment of the External Auditors regarding their suitability and independence. Hence, the Board has recommended for their re-appointment at the forthcoming Annual General Meeting.

RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

Effective Risk Management and Internal Control Framework

The Board has overall responsibility for the system of Risk Management and Internal Control which includes financial controls, operational and compliance controls to ensure the safeguarding of shareholders’ investments, customers’ interests and the Company’s assets.

The Board discharges its risk governance and oversight functions through the Board Governance & Risk Committee (“BGRC”), which undertakes governance and compliance duties and responsibilities in addition to the oversight of risk management matters. The BGRC reviews the effectiveness of risk management framework to manage the overall risk exposure to the Group. It also monitors the Integrity & Governance unit and oversee issues of corruption, fraud, malpractice & unethical conduct within the organisation.

While the BGRC is responsible for assessing and monitoring the efficacy of the risk management controls and measures taken, the AC is responsible for reviewing the adequacy and effectiveness of the internal controls through the work performed by the Internal Audit function.

For the year under review, the BGRC, chaired by Dato’ George Stewart LaBrooy, comprises a total of 4 members, with a majority being Independent Non-Executive Directors. The BGRC operates within defined terms of references.

The Statement on Risk Management and Internal Control as set out on pages 245 to 252 of this Annual Report provides an overview of the state of internal controls within the Group.

Corporate Governance Overview Statement

C

INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

COMMUNICATION WITH STAKEHOLDERS

While the Annual General Meetings are the primary platform for communication and interaction with shareholders, the Company recognises the importance of timely dissemination of quality information to shareholders and other stakeholders.

Therefore, the Board is committed to ensure transparency and accountability to its shareholders and other stakeholders by dissemination of information via various platforms/channels as follows:-

- Annual Report.
- Various disclosures and announcements via Bursa LINK including quarterly results.
- Analyst briefings, press releases and announcements to the media.
- Dialogues and presentations at general meetings to provide overview and clear rationale with regard to the proposals tabled for approval by shareholders.
- Online investor relations on the Company's website at www.uemedgenta.com.
- All announcements made via Bursa LINK will also be posted on the Company's website at www.uemedgenta.com.

The Company's website is a one-stop page that one could easily access to the above information. It has a dedicated section that provides investors with detailed information on the Group's business, commitments and latest developments.

To keep up with the current trend, the Company also has an Instagram account, a social media channel that is regularly updated with the Company's news and events. The message and email functions are also activated on Instagram, for the public's convenience if they wish to reach out to the Company.

Shareholders may forward any concern/queries to Investor Relations at ir@edgenta.com and all relevant and appropriate issues raised will be addressed accordingly.

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.

The Company has in place, the Corporate Disclosure Policy which outlines the Company's approach towards the determination and dissemination of confidential information, the circumstances under which the confidentiality of information will be maintained and restrictions on insider trading. The Corporate Disclosure Policy also provides guidelines in order to achieve consistent disclosure practices across the Group.

The Company has fully adopted integrated reporting. For year 2024, the Company has issued its Integrated Annual Report based on globally recognised framework.

The summary of engagements with stakeholders for year 2024 are available on pages 46 to 50.

CONDUCT OF GENERAL MEETINGS

The Company's 61st Annual General Meeting ("AGM") was held virtually on 4 June 2024 at Ilmu Ground of Menara UEM as the Broadcast Venue.

The Notice of AGM was given to shareholders on 30 April 2024 together with the relevant reports and circular.

Recognising that the AGM is a principal forum for dialogue with shareholders, the notice of AGM was given more than 28 days prior to the AGM to allow sufficient time for shareholders to consider the resolutions that would be discussed and decided at the AGM.

To encourage participation, clear guidance notes on the administrative matters were also provided to shareholders. Shareholders were also invited to send in questions before and during the AGM.

All the Board Members were present at the AGM. Besides the Directors, the Company Secretary, Senior Management and External Auditors were also in attendance.

The Chairman as well as the Managing Director/Chief Executive Officer, together with the Chairpersons of Board Committees and the External Auditors, if so required, will respond to questions from shareholders at the AGM. The questions submitted during the AGM that were not answered due to time constraint were later addressed to shareholders via email.

Meanwhile, questions submitted prior to the AGM were addressed during the AGM. The questions were also published on the Company's website together with its answers.

For the 61st AGM, KPMG Management & Risk Consulting Sdn. Bhd. was engaged as the Poll Administrator due to their ConveneAGM meeting platform was able to facilitate a two (2) way communication between the Board and Shareholders via a live voice call feature. With this feature, in addition to typed text in the question box, Shareholders have the option to pose questions verbally at the AGM.

This option was selected by the Board in the hope to encourage increased participation at the AGM.

To preserve the integrity of the poll voting process and voting had been undertaken properly, Quantegic Services Sdn. Bhd. was engaged as the Scrutineers for the 61st AGM.

The Chairman declared that all resolutions were carried, and the poll results were also announced via Bursa LINK on the same day.

The summary of the AGM proceeding was uploaded on the Company's website within 30 business days after the completion of the AGM on 16 July 2024.

This Corporate Governance Overview Statement was approved by the Board on 26 March 2025.

Additional Compliance Information

1. AUDIT AND NON-AUDIT FEES

During the financial year ended 31 December 2024, the total audit and non-audit fees paid or payable incurred for services rendered to the Group and the Company by the external auditors or a firm affiliated to the external auditors are as follows:

	Group RM'000	Company RM'000
Statutory audit services	1,981	252
Non-audit services	151	81
Total	2,132	333

The Group and the Company engaged the external auditors for the following non-audit works:

- Review of Statement on Risk Management and Internal Control
- Tax compliance and advisory services
- Review of purchase price allocation related to the acquisition of subsidiaries

2. UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS

In 2017, the Company had established the Islamic Commercial Papers ("ICPs") and Islamic Medium Term Notes ("IMTNs") under an ICP Programme and IMTN Programme respectively, which have a combined aggregate limit up to RM1,000.0 million in nominal value and sub-limit of RM300.0 million in nominal value for ICP Programme under Shariah Principle of Murabahah via a Tawarruq Arrangement.

On 26 April 2017, the Company has completed the issuance of RM250.0 million in nominal value of IMTNs with a tenure of 5 years.

On 26 April 2022, the Company redeemed its outstanding IMTNs amounting to RM250.0 million in nominal value upon its maturity. On the same date, the Company has reissued the IMTNs with the same nominal value with a tenor of four years. The IMTNs will mature on 24 April 2026.

The proceeds raised from the IMTNs have been utilised by the Company for its Shariah-compliant general corporate purposes.

3. REVALUATION POLICY ON LANDED PROPERTIES

During the financial year ended 31 December 2024, the Group has adopted MFRS 140: Investment Properties and MFRS 13: Fair Value Measurement (for non-financial instruments) due to the transfer of land held for development to investment properties in 2022.

Accordingly, the Group has adopted revaluation policy on the land classified under investment properties. Please refer to the accounting policy and revaluation of the investment properties in Note 2.4(k) and Note 14 in the Audited Financial Statements which are set out in the pages 276 to 380 of this Annual Report.

4. MATERIAL CONTRACTS

Other than those disclosed in the financial statements and the recurrent related party transaction section in this Annual Report, there were no material contracts including contracts to any loans entered into by the Company and its subsidiaries involving directors' and major shareholders' interests.

5. RECURRENT RELATED PARTY TRANSACTIONS

The Company proposes to seek approval of its shareholders for the renewal of mandate for recurrent related party transactions and the proposed new shareholders' mandate for additional recurrent related party transactions of a revenue and trading nature which is in the ordinary course of business at the forthcoming Annual General Meeting of the Company to be held in 2025.



Audit Committee Report

The Board is pleased to present the Audit Committee (“AC”) Report, outlining how the AC carried out its functions and responsibilities for the financial year ended 31 December 2024.

The AC supports the Board in overseeing the Company’s financial reporting and ensuring the fulfillment of its fiduciary responsibilities concerning internal controls. This includes monitoring the proper maintenance of financial and accounting records, establishing policies, and upholding financial reporting practices for the Group. Additionally, the AC also reviews related party transactions and potential conflict of interest situations that may arise within the Group.

COMPOSITION AND MEETING ATTENDANCE

The composition of the AC and meeting attendance for financial year 31 December 2024 are available in page 230 of the Corporate Governance Overview Statement.

SUMMARY OF ACTIVITIES OF THE AC

During the year, the Chairman of AC met the Head of Internal Audit regularly and had pre-meeting discussions of their activities and reports.

