

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 5148  
**COMPANY NAME** : UEM SUNRISE BERHAD  
**FINANCIAL YEAR** : December 31, 2021

## OUTLINE:

### **SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**

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

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

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

## SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

### Intended Outcome

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

### Practice 1.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors (Board) of UEM Sunrise Berhad (UEM Sunrise or the Company) recognises that maintaining good corporate governance practices is key to business integrity and delivering long term sustainable value for the Company and its subsidiaries' (the Group) stakeholders. The Board evaluates and continues to strengthen the existing corporate governance practices by embracing the latest corporate governance regime and regulatory framework in order to remain relevant with developments in market practice and regulations.</p> <p>(1) The Board, together with the Management, remains fully committed to uphold the highest standards of corporate governance, which it considers are critical to business integrity and to maintaining investors' and stakeholders' trust in the Company, while pursuing the Company's vision of <i>building communities of the future with you and for you</i>.</p> <p>In discharging its fiduciary duties and responsibilities, the Board is guided by its Charter and the Company's Discretionary Authority Limits (DAL) which outline high level duties and responsibilities of the Board, matters that are specifically reserved for the Board, as well as those which the Board may delegate to the Board Committees, the Chief Executive Officer (CEO) and Management. The establishment and implementation of clearly defined organisational roles, responsibilities and authorities via the Board-approved DAL represent an essential element of good corporate governance. At UEM Sunrise, the DAL has been formulated to ensure robust governance as well as adequate checks and balances in initiation and approval processes of authorised transactions.</p> <p>Formulated on a risk-based approach, the DAL enables implementation of balanced span of accountability and control among the authorised parties involving the Board, Board Committees and Management of the Group as necessary. In order</p>

