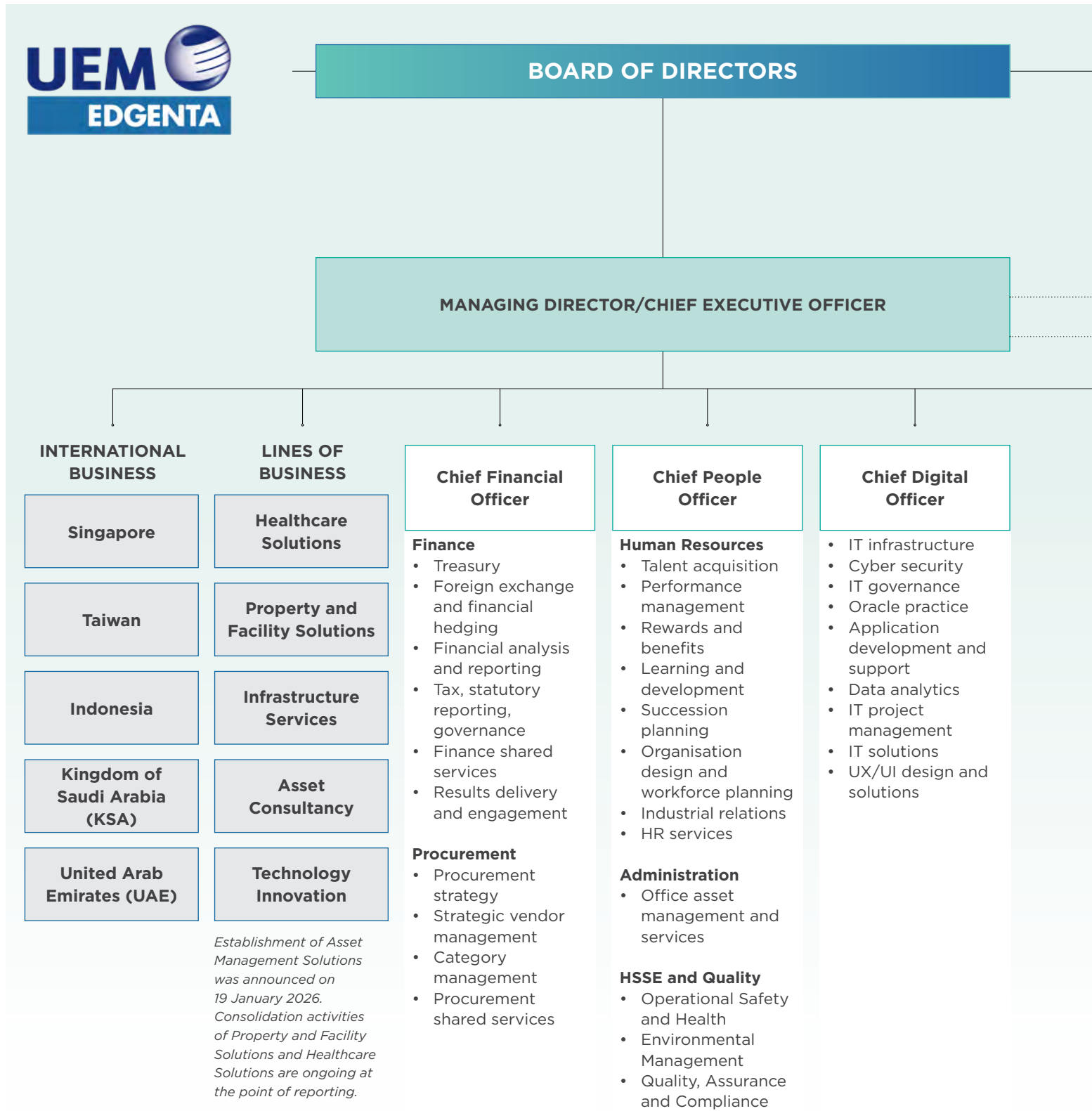
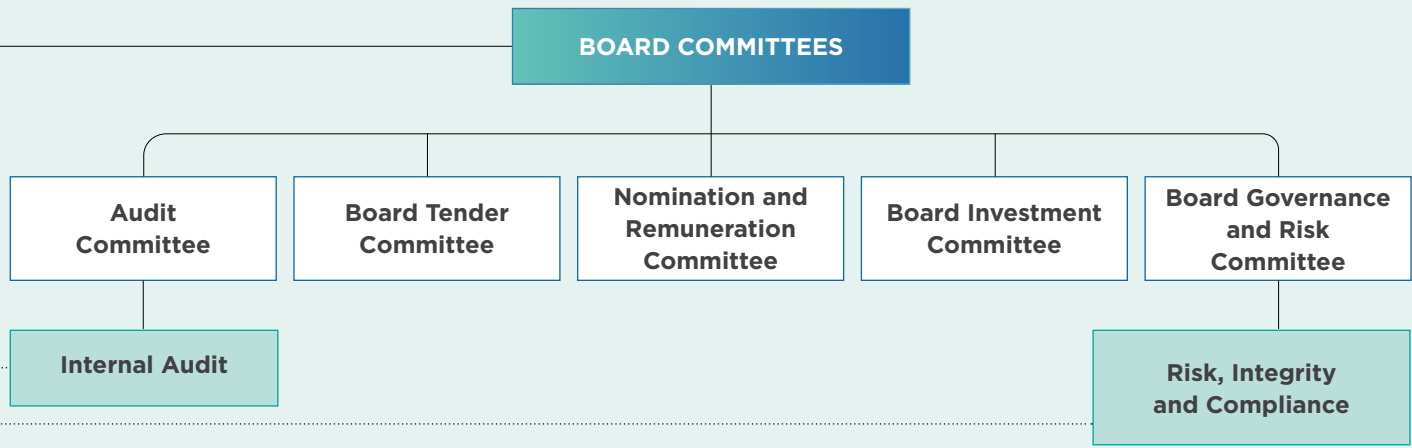


ORGANISATIONAL STRUCTURE

As at 26 March 2026





Corporate Strategy and Planning	Legal	Corporate Communications	Secretarial
<p>Corporate Strategy and Planning</p> <ul style="list-style-type: none"> • Opportunities evaluation and portfolio management • Mergers and acquisitions • Strategic partnerships and joint-venture management • Organisational scorecard management • Strategic and transformation projects management • Investor relations <p>Environmental, Social and Governance</p> <ul style="list-style-type: none"> • ESG strategy and capacity building • ESG governance and reporting 	<ul style="list-style-type: none"> • Legal advisory – corporate, business operations • Legal affairs management • Contract drafting and review • Intellectual Property (IP) management 	<ul style="list-style-type: none"> • Internal communications • Publications • Brand management • Media relations • Event management • Creative services • Corporate responsibility 	<ul style="list-style-type: none"> • Statutory compliance advisory and management • Board meetings and minutes • Company registrations, corporate records and governance



BOARD OF DIRECTORS' PROFILE



TAN SRI (DR.) AZMIL KHALID

Independent Non-Executive Chairman

QUALIFICATION:

- 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:

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

ABOUT:

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. He is also a Director of Sapura Industrial Berhad and AFA Prime Berhad (formerly known as ANIH Berhad).

SHAIFUL SUBHAN

Managing Director/Chief Executive Officer

QUALIFICATION:

- Bachelor's Degree in Accounting, University of Birmingham, England
- Master of Business Administration, University of New England, Australia
- Member of Malaysian Institute of Accountants (MIA)
- Fellow of the Association of Chartered Certified Accountants (ACCA), United Kingdom.

PRESENT DIRECTORSHIP(S) IN OTHER PUBLIC COMPANIES:

- Nil

ABOUT:

Shaiful joined UEM Edgenta Berhad in January 2023 as the Head of Healthcare Solutions and Managing Director of Edgenta Mediserve Sdn. Bhd. which he oversaw the company's strategic direction, operational excellence, and business growth within Malaysia's healthcare support industry.

He brings over 26 years of leadership experience across multiple sectors. Prior to joining UEM Edgenta, he was the Group Chief Executive Officer of IRIS Corporation Berhad from 2017 to 2022.

Earlier, he held various positions in industries spanning infrastructure, technology, telecommunications and media.

Board Committee





DATUK AMRAN HAFIZ AFFIFUDIN

Non-Independent Non-Executive Director

BIC

NRC

QUALIFICATION:

- 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
- Cement Industries of Malaysia Berhad
- PLUS Malaysia Berhad
- Projek Lebuh raya Usahasama Berhad
- Yayasan UEM

ABOUT:

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 28 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 Petrolia 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 UEM Lestra Berhad, UEM Builders Berhad, N.U.R Power Sdn. Bhd. and Konsortium ProHAWK Sdn. Bhd. He is also a Director of UEM Sunrise Berhad, PLUS Malaysia Berhad, Projek Lebuh raya Usahasama Berhad, Cement Industries of Malaysia Berhad, Malaysia Airports Holdings Berhad and several private entities under UEM Group Berhad.

DATO’ GEORGE STEWART LABROOY

Independent Non-Executive Director

BGRC

NRC

QUALIFICATION:

- 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

ABOUT:

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 49 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 OF DIRECTORS' PROFILE



ROWINA GHAZALI SETH

Independent Non-Executive Director

NRC **BGRC**

QUALIFICATION:

- 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

ABOUT:

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.

JENIFER THIEN BIT LEONG

Independent Non-Executive Director

BTC **BGRC**

QUALIFICATION:

- 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 (Listed Company)

ABOUT:

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.



MOHD ASRUL AB RAHIM

Non-Independent Non-Executive Director

AC

BTC

BIC

QUALIFICATION:

- 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 Olive Capital Berhad
- UEM Lestra Berhad
- PLUS Expressway International Berhad

ABOUT:

Asrul Rahim is currently the Chief Financial Officer of UEM Group Berhad (“UEM”). Prior to this, he was a Director in the Investments Division of Khazanah Nasional Berhad. During his more than 12-year tenure, he led the execution of mergers and acquisitions, capital market transactions, and corporate restructuring initiatives primarily in the infrastructure and healthcare sectors. In his capacity within the Portfolio Management & Monitoring function, Asrul oversaw the implementation of value creation plans for Khazanah-linked companies.

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 Kuala Lumpur specialising in corporate finance advisory. He was also a General Manager with DRB-HICOM Berhad heading its corporate strategy and business development functions.

NURUL IMAN MOHD ZAMAN

Non-Independent Non-Executive Director

BGRC

QUALIFICATION:

- 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

ABOUT:

Iman is currently a Director, Strategy in Khazanah Nasional Berhad (Khazanah). Her professional experience includes investments origination, deal structuring and execution, corporate strategy, and business planning. She oversees Strategy for Khazanah, including overall corporate strategy, strategic planning, and performance management to meet Khazanah’s mandate and long-term goals.

Within the Investments division, Iman also oversees companies within the Private Markets Consumer portfolio and sits on the Boards of various Khazanah companies. She has previously covered various sectors and industries, including property, aviation, leisure & tourism, and healthcare.

BOARD OF DIRECTORS' PROFILE



DATO' DR. OMAR ABD HAMID

Independent Non-Executive Director

AC BTC

QUALIFICATION:

- 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

ABOUT:

Dato' Dr. Omar has over 37 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.

SIMON KUA CHOO KAI

Independent Non-Executive Director

AC BIC

QUALIFICATION:

- 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:

- REDtone Digital Berhad (Listed Company)
- Berjaya Land Berhad (Listed Company)
- Paradigm REIT Management Sdn. Bhd.

ABOUT:

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.

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 are disclosed in the Audit Committee Report on page 241 of the Company's Annual Report 2025.

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

Save for Tan Sri (Dr.) Azmil Khalid, who was imposed a fine of RM50,000 by Bursa Malaysia as Director of Reach Energy Berhad ("Reach") in connection with a public reprimand by Bursa Malaysia (Details as per Reach's announcement dated 25 April 2025), none of the Directors have any public sanction or penalty imposed on them by any regulatory bodies during the financial year ended 31 December 2025.

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 26 March 2026.*

EXECUTIVE LEADERSHIP'S PROFILE

SHAIFUL SUBHAN

Managing Director/
Chief Executive Officer



Malaysian
Age 49 • Male

DATE OF APPOINTMENT
1 November 2025

Please refer to his profile in the Board of Director's profile on page 204.

AHMAD FAZRIL FAUZI

Chief Financial Officer



Malaysian
Age 42 • 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 55 • Male

DATE OF APPOINTMENT
 1 November 2019

PROFESSIONAL QUALIFICATIONS

- Bachelor's Degree in Management majoring in Human Resources, Universiti Sains Malaysia (USM)
- 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)

CHUA YONG HOWE*Chief Digital Officer*

Malaysian
Age 48 • 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 PROjects 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

EXECUTIVE LEADERSHIP'S PROFILE

IR. VEKNESWARAN T. ARASAPPAN

Head, Asset Management Solutions*
Managing Director,
Edgenta Greentech Sdn. Bhd.



Malaysian
Age 50 • Male

DATE OF APPOINTMENT
1 February 2026

PROFESSIONAL QUALIFICATIONS

- MSc. in Energy, Heriot-Watt University, UK
- MBA in Finance, University of Southern Queensland, Australia
- B.E. (Hons) Mechanical, Universiti Putra Malaya (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

- February 2026 – present: Head, Asset Management Solutions, Managing Director, Edgenta Greentech Sdn. Bhd.
- January 2022 – January 2026: Head, Property and 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.