In line with the terms of reference of the AC, the following works were carried out by the AC during the financial year ended 31 December 2024:-

A. FINANCIAL STATEMENTS AND CORPORATE GOVERNANCE

1. Reviewed the quarterly and annual financial statements of the Company and of the Group; and recommended them for Board’s approval, focusing particularly on:-
 - a) appropriateness and relevance of accounting policies and practices adopted and their application in compliance with current accounting standards;
 - b) any significant non-recurrent or unusual transactions made or events occurred during the year;
 - c) any significant changes to the basis of preparation of the financial statements or new accounting standards adopted during the year which impacted the result or financial position of the Group;
 - d) the going concern assumption used in the preparation of the financial statements;
 - e) significant accounting and auditing matters including financial reporting issues, estimates or judgements made by Management, unusual events or transactions, and how these matters are addressed; and
 - f) compliance with financial reporting standards and other regulatory requirements.
2. Reviewed related party transactions and recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations in the ordinary course of business of the Company and its subsidiaries to

ascertain as to whether they are undertaken on an arm’s length basis on normal commercial terms not more favourable to the related parties than those generally available to the public or those extended to unrelated parties and are not detrimental to the minority shareholders.

3. Reviewed and recommended the Circular to Shareholders in respect of the proposed shareholders’ mandate for recurrent related party transactions and proposed new mandate for additional recurrent related party transactions of a revenue or trading nature, to the Board for its approval.
4. Reviewed and recommended the Corporate Governance Overview Statement, Corporate Governance Report, AC Report and Statement on Risk Management and Internal Control, to the Board for its approval.

B. INTERNAL AUDIT

1. Reviewed the scope, functions and resources of the Internal Audit Department (“IAD”) to ensure that it had the necessary competency, independence and authority expected by the professional standards and applicable guidelines to carry out its work professionally and with impartiality and propriety.
2. Reviewed and deliberated the internal audit reports (planned and ad-hoc) and ensured that audit observations and appropriate recommendations were discussed and agreed with Management including timelines set to be taken for remedial actions on gaps or lapses of controls or procedures identified by IAD.
3. Reviewed the status of implementation, effectiveness, and adequacy of Management’s corrective actions through follow-up audit reports to ensure all key risks and control issues were addressed adequately and in a timely manner.
4. Reviewed and approved the Internal Audit Plan, including changes for adequacy and appropriateness of coverages, as well as the risk-based planning methodology, high-level review scope and its manpower requirement for the proposed audit activities.
5. Assessed and approved the performance rating of IAD and the IAD Scorecard.
6. Suggested additional improvement opportunities in the areas of internal control, systems and operational efficiency.

C. EXTERNAL AUDIT

1. Reviewed with the External Auditors:-
 - a) The audit plan, audit methodology and scope of work, especially on areas identified for audit focus for the year;
 - b) Their comments and issues arising from their annual audit, their audit report and management letter of comments on the group internal control;
 - c) The key audit matters highlighted for inclusion in the audit report and the audit process in addressing them; and
 - d) The Group's financial reporting process including consolidation.
2. Assessed the objectivity, suitability and independence of the External Auditors in carrying out their audit during the year.
3. Discussed with the External Auditors on 21 November 2024 and 24 February 2025 without the presence of the Managing Director/Chief Executive Officer and Management, on any concerns/issues affecting their audit, the results of audit, including the level of cooperation rendered by Management in respect of their access to financial information and accounting records.
4. Evaluated the performance of the External Auditors and recommended their re-appointment to the Board of Directors based on their satisfactory performance via feedback received from the assessment questionnaires and the 2023 Annual Transparency Report.
5. Reviewed and recommended the audit fees for the Board's approval.

D. CONFLICT OF INTEREST

Reviewed the conflict of interest ("COI") or potential COI situation involving Directors, key senior management and legal representative, and recommended the measures to resolve, eliminate, or mitigate such conflicts, to the Board for its approval.

Details of the potential COI situation which arose during the year is disclosed as below:-

Name	Type of COI & Nature of Interest	Measures Taken
Tan Sri Dr. Azmil Khalid (Independent Non-Executive Chairman)	Potential COI Tan Sri Dr. Azmil Khalid is an indirect shareholder of AFA Construction and Engineering Sdn Bhd (formerly known as Alloy Maintenance Engineering Sdn Bhd) ("AFACE"), via AFA Infrastructure Development Sdn Bhd. The nature of business of AFACE is similar to a subsidiary of UEM Edgenta. However, AFACE provide services solely to AFA Prime Berhad (formerly known as ANIH Berhad) and is not in direct competition with the UEM Edgenta group.	• Tan Sri Dr. Azmil Khalid will abstain from deliberation and physically excuse himself from the Board meeting during the discussion on the potential COI and transaction with AFACE, if any. • Board papers and information related to the transaction with AFACE will not be circulated to Tan Sri Dr. Azmil Khalid.

Audit Committee Report

INTERNAL AUDIT FUNCTION

The Group has established its own IAD functions to provide independent and objective assurance to the AC and the Board that the established internal controls, risk management, and governance processes are adequate and operating effectively and efficiently as well as complied with the relevant internal rules and regulations.

The IAD activities and practices are closely guided by the International Professional Practice Framework ("IPPF") on Internal Auditing issued by the Institute of Internal Auditors ("IIA").

The information on the resources, objectivity, and independence of the internal auditors are provided in the Corporate Governance Report in accordance with Practice 11.2 of the Malaysian Code on Corporate Governance issued by the Securities Commission Malaysia in 2021.

The AC reviews and approves the IAD's manpower requirements to ensure the function is adequately resourced with competent and proficient internal auditors. The total cost incurred for the internal audit function for financial year ended 31 December 2024 is approximately RM2,090,000, comprising mainly salaries, training, and travelling expenses for audit assignments.

SUMMARY OF ACTIVITIES

The IAD implements a risk-based audit methodology in establishing its annual audit plan. The audit plan 2024 was approved by the AC on 20 November 2023 and the revised audit plan 2024 was subsequently approved on 18 March 2024, due to Special/Ad-hoc Reviews requested by the AC and/or Senior Management. The audit plan had considered the Group's identified risks and focused on auditable areas where the risks would have the most impact on the business objectives of the Group. Among the focus areas are cost escalation risks, process efficiency, business strategy and execution, information security risks, and Environmental, Social and Governance risks.

The scope of the planned audit assignments for the financial year 2024 covered the following:-

- 1 Procurement audits in Infrastructure Services and Property & Facility Solutions divisions;
- 2 Operational audits in Healthcare, Infrastructure Services and Property & Facility Solutions divisions;
- 3 Contract Management for Healthcare Commercial - UEMS Singapore office;
- 4 Environmental, Sustainability and Governance audit for Sustainability Statement Assurance Review;
- 5 Quarterly review on Related Party Transactions/Recurrent Related Party Transactions; and
- 6 Special review as and when requested by Management or AC.

During the year, AC reviewed and deliberated a total of fourteen (14) internal audit reports in relation to the audits carried out, together with the audit recommendations made by IAD and the Management Responses to those recommendations. The Head of IA attended all the planned AC meetings during the year to brief the AC on audit results and significant matters raised in the detailed IAD reports. The Heads of Divisions, where required, were also invited to the AC Meeting to provide further explanations on the audit observations highlighted. Where appropriate, the AC directed Management to rectify and improve control and workflow procedures.

The AC, at all its quarterly meetings, also reviewed the implementation status of the corrective actions arising from the audit recommendations to ensure that the key risks and control lapses were addressed in a timely manner.

Statement on Risk Management and Internal Control

In accordance with the practices set out in the revised Malaysian Code on Corporate Governance issued in April 2021, a listed company should establish an effective risk management and internal control framework and the Board of Directors ("Board") should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Therefore, the Board is pleased to provide this Statement on Risk Management and Internal Control, prepared pursuant to Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and guided by The Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers.

RESPONSIBILITY AND ACCOUNTABILITY

Responsibility of the Board

The Board affirms its commitment and responsibility in maintaining a sound and effective system of risk management and internal control in safeguarding shareholders' interests and the Group's assets.

The Board is constantly and actively identifying the Group's level of risk tolerance, assessing and monitoring the key business risks. The risk management and internal control system adopted by the Group are reviewed and updated periodically to align with the dynamic changes in the business operating environment as well as changes in regulatory requirements.

The Board acknowledges that the risk management and internal control system are designed to manage and reduce the risk of not achieving business objectives and can only provide reasonable and not absolute assurance of effectiveness against material misstatement of management and financial information and records, financial losses or fraud or any occurrences of unforeseeable circumstances.