	<p>to cultivate good governance practices across the Group, the Board also extends the adoption of the DAL to its wholly-owned subsidiaries whereby authority limits are delegated by the Board to the Senior Management for daily operations. DAL is reviewed as and when required, to ensure an optimum structure for efficient and effective decision making within the Group.</p> <p>The Board as well as Management conducted continuous review of the DAL, which is one of the critical elements of corporate governance in establishing clear roles, responsibilities and accountabilities throughout the organisation and in a transparent manner. During the financial year, the DAL was updated on 1 February 2021 in line with the subsequent changes in the organisational structure, while keeping the delegation of authority limits and guidelines intact. Subsequent to the financial year end, the Board on 29 March 2022 approved further revision to the DAL after holistic reviews were undertaken to ensure cohesive formulation and effective operationalisation of the DAL. Management will continually review and assess the effectiveness of the DAL with the analysis of data points collected to improve efficiency and allow empowerment as envisaged by the Board, balanced with vigorous internal control.</p> <p>Key matters reserved for the Board's review and approval are:</p> <ul style="list-style-type: none"> <li>• the annual operating plan for the Group, which includes the overall corporate strategy, business development and plans</li> <li>• dividend policy</li> <li>• major capital commitments</li> <li>• disposal and acquisition of significant assets and investments</li> </ul> <p>The Group undertook a comprehensive review of the existing business operations and has in November 2021 unveiled a three-pronged strategy – Triage (prioritising issues that need immediate attention and expediting launches), Stabilise (a transformation of how the Company organises its people, process and portfolio) and Sustain (diversifying the income stream for sustained revenue) to steer the organisation into becoming an effective balanced real estate player.</p> <p>In discharging its fiduciary duties, the Board has delegated specific tasks to the following Board Committees, all of which comply with the provisions of the Malaysian Code on Corporate Governance (MCCG) and play an important governance role through the detailed work they carry out to fulfil the responsibilities delegated to them:</p> <ul style="list-style-type: none"> <li>➤ Audit Committee</li> <li>➤ Nominations &amp; Remuneration Committee</li> <li>➤ Board Development Committee</li> <li>➤ Board Tender Committee</li> </ul>
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	<p>➤ Board Governance &amp; Risk Committee</p> <p>These Committees have the authority to examine particular issues and report to the Board on their proceedings and deliberations together with their recommendations as well as approval authority for matters specifically delegated by the Board to the Board Committees as provided in the DAL. However, the Board has the ultimate responsibility for final decisions on all matters. The Company Secretary prepares a report which summarised the main discussion points and decisions of the Board Committee meetings to be tabled at the immediate following Board Meeting to facilitate the Board Committee Chairman's reporting to the Board.</p> <p>In 2020, there were two ad-hoc Board Committees established to carry out specific roles and responsibilities in relation to strategic review, a proposed corporate exercise and provide oversight to Management after the departure of the former Managing Director/CEO. These two Committees were subsequently dissolved on 31 January 2021 when the subject matters were concluded.</p> <p>(2) The Board reviewed the quarterly performance management report on financial results; tracking of key performance indicators (KPIs); cash flow; project launches and progress; investment and divestment updates; borrowings and funding updates; and inventory status at its meetings held throughout 2021 and provided feedback and guidance to the Management, where required.</p> <p>(3) The Board participated actively in the development of the Company's strategy which encompassed the formulation and implementation of a strategic plan with full appreciation of the competitive operating environment and prospects for economic growth and development.</p> <p>(4) The Board also reviewed and approved the Annual Operating Plan for the ensuing year and set the KPIs and targets for the Company, leveraging on internal capabilities. In line with the MCCG, the Board set the Company's strategic aims, ensuring that the necessary resources are in place for the Company to meet its objectives and review management performance. A periodic monitoring and reporting system is in place which highlights significant variances of KPIs against plans and budget to monitor performance.</p> <p>The Company also has in place a robust performance management system based on a 'Balanced Scorecard' approach with identified KPIs and targets being set at the beginning of each year in line with the Company's business strategy and objectives as agreed in the Annual Operating Plan. The KPIs in the overall Corporate Scorecard (which measures overall Company performance) are aligned and cascaded down to the CEO, Senior Management team and all employees. Employees who meet their KPIs and achieve a high-performance rating are appropriately rewarded whilst non-</p>
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	<p>performers are given the opportunity to improve their performance through specific Performance Improvement Plans.</p> <p>(5) In line with the Company's work arrangements having considered National Recovery Plan based on the situation of the Coronavirus Disease (COVID-19) in Malaysia, the annual Board Retreat with Senior Management was conducted on 1 and 2 November 2021 via a hybrid session. At the Board Retreat, the Board engaged with the Senior Management to ensure alignment on the strategy and future direction of the Company. The session was also aimed at stimulating discussion of strategic issues, discuss potential solutions with an emphasis on effective and efficient implementation of the strategies, which include game plan, growth pursuits as well as strategic initiatives.</p> <p>The Board's feedback received at the Board Retreat framed the Management's presentation to the Board on the Company's Annual Operating Plan and the game plan covering development approach, marketing strategy and sustainability agenda. With the insight and advice provided by the Board at the Retreat session as well as continuous engagement post-Retreat, the Annual Operating Plan 2022 was presented to the Board and approved on 20 January 2022.</p> <p>(6) The Board also recognises the importance of building a sustainable business and has established a Sustainability Policy which outlines key focus areas based on environmental, social and governance attributes. UEM Sunrise will continue its efforts to ensure that sustainability considerations are integrated as part of its corporate decision-making process in particular into the products it builds, the methods it employs, who it hires and how it works with the communities where it operates. The Company has updated and adopted its Corporate Responsibility Policy and Sustainability Policy since January 2017 to reflect current times and its commitment towards operating in a responsible and sustainable manner. These policies outlined common goals focusing on:</p> <ul style="list-style-type: none"> <li>• Education and Human Capital</li> <li>• Community Development</li> <li>• Green Environment and Technology</li> <li>• Value Creation</li> </ul> <p>While the Corporate Responsibility Policy and Sustainability Policy were last reviewed in 2018, Management was of the view that these policies and its goals remain valid. The Corporate Responsibility Policy and Sustainability Policy are published on the Company's website at <a href="http://www.uemsunrise.com/corporate/investor-relations/corporate-governance">www.uemsunrise.com/corporate/investor-relations/corporate-governance</a> and the Group's Corporate Responsibility activities for the year under review are disclosed in the Company's Integrated Report 2021, which are available on the Company's website at <a href="http://www.uemsunrise.com/corporate/about-us/information-and-downloads">www.uemsunrise.com/corporate/about-us/information-and-downloads</a>.</p>
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	<p>The inaugural UEM Sunrise Sustainability Blueprint 1.0 duly incorporated with the feedback received at the Board Retreat was presented to the Board Governance &amp; Risk Committee on 19 November 2021. The Committee agreed for the high-level framework for Sustainability and its measurable targets to be presented to the Board. In the first quarter of 2022, Management also developed the Guiding Principle in response to the Company's Triage, Stabilise and Sustain turnaround strategy with the objective to provide extended narrative to support the interpretation of the Sustainability Blueprint 1.0. The Guiding Principle will be the key reference document for Development Division to establish the Sustainable Development Design Guidelines as the next design standard prioritising on Environment, Social and Governance (ESG) factors. The proposal for the adoption and implementation of the UEM Sunrise Sustainability Blueprint 1.0, the proposed establishment of the Guiding Principle and the proposed ESG metrics and target setting company wide was tabled to the Board in the first quarter of 2022. UEM Sunrise has successfully been certified with the Quality Management System, ISO 9001:2015; Environmental Management System, ISO 14001:2015; and Occupational Health and Safety Management System, ISO 45001:2018. UEM Sunrise's certification is our commitment towards meeting compliance to legal and other requirements. The certifications help to set the foundations to the sustainability pillars of UEM Sunrise.</p> <p>(7) The Board is ultimately responsible for the adequacy and integrity of the Company's internal control system. Details of the Company's internal control system and the review of its effectiveness are set out in the Statement on Internal Control and Risk Management and Risk Management Report of the Company's 2021 Integrated Report respectively.</p> <p>The Audit Committee assists the Board in assessing the effectiveness of the Group's internal control systems and overseeing the financial and non-financial reporting process, policies and practices of the Group. It also reviews the adequacy and integrity of the Group's internal control systems and management information systems, related party transactions and conflict of interest situations that may arise within the Group, including compliance with applicable laws, rules, directives and guidelines through the Internal Audit function.</p> <p>The Board Governance &amp; Risk Committee was established on 1 August 2017 as 'Board Risk Committee' to take over the risk oversight role previously undertaken by the Audit Committee. Following the delegation of governance and compliance purview by the Board on 1 June 2018, the Committee was renamed as 'Board Risk &amp; Governance Committee'. Subsequently on 28 November 2018, the Committee was renamed as 'Board Governance &amp; Risk</p>
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	<p>Committee’ in view of its expanded role on governance review matters. The Committee assists the Board in overseeing the Group’s adherence to governance and anti-corruption compliance matters and makes the necessary recommendations regarding risk, governance, anti-corruption compliance and sustainability matters in alignment with the Group’s long-term strategy. In respect of risk management, the Committee assists the Board in ensuring a sound, robust Risk Management Framework and overseeing the implementation of appropriate systems and processes to enhance the Group’s corporate governance practices with focus on key risk areas and its mitigations. The Committee also oversees the formulation of a strong governance, ethical and integrity culture within the Group and provides oversight and guidance on the Group’s integrity, governance and anti-corruption initiatives, including whistleblowing management, in line with Section 17A of the Malaysian Anti-Corruption Commission (MACC) Act 2009 (Amendment 2018). The Committee assumes the whistleblowing management and oversight role from 1 April 2021 following the dissolution of the Whistleblowing Committee, a subcommittee of the Board Governance &amp; Risk Committee. The Committee provides avenues which allow individuals to raise concerns in confidence and without risk of reprisal, and enables legitimate concerns to be objectively addressed.</p> <p>(8) For an effective and orderly succession planning in UEM Sunrise Group, the Nominations &amp; Remuneration Committee is entrusted by the Board with the responsibility to review candidates for Executive Directors and key management positions and to recommend their compensation packages. It also reviews the compensation framework for Senior Management staff, human resources roadmap and receives reports and deliberate on manpower analysis and staffing requirements.</p> <p>In addition, to ensure that the Group has a robust leadership pool to meet current and future challenges as well as for succession planning, it has established a talent brand and attraction strategy aligned with the Company’s desired organisational culture. External talent acquisition must support the Group’s talent framework in order to complement and supplement UEM Sunrise’s organisational culture and operating eco-system. The Group aims to build a leadership brand that is both purpose-driven and people-driven.</p> <p>The People Steering Committee established by Management in March 2022, which took over from the Talent Council set up in 2018, champions the people agenda for UEM Sunrise. It contributes towards shaping UEM Sunrise’s people strategy and policies including talent management policies and procedures to support its organisational goals. Its role has also been expanded to provide overall direction for CHIEF culture efforts, steer manpower planning and strategy and review organisation design guideline to</p>
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	<p>ensure all people and culture key deliverables are aligned with the organisation's strategic direction. In building sustainable talent pipeline through a series of interventions that enable our people to fully develop their potential, high performers are enrolled in Senior Leadership Development programmes and the Company also assists senior managers advance in their careers through business management programme.</p> <p>(9) The Board on 20 February 2013 established a Shareholder Communication Policy to keep the market informed of all information which may or could have a material effect on the value of its securities.</p> <p>The Shareholder Communication Policy was reviewed, amended and renamed as Investor Relations and Shareholder Communication Policy and approved by the Board on 5 December 2017 to align with the practices recommended in the MCGG and enhancement of the process for effective, transparent and regular communication with the Company's stakeholders. Management is planning to update the policy and make it more robust to cover all aspects of communication.</p> <p>A copy of this policy is available for reference on the Company's website <a href="http://www.uemsunrise.com/corporate/investor-relations/corporate-governance">www.uemsunrise.com/corporate/investor-relations/corporate-governance</a>.</p> <p>(10)The Company's Privacy Policy approved in 2014 prepared in accordance with the seven data protection principles which form the basis of protection under the Personal Data Protection Act 2010 was revised and approved by the Board on 10 September 2021 to ensure its completeness and be kept in-pace with the changes of business and operational needs of UEM Sunrise. A copy of this policy is available for reference on the Company's website <a href="http://www.uemsunrise.com">www.uemsunrise.com</a>.</p> <p>(11)The Board has since 12 June 2012 adopted a dividend policy of paying out between 20% to 40% of the Group's consolidated profit after tax and minority interests subject to among others, availability of distributable reserves and adequate free cash flow from operations, to allow shareholders to participate in the Company's profits, at the same time retaining adequate reserves for future growth. Whilst the dividend policy reflects the Board's current views of the Group's financial and cash flow position, the dividend policy will be reviewed from time to time. A copy of the dividend policy can be obtained from the Company's website at <a href="http://www.uemsunrise.com/corporate/investor-relations/corporate-governance">www.uemsunrise.com/corporate/investor-relations/corporate-governance</a>.</p> <p>(12)The Board is also pleased to inform that UEM Sunrise has been selected as one of the companies qualified under the Green Lane Policy (Qualified Companies) of Bursa Malaysia Securities Berhad</p>
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	<p>(Bursa Securities) which accords benefits such as issuance of circulars to shareholders without pre-vetting and clearance by Bursa Securities, except those involving more complex proposals e.g. major disposals, privatisation and related party transactions, as well as fast-track processing of complex proposal circulars/other applications. This is premised on the Company's standard of corporate governance conduct and disclosure practices. The policy is an incentive granted to Qualified Companies which have been assessed to have good corporate governance and disclosure practices thus accorded certain privileges which among others facilitated faster issuance of circulars to shareholders and hence, expedites completion of corporate proposals.</p> <p>(13)The revised Directors' Remuneration Framework was in place since 2012. The Remuneration Policy for Non-Executive Directors of UEM Sunrise was formalised on 26 November 2019 and available on the Company's website. Subsequent to the financial year end, the Board on 29 March 2022 approved the adoption of the Remuneration Policy for Directors and Senior Management. The policy reflects the Company's commitment to attract and retain Directors and Senior Management of high calibre to contribute in providing stewardship to the Board and to management towards enhancing the objectives of the Group which should take into account the demands, complexities and performance of the Company. The new policy replaced the Remuneration Policy for Non-Executive Directors and is available on the Company's website at <a href="http://www.uemsunrise.com/corporate/investor-relations/corporate-governance">www.uemsunrise.com/corporate/investor-relations/corporate-governance</a>.</p> <p>(14)The Board aims to provide and present a clear, balanced and comprehensive assessment of the Group's financial performance and prospects at the end of the financial year, primarily through the annual financial statements, quarterly announcement of results to shareholders as well as the Chairman's Letter to Shareholders and Management Discussion &amp; Analysis in the Company's Integrated/Annual Report. The Board is assisted by the Audit Committee to oversee the Group's financial and non-financial reporting processes and the quality of its financial reporting.</p>
<b>Explanation for departure</b>	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:

<b>Timeframe</b>	:		
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## Intended Outcome

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

## Practice 1.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Chairman leads the Board and sets its agenda to ensure effective performance of the Board. The Chairman also promotes a culture of openness and debate within the Board or General meetings and is responsible for facilitating effective communication with the shareholders.</p> <p>Dato' Noorazman Abd Aziz was appointed as Non-Independent Non-Executive Chairman on 13 August 2020. Although the Chairman is a Non-Independent Non-Executive Board member, his influence on the Board is balanced by the presence of Independent Non-Executive Directors on the Board who number in the majority as well as the Senior Independent Director who acts as a point of contact for shareholders and other stakeholders particularly on concerns which cannot be resolved through the normal channels of the Chairman and/or CEO.</p> <p>The Chairman:</p> <ul style="list-style-type: none"><li>• Leads the Board by setting the tone at the top and managing the Board's effectiveness by focusing on strategy, governance and compliance to discharge its responsibilities effectively;</li><li>• Leads the Board in the adoption and implementation of good corporate governance practices in the Company;</li><li>• Chairs the Board meetings and ensuring the efficient organisation and conduct of meetings;</li><li>• Sets the Board agenda in consultation with the CEO and the Company Secretary and ensuring that Board members receive complete and accurate information in a timely manner;</li><li>• Leads Board meetings and discussions and promoting constructive and respectful relations between Directors, and between the Board and Management;</li><li>• Provides guidance and mentoring to the CEO;</li><li>• Ensures effective communication with shareholders and relevant stakeholders and that their views are communicated to the Board as a whole;</li><li>• Manages the interface between Board and Management; and</li><li>• Encourages active participation of the Board Members and allowing dissenting views to be freely expressed.</li></ul> <p>Details of the responsibilities of the Chairman are set out in the Board Charter of the Company.</p>

	On 29 March 2022, the Non-Executive Directors, held a discussion among themselves without the presence of CEO and Senior Management, on the feedback and comments from Senior Management provided to the Board's representative, the Senior Independent Director, regarding key messages and improvements following the findings from the Board and Directors Effectiveness Evaluation exercise, which include strategic, governance and operational issues.			
<b>Explanation for departure</b>	:			
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>				
<b>Measure</b>	:			
<b>Timeframe</b>	:	<table border="1"> <tr> <td></td><td></td></tr> </table>		

### Intended Outcome

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

### Practice 1.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The functions of the Board and Management are clearly demarcated to ensure the effectiveness of the Company's business and its day-to-day operations as outlined in the Board Charter which is available on the Company's website at <a href="http://www.uemsunrise.com/corporate/investor-relations/corporate-governance">www.uemsunrise.com/corporate/investor-relations/corporate-governance</a>. The position of Chairman and CEO are held by two different individuals. The roles and responsibilities of the Chairman and the CEO are clearly separated and distinct to ensure that there is a balance of power and authority. The CEO is not a member of the Board.</p> <p>The Board is chaired by the Non-Independent Non-Executive Chairman, Dato' Noorazman Abd Aziz, who leads the Board by setting the tone at the top, and managing the Board's effectiveness by focusing on strategy, governance and compliance whereas the CEO, En Sufian Abdullah who appointed on 2 February 2021, was responsible for the day-to-day management of the business with power, discretions and delegations authorised in the DAL. Prior to En Sufian Abdullah's appointment as CEO of the Company, the then Co-Chairs of Management Executive Committee assumed the authority limits of CEO effective 1 November 2020 until 31 January 2021.</p> <p>The Board takes collective responsibility and accountability for the smooth functioning of core processes involving Board governance, business value and ethical oversight while it is constantly mindful of safeguarding the interests of all stakeholders.</p> <p>Taking into cognisance of the importance of the interests of shareholders and stakeholders, the Board had identified Ms Christina Foo as the designated Senior Independent Director to whom concerns relating to the Company may be conveyed by shareholders and stakeholders with effect from 21 June 2021 following the retirement of Tan Sri Dr. Azmil Khalili Dato' Khalid as Senior Independent Non-Executive Director of the Company at the 13<sup>th</sup> Annual General Meeting (AGM) of the Company held on 21 June 2021.</p> <p>The CEO is accountable for leading the Management, building a dynamic corporate culture and ensuring that the Company's human capital has the requisite skills and competency to achieve the Company's vision and goals. The CEO is responsible for developing and recommending to the Board annual operating plans and budgets, formulating major corporate policies, implementing the policies and</p>

	<p>decisions of the Board, overseeing the operations and managing the development and implementation of the Company's business and corporate strategies.</p> <p>Details of the responsibilities of the CEO are set out in the Board Charter of the Company.</p>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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

### Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>As at 31 December 2021, UEM Sunrise is in compliance with Practice 1.4 of the MCGG whereby the Chairman of the Board, Dato' Noorazman Abd Aziz is not a member of the Audit Committee or the Nominations &amp; Remuneration Committee of the Company. He is also not a member of the other three Board Committees.</p> <p>Dato' Noorazman Abd Aziz has never been appointed as an Audit Committee member since his appointment as Chairman of the Board on 13 August 2020.</p> <p>During the year, he was a member of the Nominations &amp; Remuneration Committee, a position he held since 14 October 2020, until he relinquished his membership on 7 May 2021, in line with the new Practice 1.4 introduced in the revised MCGG on 28 April 2021.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 1.5

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company Secretaries of UEM Sunrise, Ms Liew Irene and Ms Wong Lee Loo are Associate and Fellow members of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) respectively and are Chartered Secretaries and Chartered Governance Professionals under The Chartered Governance Institute. Both are qualified to act as company secretaries under Section 235(2) of the Companies Act 2016 and are registered with the Companies Commission of Malaysia under Section 241 of the Companies Act 2016 with practising certificates issued by the Registrar of Companies. The profile of the Company Secretaries is set out in the Company's 2021 Integrated Report.</p> <p>(1) All Directors have full access to the advice and services of the Company Secretaries who ensure that Board policies and procedures are adhered to at all times. The Company Secretaries, whose appointment and removal are matters reserved for the Board, advised the Board on matters including corporate governance issues and Directors' responsibilities in complying with relevant legislation and regulations. The Company Secretaries provided concise summary to the Board at its meetings on regulatory updates and changes including amendments to the Listing Requirements and Companies Act 2016 as well as Listing Circulars issued by Bursa Malaysia Berhad. The Company Secretaries also provided an update to the Board on the revised MCGG issued on 28 April 2021 by the Securities Commission Malaysia.</p> <p>(2) The Company Secretaries organise and manage the logistics of all Board and Board Committees meetings. The Company Secretaries prepare meeting agenda in consultation with the Chairman and the CEO or the then Co-Chairs of Management Executive Committee (until 31 January 2021), compile and circulate meeting folders via electronic means. The Company Secretaries attend all meetings and ensure that the minutes of meeting accurately reflect the discussions, deliberations and decisions, including whether any member has abstained from voting or recused himself/herself from deliberation. The Company Secretaries also facilitate proper communications for the effective flow of information between the Board, Board Committees and the Senior Management by ensuring that action items identified and highlighted during meetings are</p>