* Please refer to Organisation Structure on pages 202 and 203 for further details on the Asset Management Solutions consolidation.

RAIHANA AHMAD

Head, Infrastructure Services
Managing Director,
Edgenta PROPEL Berhad



Malaysian
Age 59 • Female

DATE OF APPOINTMENT
1 January 2025

PROFESSIONAL QUALIFICATIONS

- Bachelor of Science (Civil Engineering) University of Arizona, USA-1988
- Deputy President, The Malaysia Asset and Project Management Association (MAPMA)

PRESENT DIRECTORSHIP(S) IN LISTED ENTITY/OTHER PUBLIC COMPANIES

- Edgenta PROPEL Berhad

WORKING EXPERIENCES

- January 2025 – present: Head, Infrastructure Services Managing Director, Edgenta PROPEL Berhad
- May 2020 – December 2024: Chief Operating Officer, Edgenta Infrastructure Services Sdn. Bhd.
- March 2019 – April 2020: Head of Project Management, Edgenta PROPEL Berhad
- December 2016 – February 2019: Head of Utilities Project, 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, Segar Sdn. Bhd. (now known as Touch 'n Go Sdn. Bhd.)
- January 1989 – November 1998: Project Planning, Monitoring and Reporting Manager, OPUS Group Berhad

TAN CHEH TIAN

Chief Executive Officer,
UEMS Singapore & Taiwan



Singaporean
Age 53 • 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 (May 2022 to June 2024)
- Chairperson, Membership & Publicity Committee, Singapore International Facility Management Association (June 2022 - June 2024)
- Certified Facilities Management Expert (CFME) - Tier 1, Singapore International Facility Management Association
- Certified Property and Facility Manager (Registered), Association of Property & Facility Managers ("APFM"), Singapore
- Member, Singapore Institute of Surveyors & Valuers ("SISV"), Singapore
- Member, Association of Property & Facility Managers ("APFM"), Singapore

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. (concurrent appointment as General Manager, UEMS Singapore)
- 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

RAIS IMRAN

Managing Director, Regional Headquarter
- Middle East, UEM Edgenta

Chief Executive Officer,
MEEM Facilities Management,
the Kingdom of Saudi Arabia



Malaysian
Age 43 • Male

DATE OF APPOINTMENT
1 May 2024

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

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

EXECUTIVE LEADERSHIP'S PROFILE

IR. MAZLAN YUSOFF

Chief Operating Officer,
Healthcare Solutions



Malaysian
Age 59 • Male

DATE OF APPOINTMENT
1 January 2024

PROFESSIONAL QUALIFICATIONS

- Bachelor of Engineering (Hons) in Mechanical Engineering, Universiti Teknologi MARA (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 (ICHF), 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 - December 2023: Acting Chief Operating Officer, Healthcare Solutions
- January 2020 - July 2023: Head of Service, Facility Engineering Maintenance Services and Sustainability Programme, Edgenta Mediserve Sdn. Bhd.
- January 2015 - December 2019: Head of Sustainability Programme, Edgenta Mediserve Sdn. Bhd.
- January 2012 - December 2014: Engineering Manager, Faber Mediserve Sdn. Bhd.
- April 2007 - December 2011: Project Manager, Faber LLC, United Arab Emirates
- January 2002 - March 2007: Facility Manager, Faber Mediserve Sdn. Bhd.
- January 1997 - December 2001: Head of Engineering, Faber Mediserve Sdn. Bhd.
- September 1992 - December 1996: Engineer, Ministry of Health, Malaysia
- January 1990 - August 1992: M&E Consultant, EMZEX Sdn. Bhd.

SYAIFUL IZAM ABDULLAH

Chief Operating Officer,
Infrastructure Services



Malaysian
Age 50 • 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. (now known as Touch 'n Go Sdn. Bhd.)
- June 2000 - November 2002: Product Manager, TIMEdotCom 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

BADER IQBAL

Chief Executive Officer,
Operon Middle East, UAE



Pakistani
Age 37 • Male

DATE OF APPOINTMENT
1 January 2026

PROFESSIONAL QUALIFICATIONS

- Bachelor of Commerce (B.Com.), Accounting & Business/Management – University of the Punjab, Lahore, Pakistan
- Master of Business Administration (MBA) – Bahria University, Islamabad, Pakistan (2019)

PRESENT DIRECTORSHIP(S) IN LISTED ENTITY/OTHER PUBLIC COMPANIES

- Nil

WORKING EXPERIENCES

- January 2026 – present: Chief Executive Officer, Operon Middle East
- March 2023 – January 2026: Regional Finance Director, Middle East (RHQ), UEM Edgenta Berhad
- October 2015 – March 2023: Finance Manager, Operon Middle East Limited
- March 2014 – March 2015: Financial Analyst, S&P Global Market Intelligence

FADI MARWAN ALNWILATI ALMASRI

Chief Executive Officer, Kaizen Asset
Management Services, UAE



Syria & St. Kitts & Nevis
Age 41 • Male

DATE OF APPOINTMENT
6 February 2024

PROFESSIONAL QUALIFICATIONS

- Bachelor of Science (Accounting & Finance), California State University, Chico, USA
- Certified Public Accountant, Colorado, USA (Active licence holder)

PRESENT DIRECTORSHIP(S) IN LISTED ENTITY/OTHER PUBLIC COMPANIES

- Nil

WORKING EXPERIENCES

- June 2024 – present: Chairman, Dubai Proptech Business Group
- September 2020 – present: Board Member, UNDRR Private Sector Alliance for Resilient Societies (ARISE – UNDRR), UAE
- December 2014 – present: Director, NW Kaizen
- June 2006 – present: Chief Executive Officer, Kaizen Asset Management Services, UAE

EXECUTIVE LEADERSHIP'S PROFILE

AHMAD ZAKRI ISMAIL

Chief Executive Officer,
Edgenta Arabia Limited,
Kingdom of Saudi Arabia



Malaysian
Age 59 • 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

- March 2025 – present: Regional Director, Technology and Solutions, UEM Edgenta Regional Headquarters
- 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

ALWYN CHAN

Chief Executive Officer,
Edgenta NXT



Malaysian
Age 36 • Male

DATE OF APPOINTMENT
1 February 2026

PROFESSIONAL QUALIFICATIONS

- Bachelor of Computer Science, Monash University
- INSEAD – Design Thinking and Creativity for Business (Distinction)
- Certified Project Management Professional (PMP)
- Certified SAFe Agilist (SA)
- Certified Professional Scrum Master I (PSM I)

PRESENT DIRECTORSHIP(S) IN LISTED ENTITY/OTHER PUBLIC COMPANIES

- Nil

WORKING EXPERIENCES

- February 2026 - present: Chief Executive Officer, Edgenta NXT
- June 2021 – January 2026: Chief Product Officer, Edgenta NXT
- May 2019 – June 2021: Strategy & Consulting Senior Manager, Accenture
- October 2017 – May 2019: Head of Digital Solutions, Cloudaron Group Berhad
- September 2010 – September 2017: Technology Consulting Manager, Accenture

CHONG PEI YEIN*Head, Secretarial*

Malaysian
Age 53 • Female

DATE OF APPOINTMENT
26 January 2026

PROFESSIONAL QUALIFICATIONS

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

PRESENT DIRECTORSHIP(S) IN LISTED ENTITY/OTHER PUBLIC COMPANIES

- Nil

WORKING EXPERIENCES

- January 2026 - present: Head, Secretarial, UEM Edgenta Berhad
- July 2024 - January 2026: Head, Corporate Secretarial, Boost Holdings Sdn. Bhd.
- June 2006 - June 2024: Assistant Vice President, Corporate Secretarial, Malakoff Corporation Berhad

KAREN LYNN JOHNSON*General Counsel, Legal*

Malaysian
Age 47 • 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

EXECUTIVE LEADERSHIP'S PROFILE

EFFREEZA MOHAMAD

Head, Corporate Strategy & Planning



Malaysian
Age 46 • 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 2024 – 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, Moeff 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

BUDI CITAWAN W HANAFI

Head, Corporate Communications



Malaysian
Age 39 • Female

DATE OF APPOINTMENT
2 March 2026

PROFESSIONAL QUALIFICATIONS

- Bachelor of Mass Communication (Hons) – Public Relations, Universiti Teknologi MARA (UiTM) Shah Alam
- Diploma in Creative Technology (Arts Management), Universiti Teknologi MARA (UiTM) Shah Alam

PRESENT DIRECTORSHIP(S) IN LISTED ENTITY/OTHER PUBLIC COMPANIES

- Nil

WORKING EXPERIENCES

- March 2026 – present: Head, Corporate Communications, UEM Edgenta Berhad
- February 2025 – February 2026: Director, Communications and Industry Relations, Malaysian Communications and Multimedia Commission (MCMC)
- February 2024 – January 2025: Director, International Affairs, Malaysian Communications and Multimedia Commission (MCMC)
- January 2021 – January 2024: General Manager, Business Development & Government Liaison for Berjaya Property Berhad and Special Executive Officer to Founder and Advisor, Berjaya Corporation Berhad
- March 2020 – December 2020: Manager, Change Management, Malaysia Airports Holdings Berhad (MAHB)
- 2018 – 2019: Head of Talent Management (On-screen), Rocketfuel Entertainment Sdn. Bhd./Astro Digital Sdn. Bhd.
- 2015 – 2018: General Manager, Yayasan Tun Dr Siti Hasmah
- 2012 – 2015: Assistant Manager (Corporate Social Responsibility), SapuraKencana Petroleum Berhad
- 2009 – 2012: Brand Analyst and Executive Assistant to Group Chief Executive Officer (TV Networks/Prime Minister's Office secondment), Media Prima Berhad

FAIZATUL FARHAH GHAZALI

Head, Risk, Integrity & Compliance



Malaysian
Age 48 • 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)
- Certified Integrity Officer (CeIO), Malaysian Anti-Corruption Commission (MACC)
- Technical Specialist, Institute of Risk Management (IRM)
- Board Member of The Academy of Risk Management Malaysia (ARiMM)
- Member of Malaysian Association of Risk and Insurance Management (MARIM)

PRESENT DIRECTORSHIP(S) IN LISTED ENTITY/OTHER PUBLIC COMPANIES

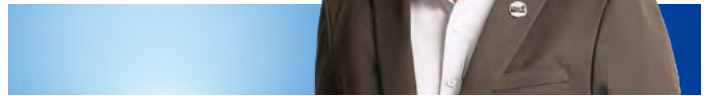
- Nil

WORKING EXPERIENCES

- December 2022 – present: Head, 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

MUSTAKIM ILMAN MUSTAFA

Head, Internal Audit



Malaysian
Age 41 • Male

DATE OF APPOINTMENT
18 September 2023

PROFESSIONAL QUALIFICATIONS

- Bachelor of Accounting (Hons) University Tenaga Nasional (UNITEN)
- Certified Internal Auditors by the Institute of Internal Auditors

PRESENT DIRECTORSHIP(S) IN LISTED ENTITY/OTHER PUBLIC COMPANIES

- Nil

WORKING EXPERIENCES

- September 2023 – present: Head, Internal Audit, UEM Edgenta Berhad
- 2020 – present: Industry Advisory Panel for University Tenaga Nasional
- April 2022 – August 2023: General Manager, Managing Director Office, PLUS Malaysia Berhad
- 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

EXECUTIVE LEADERSHIP'S PROFILE

HAZIAH HAMZAH

Head, Group Procurement & Contract Management



Malaysian
Age 52 • Female

DATE OF APPOINTMENT
1 April 2022

PROFESSIONAL QUALIFICATIONS

- Masters in Business Administration, Universiti Teknologi MARA (UiTM) Shah Alam
- Bachelor of Arts in Economics, University of Missouri, Kansas City, USA

PRESENT DIRECTORSHIP(S) IN LISTED ENTITY/OTHER PUBLIC COMPANIES

- Nil

WORKING EXPERIENCES

- April 2022 - present: Head, Group Procurement & Contract Management, UEM Edgenta Berhad
- June 2016 - March 2022: Head of Indirect Procurement, Tenaga Nasional Berhad
- March 2012 - May 2016: Head, Supply Chain, Aker Solutions Umbilical, Malaysia and Managed Pressure Operations Pte. Ltd. (Part of Aker Solutions), Singapore
- May 2006 - February 2012: Procurement & Logistics Manager, Cooper Cameron (M) Sdn. Bhd.
- July 1997 - April 2005: Purchasing and Logistic, Kota Minerals & Chemicals / Scomi Group Berhad

GUNALAN MUNIANDY

Head, Health, Safety, Security, Environment & Quality



Malaysian
Age 54 • Male

DATE OF APPOINTMENT
1 December 2025

PROFESSIONAL QUALIFICATIONS

- Bachelor's Degree in Material Engineering (HONS)

PRESENT DIRECTORSHIP(S) IN LISTED ENTITY/OTHER PUBLIC COMPANIES

- Nil

WORKING EXPERIENCES

- January 2015 - present: Head, Health, Safety, Security, Environment & Quality, UEM Edgenta Bhd
- December 2002 - December 2014: Head of QA & HSSE, OPUS Bhd
- January 1999 - December 2022: Senior Engineer, Chemitreat Sdn. Bhd.
- January 1997 - January 1999: Metallurgical Engineer, Southern Steel Bhd
- April 1996 - January 1997: Incoming Quality Engineer, Advanced Mirco Devices (AMD)

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 2025.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

This Corporate Governance Overview Statement (“Statement”) is prepared in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and should be read together with the Corporate Governance Report (“CG Report”), which sets out in detail the Company’s application of each Practice under the Malaysian Code on Corporate Governance 2021 (“MCCG”).