Board and Board Committees

For the financial year under review, there are ten (10) Directors on the Board comprising one (1) Managing Director/Chief Executive Officer ("MD/CEO"), six (6) Independent Non-Executive Directors and three (3) Non-Independent Non-Executive Directors.

The Board is supported by five (5) established Committees, namely the Audit Committee ("AC"), Board Governance and Risk Committee ("BGRC"), Nomination and Remuneration Committee ("NRC"), Board Tender Committee ("BTC") and Board Investment Committee ("BIC") which examine all matters within its scope and responsibilities, and report to the Board with its recommendations for the Board's decision.

The responsibilities and functions of the Board, each of its committees and the individual directors are specified in its respective Terms of Reference and Board Charter.

General Management Committee

The General Management Committee ("GMC") is chaired by the Managing Director/Chief Executive Officer ("MD/CEO") and comprises the Chief Financial Officer, Chief People Officer, Chief Digital Officer and management team members from the respective Business Divisions and Corporate Support Services.

The key roles of the GMC are to drive strategic execution, deliberate and resolve the Group's key strategic and operational issues in a timely manner and keep track of key business developments.

The GMC also serves as a platform to monitor the Group's strategic direction and for members to report on their respective business and operation plans to the MD/CEO, highlight issues and devise solutions/corrective plans, as well as address other matters as directed by the Board and/or the MD/CEO.

RISK, INTEGRITY AND COMPLIANCE COMMITTEE

The Risk, Integrity and Compliance Committee ("RICC"), formerly known as the Risk Management Committee ("RMC"), is responsible to implement the policies and procedures established by the Board and Board Governance and Risk Committee ("BGRC") in ensuring a sound and robust Risk Management Framework ("RMF") to achieve the Group's strategic objectives, safeguard shareholders' investments and its assets.

The RICC is chaired by the Group's Managing Director/Chief Executive Officer ("MD/CEO") and its members include the Group's Executive Leadership Team, comprising Heads of Business Units and co-opted members from the management team of the Group.

The RICC undertakes the following responsibilities:

- Review and recommend risk management policies and procedures for the approval or acknowledgement of the BGRC and Board and MD/CEO respectively;
- Act as Primary Champion of risk management at strategic and operational levels;
- Review the ongoing adequacy and effectiveness of the risk management process;

Statement on Risk Management and Internal Control

- Review and deliberate on identified risks, controls and risk mitigating strategies to ensure that these are adequately managed;
- Review the Group's resilience in event of a crisis or disaster and ensure adequate insurance coverage against key risks and perils;
- Oversee the establishment and effectiveness of the Group's practices in integrity and compliance management programmes to drive and embed a culture of ethical behaviour and integrity; and
- Ensure that the BGRC and Board receive adequate and appropriate information for review and decision-making purposes.

The RICC is assisted by the Risk, Integrity & Compliance Department ("RICD"), which is primarily responsible for the implementation of the risk management, business resilience and compliance integrity processes and practices within the Group. A Charter, which defines RICD's responsibilities, scope and authority, has been established and endorsed by the Board.

RISK MANAGEMENT

Managing risks is an integral part of the Group's daily business activities and management decision making process. It involves the activity of identifying, assessing, monitoring and managing risks and uncertainties that could inhibit the Group's ability to achieve its strategy and strategic objectives.

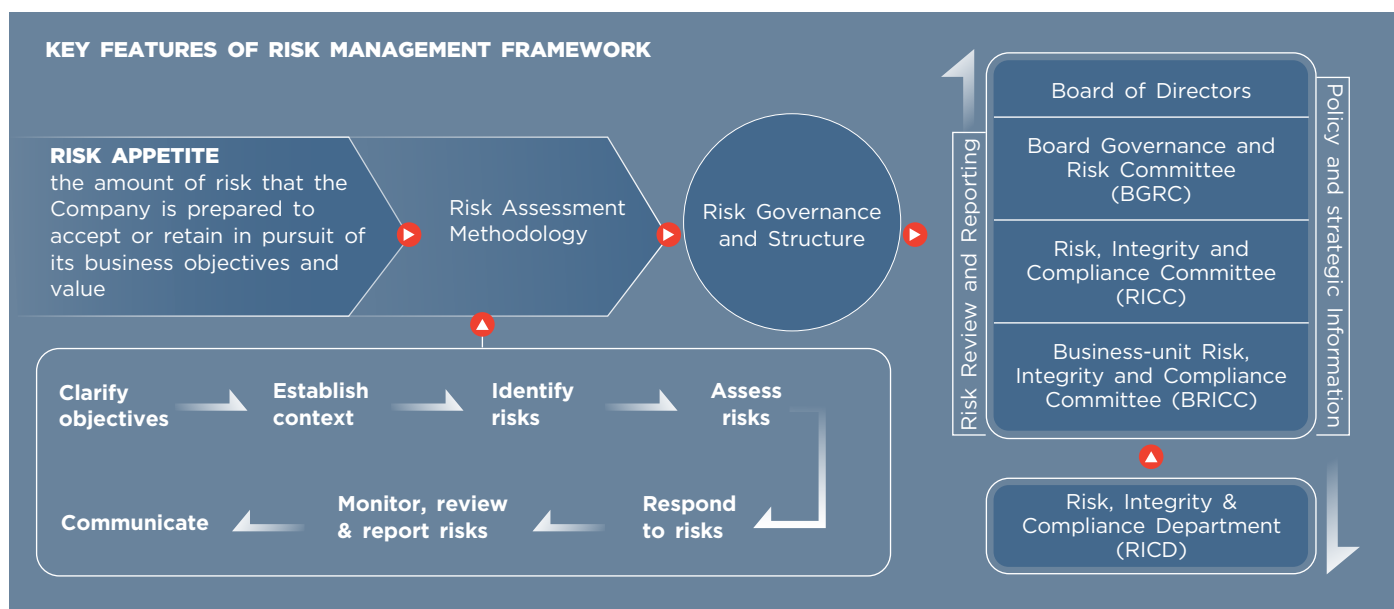
Risk Management Framework

The Group has in place a Risk Management Framework ("RMF") that provides the foundation and organisational arrangement for managing risk across the Group.

Principally aligned with ISO:31000 Risk Management - Guidelines, the RMF sets out the context and objectives, emphasising on enterprise-wide risk assessment and management encompassing the identification, assessment and measurement, mitigation responses, as well as monitoring, communicating and reporting of risks.

The RMF serves as a tool in managing both existing and emerging risks with the objective to enhance and protect stakeholders' interests and at the same time to safeguard the Group's assets and reputation.

RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK



As part of its commitment to continuous improvement, the Group is enhancing its RMF to integrate ESG and corruption risk management. The framework outlines the systematic processes for identifying, analysing, evaluating, monitoring, reporting, and managing these risks within the overall risk management structure.

Risk Management Approach

The Group's risk management approach adopts a process which entails a consistent and systematic approach in the identification, assessment, monitoring and reporting of risk exposures.

The risk management process is applied throughout the whole of the Group (enterprise level) or to any part of a business (i.e., divisions, departments, functions, business units and projects).

The risk management approach comprises sequential steps of activities that are interrelated and iterative as follows:

- a. Set/clarify business objectives
Set and understand the objectives for the Group and/or its business.
- b. Establish the context
Define the context and boundaries within which the Group and/or the business operates.
- c. Risk Identification
Identify risks together with their respective causes and consequences which could affect/impact the achievement of the Group and/or business objectives.
- d. Risk Assessment
Identified risks are prioritised to determine the overall effect on the Group and/or business by evaluating the potential impact on business objectives should a risk materialise together with the likelihood of its occurrence.