	<p>disseminated to and acted upon by the Senior Management. The Company Secretaries further ensure that outstanding action items are brought to the attention to the Senior Management and upon addressed, are accordingly reported to the Board.</p> <p>(3) The Company Secretaries act as the custodians of the Company's statutory records, attend to all statutory and other filings, communicate with the regulatory bodies and Bursa Securities and ensure compliance with the statutory requirements of the Companies Act 2016, the Listing Requirements and other regulatory bodies.</p> <p>(4) The Company Secretaries provide support to the Board in fulfilling its fiduciary duties and leadership role in shaping the corporate governance of UEM Sunrise Group. They play an advisory role to the Board, particularly with regard to the Company's Constitution, Board policies and procedures, corporate governance best practices and its compliance with regulatory requirements, MCCG, guidelines and legislations. To ensure relevance and effectiveness, the Company Secretaries also support the Board in managing the Company's Corporate Governance Model.</p> <p>(5) In order to play an effective advisory role to the Board, the Company Secretaries remain informed of the latest regulatory changes, evolving industry developments and Sustainability matters, as well as best practices in corporate governance through continuous training and regular interactions with regulators and industry peers.</p> <p>The Company Secretaries have attended the relevant continuous professional development (CPD) programmes conducted by the Companies Commission of Malaysia, MAICSA, Bursa Securities, amongst others and both have accumulated the required minimum CPD points in compliance with the requirements of MAICSA and Companies Commission of Malaysia. One of the Company Secretaries also participated in Bursa Securities' Focus Group Discussion on Corporate Governance Disclosure Guide 14<sup>th</sup> Edition on 25 November 2021.</p> <p>(6) All new Directors appointed to the Board will receive a formal induction programme to be provided by the CEO and Senior Management which is arranged through the Company Secretaries. To supplement the programme, an information kit will be furnished by the Company Secretaries immediately upon a Director's appointment containing information such as disclosure obligations of a director, schedule of meetings, directors' remuneration framework and DAL whilst other pertinent documents such as Board Charter, Code of Conduct, Constitution, Terms of Reference are available on the paperless meeting digital application (app) on iPad device. The Company Secretaries provide one-to-one session to introduce the paperless meeting digital app for instantaneous</p>
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	<p>delivery of board and meeting packs which can be accessed online and offline from any location.</p> <p>During the financial year, on-boarding sessions of the induction programme for two (2) new Directors appointed in June 2021 were provided by CEO and/or Senior Management team covering both operational and financial overview, future projects and strategies. The new Directors also attended the one-to-one session with the Company Secretaries on the digital app for board and meeting packs and received the information kit which includes comprehensive manual on the paperless meeting solution.</p> <p>(7) For the meetings of shareholders of the Company particularly the AGMs, the Company Secretaries play an important role in ensuring that the processes and proceedings are properly managed. During the meeting, the Company Secretaries will assist the Chairman and the Board on the conduct of the meeting and ensure the minutes are properly recorded, inclusive of the salient questions raised by the shareholders and the response from the Board and CEO. The minutes of the AGM, upon receiving confirmation from the Board, will be uploaded onto the Company's website for shareholders' information and reference within 30 business days after the AGM.</p> <p>(8) For the 13<sup>th</sup> AGM which was held on 21 June 2021, the Company Secretaries has successfully organised the Company's fully virtual meeting in view of ongoing Movement Control Order, being part of the Government's measures to curb the spread of COVID-19. The Company Secretaries played an important role in ensuring that the due processes are in place and proceedings are properly managed. The Company Secretaries ensured that the minutes are properly recorded, including the questions raised by the shareholders prior to and during the meeting as well as the answers thereto and that the same were made available on the Company's website within 30 business days after the 13<sup>th</sup> AGM.</p> <p>(9) The Company Secretaries also monitor developments in Corporate Governance and assist the Board in applying best practices to meet the Board's needs and stakeholders' expectations.</p> <p>(10)The Company Secretaries source and arrange for the Directors' attendance at Mandatory Accreditation Programme accredited by Bursa Securities and relevant training programmes, which are conducted either in-house or by external parties and keeps a record of the training received by the Directors.</p> <p>(11)The Company Secretaries send notices on the closed period for trading in the Company's listed securities to Directors and principal officers on a quarterly basis specifying the timeframe during which the Directors and principal officers are prohibited from dealing in the Company's securities and to comply with relevant requirements governing their trading in securities during closed period. The</p>
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	<p>Board and principal officers are also reminded not to deal in the Company’s securities when price sensitive information is shared with them on any proposed transactions presented to them.</p> <p>(12)In 2021, the Company Secretaries facilitate the Board in conducting the annual Board Effectiveness Assessment for the financial year 2020 and prepare the evaluation forms on the assessment of the effectiveness of Board and Board Committees as well as the independence of the Independent Directors. The forms are refreshed annually to continuously engage the Directors’ perspective on relevant areas. The collation of the results and compilation of feedback are then facilitated by the Company Secretaries and tabled during the Nominations &amp; Remuneration Committee and Board Meetings. For the financial year 2021, the Company Secretaries led the process for the appointment of an independent consultant for the Board to undertake a formal and objective annual evaluation to determine the effectiveness of the Board, its committees and each individual Director. The Company Secretaries participated in the Sponsorship Committee comprising the Chairman, members of the Nominations &amp; Remuneration Committee and CEO to discuss the methodology, approach, the list of participants including C-suites and timeline for the Board &amp; Directors Effectiveness Evaluation exercise which commenced towards the end of the fourth quarter of 2021.</p> <p>The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in discharging its functions, as reflected in feedback from the Directors in the annual Board Effectiveness Assessment evaluation process as well as rating provided by the Chairman.</p>	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

### Intended Outcome

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

### Practice 1.6

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Directors have full and unrestricted access to all information pertaining to the Group's business affairs, whether as a full Board or in their individual capacity, to enable them to discharge their duties. The Directors may, if necessary, obtain independent professional advice from external consultants, at the Company's expense with consent from the Chairman or Committee Chairman, as the case may be.</p> <p>The Board is furnished with an agenda and a set of Board papers in advance of each Board meeting for the Directors to study and evaluate the matters to be discussed. Guidelines and process on Board papers submission are communicated to Management to ensure that Board papers are generally circulated five (5) business days prior to the meeting to allow time for the Directors to prepare themselves for the meeting.</p> <p>The Board papers contain both quantitative and qualitative information and are presented in a manner which is concise, accurate and include comprehensive management reports, minutes of meetings, proposal papers and supporting documents. This will enable Directors to review, consider and, if necessary, obtain further information or research on the matters to be deliberated in order to be properly prepared at the meetings, thereby enabling informed decisions to be made.</p> <p>The deliberations and decisions at Board and Board Committees meetings are properly recorded in the minutes, including matters where Directors abstained from deliberation and/or voting or have dissenting views or significant concerns. The action items identified and highlighted during meetings are conveyed to the Senior Management for their attention and action. The Company Secretaries will follow up with Management on the status of actions items to be reported to the Board, which will remain as matters arising in the minutes of meeting until they are resolved or completed.</p> <p>The Company provides digital access to meeting materials since January 2017 through a secured online portal accessible via the use of an application on the tablet devices. This accorded enhanced mobility, document e-storage, cost and time savings and improved convenience in accessing board papers anytime and anywhere. Aside from reducing carbon footprint, the information to the Board is stored in a secure</p>