 The CG Report is available on the Company’s website at www.uemedgenta.com.

This Statement presents a summary of the Company’s corporate governance framework and practices, with emphasis on the Board’s key activities and time commitment throughout the financial year 2025.

During the year, UEM Edgenta was honoured with the Overall Excellence Award 2025 and ranked 38th among the Top 50 Public Listed Companies at the National Corporate Governance & Sustainability Awards (NACGSA) 2025, reflecting the Company’s continued commitment to strong governance and sustainability practices.

The Board of Directors (“Board”) recognises that sound corporate governance, effective stewardship, and the instillation of strong corporate values are critical to the Company’s long-term success. Accordingly, the Board remains steadfast in upholding and strengthening the principles of good governance, ensuring that these principles are deeply embedded across the organisation and consistently demonstrated in the Company’s conduct and decision-making.

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 discharge its responsibilities and obligations to shareholders and all other stakeholders. In carrying out its duties, the Board adheres to the Board Charter and the Discretionary Authority Limits, which collectively outline the roles and responsibilities of the Board as well as the matters delegated to the Board Committees, the Managing Director/Chief Executive Officer, and Management. This framework underpins the Board’s commitment to integrity in corporate reporting and to foster meaningful relationships with stakeholders.

The Board Charter, which is available on the Company’s website at www.uemedgenta.com, provides clear guidance to ensure effective leadership. It sets out the Board’s oversight responsibilities in relation to management performance, internal controls, risk management, governance practices, policies and the overall viability and sustainability of the Group.

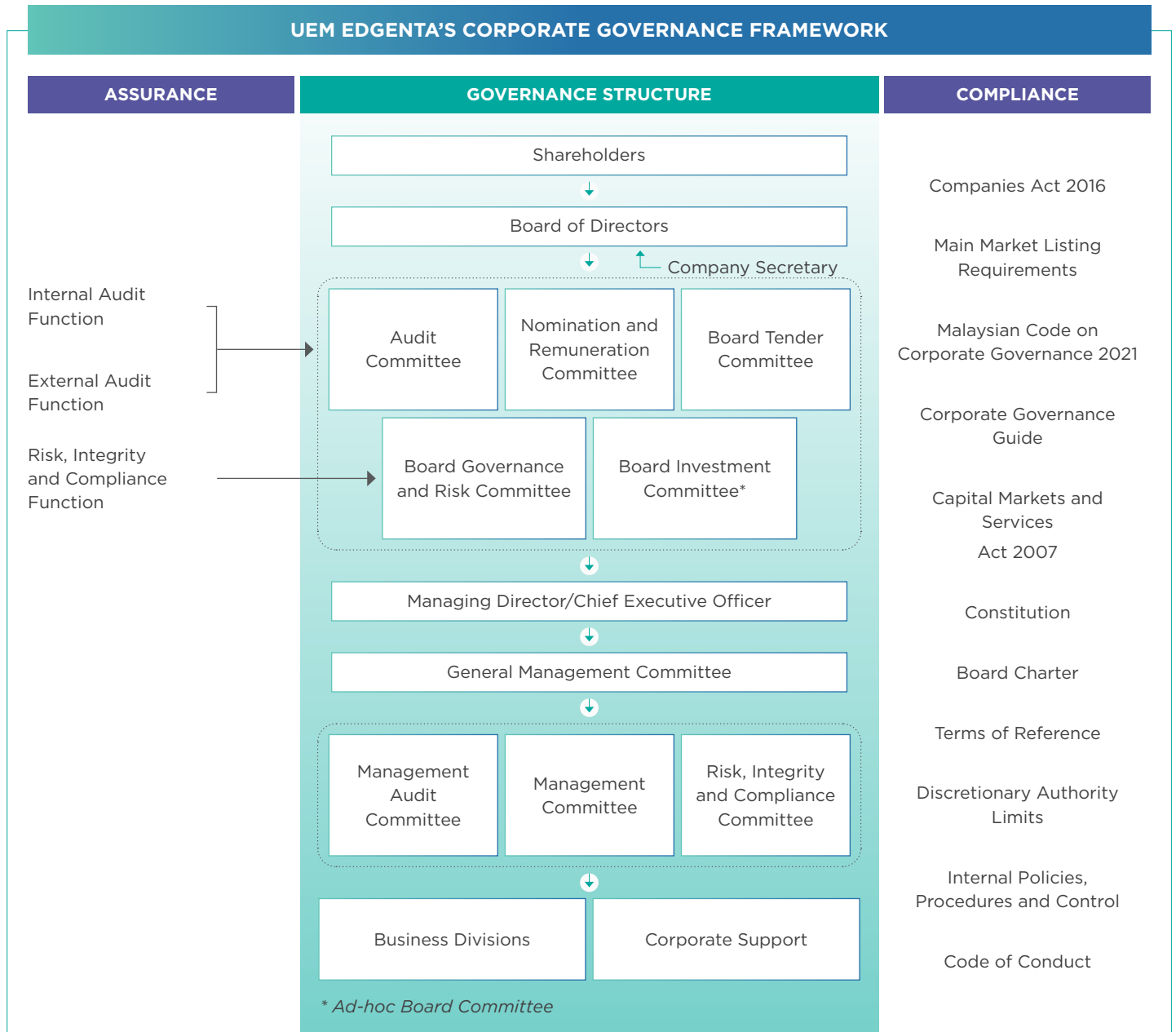
The Board’s main roles and responsibilities among others are as follows:

- 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.











CORPORATE GOVERNANCE OVERVIEW STATEMENT

In addition, the Company's Corporate Governance Framework was formalised to ensure consistency in decision-making authority, governance practices and processes. 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.

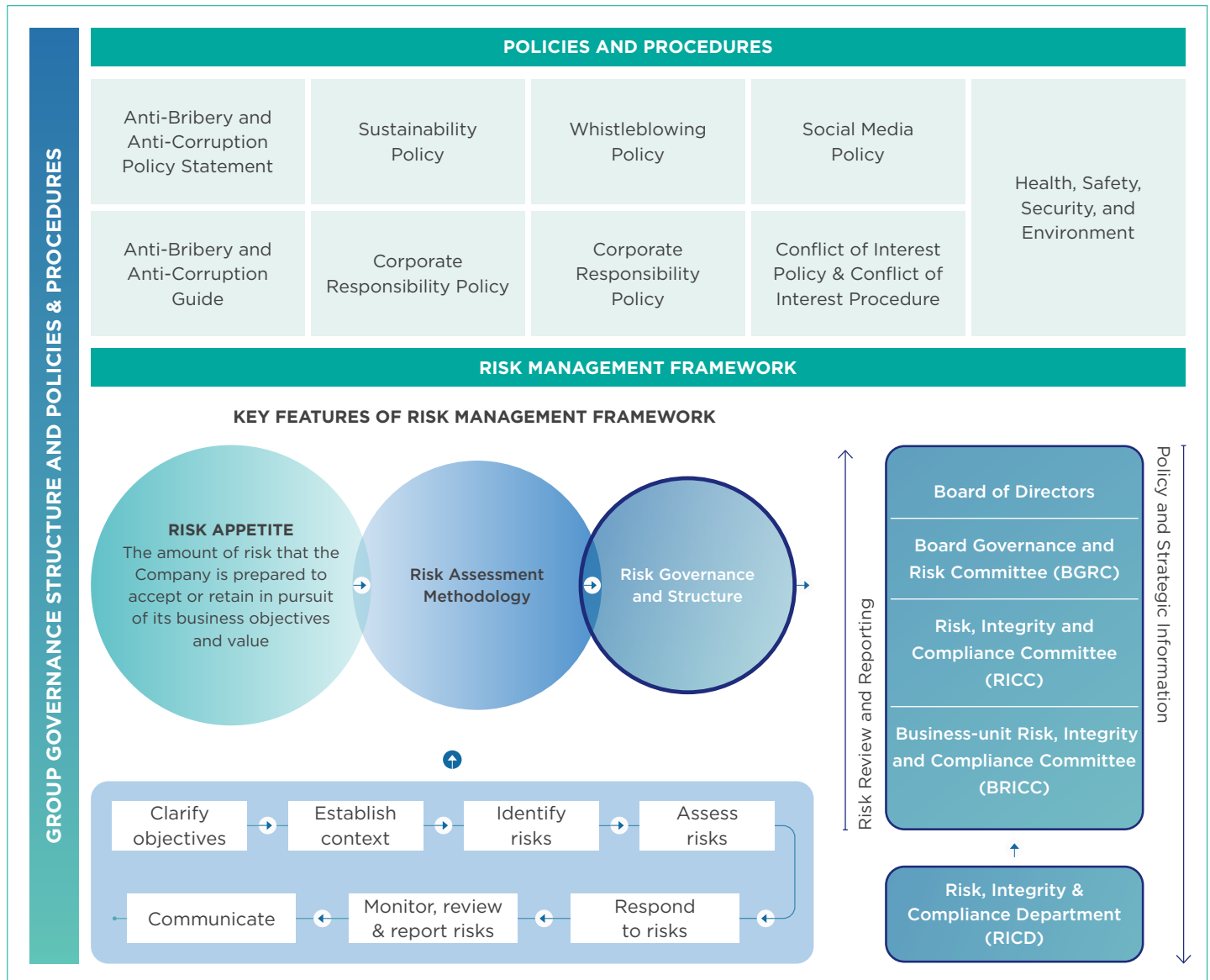
The Corporate Governance Framework is published on the Company's website.



ALIGNMENT OF STRATEGY AND PRIORITIES ACROSS THE GROUP	GENERAL MANAGEMENT COMMITTEE	
	<p>Member</p> <ul style="list-style-type: none"> → Chaired by Managing Director/Chief Executive Officer (MD/CEO) → Comprised senior management team member from respective divisions 	<p>Key Roles</p> <ul style="list-style-type: none"> → 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 → Highlights issues and devise solutions/corrective plans → Address other matters as directed by the Board and/or the MD/CEO
AUTHORITY AND DECISION LIMITS WITHIN THE GROUP	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

LEADERSHIP AND CULTURE	CODE OF CONDUCT		
	ETHICS • INTEGRITY • ACCOUNTABILITY		
	Ethics & Work Culture	Key Regulations	Integrity & Accountability
	<ul style="list-style-type: none"> • Professionalism • Sexual Harassment • Workplace Bullying and Harassment • Prohibited Substances • Health and Safety • Environment Responsibility • Social Responsibility • Governance Practices • Criminal Activity 	<ul style="list-style-type: none"> • Anti-Competition • Data Privacy & Protection • Intellectual Property • Proprietary & Confidential Information • Insider Trading • Money Laundering & Terrorism Financing • Bankruptcy 	<ul style="list-style-type: none"> • Conflict of Interest • Bribery & Corruption • Gifts & Business Entertainment • Sponsorship & Donation • Dealing with Government & Local Authorities • Working with Suppliers & Business Partners • Political Involvement & Contribution
	 FUTURE FOCUSED	 IMAGINE NEW WAYS	 RESPECT FOR ALL
	 SOLUTIONING MINDSET	 TRUE TO OUR WORD	
 we prepare for tomorrow's challenges, today	 we imagine new ways to deliver better work	 we treat our colleagues & stakeholders with respect	
	 we solve challenges to deliver results	 we are guided by integrity to build trust	

CORPORATE GOVERNANCE OVERVIEW STATEMENT



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

The Board is led by Tan Sri (Dr.) Azmil Khalid, the Independent Non-Executive Chairman, who is responsible for promoting strong corporate governance practices and ensuring effective leadership and functioning of the Board. To uphold a clear separation of powers and maintain an appropriate system of checks and balances, the roles of Chairman and Managing Director/Chief Executive Officer are held by different individuals who are not related to one another.

UEM Edgenta experienced leadership transition during the financial year as Encik Syahrnzam Samsudin relinquished his position as the Company’s Managing Director/Chief Executive Officer on 31 August 2025, where the Board had immediately initiated a formal succession process to maintain continuity and stability during the leadership transition.

This leadership shift culminated in the appointment of Encik Shaiful Subhan as the new Managing Director/Chief Executive Officer of UEM Edgenta effective 1 November 2025, following a rigorous selection process that underscored the Company’s commitment to robust succession planning. Encik Shaiful was the Head of Healthcare Solutions and Managing Director of Edgenta Mediserve Sdn. Bhd. prior to his appointment to the current position.

To preserve impartiality and avoid any impairment of objectivity, the Chairman does not serve as a member of the Audit Committee or the Nomination and Remuneration Committee, nor does he attend committee meetings by invitation.

The Board is supported by five (5) Board committees (“Committees”), each operating under clearly defined Terms of Reference to ensure structured, transparent and effective oversight. These Committees enable the Board to discharge its responsibilities efficiently, objectively and in a well considered manner by providing detailed review, evaluation and recommendations on specific areas delegated to them.



On integrity consideration for Board committees’ deliberations, Board committee meetings were not combined with Board meetings. This separation ensures that Committee members are able to engage in focused, independent and objective discussions without the influence of the wider Board. Following each meeting, the respective Committee Chair reports to the Board on key matters deliberated and recommendations made.

While the Committees provide support and specialist oversight, the ultimate responsibility and decision making authority rest with the Board, which retains full accountabilities for all matters affecting the Group.