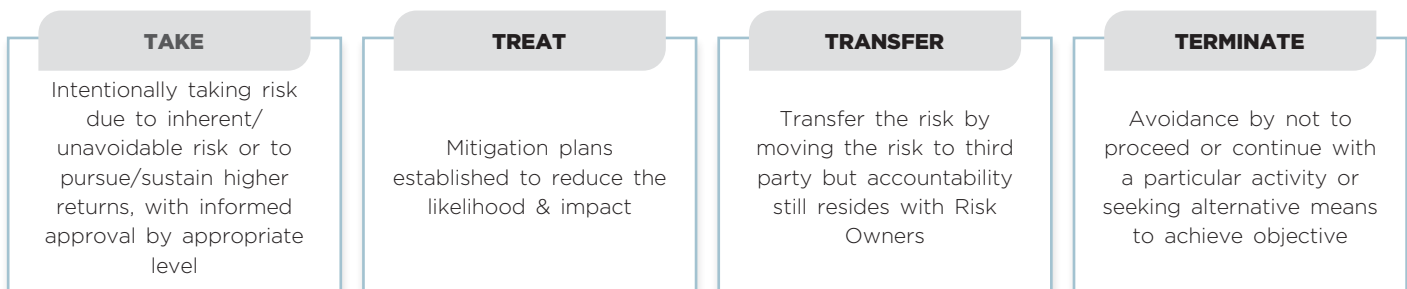
The Group adopts the following risk rating matrix to articulate the relationship between risk impact and likelihood:

Risk Rating					
Likelihood	Risk Impact				
	Insignificant	Minor	Moderate	Major	Catastrophic
Certain	Medium	Significant	Significant	High	High
Likely	Medium	Medium	Significant	Significant	High
Possible	Low	Medium	Medium	Significant	High
Unlikely	Low	Medium	Medium	Significant	Significant
Remote	Low	Low	Medium	Medium	Significant

e. Risk Response

Risk treatment involves developing a range of responses and options for mitigating the risks.

The Group adopts the **4Ts** (*Take, Treat, Transfer & Terminate*) strategy in responding to the identified risks and qualifies these risks according to the acceptable levels by the relevant risk owners and stakeholders.



f. Monitor, review and report risks

Risk events and trends to be continually reviewed, assessed and monitored. Similarly, risk responses and mitigation plans are monitored continuously to ensure their relevance and effectiveness and are operating as designed and expected.

g. Communication

Communication is required for an effective risk management programme. The evolving business conditions continuously alters the risk profile of the Group and/or business, hence, frequent and explicit engagement and discussions about risk is vital to maintain continuous awareness and effective management of key risks.

Statement on Risk Management and Internal Control

Summary of Risk Management Activities

Risk management activities undertaken for the financial year at the Group and subsidiaries to instil a proactive risk management culture and ownership are as follows:

- Periodic risk awareness briefings and risk management workshops are conducted as part of continuous efforts to inculcate a proactive risk-aware culture within the Group.
- Risk Management Status Reports are produced quarterly at the minimum and are presented to the RICC, BGRC and Board for deliberation and approval.
- Quarterly review and monitoring implementation of risk action plans by RICD to ensure their appropriateness and effectiveness.
- Identification and reporting of emerging, key business risks and mitigation plans to the RICC, BGRC and Board for deliberation and approval.
- Provides risk management consultation and advisory services to projects, investment and potential business leads.

INTERNAL CONTROLS

The key elements of the internal control system established by the Board that provides effective governance and oversight of internal control include:

POLICIES AND PROCEDURES

Written policies are established to guide how a department or an individual within the Group works or behaves and provides guidance to employees as to what their obligations are. Some policies are supported by procedures which describe the steps the employees shall take to produce an output or to complete a process. The policies and procedures also form part of the various management systems which are reviewed and updated periodically as part of continual improvement to ensure that they remain relevant and reflective of the Group's operating and business environment.

The Group, via its subsidiaries, have in place several Internationally Accredited Management Systems (for e.g., ISO 9001:2015 – Quality Management System, ISO 45001:2018 – Occupational Quality Health & Safety Management System, ISO 14001:2015 – Environmental Management System, ISO 13485 – Medical Devices Quality Management System and ISO 39001:2012 – Road Traffic Safety Management System) to standardise its management and operational processes and to further improve its efficiency. These certifications reflect the Group's commitment to ensuring quality deliverables to customers, safeguard safety and health of employees and safeguard the environment.

The Group has also established a HSSE Management Systems, comprising HSSE Rules, standard operating procedures and processes, to inculcate a strong HSSE culture, behaviour and sustainable HSSE performance. This also includes introducing an enhanced UEM Edgenta HSSE Management System Manual which seeks to make the HSSE execution simpler and more aligned within the Group.

The Group has dedicated teams to carry out Quality Assurance/ Quality Control, and Health, Safety and Environment activities to ensure continuous improvement of processes and ongoing compliance with the established internal policies and procedures, International Management System Standards, contracts and relevant legal and other requirements.

ORGANISATIONAL STRUCTURE

The organisational structure of the Group defines the roles, responsibilities and reporting line of the various Committees of the Board; Management of the Corporate Office and subsidiaries; departments and individuals.

The Board appoints the Managing Director/Chief Executive Officer of the Group and top management and senior management at critical positions. The positions include but not limited to Chief Financial Officer, Chief People Officer, Chief Digital Officer, Heads of Divisions/Business, as well as holders of mission-critical position.

The organisational structure is reviewed regularly to assess its effectiveness and to ensure that it is in line with any changes in business requirements.

OPERATING PLANS AND STRATEGIES

The Group undertakes a comprehensive annual budgeting and forecasting exercise during the development of business plans for each operating divisions which are aligned with the 5-year Group Operating Plan, including the short-term and long-term strategic plans.

Each Business Division is responsible to carry out a detailed analysis on both current and prior years' performances and identify the strategic priorities for consideration and commitment in the Group Annual Operating Plan ("AOP"), 5-year Group Operating Plan and Strategic Plan. These form the basis for the development of Key Performance Indicators ("KPIs") to be included in the Group's Corporate Scorecard and MD/CEO's Scorecard which are deliberated and reviewed by the Nomination and Remuneration Committee and subsequently by the Board for approval.

The approved AOP, 5-year Group Operating Plan and Strategic Plans are cascaded to the senior management team in each Business Division for planning, monitoring and execution.

The Group monitors the business performance of respective Business Divisions through its KPIs and measures them against the approved Group AOP, 5-year Group Operating Plan and Strategic Plan on a regular basis via its General Management Committee meetings and other ad-hoc meetings to be carried out by the senior management as and when necessary. Reports and analysis on variances against the Group AOP are prepared and monitored, taking into consideration current and future macro/microeconomic situations and business landscapes. A report on the year-to-date quarterly Group results and performance is submitted and presented to the Board on a quarterly basis.

The management is responsible for identifying and executing any mitigation actions, where necessary.

EMPLOYEE'S AUTHORITY AND RESPONSIBILITY

Employee's authorities and responsibilities are detailed out in Job Description, Key Performance Indicators ("KPI") and Discretionary Authority Limit ("DAL").

The establishment of performance framework serves as a guide for performance setting and monitoring at various levels, covering key financials, customers, internal processes and learning and growth indicators.

DISCRETIONARY AUTHORITY LIMITS

Clear delegation of authority is defined in the Discretionary Authority Limits ("DAL"), which sets the limit for strategic, operating and capital decisions and expenditures, as well as decision authority for each level of management within the Group, and also the Board's authority.

The DAL is reviewed from time-to-time to ensure effectiveness of strategic and operational executions.

PROCUREMENT

In parallel with the implementation of Oracle ERP, Group Procurement & Contract Management ("GPCM") functions as a centralised and coordinated procurement function to control and manage procurement activities within each of the Group's key business division, encompassing eight (8) key areas, namely, Procurement Strategy & Performance, Category Management, Vendor Management, Sourcing, Purchasing Admin, Contract Management, Master Data Management, and Inventory Management.

The potential risks pertaining to these key areas are mitigated through procedural governance and compliance monitoring of the SOPs users. The SOPs will be reviewed periodically and updated as and when required to ensure continuous improvement of internal controls and taking into consideration any additional process improvement required.

The provisions for Integrity & Compliance (i.e., Code of Conduct for Business Partner, Business Partners Letter of Declaration), HSSE Management Requirements are incorporated accordingly in the procurement terms and conditions to create awareness on our anti-bribery, anti-corruption, safety and accountability policies amongst our suppliers and contractors at the early stage of engagement with these stakeholders.

INSURANCE ON ASSETS

UEM Edgenta consistently maintains extensive insurance coverage, including Directors and Officers ("D&O"), general liability, motor, employee, cyber, asset, project insurance and among others. This approach not only mitigates potential losses from unexpected events but also reinforces operational resilience and enhances value for stakeholders.

Insurance coverage is periodically reviewed to align with the dynamic business environment and evolving operational needs, ensuring it remains adequate and responsive to emerging risk factors.

INTEGRITY & COMPLIANCE

Integrity

UEM Edgenta is committed to support the national anti-corruption efforts by adopting zero-tolerance approach toward all form of corruption and embedding the integrity within our F.I.R.S.T core values. Our initiatives to prevent bribery and corruption align with the requirements of subsection 17A(5) of the Malaysian Anti-Corruption Commission Act 2009 through the adoption of the T.R.U.S.T principle. The details disclosure on our Corporate Integrity and Ethical Business Conduct can be found on pages 253 to 259 of this Integrated Annual Report.