	<p>manner whereby the files can be electronically accessed and are archived in a secured digital storage to promote document security. The customised solution has various functionalities that enable Directors to access the meeting materials and other various governance documents including Board policies, procedures and charter, as well as the Company's Constitution and Directors' remuneration framework, amongst others, for ease of reference. It also allows comments from Directors to be annotated and relevant feedback will be shared with Senior Management for attention.</p> <p>For quicker decision making, circular resolutions for urgent decisions required from the Board and Board Committees are also circulated through the Paperless Meeting Solution application where the Directors can indicate their votes and comments, if any, on the device, which is in line with the Constitution of the Company that allows the use of technology to facilitate the approval process.</p>	
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 2.1**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board had on 20 February 2013 adopted a Board Charter, which sets out the role, composition and responsibilities of the Board and serves as a source of reference for Board members.</p> <p>The Board Charter was reviewed in August 2020 to include the Board's oversight responsibility over anti-corruption prevention as well as corruption risk management and alignment with the Guidelines on Conduct of Directors of Listed Corporations and Their Subsidiaries issued by Securities Commission on 30 June 2020.</p> <p>During the year under review, the Company with the assistance of an independent corruption risk management consultant revisited the Board Charter as well as the Terms of Reference of the Board Committees in respect of the Board's oversight responsibility on anti-corruption. On 10 September 2021, the Board approved the revisions to the Board Charter to include anti-corruption related oversight responsibilities and alignment with the MCCG and the current practices.</p> <p>The Board Charter was further reviewed and revised by the Board on 29 March 2022, after taking into account the findings from the Board &amp; Directors Effectiveness Evaluation for 2021, further alignment with the MCCG and amendments to the Listing Requirements in relation to Directors' appointment effective 1 July 2022 that require the Company to establish its Fit &amp; Proper Policy, which must be published in the Company's website.</p> <p>On 29 March 2022, the Board established the Directors' Fit &amp; Proper Policy to ensure that any person to be appointed or elected/re-elected as Director of UEM Sunrise Group shall possess the necessary quality and character as well as integrity, competency and commitment to enable the discharge of the responsibilities required of the position in the most effective manner. This policy is incorporated in the Board Charter. The Board Charter also includes a provision which prohibits an "active politician" as defined in the MCCG, to be a Director on the Board of the Company.</p>

	<p>The Board Charter sets out, amongst others, the following areas:</p> <ul style="list-style-type: none"> <li>• Role, duties and responsibilities of the Board and Board Committees</li> <li>• Roles of the Chairman, CEO, Senior Independent Director, Independent Director and the Company Secretary</li> <li>• Composition and structure of the Board which include appointments and re-election, tenure of Independent Directors and appointment of Senior Independent Director</li> <li>• Main duties and responsibilities including but not limited to strategic and financial objectives of the Group, human capital, risk and anti-corruption compliance management and internal controls as well as sustainability and stakeholder communication</li> <li>• Code of Conduct</li> <li>• Directors' Fit &amp; Proper Policy</li> <li>• Non-Executive Directors' remuneration</li> <li>• Assessment and evaluation of Board performance</li> <li>• Succession planning of the CEO, Board members and Senior Management</li> <li>• Access to independent external advice</li> <li>• Directors' training and continuous education</li> </ul> <p>The Board Charter is subject to review from time to time and updated in accordance with the requirements of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.</p> <p>The Company acknowledges that continuous education is vital for the Board members to gain insight into the state of economy, technological advances, regulatory updates and management strategies to enhance the Board's skills and knowledge in discharging its responsibilities.</p> <p>In view of the challenges and recognising the demand of increased board leadership, members of the Board are expected to continuously enhance their knowledge and skills pursuant to Paragraph 15.08 of the Listing Requirements. The Board will have access to relevant training programmes and seminars to enhance their knowledge and skills in discharging their duties, at the Company's expense.</p> <p>As at 31 December 2021, all Directors appointed to the Board have attended the Mandatory Accreditation Programme (MAP) accredited by Bursa Securities, well within the stipulated deadline required by Bursa Securities. Directors continue to attend training programmes and seminars organised by the regulatory authorities, professional bodies and other relevant organisations, to gain insights into the latest regulatory and industry developments in relation to the Group's businesses and further enhance their business acumen and professionalism in discharging their duties to the Group. In addition, some members of the Board have also been invited to participate in forums and/or seminars as speakers, moderators or panelists in areas of their expertise. The training/conferences/seminars and/or workshops in</p>
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which members of the Board had participated during the financial year ended 31 December 2021 are as set out below:

No	Name of Director	Date	List of Training/Conference/Seminar/Workshop Attended	Organiser/Provider
1	Dato' Noorazman Abd Aziz	18 January 2021	How to be an Effective NED in a Disruptive World	Institute of Corporate Directors Malaysia (ICDM)
		6 April 2021	Directors Guide to Governance, Risk & Compliance	Kumpulan Wang Persaraan (Diperbadankan) (KWAP)
		30 April 2021	Cybersecurity Risk	Tricor Axcelasia Sdn Bhd
		8 to 10 June 2021	Malaysian Institute of Accountants (MIA) Conference 2021	MIA
		30 June 2021	Thought hUb: 6 Ideas to Shape the Future of Cities by Professor Jason Pomeroy, Pomeroy Studios	UEM Sunrise
		28 July 2021	Thought hUb: Building Economy by Plystudio Architects (Victor Lee & Jacqueline Yeo)	UEM Sunrise
		3 September 2021	<ul style="list-style-type: none"> <li>➤ SC Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries</li> <li>➤ Corporate Liability Provision in the MACC Act 2009, Adequate Procedures and the ISO 37001: 2016 Anti Bribery Management System</li> </ul>	Messrs Raja Darryl & Loh
		22 September 2021	Thought hUb: Confronting the Climate Emergency – The Time is Now by Sir Jonathon Porritt	UEM Sunrise
		24 September 2021	2021 UEM Sunrise's Governance & Risk Conference	UEM Sunrise
		4 to 6 October 2021	Khazanah Megatrends Forum 2021	Khazanah Nasional Berhad (Khazanah)
		7 October 2021	Pre-Board Converge: Reshaping the Business Towards a Sustainable Future	UEM Edgenta Berhad (UEM Edgenta)
		9 December 2021	Thought hUb: Human Centric Design. Unpacking Complexities and Wicked Problems by Tiah Nan Chyuan, Director, FARM	UEM Sunrise
		10 December 2021	2021 UEM Sunrise's Integrity Day	UEM Sunrise
2	Christina Foo	12 January 2021	Implementing Integrated Thinking & Reporting	MIA
		18 January 2021	How to be an Effective NED in a Disruptive World	ICDM
		21 January 2021	Key Disclosure Obligations of a Listed Company-Financial Reporting	CKM Advisory Sdn Bhd



No	Name of Director	Date	List of Training/Conference/Seminar/Workshop Attended	Organiser/Provider
2	Christina Foo (cont'd)	26 January 2021	Board Dynamics: "What are the Key Governance Reporting & Compliance Requirements"	Malaysian Technology Development Corporation
		22 March 2021	Collaboration in the Boardroom: Behaviour and Relationships	ICDM
		23 March 2021	PowerX: Building the Mindsets of Tomorrow	ICDM
		26 March 2021	Corporate Strategy Beyond the Crisis	ICDM
		8 to 10 June 2021	Malaysian Institute of Accountants (MIA) International Conference 2021	MIA
		23 June 2021	Integrity & Anti-Corruption Talk in conjunction with World Whistleblowing Day: "The Confession" Tumbuk Rusuk Pengkisahan Dari Tirai Besi	UEM Sunrise
		23 & 25 June 2021	JC3 Flagship Conference 2021 – Finance for Change	Joint Committee on Climate Change (JC3)
		30 June 2021	Thought hUb: 6 Ideas to Shape the Future of Cities by Professor Jason Pomeroy, Pomeroy Studios	UEM Sunrise
		8 July 2021	Advocacy Dialogue on the Launch of Malaysian Board Practices Review 2020	ICDM
		15 July 2021	Governance in Audit: Audit's Evolving Role in the New Normal	Institute of Internal Auditor Malaysia & Malaysian Institute of Corporate Governance
		21 July 2021	Journey to the Boardroom: Actionable Practice for Women to Transition to the Next Level	CPA Australia
		28 July 2021	Thought hUb: Building Economy by Plystudio Architects (Victor Lee & Jacqueline Yeo)	UEM Sunrise
		12 August 2021	Masterclass: Digital Disruptions – Winning Strategies for Legacy Companies	ICDM
		18 August 2021	Masterclass – The Effective Board: 3 Integral Components Required for Board Effectiveness & Efficiency	ICDM
		2 September 2021	Digital Series for Boards – Cyberthreats: What Boards Should Know?	ICDM
		3 September 2021	Thought hUb: Integrated Health & Sports Complex – A Destination for Personal Optimisation by Edgar Toral Hernandez	UEM Sunrise