Prior to 7 July 2025, the Board was supported by Ms Chiew Siew Yuen who had resigned as Company Secretary, and was being replaced by Mr. Tan Kok Siong and Ms. Lau Yen Hoon on 5 August 2025. Both are qualified Company Secretaries with extensive experience in corporate secretarial matters and advisory. The Company Secretaries assist the Board in executing their fiduciary duties and responsibilities as well as leadership functions. They are also advising on the Company’s Constitution and ensuring that Board policies and procedures align with the best practices outlined in the MCCG and adhere to applicable rules and regulations. The Corporate Secretarial team collaborates closely with the Management to ensure that appropriate information is cascaded to the Board and Board Committees, as well as flows between Non-Executive Directors and Management in a timely manner. The Board has access to the advice and services of the Company Secretaries in an unrestricted manner.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

BOARD FOCUS AREAS

The Board's responsibilities include overseeing the proper management of the Company and ensuring the successful delivery of its strategic objectives. To fulfil these responsibilities during the financial year, the Board adhered to an annual meeting programme that was prepared in advance during the fourth quarter of 2024. The Board meeting calendar was provided to all Directors before the start of the new financial year to facilitate effective planning and full participation. In addition to the scheduled meetings, special Board meetings were convened, where necessary, to deliberate urgent or time sensitive matters.

The main Board activities during the financial year under review are summarised below:-

Strategic Plans and Direction	<ul style="list-style-type: none"> • Reviewed, noted and/or approved: <ul style="list-style-type: none"> - the Annual Operating Plan, corporate scorecard and Managing Director/Chief Executive Officer scorecard; - business strategies and operating plans; - the conduct of the Group's international business; - digital transformation; and - embedding end-to-end sustainability in business operations and client solutions. • Strengthening operational excellence. • Reviewed the proposed selective capital reduction and repayment offer.
Overseeing the Conduct of Business	<ul style="list-style-type: none"> • Reviewed and approved the Circular to Shareholders in relation to Recurrent Related Party Transactions.
Health, Safety, Security and Environment	<ul style="list-style-type: none"> • Reviewed the Health, Safety, Security and Environment Report on a quarterly basis.
Risk Management	<ul style="list-style-type: none"> • Reviewed the whistleblowing status on a quarterly basis. • Reviewed the risk exposure in relation to material litigation. • Reviewed the recommendation from Board Governance and Risk Committee ("BGRC") and noted the following on a quarterly basis:- <ul style="list-style-type: none"> - Risk Management Status Report; - Integrity & Compliance Progress Update; - Business Continuity Management Progress Update; - Insurance Progress Update; and - Whistleblowing Status Update. • Reviewed the recommendation from the BGRC and approved the following: <ul style="list-style-type: none"> - Strategic Roadmap for Risk, Integrity and Compliance Department; and - Revision of Terms of Reference for Risk Management Committee.
Financial Matters	<ul style="list-style-type: none"> • Reviewed the recommendation from Audit Committee ("AC") and approved the quarterly financial results and audited financial statements. • Reviewed and approved the revaluation of investment properties. • Considered and approved the payment of interim dividend. • Met up with the External Auditors ("EA") for the presentation of their reports and conducted private session with EA without the presence of Management. • Reviewed and recommended the re-appointment of EA and its audit fees.
Succession Planning for Senior Management	<ul style="list-style-type: none"> • Reviewed and approved the appointment of Senior Management of Grade UT2 and above.
Environment, Social and Governance	<ul style="list-style-type: none"> • Reviewed and deliberated on the reports on the progress of the action plans for Environment, Social and Governance on a quarterly basis.
Governance/ Compliance	<ul style="list-style-type: none"> • Reviewed and accepted/approved the resignation and appointment of Managing Director. • Reviewed and approved the revision of Conflict of Interest ("COI") Policy. • Reviewed and noted the Report on COI for Directors and Senior Management on a quarterly basis.
Human Resources	<ul style="list-style-type: none"> • Reviewed and approved/noted the following: <ul style="list-style-type: none"> - Proposed salary range revision (minimum wage adjustment); - Proposed Learning Bond Policy; - Remuneration framework and performance bonus for UEM Edgenta Group; and - Corporate HQ Operating Model.

Board Attendance for financial year 2025

Directors	BOD	AC	NRC	BGRC	BTC	BIC
Tan Sri (Dr.) Azmil Khalid <i>Independent Non-Executive Chairman</i>	12/12	-	-	-	-	-
Shaiful Subhan <i>Managing Director/Chief Executive Officer</i> <i>(Appointed w.e.f 1 November 2025)</i>	2/2	-	-	-	-	-
Datuk Amran Hafiz Affifudin <i>Non-Independent Non-Executive Director</i>	11/12	-	9/10	-	-	2/2
Dato' George Stewart Labrooy <i>Independent Non-Executive Director</i>	12/12	-	10/10	6/6	-	-
Rowina Ghazali Seth <i>Independent Non-Executive Director</i>	12/12	-	10/10	6/6	-	-
Jenifer Thien Bit Leong <i>Independent Non-Executive Director</i>	11/12	-	-	6/6	9/9	-
Mohd Asrul Ab Rahim[#] <i>Non-Independent Non-Executive Director</i>	11/12	5/5	-	-	8/9	2/2
Nurul Iman Mohd Zaman <i>Non-Independent Non-Executive Director</i>	11/12	-	-	6/6	-	-
Dato' Dr Omar Abd Hamid <i>Independent Non-Executive Director</i>	11/12	5/5	-	-	9/9	-
Simon Kua Choo Kai[^] <i>Independent Non-Executive Director</i>	12/12	5/5	-	-	-	2/2
Syahrulizam Samsudin <i>Former Managing Director/Chief Executive Officer</i> <i>(Resigned w.e.f 31 August 2025)</i>	8/8	-	-	-	-	-

[#] Member of Malaysian Institute of Accountants

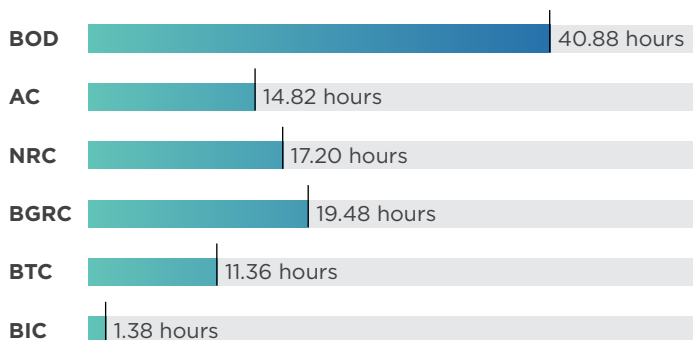
[^] Member of The Malaysian Institute of Certified Public Accountants

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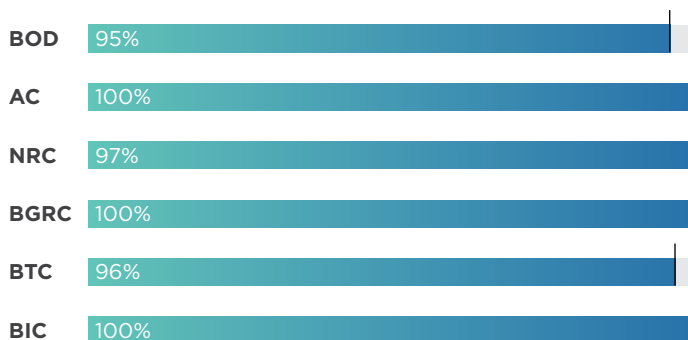
	Chairperson of Board Committee
	Member of Board Committee
BOD	Board of Directors
AC	Audit Committee

NRC	Nomination & Remuneration Committee
BGRC	Board Governance & Risk Committee
BTC	Board Tender Committee
BIC	Board Investment Committee

Total Meeting Hours



Average Meeting Attendance



CORPORATE GOVERNANCE OVERVIEW STATEMENT

NOMINATION AND REMUNERATION COMMITTEE (“NRC”)

The NRC comprises three (3) members who are non-executive directors with independent directors forming the majority. It is chaired by Puan Rowina Ghazali Seth, an Independent Non-Executive Director of the Company.

In supporting the Board in its decision making, the NRC is responsible for reviewing the nomination and appointment of directors and senior management, evaluating the effectiveness of the Board and its Committees, recommending appropriate remuneration packages, and assessing the performance of the Managing Director/Chief Executive Officer and Senior Management. During the financial year under review, ten (10) NRC meetings were held where several key activities aligned with its governance and oversight responsibilities were undertaken by NRC as summarised below:-

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 Committees of UEM Edgenta Berhad.
- Reviewed the change of 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.

Remuneration for UEM Edgenta Group

- Reviewed and recommended for the Board’s approval:
 - The 2024 Corporate Scorecard Achievement and Managing Director/ Chief Executive Officer’s Scorecard Achievement.
 - 2024 bonus pool and 2025 increment.
 - 2024 performance bonus for Managing Director/ Chief Executive Officer and Senior Management.
 - Proposed 2025 Corporate Scorecard.
 - Proposed 2025 Managing Director/ Chief Executive Officer Scorecard.
 - Proposed change to learning bond policy and learning management.
 - People cost optimisation.

Board Effectiveness Assessment

- Assessed the effectiveness of the Board and the Committees including the contribution of each individual Director. The main assessment areas by the NRC covered time commitment, character, experience and integrity of the Directors. All assessments and evaluations carried out by the NRC were properly documented.

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 Managing Director/Chief Executive Officer.
- Reviewed the Board’s succession plans and training programmes for the Board.
- Reviewed the required mix of skills, experience, core competencies which a non-executive director could bring to enhance the Board’s effectiveness.

Recruitment/Appointment and Succession Planning of Senior Management

- Considered the resignation of Managing Director/ Chief Executive Officer and interim operational leadership arrangement.
- Reviewed and recommended for the Board’s approval:-
 - the proposed appointment of new Managing Director/ Chief Executive Officer.
 - the proposed appointment of new Company Secretaries.
 - the proposed renewal of fixed term employment contract of Senior Management of Grade UT2 and above.
 - proposed establishment of Edgenta Management Committee.

Governance/Policy

- Approved the Edgenta UEMS-Proposed Revised Terms and Conditions of Collective Agreement with the National Union of Workers in Hospital Support and Allied Services.
- Reviewed the proposed Board composition for UEM Edgenta Group of Companies.

Human Resources

- Discussed the Talent Review 2025.
- Reviewed the candidates for Managing Director/ Chief Executive Officer.

NOMINATION AND APPOINTMENT OF DIRECTORS

The Board has established adequate and effective procedures for the selection, recruitment, and appointment of new directors and members of Board committees. To support a formal, rigorous and transparent appointment process, the Board has adopted a Fit and Proper Policy which governs the appointment of new directors and re-election of the existing directors. This policy guides the NRC and the Board in evaluating and assessing potential candidates and directors seeking for re-election.

In sourcing new Board members, candidates are identified through recommendations from the existing Board members and/or major shareholders, desktop searches and independent executive search firms. With the consent of the identified candidate(s), a reputable third-party agency will be engaged to conduct a thorough background screening to verify the candidates' credibility.

During the year under review, the appointment of Encik Shaiful Subhan as new Managing Director/Chief Executive Officer of the Company had gone through a formal succession and transition process undertaken at the NRC and Board level, where Encik Shaiful was serving as a chief officer in charge after the resignation of Encik Syahrudin Samsudin.

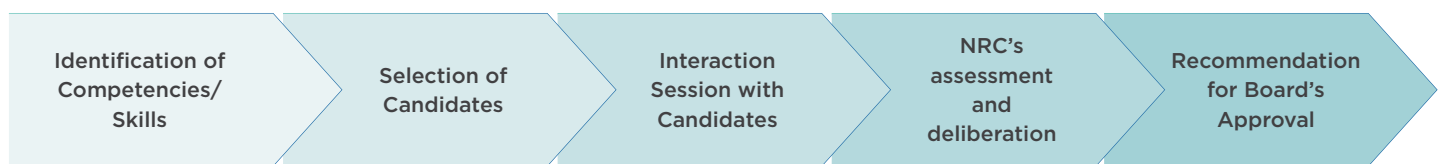
In evaluating and recommending candidates for the Board and/or the Committees, the NRC considers a comprehensive set of factors including but not limited to the following:

- competencies and skill sets
- time commitment, contribution and performance
- knowledge, expertise and relevant experience
- professionalism and background
- character and integrity
- leadership qualities

Taking cognizance of the application of MCCG and compliance with the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the NRC reviews the size and composition of the Board to ensure that the Board continues to function effectively and optimally.

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

The process of appointment of new directors is depicted in flow chart below:



To ensure the onboarding of new director(s) is carried out promptly, the new director(s) will undergo a Board Induction Programme which provides the new director(s) an insight on the Company:



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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

DIRECTORS' CONTINUING EDUCATION PROGRAMMES

Recognising the importance of continuous education for Directors to gain insight into the state of economy, technological advances, regulatory updates and management strategies, a specific budget is allocated for directors' training.

The Board's training needs are assessed and identified through the Board Effectiveness Assessment annually. Other than the individual director's own initiative in attending trainings that will enhance their knowledge and skill, the Board is regularly updated on the availability of external training courses for their consideration by the Company Secretary and the Edgenta Academy team.

Since the enforcement of corporate liability under the MACC Act 2009, the NRC has recommended for all Directors of the Company to attend at least one (1) external briefing relating to Section 17A, MACC Act 2009 to keep them abreast of this regulatory development that is significant to the Company's business operation as well as individual director or employees' conduct. Bearing this in mind, the Company Secretaries constantly monitor the attendance of new directors on this particular topic of training/briefing to ensure the recommendation of NRC is met.