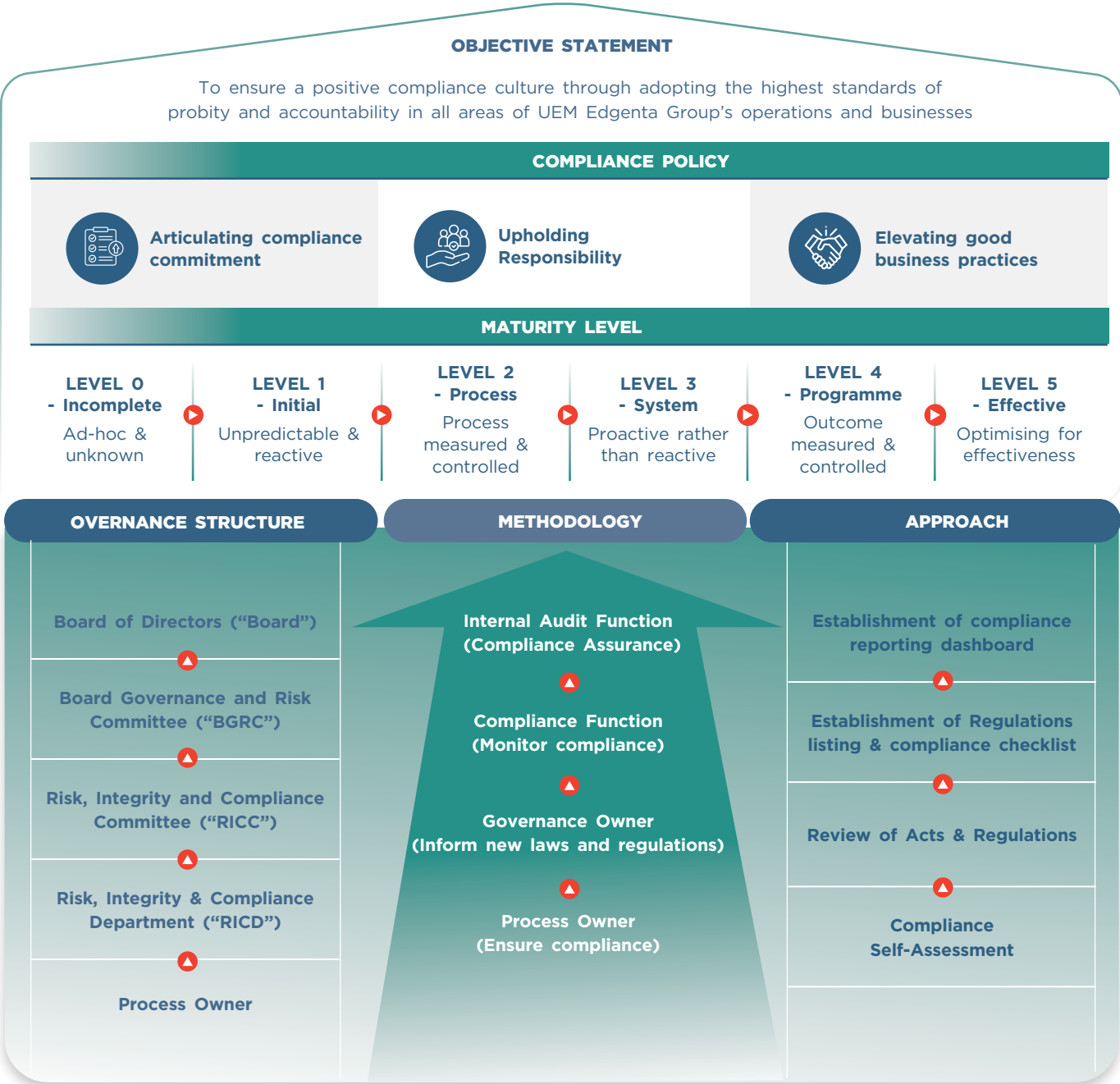
Compliance

UEM Edgenta's compliance management involves a comprehensive approach to maintaining an effective compliance policy and programme ensuring alignment with the applicable laws and regulations to safeguard the reputation and integrity of UEM Edgenta.



Statement on Risk Management and Internal Control

UEM Edgenta adopts the following Compliance Framework in undertaking its compliance commitment:



The Compliance Framework sets out the approach for UEM Edgenta in managing regulatory compliance obligations and mitigating compliance risk, in order to achieve its compliance objective.

Risk, Integrity & Compliance Department (“RICD”) is spearheading the compliance management process ensuring the effectiveness of the compliance process and establishing appropriate compliance monitoring to address and report on any compliance issues. The outcome of the monitoring activities is reported to the RICC, BGRC and Board.

BUSINESS CONTINUITY MANAGEMENT

UEM Edgenta maintains an unwavering commitment to fortifying organisational resilience through the implementation of a robust Business Continuity Management (“BCM”) programme. This strategic initiative aligns with the organisation’s ongoing efforts to ensure the sustainability of operations and the seamless delivery of essential services, even in the event of crisis or disasters.

In 2024, UEM Edgenta achieved the prestigious ISO 22301:2019 Business Continuity Management System (“BCMS”) certification, a globally recognised benchmark for operational resilience. This significant accomplishment reinforces the company’s dedication to safeguarding critical business functions, minimising downtime and ensuring seamless service delivery to clients and stakeholders.

The certification reflects UEM Edgenta’s strategic commitment to delivering innovative, reliable and resilient solutions across all aspects of its operations.

Looking ahead, UEM Edgenta remains steadfast in its efforts to maintain and enhance its BCMS framework, ensuring adaptability to emerging risks and future challenges while upholding the highest standards of business continuity.

HUMAN RESOURCES MANAGEMENT

UEM Edgenta’s internal controls are realised and supported by a formal organisational structure. This official structure is made of defined lines of authority, responsibility and accountability. These lines of authority, responsibility and accountability are continuously updated and improved to demonstrate good governance.

The above is further reinforced with functional charts and clearly defined authority limit to ensure consistency, clarity, and structured decision-making.

Talent’s selection and appointment is guided by standard operating procedures and guidelines to ensure the selection of suitable candidates meet the job requirements. Potential candidates will go through a structured recruitment process which includes interviews by the hiring manager and relevant stakeholders; and for certain roles, additional assessments would be applicable. A thorough and complete pre-employment background screening which includes medical screening, checks on past employment records, education and qualification records, credit records, criminal records, directorship and reference check, would be performed before the job offers are issued. This is a control measure to minimise the risk to the Company, guided by pre-employment matrix.

A performance framework is established which serves as a guide for performance setting and monitoring process at various level covering key financials, customers, internal processes and learning and growth indicators.

The performance outcomes are directly linked to UEM Edgenta’s compensation and rewards framework designed as an internal control to maintain consistency through a structured evaluation process.

In addition, benefits available for employees are defined and made accessible by all employees, and managed according to each employee’s entitlement.

To ensure that we are able to develop a capable, agile and competitive workforce, employees are provided with structured internal technical and soft skills training, mobility opportunities and external development programmes, as well as professional certification opportunities for identified employees. Technical skills training is also prioritised through the development of a technical competency framework and subsequent development interventions. These interventions are tied back to the individual development plan of our employees.

Other targeted development programmes include Executive Education programme for Senior Leadership focusing on practical, leadership-specific skills and strategic networking opportunities. The programme also offers pathways for obtaining professional qualifications.

MANAGEMENT INFORMATION SYSTEM (“MIS”)

UEM Edgenta places a paramount emphasis on prioritising cyber security to safeguard its digital infrastructure and incorporates effective governance measures. This commitment is reflected in the implementation of robust access controls and the execution of security audits, which form integral components of the governance framework. By adopting this proactive approach, the Group aims to not only meet industry best practices but also fortify its defence against the evolving and often unforeseen cyber vulnerabilities, especially those related to sensitive data. These vulnerabilities, if not continuously addressed, could expose critical data to risks, reinforcing the need for vigilance in identifying and mitigating such threats.

The Group employs a discerning strategy that strikes a delicate balance between harnessing the advantages of cloud technology and ensuring the utmost confidentiality and integrity of its data assets. This entails a continuous cycle of assessments and updates, where the Group meticulously evaluates the evolving landscape of cyber risks and adjusts its security measures accordingly. This ongoing vigilance acknowledges that even with advanced technologies, there are always risks of unknown vulnerabilities that necessitate a proactive and adaptive security posture.