No	Name of Director	Date	List of Training/Conference/Seminar/Workshop Attended	Organiser/Provider
2	Christina Foo (cont'd)	3 September 2021	<ul style="list-style-type: none"> <li>SC Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries</li> <li>Corporate Liability Provision in the MACC Act 2009, Adequate Procedures and the ISO 37001: 2016 Anti Bribery Management System"</li> </ul>	Messrs Raja Darryl & Loh
		22 September 2021	Thought hUb: Confronting the Climate Emergency – The Time is Now by Sir Jonathon Porritt	UEM Sunrise
		24 September 2021	2021 UEM Sunrise's Governance & Risk Conference	UEM Sunrise
		4 to 6 October 2021	Khazanah Megatrends Forum 2021	Khazanah
		28 October 2021	Digital Series for Boards – Data Adoption and AI to Drive Better Business Decisions	ICDM
		11 November 2021	Qualified Risk Director Module: Series 13 – Establishing an Empowered Audit Committee"	Institute of Enterprise Risk Practitioners (IERP)
		18 November 2021	Qualified Risk Director Module: Series 14 – Audit Committee's guide to COSO 2013 and Internal Controls	IERP
		1 December 2021	Digital Series for Boards – Data Privacy Comprehensibility & Trust	ICDM
		6 December 2021	Qualified Risk Director Module: Series 15 – Directors' Guide to Governance, Risk and Compliance	IERP
		6 December 2021	Qualified Risk Director Module: Series 16 – Governance and Enterprise Risk Management, including MCCG 2021 Considerations	IERP
		9 December 2021	Thought hUb: Human Centric Design. Unpacking Complexities and Wicked Problems by Tiah Nan Chyuan, Director, FARM	UEM Sunrise
		10 December 2021	2021 UEM Sunrise's Integrity Day	UEM Sunrise
3	Dato' Mohd Izani Ghani	24 September 2021	2021 UEM Sunrise's Governance & Risk Conference	UEM Sunrise
		4 to 6 October 2021	Khazanah Megatrends Forum 2021	Khazanah
		7 October 2021	Pre-Board Converge: Reshaping the Business Towards a Sustainable Future	UEM Edgenta
		10 December 2021	2021 UEM Sunrise's Integrity Day	UEM Sunrise

No	Name of Director	Date	List of Training/Conference/Seminar/Workshop Attended	Organiser/Provider
4	Zaida Khalida Shaari	18 January 2021	How to be an Effective NED in a Disruptive World	ICDM
		20 April 2021	BNM – FIDE FORUM - MASB Dialogue – “MFRS17 Insurance Contracts: What Every Director Must Know”	MNRB Holdings Berhad (MNRB)
		1 June 2021	MNRB Group Directors’ Training – “Special Presentation on Actuarial Contractual Liabilities for General Takaful Business”	MNRB
		23 June 2021	Integrity & Anti-Corruption Talk in conjunction with World Whistleblowing Day: “The Confession” Tumbuk Rusuk Pengkisahan Dari Tirai Besi	UEM Sunrise
		30 June 2021	MNRB Group Directors’ Training – “Value of New Business (VoNB) and Embedded Value (EV) Concepts”	MNRB
		30 June 2021	Thought hUb: 6 Ideas to Shape the Future of Cities by Professor Jason Pomeroy, Pomeroy Studios	UEM Sunrise
		28 July 2021	Thought hUb: Building Economy by Plystudio Architects (Victor Lee & Jacqueline Yeo)	UEM Sunrise
		24 August 2021	Rethinking Cybersecurity in the New Norm	Securities Industry Development Corporation (SIDC)
		3 September 2021	<ul style="list-style-type: none"> <li>➤ SC Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries</li> <li>➤ Corporate Liability Provision in the MACC Act 2009, Adequate Procedures and the ISO 37001: 2016 Anti Bribery Management System</li> </ul>	Messrs Raja Darryl & Loh
		24 September 2021	2021 UEM Sunrise’s Governance & Risk Conference	UEM Sunrise
		4 to 6 October 2021	Khazanah Megatrends Forum 2021	Khazanah
		28 October 2021	Digital Series for Board – Data Adoption and AI to Drive Better Business Decisions	ICDM
		9 December 2021	Thought hUb: Human Centric Design. Unpacking Complexities and Wicked Problems by Tiah Nan Chyuan, Director, FARM	UEM Sunrise
		6, 7, 10, 13 & 14 December 2021	Yayasan Hasanah Capacity Building: Impact Media Training with The Fourth	Yayasan Hasanah

No	Name of Director	Date	List of Training/Conference/Seminar/Workshop Attended	Organiser/Provider
4	Zaida Khalida Shaari (cont'd)	10 December 2021	2021 UEM Sunrise's Integrity Day	UEM Sunrise
5	Effizal Faiz Zulkifly	10 February 2021	Leading through crisis and uncertainty, a session by Azran Osman-Rani and Dr Tiffanie Ong	Khazanah
		14 April 2021	General Atlantic Virtual Investor Summit	General Atlantic
		30 June 2021	Thought hUb: 6 Ideas to Shape the Future of Cities by Professor Jason Pomeroy, Pomeroy Studio	UEM Sunrise
		28 July 2021	Thought hUb: Building Economy by Plystudio Architects (Victor Lee & Jacqueline Yeo)	UEM Sunrise
		9 August 2021	The Quiet Transformation on Governance	Khazanah & Asia KL
		26 August 2021	Nominee Director Training: How To Be An Effective Nominee Director In A Disruptive World	Khazanah
		3 September 2021	<ul style="list-style-type: none"> <li>➤ SC Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries</li> <li>➤ Corporate Liability Provision in the MACC Act 2009, Adequate Procedures and the ISO 37001: 2016 Anti Bribery Management System</li> </ul>	Messrs Raja Darryl & Loh
		6 September 2021	Nominee Director Training: Stakeholder Voice in the Boardroom	Khazanah
		16 to 18 September 2021	Small/ Mid-Cap & Growth Conference 2021	Citigroup
		24 September 2021	2021 UEM Sunrise's Governance & Risk Conference	UEM Sunrise
		4 to 6 October 2021	Khazanah Megatrends Forum 2021	Khazanah
		25 October to 19 December 2021	Inspirational Leadership - IMD	IMD
		23 November 2021	Turbocharging Singapore Tech Forum 2021	Citigroup
		9 December 2021	Thought hUb: Human Centric Design. Unpacking Complexities and Wicked Problems by Tiah Nan Chyuan, Director, FARM	UEM Sunrise
		10 December 2021	2021 UEM Sunrise's Integrity Day	UEM Sunrise