During the year under review, the Directors had attended various seminars and training programmes that would keep them up to date with the current or future regulatory or industry landscape. In addition to external seminar or training programmes, the Board is also provided with regulatory updates released by Bursa Securities, Securities Commission Malaysia and the Companies Commission of Malaysia by the Company Secretaries.

All Directors of the Company attended trainings in the year under review. The training hours attended by the Board for financial year 2025 were as follows:



In compliance with Practice Note 5 under the MMLR of Bursa Securities, all Directors had attended Mandatory Accreditation Programme ("MAP") Part II except for the Managing Director/Chief Executive Officer, Encik Shaiful Subhan, who was appointed on 1 November 2025. Encik Shaiful had attended MAP Part I and will attend MAP Part II in 2026 if suitable time slot could be ascertained.

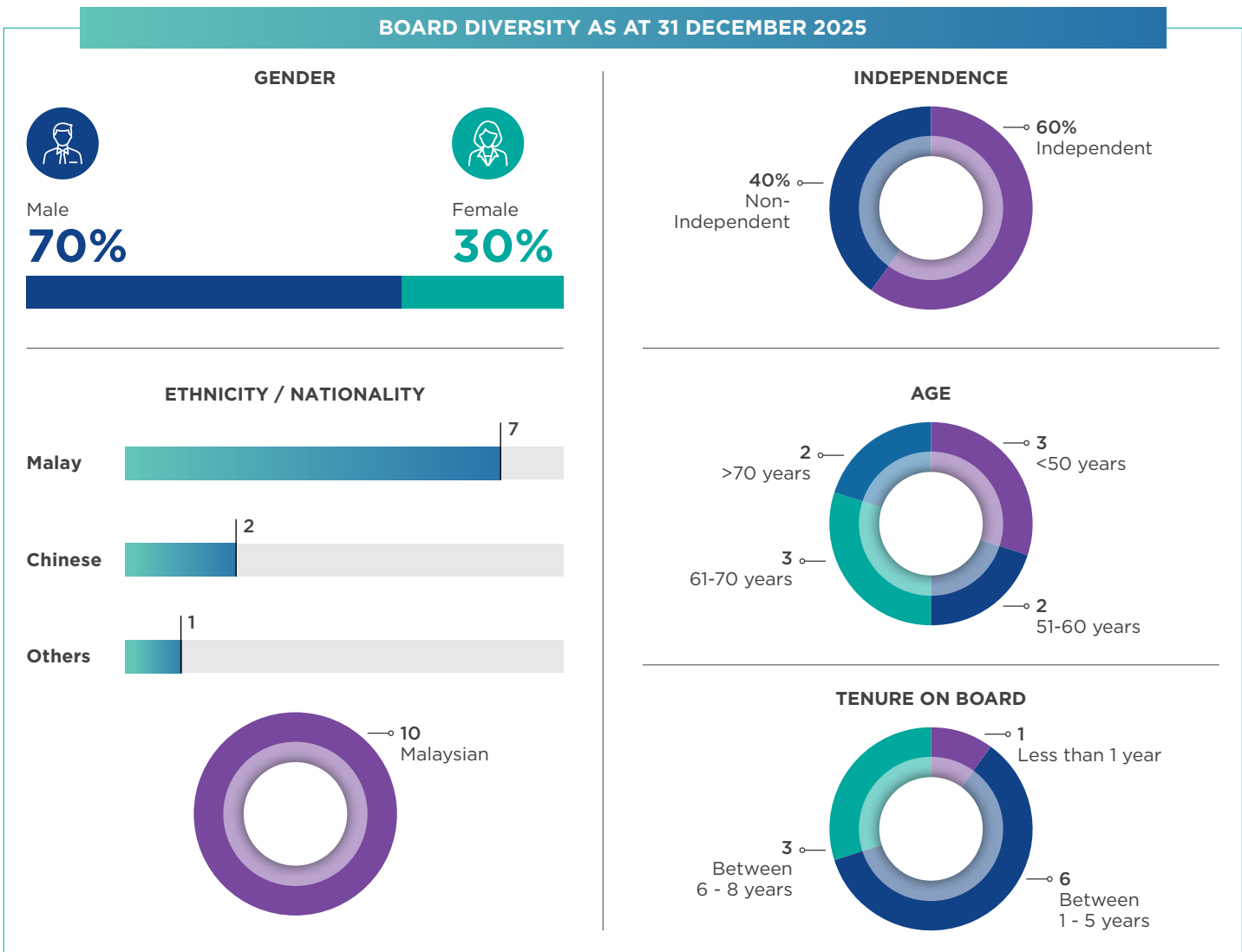
BOARD COMPOSITION

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 2025, 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 MMLR, the Company has maintained at least 30% women directors on the Board.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

BOARD MIX OF SKILL AND EXPERIENCE

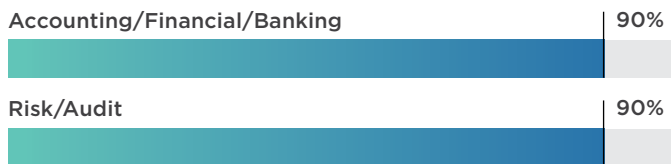
LEADERSHIP/STEWARDSHIP



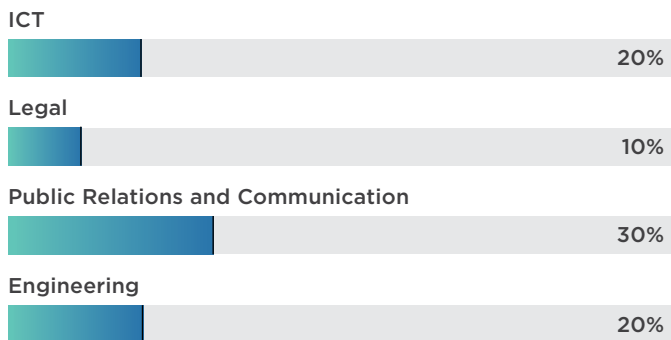
REGULATORY EXPERIENCE AND NETWORK



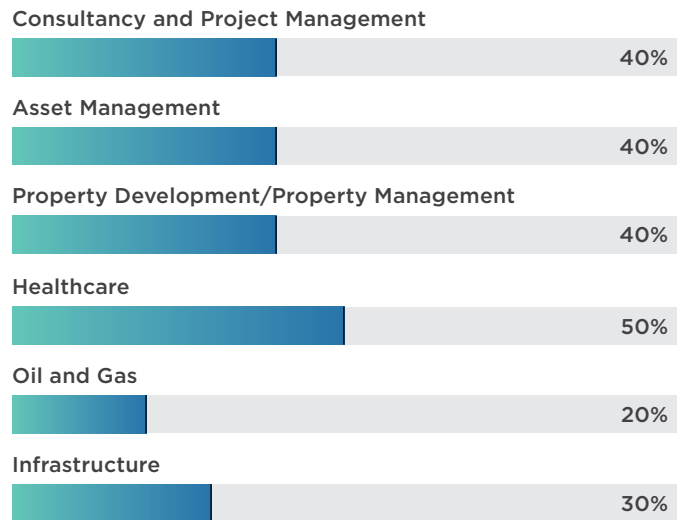
GENERAL MANAGEMENT



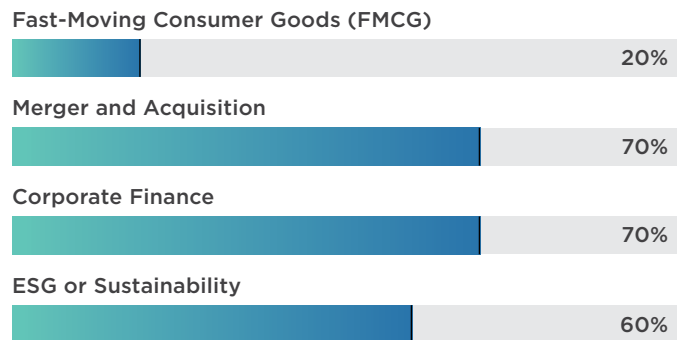
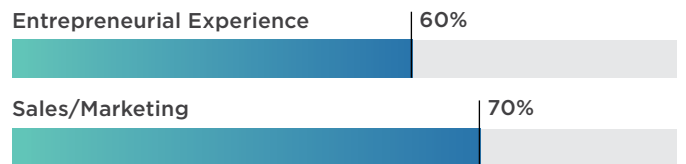
OTHERS



SECTOR/SERVICE EXPERIENCES



ENTREPRENEURSHIP



Note: % of Total Directors on Board

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 2025 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 <ul style="list-style-type: none"> - Meetings - Papers - Communication 3. Roles & Responsibilities <ul style="list-style-type: none"> - 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 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 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 2025 did not identify any material weaknesses or shortcomings that warrant specific action plans. The results of BEA indicated that the performance of the 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 Board is satisfied that the Managing Director/Chief Executive Officer have the character, experience, integrity, competence and time to effectively discharge his roles.

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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. The said 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 determined the remuneration for Non-Executive Directors, with directors concerned abstaining from deliberation and voting on the decision in respect of their remuneration. The Directors' fee and relevant benefits to be paid to Non-Executive Directors is subject to the approval of the shareholders at general meeting.

For the financial year 2025, the NRC and Board had benchmarked the current Non-Executive Directors' fees and benefits against the Board and Senior Management Remuneration Practices in Malaysia issued by Bursa Securities on 2 November 2023 before recommending it for the shareholders' 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 62nd Annual General Meeting held on 19 June 2025.

The remuneration breakdown of individual directors comprising fees, salary, bonus, benefits in-kind and other emoluments for financial year 2025 is set out in Practice 8.1 of the CG Report.

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

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 seek the shareholders' approval at Annual General Meeting for the payment of Directors' fees and benefits under items (a) and (b) stated in the table above.

Remuneration for Senior Management

UEM Edgenta has established a Senior Management Remuneration Framework governed through its NRC. The framework is benchmarked against market and industry standards to ensure remuneration remains competitive and aligned with the Company's strategic direction. This is supported by the NRC's responsibility to periodically review remuneration levels, ensuring they reflect role complexity, responsibilities, market competitiveness, and organisational performance.

The framework is designed to ensure fair and appropriate remuneration for Senior Management, enabling UEM Edgenta to attract, retain, and motivate high calibre leaders who can drive operational excellence and long-term value creation. In line with its integrated governance and sustainability commitments, UEM Edgenta also embeds ESG linked metrics and performance targets into its corporate scorecard, which forms part of Senior Management performance evaluation and incentives.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

B EFFECTIVE AUDIT AND RISK MANAGEMENT

AUDIT COMMITTEE (“AC”)

The AC, chaired by Mr. Simon Kua Choo Kai, assists the Board in fulfilling its oversight responsibilities in relation to the Company’s financial reporting and internal control. The AC is responsible for overseeing the proper maintenance of financial and accounting records, reviewing and setting the Group’s financial reporting policies and practices. In addition, the AC reviews related party transactions, monitors potential conflict of interest situations that may arise within the Group, oversees the provision of non-audit services by the External Auditors, where applicable, to ensure that auditor independence is not compromised.

The AC comprises three (3) Non-Executive Directors, the majority of whom are Independent Directors, in line with good corporate governance practices.

Details of the AC’s membership/composition and a summary of key activities undertaken by AC during the financial year 2025 are provided in the AC Report on pages 239 to 242, while the roles and responsibilities of the AC are outlined in its Terms of Reference which is available on the Company’s website at www.umedgenta.com.

The Board, through the AC, maintains a transparent, objective, and professional relationship with both the Internal and External Auditors. The AC is empowered to communicate directly with the auditors and has unrestricted access to all information considered necessary for the proper discharge of its duties.

Private session is planned for the AC to meet with the External Auditors at least twice a year without the presence of the Managing Director/Chief Executive Officer or Management. The External Auditors also attend Board meetings for the presentation of their reports.

Messrs Ernst & Young PLT currently serves as the External Auditors of the Group, providing independent and professional assurance services. The AC conducts an annual assessment of the External Auditors’ suitability, performance and independence. For the year under review, the External Auditors confirmed their independence in carrying out their audit services.

For the financial year ended 31 December 2025, the assessment of the External Auditors was coordinated and facilitated by the Finance team. As part of this evaluation process, a comprehensive set of questionnaires was circulated to all members of the AC and the relevant personnel in Finance, Corporate Secretarial function, Internal Audit function, Human Resource function and Digital, Technology and Innovation function. The assessment covered the following key areas:

1. Calibre of the firm
2. Quality of processes, services and overall performance
3. Audit team’s competence and responsiveness
4. Independence, objectivity and professional scepticism
5. Audit planning, execution and conclusion
6. Audit fees and value delivered
7. Quality and clarity of audit communications

The Board reviewed the consolidated feedback and was satisfied with the suitability and independence of the External Auditors. Based on the positive outcome of the assessment, the Board has recommended their re-appointment at the forthcoming Annual General Meeting.

RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK


Effective Risk Management and Internal Control Framework

The Board acknowledges its overall responsibility for maintaining a sound system of risk management and internal control, encompassing financial, operational and compliance controls. This framework is designed to safeguard shareholders’ investments, protect customers’ interests and ensure the security and proper use of the Company’s assets.