In essence, the Group’s comprehensive approach to cyber security underscores its dedication to not only meeting compliance standards but also staying at the forefront of technological advancements, thereby fostering a resilient and secure digital environment that mitigates the risks of evolving threats to its most critical assets.

Statement on Risk Management and Internal Control

DISASTER RECOVERY PLANNING

The Business Continuity Management (“BCM”) process within the Group extends to encompass Disaster Recovery Planning (“DRP”), aimed at ensuring the utmost security for data, systems, and applications stored in the cloud.

UEM Edgenta places emphasis on the swift and efficient retrieval of company data, a pivotal aspect of its strategy for maintaining seamless business continuity. However, it also recognises the challenges posed by aging technologies that may hinder recovery processes and limit the agility of disaster response efforts. By addressing such limitations, the Group is better positioned to ensure that its disaster recovery capabilities remain robust and aligned with the pace of modern technological advancements.

The emphasis on quick access to data is instrumental in minimising downtime during unforeseen events or disasters, thereby preserving overall productivity levels. Through this comprehensive approach to BCM, which includes both optimising recovery mechanisms and modernising outdated systems, the Group not only safeguards its digital assets but also fortifies its resilience against potential disruptions. This demonstrates a commitment to maintaining operational continuity and safeguarding business interests, even in the face of evolving technological demands.

JOINT VENTURES AND ASSOCIATES

The disclosures in this statement do not include the risk management and internal control practices of the Group’s joint venture and associate companies, as the Board does not have any direct control over their operations.

The Group’s interests in these entities are safeguarded through the representation on the Boards of the respective companies where management accounts and periodical reports are received and reviewed, as well as deliberation on proposals related to these companies. Such representation also provides the Board with information for decision-making on the continuity of the Group’s investments based on the performance of the Group’s joint venture and associate companies.

INTERNAL AUDIT

The Group has established its own Internal Audit Department (“IAD”) to carry out the internal audit function of the Group. IAD reports functionally to the Audit Committee (“AC”) and administratively to the Managing Director/Chief Executive Officer. The IAD regularly reviews the Group’s systems of internal controls and evaluates the adequacy and effectiveness of the controls, risk management and governance processes implemented by the management. The reviews conducted are based on the risk-based Annual Audit Plan approved by the AC. The results of audit reviews, including status of management action plans to address gaps identified in the governance processes, risk management processes and controls during the engagements are reported regularly to the AC for deliberation.

The Group has also established a Management Audit Committee (“MAC”) to ensure effective actions are taken to address internal control weaknesses and proper closures of all audit issues and areas for improvement highlighted by the IAD. The MAC is chaired by the Managing Director/Chief Executive Officer and holds its meeting regularly.

Internal control weaknesses and areas for improvement regarding risk management and governance identified during the financial period under review have been or are being addressed by the management. None of the weaknesses identified have resulted in any material loss that would require disclosure in the Group’s financial statements.

ASSURANCE FROM MANAGEMENT

The Board has received assurance from the Managing Director/Chief Executive Officer and Chief Financial Officer that a review on the adequacy and effectiveness of the risk management framework and internal control system has been undertaken and the Group’s risk management and internal control system are operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the Group.

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The External Auditor has performed limited assurance procedures on this Statement on Risk Management and Internal Control in accordance with the Malaysian Approved Standard on Assurance Engagements, ISAE 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information and Audit and Assurance Practice Guide 3, Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants (“MIA”) for inclusion in the Annual Report of the Group for the year ended 31 December 2024, and reported to the Board that nothing has come to their attention that causes them to believe that the statement is not prepared, in all material respects, in accordance with the disclosure required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, nor is the Statement factually inaccurate.

This Statement on Risk Management and Internal Control was approved by the Board on 26 March 2025.

CONCLUSION

The Board is of the view that the risk management and internal control system are in place for the year under review, and up to the date of approval of the Statement on Risk Management and Internal Control, are sound and sufficient to safeguard shareholders’ interests and the Group’s assets.

Corporate Integrity and Ethical Business Conduct

At UEM Edgenta, we are deeply committed to fostering a strong culture of integrity and ethical conduct throughout our organisation. As we strive for sustainable growth through geographical expansion, innovative product and service development, cost optimisation, and technology-driven solutions, we recognise that integrity, ethics, and accountability are not just values, but cornerstones of our success. These principles guide our actions, both professionally and personally, as employees and leaders.

As a publicly listed company, we are committed to uphold the highest standards of integrity, ethic and governance. We ensure that all our business activities and decisions align with best practices in governance, compliance, and ethical principles. This steadfast approach reinforces stakeholder trust and strengthens our position as a responsible and transparent organisation.

EMBEDDING INTEGRITY IN THE HEART OF OUR CORE VALUES

At UEM Edgenta, our **FIRST** core values — **Future Focused, Imagine New Ways, Respect for All, Solutioning Mindset, and True to Our Word** — are deeply ingrained in the fabric of our organisation, shaping how we operate and conduct business.



Among these values, **"True to Our Word"** stands as the cornerstone of our commitment to integrity. It forms the foundation upon which all other values thrive, ensuring that every decision, action, and interaction within the organisation upholds to the highest ethical standards. Guided by this core value, our personnel consistently demonstrate integrity in their actions, fostering a culture of transparency, accountability, and trustworthiness that permeates every aspect of our business operations.

By embedding integrity at the core of who we are, we reaffirm our dedication to creating a resilient and ethical organisation that inspires confidence among our stakeholders and drives sustainable growth.

Corporate Integrity and Ethical Business Conduct

ANTI-BRIBERY AND ANTI-CORRUPTION GOVERNANCE

At UEM Edgenta, we maintain a steadfast commitment to combating bribery and corruption through robust Anti-Bribery and Anti-Corruption (“ABAC”) measures that align with national anti-corruption efforts. Guided by a zero-tolerance approach towards all forms of corruption, the Board ensures that our governance practices meet the highest legal and regulatory standards.

As a benchmark for our ABAC programme, we adhere to the following legal, regulatory requirements, and guidelines:



Our ABAC programme is developed in accordance with the T.R.U.S.T principles outlined in the Guidelines on Adequate Procedures, which serve as a benchmark for maintaining corporate integrity. This aligns with the principles outlined in the Adequate Procedures Guidelines under Section 17A(5) of the Malaysian Anti-Corruption Commission Act 2009, functioning as a defense mechanism against corporate liability for bribery and corruption offences.

Reinforcing our commitment to integrity and governance in all business operations, UEM Edgenta has achieved the internationally recognised **MS ISO 37001:2016 Anti-Bribery Management System (“ABMS”)** certification. This certification underscores our zero tolerance against corruption and our dedication to implementing the best practices in anti-bribery management.

In line with our regulatory obligations and ethical values, we have established a comprehensive framework supported by policies and procedures to effectively curb bribery and corruption. The following measures serve as a foundation to promote transparency, accountability, and ethical business conduct throughout the organisation and among our stakeholders:

- Code of Conduct (“COC”) for Directors and Employees**

UEM Edgenta’s Code of Conduct (“COC”) for Directors and Employees articulates our commitment to maintaining trust and integrity across all levels of the organisation. It sets clear standards for ethical behaviour, ensuring that directors and employees consistently operate with professionalism, reliability, and accountability. The COC outlines the principles and values that shape how we conduct ourselves with colleagues, clients, business partners, and the broader community.
- Code of Conduct for Business Partners (“COCBP”)**

UEM Edgenta’s Code of Conduct for Business Partners (“COCBP”) establishes clear expectations for our suppliers, contractors, consultants, agents, and/or other business partners to uphold the highest standards of integrity, accountability, and compliance. It reflects our unwavering commitment to fostering sustainable business relationship grounded in the principles of integrity, honesty, accountability and compliance with applicable laws and regulations. By adhering to this Code, our Business Partners contribute to a shared culture of trust and integrity, ensuring that all interactions with UEM Edgenta are conducted ethically and responsibly.
- Compliance Framework**

The compliance framework outlines a structured approach to managing regulatory compliance obligations and mitigating compliance risks or issues, to ensure alignment with the Group’s compliance objective. The Framework define the governance structure, roles and responsibilities to maintaining compliance across the Group. It also details the policies and methodologies that form the foundation of UEM Edgenta’s compliance management system, fostering accountability and a culture of integrity in all aspects of our operations.
- Conflict of Interest (“COI”) Policy**

The Conflict of Interest (“COI”) Policy provides clear guidance on identifying, managing, and resolving actual, potential, or perceived conflicts of interest involving Directors and employees. This Policy is designed to safeguard UEM Edgenta’s interests by ensuring that decisions and actions are made with integrity, transparency, and ethical conduct and to ensure that any actual, potential, or perceived conflicts of interest are identified and managed effectively. By effectively managing conflicts of interest, we reinforce trust, accountability, and fairness in all our business dealings.