No	Name of Director	Date	List of Training/Conference/Seminar/Workshop Attended	Organiser/Provider
6	Chari T.V. Thirumala	18 January 2021	How to be an Effective NED in a Disruptive World	ICDM
		18 to 20 January 2021	Mandatory Accreditation Programme for Directors of Public Listed Companies	Asia School of Business
		22 March 2021	ICDM PowerTalk Series 2021 – Collaboration in the Boardroom: Behaviour and Relationships	ICDM
		23 March 2021	ICDM PowerTalk Series 2021 – PowerX: Building the Mindsets of Tomorrow	ICDM
		25 March 2021	ICDM PowerTalk Series 2021 – Accelerated Digital Transformation of Legacy Companies	ICDM
		27 May 2021	The Connected Cities Conference	KPMG
		23 June 2021	Integrity & Anti-Corruption Talk in conjunction with World Whistleblowing Day: “The Confession” Tumbuk Rusuk Pengkisahan Dari Tirai Besi	UEM Sunrise
		30 June 2021	Thought hUb: 6 Ideas to Shape the Future of Cities by Professor Jason Pomeroy, Pomeroy Studios	UEM Sunrise
		28 July 2021	Thought hUb: Building Economy by Plystudio Architects (Victor Lee & Jacqueline Yeo)	UEM Sunrise
		2 September 2021	Digital Series for Boards – Cyberthreats: What Boards Should Know?	ICDM
		3 September 2021	Thought hUb: Integrated Health & Sports Complex – A Destination for Personal Optimisation by Edgar Toral Hernandez	UEM Sunrise
		3 September 2021	<ul style="list-style-type: none"> <li>➤ SC Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries</li> <li>➤ Corporate Liability Provision in the MACC Act 2009, Adequate Procedures and the ISO 37001: 2016 Anti Bribery Management System</li> </ul>	Messrs Raja Darryl & Loh
		22 September 2021	Thought hUb: Confronting the Climate Emergency – The Time is Now by Sir Jonathon Porritt	UEM Sunrise
		24 September 2021	2021 UEM Sunrise’s Governance & Risk Conference	UEM Sunrise
		4 to 6 October 2021	Khazanah Megatrends Forum 2021	Khazanah

No	Name of Director	Date	List of Training/Conference/Seminar/Workshop Attended	Organiser/Provider
6	Chari T.V. Thirumala (cont'd)	28 October 2021	Digital Series for Boards – Data Adoption and AI to Drive Better Business Decisions	ICDM
		9 December 2021	Thought hUb: Human Centric Design. Unpacking Complexities and Wicked Problems by Tiah Nan Chyuan, Director, FARM	UEM Sunrise
		10 December 2021	2021 UEM Sunrise's Integrity Day	UEM Sunrise
7	Poh Ying Loo	6 January 2021	Enterprise Governance Program	IERP
		18 January 2021	How to be an Effective NED in a Disruptive World	ICDM
		21 & 22 January 2021	Key Disclosure Obligations of a Listed Company-Financial Reporting	CKM Advisory Sdn Bhd
		4 & 5 February 2021	Conduct of Directors & Common Pitfalls in Listing Requirements	CKM Advisory Sdn Bhd
		23 February 2021	Tax issues and law relating to property developers, JMB/MC and investors	CPA Australia
		3 March 2021	Reimagine Finance – Transform your finance organisation with intelligent workflow	IBM Malaysia Sdn Bhd
		3 March 2021	CEO engagement on the relevance of science based target	ICDM
		11 March 2021	Managing Human Rights : Why is it important to Organisation?	KPMG
		25 March 2021	ICDM PowerTalk Series 2021: Accelerated Digital Transformation of Legacy Companies	ICDM
		30 March 2021	MIA Webinar Series – Cybersecurity Attack and Mitigation Measures	MIA
		6 April 2021	Blockchain Technology to Prevent Corruption In Covid-19 Response: How Can It Help Overcome Risks?	MIA
		9 April 2021	Sustainable Finance: Making better financial decisions	KPMG
		23 June 2021	Integrity & Anti-Corruption Talk in conjunction with World Whistleblowing Day: "The Confession" Tumbuk Rusuk Pengkisahan Dari Tirai Besi	UEM Sunrise
		30 June 2021	Thought hUb: 6 Ideas to Shape the Future of Cities by Professor Jason Pomeroy, Pomeroy Studios	UEM Sunrise

No	Name of Director	Date	List of Training/Conference/Seminar/Workshop Attended	Organiser/Provider
7	Poh Ying Loo (cont'd)	16 August 2021	Integrated Reporting (IR) – A Vision for Better Corporate Reporting Workshop 1: Introduction to IR	MIA
		2 September 2021	Digital Series for Boards – Cyberthreats: What Boards Should Know?	ICDM
		3 September 2021	<ul style="list-style-type: none"> <li>➤ SC Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries</li> <li>➤ Corporate Liability Provision in the MACC Act 2009, Adequate Procedures and the ISO 37001: 2016 Anti Bribery Management System</li> </ul>	Messrs Raja Darryl & Loh
		22 September 2021	Thought hUb: Confronting the Climate Emergency – The Time is Now by Sir Jonathon Porritt	UEM Sunrise
		23 September 2021	Qualified Risk Director Module: Series 17 - Directors' Guide To ESG	IERP
		24 September 2021	2021 UEM Sunrise's Governance & Risk Conference	UEM Sunrise
		4 to 6 October 2021	Khazanah Megatrends Forum 2021	Khazanah
		28 October 2021	Digital Series for Boards – Data Adoption and AI to Drive Better Business Decisions	ICDM
		10 December 2021	2021 UEM Sunrise's Integrity Day	UEM Sunrise
		16 December 2021	Cyber Security Risk Management	IERP
8	Datin Sri Badrunnisa Mohd Yasin Khan	30 June 2021	Thought hUb: 6 Ideas to Shape the Future of Cities by Professor Jason Pomeroy, Pomeroy Studios	UEM Sunrise
		8 July 2021	Launch of Malaysian Board Practices Review 2020	ICDM
		28 July 2021	Thought hUb: Building Economy by Plystudio Architects (Victor Lee & Jacqueline Yeo)	UEM Sunrise
		29 & 30 July 2021	Nominating and Remuneration Committees: Beyond Box-Ticking and Enhancing Effectiveness	Asia School of Business
		2 September 2021	Digital Series for Boards – Cyberthreats: What Boards Should Know?	ICDM
		3 September 2021	Thought hUb: Integrated Health & Sports Complex – A Destination for Personal Optimisation by Edgar Toral Hernandez	UEM Sunrise

No	Name of Director	Date	List of Training/Conference/Seminar/Workshop Attended	Organiser/Provider
8	Datin Sri Badrunnisa Mohd Yasin Khan (cont'd)	3 September 2021	<ul style="list-style-type: none"> <li>➤ SC Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries</li> <li>➤ Corporate Liability Provision in the MACC Act 2009, Adequate Procedures and the ISO 37001: 2016 Anti Bribery Management System</li> </ul>	Messrs Raja Darryl & Loh
		6 to 8 September 2021	Mandatory Accreditation Programme for Directors of Public Listed Companies	Asia School of Business
		22 September 2021	Thought hUb: Confronting the Climate Emergency – The Time is Now by Sir Jonathon Porritt	UEM Sunrise
		22 & 23 September 2021	Business Foresight Forum 2021 – Transformative Innovation Reshaping Business Realities in Extraordinary Times	SIDC
		24 September 2021	2021 UEM Sunrise's Governance & Risk Conference	UEM Sunrise
		4 to 6 October 2021	Khazanah Megatrends Forum 2021	Khazanah
		28 October 2021	Digital Series for Boards – Data Adoption and AI to Drive Better Business Decisions	ICDM
		11 November 2021	Digital Series for Boards – Defining Future of Work for Boards	ICDM
		10 December 2021	2021 UEM Sunrise's Integrity Day	UEM Sunrise
9	Alex Yeow Wai Siaw	3 September 2021	<ul style="list-style-type: none"> <li>➤ SC Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries</li> <li>➤ Corporate Liability Provision in the MACC Act 2009, Adequate Procedures and the ISO 37001: 2016 Anti Bribery Management System</li> </ul>	Messrs Raja Darryl & Loh
		24 September 2021	2021 UEM Sunrise's Governance & Risk Conference	UEM Sunrise
		4 to 6 October 2021	Khazanah Megatrends Forum 2021	Khazanah
		10 December 2021	2021 UEM Sunrise's Integrity Day	UEM Sunrise