To discharge its risk governance and oversight responsibilities, the Board is supported by the Board Governance and Risk Committee (“BGRC”). The BGRC oversees governance, compliance and risk management matters, and periodically reviews the effectiveness of the Group’s risk management framework in managing overall risk exposures. The BGRC also monitors the activities of the Integrity & Governance unit, providing oversight of matters relating to corruption, fraud, malpractice and unethical conduct within the organisation.

While the BGRC evaluates and monitors the adequacy of the Group’s risk management controls and measures, the AC is responsible for reviewing the adequacy and effectiveness of the internal control system, primarily through the work undertaken by the Internal Audit function.

The BGRC is chaired by Dato’ George Stewart LaBrooy. With a membership of four (4) in BGRC, majority of whom are Independent Non-Executive Directors. The BGRC operates in accordance with its clearly defined Terms of Reference, which outline its roles, responsibilities and authority.

 *The Statement on Risk Management and Internal Control as set out on pages 243 to 252 of this Annual Report provides an overview of the state of internal controls within the Group.*

COMMUNICATION WITH STAKEHOLDERS

While recognising that the annual general meeting is the primary platform for communication and interaction with shareholders, the Company also acknowledges the importance of timely dissemination of quality information to shareholders and other stakeholders for informed decision to be made by them.

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 easily accessible to the sharing of the Company's 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 has maintained an Instagram account and a social media channel that is regularly updated with the Company's news and events. 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/query 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 provides guidelines to ensure consistency in disclosure practices across the Group is met.

The Company adopted full integrated reporting where an Integrated Annual Report based on globally recognised framework was issued in 2025.

 *The summary of engagements with stakeholders for 2025 are available on pages 44 to 50 of this Annual Report.*

CONDUCT OF GENERAL MEETINGS

The Company's 62nd Annual General Meeting ("AGM") was held physically on 19 June 2025 at The Vertical, Connexion Conference & Event Centre, The Summit 1 Ballroom (Level M1, The Vertical), Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The Notice of AGM was served to shareholders on 30 April 2025 together with the relevant reports and circular.

Recognising that the AGM is a principal forum for dialogue with shareholders, the notice of AGM was issued 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 of the shareholders, clear guidance notes on administrative matters were provided to shareholders. Shareholders were invited to send in questions before and during the AGM.

All Board members were present at the 62nd AGM held on 19 June 2025 except for Encik Mohd Asrul Ab Rahim and Dato' Dr. Omar Abd Hamid who had pre-commitment set earlier. Besides the Directors, the Company Secretary, Senior Management and External Auditors were also in attendance.

The Chairman, Managing Director/Chief Executive Officer, Chairpersons of the respective Board committees and the External Auditors, if so required, will respond to questions from the shareholders at the AGM. Any questions submitted during the AGM which are not answered due to time constraint will be addressed to shareholders via email.

All questions submitted prior to the AGM held in 2025 were duly addressed at the AGM. The questions and answers were also published on the Company's website.

All resolutions were voted by poll and the results of the poll were validated by Sky Corporate Services Sdn. Bhd., the independent scrutineers appointed by the Company. The Chairman declared that all resolutions were carried, and the poll results were announced via Bursa LINK on the same day.

The summary of the AGM proceeding was uploaded on the Company's website on 24 July 2025 which is within 30 business days after the completion of the AGM.

This Corporate Governance Overview Statement was approved by the Board on 18 March 2026.

ADDITIONAL COMPLIANCE INFORMATION

1. AUDIT AND NON-AUDIT FEES

During the financial year ended 31 December 2025, 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	2,031	237
Non-audit services	117	16
Total	2,148	253

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

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 Company has implemented its plan to redeem and reissue the IMTNs to extend the tenure of the current IMTNs for another period or a period deemed fit. The Company expects to successfully complete and meet all the conditions precedents to redeem and reissue the ITMNs prior to the maturity date of 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 2025, the Group has adopted MFRS 140: Investment Properties and MFRS 13: Fair Value Measurement on the undeveloped portion of land held by Country View Development Sdn. Bhd., an indirect wholly-owned subsidiary of UEM Edgenta Berhad.

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 275 to 386 of this Annual Report.

4. MATERIAL CONTRACTS

Other than those disclosed in the financial statements and the recurrent related party transactions 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 2026.

AUDIT COMMITTEE REPORT

The Board is pleased to present the Audit Committee (“AC”) Report, outlining the manner in which the AC has carried out its functions and responsibilities for the financial year ended 31 December 2025.

The AC supports the Board in overseeing the Company’s financial reporting and ensuring the fulfilment 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. The AC also reviews related party transactions and potential conflict of interest situations that may arise within the Group.

COMPOSITION AND MEETING ATTENDANCE

The AC comprises three (3) members, a majority of whom are Independent Non-Executive Directors. The composition of the AC and meeting attendance of each AC member for financial year ended 31 December 2025 (“FY2025”) are provided in the table below:

AC Members	No. of AC meeting attended*
Simon Kua Choo Kai [^] (Chairman of AC) <i>Independent Non-Executive Director</i>	5/5
Mohd Asrul Ab Rahim [#] (Member of AC) <i>Non-Independent Non-Executive Director</i>	5/5
Dato’ Dr Omar Abd Hamid (Member of AC) <i>Independent Non-Executive Director</i>	5/5

* There were five (5) AC meetings held in 2025

[#] Member of Malaysian Institute of Accountants

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

The AC meets the requirements of paragraph 15.09(1)(a) and (b) of the Main Market Listing Requirement (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”). Any appointment of AC members is in accordance with the Terms of Reference of the AC which states, among others, a former partner of the Company’s External Auditors must observe a cooling-off period of at least three (3) years before being appointed as a member of the AC. There was no change of AC composition in 2025.

SUMMARY OF ACTIVITIES OF THE AC

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

In line with the Terms of Reference of the AC, the following activities were carried out by the AC during the financial year ended 31 December 2025:-

A. FINANCIAL STATEMENTS AND CORPORATE GOVERNANCE

1. Reviewed the quarterly and annual financial statements of the Company and 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.

AUDIT COMMITTEE REPORT

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 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, for the Board approval.
4. Reviewed and recommended the Corporate Governance Overview Statement, Corporate Governance Report, AC Report and Statement on Risk Management and Internal Control, for the Board 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 included consolidation.
2. Assessed the objectivity, suitability and independence of the External Auditors in carrying out their audit during the year.
3. Discussed/scheduled with the External Auditors on 24 February 2025 and 20 November 2025 without the presence of the Managing Director/Chief Executive Officer and Management, on any concern/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 2025 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.

The potential COI situations identified during the year are summarised below:-

Name	Type of COI & Nature of Interest	Measures Taken
<p>Tan Sri (Dr.) Azmil Khalid <i>(Independent Non-Executive Chairman)</i></p>	<p>Tan Sri (Dr.) Azmil Khalid is the indirect shareholder of AFA Construction and Engineering Sdn. Bhd. (“AFACE”), via AFA Infrastructure Development Sdn. Bhd.</p> <p>The nature of business of AFACE is similar to a subsidiary of UEM Edgenta.</p> <p>However, AFACE provides services solely to AFA Prime Berhad and is not in direct competition with the UEM Edgenta Group.</p>	<ul style="list-style-type: none"> Tan Sri (Dr.) Azmil Khalid shall abstain from all deliberations and be physically excused from the Board meeting during the discussion on his potential COI situation and transaction with AFACE. No circulation of Board papers and information related to the transaction with AFACE to Tan Sri (Dr.) Azmil Khalid.
<p>Datuk Amran Hafiz Affifudin <i>(Non-Independent Non-Executive Director)</i></p> <p>Encik Mohd Asrul Ab Rahim <i>(Non-Independent Non-Executive Director)</i></p> <p>Puan Nurul Iman Mohd Zaman <i>(Non-Independent Non-Executive Director)</i></p>	<p>Datuk Amran Hafiz Affifudin, Encik Mohd Asrul Ab Rahim and Puan Nurul Iman Mohd Zaman are nominees of UEM Group Berhad.</p> <p>The potential COI arising from a Tenancy Agreement entered by UEM Edgenta and First Impact Sdn. Bhd. for the lease the office space at Menara UEM.</p> <p>First Impact Sdn. Bhd. is a wholly-owned subsidiary of UEM Group Berhad.</p>	<ul style="list-style-type: none"> Datuk Amran, Encik Asrul and Puan Iman shall abstain from all deliberations and be physically excused from the Board meeting during the discussion on the potential COI and transaction with First Impact Sdn. Bhd. No circulation of Board papers and information related to the transaction with First Impact Sdn. Bhd. to Datuk Amran, Encik Asrul and Puan Iman.

AUDIT COMMITTEE REPORT

INTERNAL AUDIT FUNCTION

The Group has established its own internal audit (“IA”) 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 in compliance with the relevant internal rules and regulations.

The IAD activities and practices are closely guided by the new Global Internal Audit Standard (GIAS) issued by the Institute of Internal Auditors. In line with the introduction of the new Global Internal Audit Standards (GIAS), the Internal Audit Manual was updated and approved by the AC on 20 November 2025, together with the five-year Internal Audit Strategic Plan.

The information on resources, objectivity, and independence of the internal auditors is 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 reviewed and approved the IAD’s manpower requirements to ensure the function is adequately resourced with competent and proficient internal auditors. The total cost incurred for the IA function for financial year ended 31 December 2025 is approximately RM2,012,917, comprising mainly salaries, training and travelling expenses for audit assignments.

Summary of Activities

The IAD adopted a risk-based audit methodology in developing its annual IA plan. The annual IA plan for FY2025 was approved by the AC on 21 November 2024.

In developing the annual IA plan, the IAD had made the necessary assessment and considered all aspects taking into account the Group’s identified risks with focus on auditable areas where the risks would have the most impact on the business objectives of the Group. The main audit coverage proposed for 2025 was on operational efficiencies, digital, technology and innovation, environment, social & governance (“ESG”) and review of RPT/RRPT.

The scope of the planned audit assignments for the financial year 2025 covered the following:-

1. Operational Audits

Reviews focusing on the efficiency and effectiveness of key business operations and project execution, including facilities management operations, infrastructure projects, hospital concession services, and routine maintenance activities across various regions.

2. Sustainability Assurance Review

Internal review of the Group’s Sustainability Statement to assess the accuracy, consistency and reliability of sustainability-related disclosures prior to publication.

3. Compliance and Governance Reviews

Periodic reviews of Related Party Transactions and Recurrent Related Party Transactions (RPT/RRPT) to ensure compliance with regulatory requirements, internal policies and Bursa Securities listing obligations.

4. Special Reviews

Targeted reviews conducted to address specific risk areas and emerging concerns triggered by Management or request from AC.

During the year, AC reviewed and deliberated twelve (12) IA reports in relation to the audits carried out by IAD together with its audit recommendations 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. Where appropriate, the AC directed Management to rectify and improve control and workflow procedures.

The AC, at all its quarterly meetings, reviewed the status of all corrective actions aligned with 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”), 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 MD/CEO and its members include the Group’s Senior 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;
- Review and deliberate on identified risks, controls and risk mitigating strategies to ensure that these are adequately managed;

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

- 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

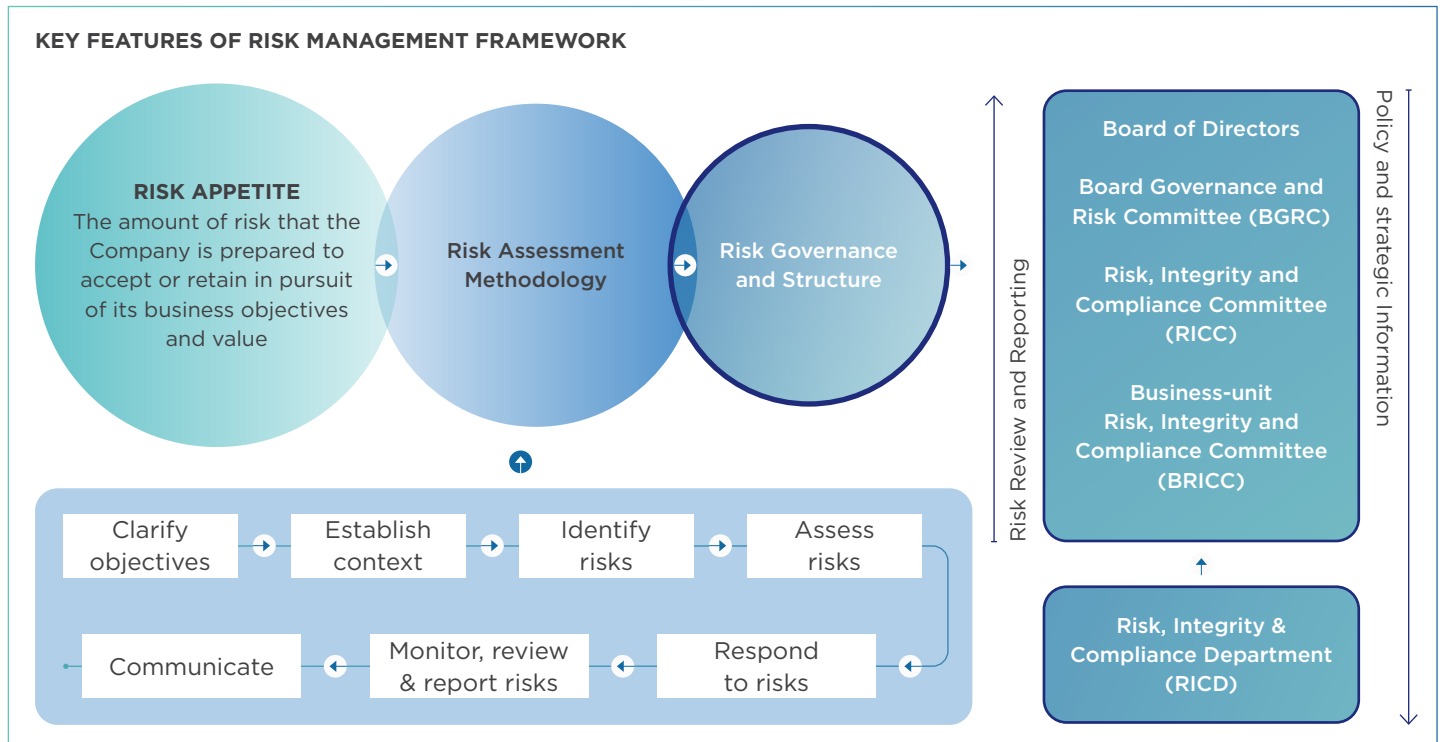
Managing risks is an integral part of the Group’s daily business activities and management decision-making process. It involves the activity of identifying, assessing, monitoring and managing risks and uncertainties that could inhibit the Group’s ability to achieve its strategy and strategic objectives.