- **Conflict of Interest (“COI”) Declaration Procedure**

The Conflict of Interest (“COI”) Declaration Procedure provides a structured process for employees to declare actual, potential, or perceived conflicts of interest in alignment with the Conflict of Interest (“COI”) Policy. This procedure outlines the steps for identifying, disclosing, and addressing conflicts of interest to ensure they are managed effectively and transparently. By adhering to this procedure, UEM Edgenta reinforces its commitment to ethical conduct, accountability, and the protection of the Group’s integrity in all business activities.

- **Anti-Bribery & Anti-Corruption (“ABAC”) Policy Statement**

UEM Edgenta is committed to upholding its core values by fostering a culture of integrity, ethics, and accountability in all aspects of our operations. This commitment extends to every stakeholder including directors, officers, and employees, who are required to adhere to the highest ethical standards in conducting business. The ABAC Policy Statement reinforces a zero-tolerance approach towards bribery and corruption. It ensures that all business dealings, relationships, and operations comply fully with laws and regulatory requirements in all jurisdictions where UEM Edgenta operates.

- **Anti-Bribery & Anti-Corruption (“ABAC”) Guide**

In respect of the ABAC Policy Statement that takes a zero-tolerance approach to bribery and corruption, reflecting our unwavering commitment to the highest standards of ethical conduct in all business dealings and relationships, the ABAC Guide serves as a practical resource for providing essential guidelines in preventing bribery and corruption. It outlines clear standards for ethical behavior, emphasising that all directors, officers, and employees must not act corruptly in our business dealings. This guide reinforces our collective responsibility to uphold integrity and accountability in every aspect of our operations.

- **No Gift Policy**

At UEM Edgenta, the No Gift Policy is a cornerstone of our commitment to upholding the highest standards of integrity and ethical conduct. This policy is designed to eliminate both actual and perceived conflicts of interest, ensuring that all business decisions remain fair, transparent, and free from undue influence. By strictly prohibiting the acceptance of gifts, we ensure that our employees, stakeholders, and partners adhere to principles that promote fairness, transparency, and unbiased decision-making. This policy serves as a safeguard to protect the integrity of our employees, stakeholders, and business partners, fostering an environment of transparency and impartiality.

- **Anti-Bribery Management System (“ABMS”) Manual**

The Anti-Bribery Management System (“ABMS”) Manual outlines the requirements of the internationally recognised MS ISO 37001:2016 standard. It serves as a comprehensive framework for implementing a robust management system to prevent, detect, respond to, and address bribery and corruption within UEM Edgenta. This manual ensuring compliance with global standards while strengthening integrity, accountability, and ethical business practices across our organisation.

- **Whistleblowing Policy**

The Whistleblowing Policy underscores UEM Edgenta’s commitment to fostering a culture of transparency and accountability. It encourages employees, stakeholders, and other parties to report any suspected wrongdoing or misconduct in good faith. This policy ensures that all reports are handled with the utmost confidentiality, protecting the identity of whistleblowers and safeguarding them against any form of retaliation. By providing a secure and fair reporting mechanism, this policy strengthens our ethical governance and reinforces trust within the organisation.

- **Whistleblowing Procedure**

The Whistleblowing Procedure at UEM Edgenta establishes a clear and confidential mechanism for employees, stakeholders, and members of the public to report any actual or suspected misconduct, malpractice, or violation of the Group’s policies and procedures. Reports can be submitted through our dedicated and secure “Speak-up Channel” which ensures confidentiality and facilitates a transparent and effective process for addressing concerns. This procedure reflects our unwavering commitment to ethical governance and maintaining trust across all levels of our organisation.

- **Investigation Procedure**

UEM Edgenta’s Investigation Procedure establishes a structured and consistent process for assessing and investigating allegations or violations of the Group’s Code of Conduct, policies, procedures, and applicable regulations. This procedure ensures that investigations are conducted fairly, outcomes are documented systematically and in a timely manner, and any required corrective action or escalation to enforcement agencies are executed effectively.



Corporate Integrity and Ethical Business Conduct

- Authorities' Raid Procedure**

UEM Edgenta's Authorities' Raid Procedure provides clear and practical guidelines to ensure an effective, coordinated, and compliant response during an authority raid. This procedure outlines the necessary actions and responsibilities for handling such situations, emphasising swift coordination and alignment with legal requirements. It encompasses detailed guidelines and key steps to address challenges and demands during such encounters. This procedure aims to safeguard the interests of UEM Edgenta while ensuring adherence to applicable laws and regulations. It underscores our commitment to preparedness, transparency, and protecting the Group's integrity in critical situations.
- Non-Compliance Incident Reporting ("NCIR") Procedure**

The Non-Compliance Incident Reporting ("NCIR") Procedure establishes a structured and timely approach for identifying, documenting, and addressing non-compliance incidents. This includes conducting root cause analysis, implementing corrective actions, and introducing preventive measures to foster continuous improvement and prevent recurring operational lapses within UEM Edgenta. This Procedure reinforces our commitment to maintaining the highest standards of governance, accountability, and operational excellence.

INTEGRITY AND GOVERNANCE CORE FUNCTIONS

At UEM Edgenta, we are committed to combating bribery and corruption through structured initiatives designed to foster a culture of integrity and strengthen governance practices. This commitment is spearheaded by the Risk, Integrity and Compliance Department (RICD), whose key roles in integrity and governance core functions encompass two main pillars, each with distinct roles and responsibilities aimed at achieving robust organisational accountability and ethical operations:

**Integrity Enforcement & Security Management**

This pillar focuses on safeguarding ethical standards and managing risks through four key functions:

- Complaint Management**

Ensures effective handling of complaints and reports of misconduct.
- Detection and Verification**

Identifies and verifies reported issues on misconduct.
- Integrity Strengthening**

Promotes ethical behaviour through targeted initiatives and awareness programmes.
- Security Management**

Ensures the protection of assets, people, and information against threats.

**Governance and Compliance**

This pillar ensures adherence to internal policies, regulatory frameworks, and governance practices through two key functions:

- Governance**

Oversees the implementation of strong governance frameworks and structures.
- Compliance**

Ensures conformity with legal and regulatory requirements across all business operations.

INTEGRITY ENFORCEMENT & SECURITY MANAGEMENT

The Integrity Enforcement & Security Management function is pivotal in strengthening UEM Edgenta's ethical standards, ensuring transparency, and fostering trust among stakeholders. This function encompasses the proactive management of complaints, systematic detection and verification processes, integrity strengthening initiatives, and robust security management protocols. Through these pillars, UEM Edgenta aims to uphold its commitment to integrity, compliance, and organisational excellence.

• Complaint Management

The Complaint Management function is the underlying of UEM Edgenta's efforts to promote accountability and address unethical behavior. A dedicated "Speak Up" channel is established to manage complaints related to corruption, abuse of power, malpractice, and breaches of the code of conduct. This channel is accessible to both internal and external parties, enabling them to report on illicit activities via designated platform:

SPEAK UP!

WAYS TO REPORT

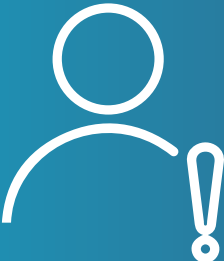
- Email your concern to whistleblowing@edgenta.com
- Write to UEM Edgenta Berhad's Chairman or the Chairman of the Board Governance & Risk Committee using the prescribed Whistleblowing Lodgement Form
- Call **+6019 209 9030 Monday to Friday** (Malaysian office hours) **8.30 am to 5.30 pm**

Whistleblowing

UEM Edgenta Whistleblowing Lodgement Cases

15

2024



2023	5
2022	1
2021	3
2020	6



The Integrity Enforcement & Security Management team is entrusted to supervise, monitor, and hold the responsibility for ensuring the effectiveness of the Speak Up channel, ensuring that all disclosures are verified and evaluated by the Whistleblowing Committee. The Chairman of the Whistleblowing Committee plays a critical role in maintaining the integrity and effectiveness of the investigation process, ensuring each case is thoroughly resolved. Within this function we have collected valuable data regarding potential corruption and misconduct within UEM Edgenta which provided insights into high-risk areas and recurring issues within our Group.

Corporate Integrity and Ethical Business Conduct

• Detection and Verification

The Detection and Verification function as mandated by the Malaysian Anti-Corruption Commission ("MACC"), ensures a systematic approach to identifying and authenticating reports of potential misconduct, ethical breaches, and policy violations. This crucial function is designed to ensure the accuracy and validity of each reported case by conducting thorough investigation, aligning with the highest standards of integrity and governance.

Key initiatives implemented throughout the year for this function include:

- **Dedicated Investigation Team:** Established a dedicated team to investigate grievances related to the complaint channeled to the Speak Up channel.
- **Investigation Intelligence Tools:** Subscription to investigation intelligence tools that enhance efficiency and effectiveness in data analysis and decision-making processes of our investigation processes.
- **Enhancement of e-Declaration Portal:** Enhancement of the existing e-declaration portal that streamlines declarations process related to Conflict of Interest, Political Involvement, Bankruptcy, and Corruption-Free Pledge, fostering transparency and compliance.

• Integrity Strengthening

UEM Edgenta is committed to fostering a culture of integrity by institutionalising ethical practices and enhancing employee awareness through continuous engagement, training, and collaborations. We have continuously disseminated information regarding anti-bribery and anti-corruption through provision of awareness programmes, training, seminars, and periodical communication. These efforts aim to enhance the practice of core values, ethics, and integrity among employees of UEM Edgenta. Additionally, key initiatives implemented include:

- **Employee Engagement:** Conducting periodic engagement with employees through Meet and Greet activities to instill and cultivate the adoption of Integrity & Compliance into the daily operation of Edgenta Stars.
- **e-Learning Programmes:** Providing employees with an anti-corruption training programme conducted through e-learning platform to promote continuous learning. The e-learning module consists of Code of conduct, Anti-bribery and anti-corruption and code of conduct for business partner.
- **Integrity Awareness Programmes:** Conduct integrity awareness programmes to enhance the understanding and commitment of employees, fostering a culture of ethical behavior, and promoting compliance with standards.

- **Stakeholder Collaboration:** Partnering with organisations like NGOs, and relevant authorities such as Rasuah Busters, Bahagian Pendidikan Masyarakat ("PENMAS") of MACC, Royal Malaysia Police ("PDRM"), and Transparency International ("TI") Malaysia.
- **Periodic Communication:** Disseminating integrity-themed communications through poster communications to Edgenta Stars through internal channels Edgenta Connect message.

- ✓ **12** participations in external engagement activities on anti-bribery and anti-corruption
- ✓ **32** site visits and engagements conducted for risk awareness
- ✓ **64%** of total employees attended the integrity awareness programme
- ✓ **88%** of total employees completed the e-learning programme
- ✓ **4** total internal periodic communication through Edgenta Connect message
- ✓ **2** external communication through local media

• Security Management

Security Management ensures the protection of UEM Edgenta's sensitive information, physical assets, and compliance with regulatory requirements. This function adopts a structured approach in managing data security, authority raids, and physical security monitoring, supported by proactive engagement with enforcement agencies.

Key initiatives include:

- **Data Security Governance Framework:** Establishing policies and frameworks to protect sensitive information, prevent breaches, and oversee responses to potential threats.
- **Authority Raid Procedure:** Developing and implementing structured protocols for coordinating with enforcement agencies during raids, ensuring compliance and swift responses.
- **Physical Security Monitoring:** Employing measures such as bug sweeping, personal security protocols, and physical asset protection.
- **PDPA Compliance:** Ensuring adherence to the Personal Data Protection Act ("PDPA") through effective policy management and employee awareness.

GOVERNANCE AND COMPLIANCE

Our Governance and Compliance function is essential in fostering a culture of integrity, transparency, and accountability across UEM Edgenta. This function ensures the Group adheres to all applicable laws, regulations, and ethical standards while proactively mitigating risks associated with non-compliance. By establishing robust frameworks, monitoring mechanisms, and effective reporting processes, the Governance and Compliance function contributes to operational excellence and reinforces stakeholder confidence.

• Governance

In alignment with the Malaysian Anti-Corruption Commission (“MACC”) mandate, our governance function is focused on implementing and strengthening best practices to uphold integrity, prevent corruption, and ensure compliance with ethical standards. Through governance oversight, UEM Edgenta fosters a culture of transparency and accountability by establishing comprehensive policies, procedures, and rigorous monitoring mechanisms.

Key initiatives include:

- **Policy and Procedure Review:** Continuously reviewing and revising relevant Policies and Procedures to ensure alignment with evolving laws, regulations, and standards.
- **MS ISO 37001:2016 Certification:** Managing the Anti-Bribery Management System, demonstrating our commitment to preventing bribery and promoting ethical business conduct.
- **Corruption Risk Management:** Refining the corruption risk assessment process by systematic identification, analysis, and mitigation of potential corruption risks within our organisation.
- **Organisational Anti-Corruption Plan (“OACP”):** Developing and implementing the Edgenta Integrity Plan (EIP) to institutionalise anti-corruption strategies and align with national and international guidelines. The EIP is structured according to the T.R.U.S.T. principles, with specific objectives and initiatives designed to enhance the Plan’s overall effectiveness in combatting corruption.

• Compliance

UEM Edgenta is dedicated to maintaining an effective compliance programme that safeguards the organisation’s integrity and reputation. The Compliance function ensures adherence to internal policies, regulatory requirements, and operational best practices through a well-defined Compliance Framework.

Key initiatives include:

- **Quarterly Compliance Checks and Monitoring:** Conducting regular compliance assessments and tracking regulatory updates to ensure ongoing adherence.
- **Non-Compliance Incident Reporting (“NCIR”):** Developing procedures and an online platform to capture, report, and address non-compliance incidents effectively.
- **Compliance Dashboard Reporting:** Managing a real-time dashboard for tracking compliance metrics and providing quarterly updates to the Management and Board.
- **Compliance Framework Development:** Establishing a comprehensive framework that outlines the principles, controls, and monitoring mechanisms for compliance management.



Approaching The Financial Statements

FINANCIAL STATEMENTS DECODED

The purpose of financial statements is to communicate the Group’s financial information to its stakeholders, especially shareholders, investors and lenders. In this section, we try to help readers who are not familiar with accounting rules and financial expressions to understand our financial information, by explaining the functions and relationships between the essential financial statements: the statements of profit or loss and other comprehensive income, the statements of financial position and the statements of cash flows. For comprehensive and authoritative definitions and explanations, readers should turn to the relevant accounting standards, but we hope this section offers useful guidance.

Statements of Profit or Loss and Other Comprehensive Income

These statements comprise (a) profit or loss and (b) other comprehensive income (OCI). The objective of these statements is to present all income or expenses (transactions with non-owners) in a performance statement. OCI represents certain income and expenses which are not recognised in profit or loss as required or permitted by the relevant accounting standards. Transactions with owners such as dividends are presented in the statements of changes in equity.

Statements of Financial Position

These statements sum up the Group’s and the Company’s economic resources (total assets), obligations (debts and other liabilities) and owners’ equity at a particular point of time, in this case, our year end is at 31 December 2024. It also shows how the economic resources contributed by lenders and shareholders are used in the business. In the past, we used to call these statements a “balance sheet” because at any given time, assets must equal liabilities plus owners’ equity (in other words, be in balance). The current name reflects its function more accurately.

Statements of Cash Flows

These statements divide the cash flows into operating, investing and financing cash flows. While the operating profit underlies the operating cash flows, certain non-cash charges or credits, such as depreciation and amortisation, are adjusted for, thus the operating cash flows and the operating profit are different. Investing cash flows are the cash flows arising from the purchase or disposal of non-current assets. Financing cash flows represent the cash flows between its shareholders and lenders.

Financial performance measured by recording the flow of resources over a period of time

A snapshot taken at a point in time of all the assets the company owns and all the claims against those assets

Where the company gets its cash and how it spends it

Financial Statements Illustrated

The diagram below illustrates the relationships between the statements of profit or loss and other comprehensive income, the statements of financial position and the statements of cash flows, as well as their links with the Group's and the Company's stakeholders.

On one hand, the Group earns revenue from customers through the deployment of assets. On the other hand, it pays operating expenses mainly relating to supply of goods and services, staff costs as well as invests in additional non-current assets. The net balance of revenue and operating expenses is the operating profit. After deducting payment to lenders, this profit is available for payment to tax authorities and for distribution to shareholders in return for their contribution of funds to the Group.