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.



Consistent with the Group’s commitment to sound risk governance and continuous improvement, the RMF has been enhanced to formally incorporate ESG risk considerations, including climate-related risks and corruption risks. The enhanced RMF provides a structured and systematic approach for the identification, assessment, evaluation, monitoring and reporting of these risks, and ensures their integration into the Group’s overall risk management, internal control and governance processes.

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
Almost Certain	Medium	Significant	Significant	High	High
Likely	Low	Medium	Significant	High	High
Possibly	Low	Medium	Medium	Significant	Significant
Unlikely	Low	Low	Medium	Medium	Significant
Rare	Low	Low	Low	Low	Medium

- e. Risk Response
Risk treatment involves the development and evaluation of appropriate response options to mitigate identified risks. Risk Owners are responsible for determining and implementing transparent and cost-effective risk responses, including risk transfer, acceptance, reduction and avoidance.

TRANSFER	ACCEPT	REDUCE	AVOID
Transfer to or share the risk with a third-party or collaborate externally	Accept and retain the risk, take no action to reduce the severity of the risk	Take appropriate action to reduce the likelihood and/or impact of the risk	Refuse to accept the risk, not to start or stop engaging with activity that gives rise to the risk

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

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.

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.
- Organised training programmes with external subject matter experts to equip Directors, the Senior Leadership Team, Heads of Business Units, and the management team with the necessary knowledge and skills to effectively discharge their roles in risk management and business resilience.

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

The Group has established and implemented a comprehensive set of policies and procedures to ensure effective governance, regulatory compliance, risk management, and continual improvement of business operations. The policies were objectively providing overall direction, principles and commitments of the organisation, with dictation to the mechanism of a department or an individual employee.

The policies were periodically reviewed and approved by Top Management and cascaded to all levels of the organisation for alignment of awareness of such as quality, occupational safety and health, environment, ethics, anti-bribery, information security, and human resource management.

These policies demonstrate management commitment, align with legal and regulatory requirements, and support the Group's strategic objectives.

Standard of Procedures and Working Guidelines of the Group and its subsidiaries were translated from these policies, supported from various management systems, into actionable and consistent practices. Procedures define the roles and responsibilities, workflows, controls, and monitoring mechanisms required to carry out activities effectively.

Through the establishment and effective implementation of these policies and procedures, the Group ensures consistent operations, compliance with applicable requirements, protection of employees and stakeholders, and continual improvement of its management systems through internal audit and certification audit by accredited certification body.

The Group, via its subsidiaries, has in place several Internationally Accredited Management Systems (e.g. ISO 9001:2015 - Quality Management Systems, ISO 14001:2015 - Environmental Management Systems, ISO 45001:2018 - Occupational, Health & Safety Management Systems, ISO 13485:2016 - Medical Device and ISO 39001:2012 - Road Traffic Safety Management Systems) 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, safeguarding Health, Safety, Environment (HSE) of the employees and its related communities.

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 division 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 analyses 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

Employees' 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.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

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 divisions, 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’s insurance programme forms an integral part of the Group’s risk financing and resilience strategy, delivering financial protection aligned to the Group’s risk appetite and regularly optimised to reflect changes in risk exposure, regulatory expectations and market conditions.

INTEGRITY & COMPLIANCE

Integrity

UEM Edgenta remains firmly committed to supporting the national anti-corruption efforts through a zero-tolerance approach toward all forms of bribery and corruption. Integrity is embedded across the Group through our F.I.R.S.T core values and reinforced via structured governance, policies and controls.

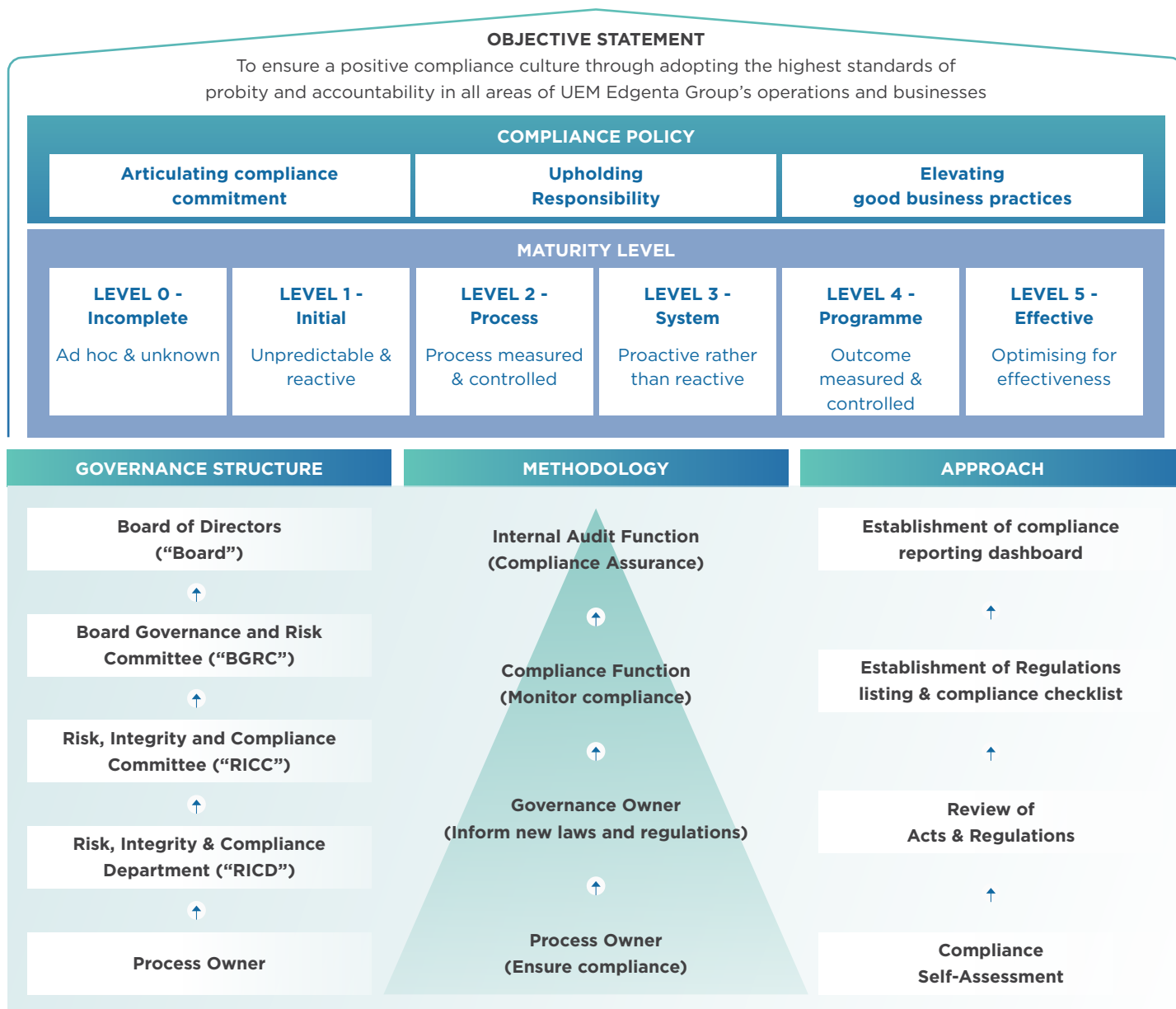
Our anti-bribery and anti-corruption (“ABAC”) initiatives are aligned with the requirements of Section 17A(5) of the Malaysian Anti-Corruption Commission Act 2009, guided by the T.R.U.S.T principle. These principles underpin our organisation-wide efforts covering top management commitment, risk assessment, implementation of control measures, systematic review, reporting and monitoring, as well as training and communication.

 Further details on our Corporate Integrity and Ethical Business Conduct are set out on pages 253 to 259 of this Report.

Compliance

UEM Edgenta adopts a structured and enterprise-wide approach to compliance management to ensure adherence to applicable laws and regulations, thereby safeguarding the Group’s reputation and operational integrity.

The following Group’s Compliance Framework provides a systematic methodology to identify and assess regulatory obligations, monitor and report compliance performance and mitigate compliance risks:



Risk, Integrity & Compliance Department (“RICD”) leads the Group’s compliance monitoring programme. RICD is responsible for ensuring the effectiveness of the compliance process, conducting monitoring activities, and escalating material compliance matters where appropriate.

Outcomes of compliance monitoring and key developments are regularly reported to the Risk, Integrity and Compliance Committee (“RICC”), the Board Governance and Risk Committee (“BGRC”), and the Board of Directors to ensure continued oversight and accountability.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

PERSONAL DATA PROTECTION

The initiative is currently progressing through a preliminary review across the Group to develop an overall understanding of existing data management practices and the prevailing control environment. This exercise is intended to identify areas for improvement and provide the foundation for establishing a structured personal data protection framework.

The insights derived from this review will support the development and phased implementation of appropriate governance measures, policies and internal controls to strengthen the Group's management of personal data.

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 committed to strengthening its BCMS to ensure continued resilience and readiness against emerging risks and future disruptions, in alignment with ISO 31000:2018 and ISO 22301:2019 standards.

HUMAN RESOURCES MANAGEMENT

UEM Edgenta's internal controls are realised and supported by a formal organisational structure. This official structure is made up of defined lines of authority, responsibility and accountability. These lines of authority, responsibility and accountability are continuously updated to reflect business requirements.

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

Talent 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 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 levels 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, information on employment benefits are defined and made accessible by all employees, and managed according to each employee's entitlement and operational requirement.

To ensure that we are able to develop a capable, agile and competitive workforce, employees are provided with structured internal trainings, mobility opportunities and external development programmes, as well as professional certification opportunities for identified employees. Technical skills training is also prioritised guided by regulatory requirements and business needs, through 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.

In addition, the above is reinforced with succession planning exercise which involves reviewing the current development ecosystem to ensure that successors are systematically prepared and monitored for readiness.

Industrial Relations (IR) continued to play a key role where matters related to employee misconduct and litigation cases are managed through a formal and structured mechanism and in accordance with legal requirements and employment laws aiming to maintain a safe and respectful work environment.

Human Rights Policy was approved on 26 March 2025 with commitment to ten (10) principles which focuses on maintaining fundamental rights of employees.

MANAGEMENT INFORMATION SYSTEM

UEM Edgenta reinforces its digital resilience through a cybersecurity governance framework, integrating robust access controls and regular security audits to safeguard its critical infrastructure and sensitive data. By balancing the adoption of cloud technology with a proactive and adaptive security posture, the Group maintains a continuous cycle of risk assessments to address the evolving threat landscape and unknown vulnerabilities. This comprehensive approach ensures that UEM Edgenta not only meets stringent compliance standards but also remains at the forefront of technological advancement, fostering a secure environment that effectively protects its most vital digital assets from emerging risks.

While UEM Edgenta accelerates AI adoption to enhance service delivery and efficiency, cybersecurity remains paramount. The integration of these advanced technologies is coupled with rigorous protocols to protect against AI-specific threats, ensuring that technological progress is built upon a framework of robust cybersecurity and operational resilience.

As a core component of its risk diversification strategy, the Group has successfully transitioned from a single-cloud environment to a multi-cloud architecture. This strategic migration reduces the Group's reliance on any single service provider, thereby mitigating the risk of large-scale infrastructure outages and ensuring a higher degree of redundancy and operational availability for critical business functions.

To further strengthen the Group's defensive perimeter, relevant technologies have been implemented to facilitate the centralised management of endpoints. This allows the Group to maintain oversight and control over all hardware and devices in a consistent and controlled fashion.

In addition, UEM Edgenta conducted a Security Posture Assessment ("SPA") to systematically quantify the risk environment across its digital landscape. This assessment provided a data-driven baseline for the Group to prioritise its risk treatment plans and allocate resources effectively, ensuring that management's focus remains on the areas of highest impact to business continuity.

DISASTER RECOVERY PLANNING

The Group's Business Continuity Management ("BCM") framework integrates comprehensive Disaster Recovery Planning ("DRP") to ensure the availability and security of cloud-based data, systems, and applications. By prioritising quick data restoration and systematically modernising aging infrastructure, UEM Edgenta maintains operational agility and minimise downtime during unforeseen events. This holistic approach, which balances the optimisation of recovery protocols with ongoing technological upgrades, reinforces the Group's resilience against disruptions and ensures that business interests are safeguarded within an increasingly complex digital landscape.

To verify the efficacy of existing protocols, UEM Edgenta will continue to conduct DRP simulation exercise to validate the Group's ability to recover critical systems and applications within the established recovery objectives. It serves as a vital assurance of the Group's operational readiness and its ability to maintain business interests during a crisis.

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.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

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 are reported regularly to the AC for deliberation.

In September 2025, IA enhanced our audit tracking capabilities by migrating from a manual tracking approach to an online Audit Management System via the Edgenta Audit Management System (EAMS). This digitalisation allows systematic monitoring of audit recommendations and provides early warning alerts as deadlines approach.

Internal Audit continued to strengthen its competencies through the introduction of the Internal Audit Strategic Plan. In parallel, the Internal Audit Manual was reviewed and enhanced to ensure alignment with the Global Internal Audit Standards issued by the Institute of Internal Auditors. Both documents were approved by the Board Audit Committee in November 2025.

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.

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 2025, 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 18 March 2026.

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, integrity and ethical business conduct remain fundamental to how we operate and create long-term value across all levels of our organisation. As the Group continues to pursue sustainable growth through geographical expansion, innovation of products and services, cost optimisation, and technology-driven solutions, we recognise that strong governance, ethical behaviour, and accountability are critical enablers of trust and resilience.

Integrity is not only a professional obligation but a personal responsibility for every director, employee, and persons associated with the Group. Our commitment to ethical conduct guides decision-making at all levels and underpins our relationships with customers, business partners, regulators, and the communities we serve.

As a publicly listed company, UEM Edgenta is committed to upholding the highest standards of integrity, ethics and governance. All business activities are conducted in accordance with applicable laws, regulatory requirements, and internal policies, reflecting our responsibility to operate transparently and responsibly.

EMBEDDING INTEGRITY THROUGH OUR CORE VALUES

Integrity is embedded at the heart of UEM Edgenta's FIRST core values—Future Focused, Imagine New Ways, Respect for All, Solutioning Mindset, and True to Our Word as described in page 4 of this report. These values shape our culture and define how we conduct business.

Among these values, “True to Our Word” stands as the cornerstone of our integrity culture. It reinforces our commitment to honesty, accountability, and consistency between words and actions. Guided by this principle, our people are expected to act ethically, uphold transparency, and demonstrate professionalism in all business dealings.

By embedding integrity into our core values, we reinforce a culture that promotes ethical conduct, strengthens stakeholders' confidence, and supports sustainable growth.

ANTI-BRIBERY AND ANTI-CORRUPTION GOVERNANCE

UEM Edgenta adopts zero-tolerance towards bribery and corruption. The Board of Directors, through the Board Governance and Risk Committee (“BGRC”), provides oversight of the Group's Anti-Bribery and Anti-Corruption (“ABAC”) framework, including the implementation and monitoring of policies designed to prevent bribery and other forms of corruption across the Group. The Board also periodically reviews the effectiveness of the Group's anti-corruption framework, which encompasses policies and procedures. The Board and Management are committed to ensuring that robust ABAC measures are implemented and maintained across the Group in alignment with national anti-corruption initiatives and applicable regulatory requirements.

Regulatory requirements and guidelines

- ▶ The Malaysian Anti-Corruption Commission (“MACC”) Act 2009
- ▶ Directive of the Prime Minister No. 1 Series 1 issued in October 2018
- ▶ The Guideline on Adequate Procedures issued by the Prime Minister's Department
- ▶ The Guideline for the Management of Integrity & Governance Unit issued by MACC
- ▶ The procedures for implementing Integrity and Governance Unit's core functions issued by MACC

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Our ABAC programme is guided by the T.R.U.S.T principles under the Guidelines on Adequate Procedures pursuant to Section 17A(5) of the Malaysian Anti-Corruption Commission Act 2009. These principles provide the foundation for preventing, detecting, and responding to bribery and corruption risks.

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 demonstrates our commitment to internationally recognised standards and best practices in anti-bribery management.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICIES AND PROCEDURES

To support ethical business conduct and meet our regulatory obligations, the Group has established a comprehensive framework, policies and procedures aimed at preventing bribery and corruption. These policies and procedures set clear standards of behaviour and accountability across the Group and, where applicable, to our business partners. The following measures form the foundation of our integrity:

- **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 out the ethical principles and standards of behaviour expected of all directors and employees across the Group, forming the foundation of our integrity. The COC outlines the principles and values that shape how we conduct ourselves with colleagues, clients, business partners, and the broader community. During the financial year 2025, the COC was reviewed and updated to strengthen our governance and alignment with best practices.

- **Code of Conduct for Business Partners (“COCBP”)**

UEM Edgenta’s Code of Conduct for Business Partners (“COCBP”) sets out the standards of integrity, ethical behaviour, and compliance expected of our suppliers, contractors, consultants, agents, and other business partners. It establishes clear requirements for adherence to applicable laws and regulations, anti-bribery and anti-corruption principles, and responsible business practices in all engagements with the Group. By requiring our Business Partners to align with these standards, we reinforce a shared commitment to transparency, accountability, and ethical conduct throughout our value chain.

In addition, the Group performs integrity and anti-corruption due diligence on prospective business partners, including suppliers, contractors, consultants and agents, prior to entering into business relationships. The due diligence process assesses potential risks relating to bribery, corruption, conflicts of interest and other unethical conduct, and ensures that business partners commit to complying with the Group’s Code of Conduct for Business Partners and Anti-Bribery and Anti-Corruption (“ABAC”) policies.

This is further formalised through the Business Partners Letter of Declaration, which requires the Business Partner to acknowledge and commit to the Group’s integrity and anti-bribery policies as part of the onboarding and contracting process.

- **Compliance Framework**

The compliance framework establishes a structured and systematic approach to managing regulatory compliance obligations and mitigating compliance risks or issues, to ensure alignment with the Group’s compliance objective. The Framework defines the governance structure, roles and responsibilities for overseeing compliance matters, and set out the policies, processes, and monitoring mechanisms 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, we reinforce our 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.

UEM Edgenta strictly prohibits all forms of bribery and corrupt practices. This includes, but is not limited to, the offering or receiving of bribe, facilitation payments, kickbacks, or other improper advantages intended to influence business decisions. All directors, employees and persons associated with the Group are required to adhere to these standards and conduct business with integrity at all times.

In addition, UEM Edgenta is committed to preventing other forms of corruption, including fraud, money laundering, abuse of power, and the falsification or concealment of records, in line with the principles set out in the Group’s Code of Conduct (“COC”) for Directors and Employees and related governance policies.

- **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**

The No Gift Policy reinforces our commitment to upholding the highest standards of integrity and ethical conduct by addressing both actual and perceived conflicts of interest arising from the giving or receiving of gifts. The policy establishes clear restrictions and guidance to ensure that business decisions are made fairly, transparently, and free from undue influence. Through this policy, UEM Edgenta promotes impartial decision-making and strengthens trust across its relationships with employees, stakeholders, and business partners.

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

The Anti-Bribery Management System (“ABMS”) Manual outlines the Group’s structured approach in managing the anti-bribery and anti-corruption initiatives that is in line with internationally recognised MS ISO 37001 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 ensures compliance with global standards while strengthening integrity, accountability, and ethical business practices across our organisation. During the financial year 2025, this Manual was reviewed and updated to align with the latest MS ISO 37001:2025 requirements.

- **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 including concerns relating to workplace bullying, harassment or other inappropriate conduct 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 establishes a clear and secure mechanism for employees, stakeholders, and members of the public to report actual or suspected misconduct, malpractice, or corruption and criminal offences. Reports may be submitted through our dedicated and secure “Speak-up Channel” which ensures confidentiality and supports a transparent and effective process for addressing concerns. This procedure reinforces our commitment to ethical governance and maintaining trust across all levels of our organisation. During the financial year 2025, the procedure was reviewed and updated to ensure continued relevance and alignment with current practice and operational needs.

- **Investigation Procedure**

UEM Edgenta’s Investigation Procedure establishes a structured and consistent process for assessing and investigating allegations or improper conduct reported through the whistleblowing channel. 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. During the financial year 2025, the procedure was reviewed and updated to ensure continued relevance and alignment with current practice and operational needs.

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- **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.

- **Personal Data Privacy Policy**

The Personal Data Privacy Policy demonstrates UEM Edgenta’s commitment to safeguarding personal data and ensuring compliance with applicable data protection laws and regulatory requirements, including the Personal Data Protection Act 2010 (“PDPA”). This Policy establishes clear principles and responsibilities for the collection, use, processing, storage, disclosure, and disposal of personal data obtained in the course of business operations.

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	GOVERNANCE AND COMPLIANCE
<p>This pillar focuses on safeguarding ethical standards and managing risks through three key functions:</p> <ul style="list-style-type: none"> ➔ 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 behavior through targeted initiatives and awareness programmes. 	<p>This pillar ensures adherence to internal policies, regulatory frameworks, and governance practices through two key functions:</p> <ul style="list-style-type: none"> ➔ Integrity Governance Oversees the implementation of strong governance frameworks and structures. ➔ Compliance Ensures conformity with legal and regulatory requirements across all business operations.

Integrity Enforcement

The Integrity Enforcement 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 and integrity strengthening initiatives. Through these pillars, UEM Edgenta aims to uphold its commitment to integrity, compliance, and organisational excellence.

- **Complaint Management**

The Complaint Management function is the foundation of UEM Edgenta’s efforts to promote accountability and address unethical behavior. A dedicated “Speak Up” channel is established to manage complaints related to misconduct, malpractice, or corruption and criminal offence. This channel is accessible to both internal and external parties, enabling them to report on illicit activities via the 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 Lodgment Form
- Call **+6019 209 9030 Monday to Friday** (Malaysian office hours) **8.30 am to 5.30 pm**

Whistleblowing

UEM Edgenta Whistleblowing Lodgement Cases

Year	Number of Cases
2025	18
2024	15
2023	5
2022	1
2021	3
2020	6

The Integrity Enforcement function is responsible for managing and maintaining the Speak Up Channel and ensure actions are taken to conduct the preliminary fact-finding assessment on all disclosures received. The findings are documented in WB report and submitted to Whistleblowing Committee for review and deliberation. Upon deliberation, Whistleblowing Committee submits and escalate the WB report to the BGRC for oversight, direction and resolution.

The BGRC provides independent oversight in maintaining the effectiveness of whistleblowing process and where necessary issues further guidance to ensure appropriate closure and remedial actions. The Board is subsequently updated on the whistleblowing matters by BGRC.

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• **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, malpractice, or corruption and criminal offence. This crucial function is designed to ensure the accuracy and validity of each reported case by conducting thorough investigations, aligning with the highest standards of integrity and governance.

Key initiatives 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.
- **E-Declaration Portal:** The e-declaration portal streamlines declaration 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.

Key initiatives include:

- **Edgenta Integrity Day 2025:** Organising Edgenta Integrity Day as a key annual platform to strengthen integrity culture and ethical accountability among Edgenta Stars. The programme includes integrity talks, sharing sessions, exhibitions, interactive activities, and engagement with relevant authorities and strategic partners to reinforce the importance of integrity, transparency, and good governance across the Group.
- **Employee Engagement:** Conducting periodic engagement with employees through Meet and Greet activities to instil and cultivate the adoption of Integrity & Compliance into the daily operation of Edgenta Stars.
- **Vendor engagement:** Engaging with vendors through awareness programmes and ongoing communication on the Group integrity and compliance requirements, including the Code of Conduct for Business Partners and ABAC expectations, to reinforce ethical business practices.

- **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 Bribery and corruption offences, Conflict of Interest, and Whistleblowing.
- **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, Bahagian Pembangunan Governans Nasional (“BPGN”) of MACC, Royal Malaysia Police (“PDRM”), Agensi Anti-Dadah Kebangsaan (“AADK”), SUHAKAM and Transparency International (“TI”) Malaysia.
- **Periodic Communication:** Disseminating integrity-themed communications through poster communications to Edgenta Stars through internal channels Edgenta Connect message.

9 Participations
in external engagement activities on anti-bribery and anti-corruption

21
site visits and engagements conducted for risk awareness

80%
of total employees attended the integrity awareness programme

89%
of total employees completed the e-learning programme

5
total internal periodic communication through Edgenta Connect message

11
external communications through local media

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.

- **Integrity 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. The Group conducts periodic corruption risk assessments across its operations to systematically identify, analyse and mitigate potential corruption risks. These assessments cover risks relating to bribery, corruption, fraud and other forms of unethical conduct, ensuring that appropriate controls and mitigation measures are implemented across the organisation.
- **Edgenta Integrity Plan (EIP):** During the financial year 2025, the Group successfully launched the Edgenta Integrity Plan (EIP) that is equivalent to the Organisational Anti-Corruption Plan (“OACP”) to institutionalise anti-corruption strategies and align with national 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:

- **Compliance Framework:** Establishing a comprehensive framework that outlines the principles, controls, and monitoring mechanisms for compliance management.
- **Quarterly Compliance Checks and Monitoring:** Conducting regular compliance assessments and tracking regulatory updates to ensure ongoing adherence.
- **Business License Management System (BLMS):** A digital platform that streamlines the tracking and monitoring of business licences and accreditations across UEM Edgenta Berhad, ensuring timely renewals through a structured and systematic monitoring process.
- **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.