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

(1) Audit Committee

The Audit Committee was established on 15 September 2008 to assist the Board in its oversight of the Company's financial statements and reporting in fulfilling its fiduciary responsibilities



	<p>relating to internal controls, financial and accounting records and policies as well as financial and non-financial reporting practices of the Group. It also reviews the adequacy and integrity of the Group's internal control systems and management information systems, related party transactions and conflict of interest situations that may arise within the Group, including compliance with applicable laws, rules, directives and guidelines through the Internal Audit function.</p> <p>(2) <u>Nominations &amp; Remuneration Committee</u>  The Nominations &amp; Remuneration Committee was established on 26 September 2008 to assist the Board in the nomination of new Directors and Senior Management, assessing the effectiveness of the Board and its Committees and recommending remuneration packages and assessing the performance of CEO and/or Executive Director(s) and Senior Management.</p> <p>(3) <u>Board Tender Committee</u>  The Board Tender Committee was established on 1 March 2009. The functions and responsibilities of the Board Tender Committee pertain to the project tender related matters which are in line with the Group's DAL requirements.</p> <p>(4) <u>Board Development Committee</u>  The Board Development Committee was established on 9 August 2017. The Board Development Committee's primary function is to oversee the investment and development planning for all projects and provide strategic direction and guidance concerning investment, development and/or project matters.</p> <p>(5) <u>Board Governance &amp; Risk Committee</u>  The Board Governance &amp; Risk Committee was established on 1 August 2017 as 'Board Risk Committee' to take over the risk oversight role previously undertaken by the Audit Committee. Following the delegation of governance and compliance purview by the Board on 1 June 2018, the Committee was renamed as 'Board Risk &amp; Governance Committee'. Subsequently on 28 November 2018, the Committee was renamed as 'Board Governance &amp; Risk Committee' in view of its expanded role on governance review matters. The Committee assists the Board in overseeing the Group's adherence to governance and anti-corruption compliance matters and to make the necessary recommendations regarding risk, governance, anti-corruption compliance and sustainability matters in alignment to the Group's long-term strategy. In respect of risk management, the Committee assists the Board in ensuring a sound, robust Risk Management Framework and overseeing the implementation of appropriate systems and processes to enhance the Group's corporate governance practices with focus on key risk areas and its mitigations. The Committee also oversees the formulation of a strong governance, ethical and integrity culture within the Group and provides oversight on the Group's integrity, governance and anti-corruption initiatives, including whistleblowing</p>
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	<p>management, in line with Section 17A of the MACC Act 2009 (Amendment 2018). The Committee assumes the whistleblowing management and oversight role from 1 April 2021 following the dissolution of the Whistleblowing Committee, a subcommittee of Board Governance &amp; Risk Committee. The Committee provides avenue which allow individuals to raise concerns in confidence and without the risk of reprisal, and enables legitimate concerns to be objectively addressed.</p> <p>(6) <u>Whistleblowing Committee – Dissolved on 1 April 2021</u>  The Whistleblowing Committee was established on 22 March 2018 as a subcommittee of the Board Governance &amp; Risk Committee to provide avenues for legitimate concerns to be objectively investigated and addressed whereby individuals will be able to raise concern about suspected illegal, unethical or questionable practices in confidence and without the risk of reprisal. On 24 March 2021, the Board approved for the Whistleblowing Committee to be collapsed and that whistleblowing complaints be directed to the Board Governance &amp; Risk Committee effective from 1 April 2021.</p> <p>These Committees have the authority to examine particular issues and report to the Board on their proceedings and deliberations together with their recommendations as well as approval authority for matters specifically delegated by the Board to the Board Committees as provided in the DAL. However, the ultimate responsibility for the final decision on all matters rests with the Board.</p> <p>The revised Terms of Reference for all Board Committees were approved by the Board on 10 September 2021 and 3 November 2021 to include anti-corruption related oversight responsibilities and alignment with the MCCG and the current practices. In addition, the revision to the Terms of Reference for Board Governance &amp; Risk Committee also includes the whistleblowing oversight function and management of whistleblowing case received, given that the Board Governance &amp; Risk Committee assumed the functions of Whistleblowing Committee, which has been dissolved on 1 April 2021.</p> <p>The Board Charter as well as the Terms of Reference for Board Committees are available for reference at the Company's website at <a href="http://www.uemsunrise.com/corporate/investor-relations/corporate-governance">www.uemsunrise.com/corporate/investor-relations/corporate-governance</a>.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

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

### Practice 3.1

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(1) The conduct of Board and employees is also governed by the revised Code of Conduct, approved by the Board on 26 November 2019, and is aligned with the Company's vision, mission and values. The Code covers the workplace, regulations as well as working with external stakeholders. It includes clear guidance on work culture, disclosure of conflict of interests, fair competition in marketplace, maintaining confidentiality, no gifts policy and practices regarding entertainment. Signage of "No Gift Policy" is also placed at the reception area for the information of all visitors to the Company's offices. The Code of Conduct is placed in the Employee Handbook as well as in the Company's Intranet web portal for reference by the employees and also the Company's website <a href="http://www.uemsunrise.com/corporate/investor-relations/corporate-governance">www.uemsunrise.com/corporate/investor-relations/corporate-governance</a>.</p> <p>The Directors and employees are expected to behave ethically and professionally at all times and protect and promote the reputation and performance of the Company. The Group communicates its Code of Conduct to all Directors and employees upon their appointment or employment. These expectations are further reinforced during the regular townhalls which are helmed by the CEO.</p> <p>Guided by the Company's Conflict of Interest policy, UEM Sunrise's Board and employees of the Group submit their conflict of interests' declaration upon joining the Group, as and when a potential conflict arises and subsequently on an annual basis, as required under the Code of Conduct of UEM Sunrise.</p> <p>On 29 March 2022, the Board has formalised a Gifts &amp; Hospitality Policy and approved the revised Conflict of Interest Policy in line with the MACC Guidelines on Adequate Procedures and ISO37001:2016 Anti-Bribery Management System requirements.</p>

	<p>(2) Directors and employees of the Group who have access to price-sensitive information relating to the Company's listed securities or of other listed issuers which are not available to the public must not deal in such listed securities in line with the Capital Markets and Services Act 2007 which prohibits insider trading.</p> <p>Directors and employees of the Group who do not have access to price-sensitive information mentioned above can deal in the securities of the Company provided that the procedures set out in the Listing Requirements are strictly adhered to.</p> <p>Notices on the closed period for trading in the Company's listed securities are sent to Directors and principal officers on a quarterly basis specifying the timeframe during which the Directors and principal officers are prohibited from dealing in the Company's securities and to comply with relevant requirements governing their trading in securities during closed period.</p> <p>The Board and principal officers are also reminded not to deal in the Company's securities when price sensitive information is shared with them on any proposed transactions presented to them.</p> <p>(3) Directors are required to declare their respective interest in the securities of the Company and its related companies and their interests in contracts or proposed contracts with the Company or any of its related companies. The Directors concerned shall abstain from deliberating and voting in relation to these transactions.</p> <p>(4) An internal compliance framework exists to ensure that the Group meets its obligations under the Listing Requirements including obligations relating to related party transactions. The Board, through the Audit Committee, reviews all related party transactions involved. A Director who has an interest in a transaction must abstain from deliberating and voting on the relevant resolution in respect of such transaction at the Board and at any general meeting convened to consider the matter.</p> <p>(5) In line with UEM Sunrise's commitment to the highest standards of integrity and a zero-tolerance approach to bribery and corruption, the Board approved UEM Sunrise's Integrity and Anti-Corruption Plan (Plan) that outlines the overall elements of the Company's integrity and anti-corruption initiatives with measures implemented throughout 2021. To effect the Plan, an Integrity and Governance Unit was established to drive execution of the Group's integrity, governance and anti-corruption initiatives. These initiatives are in line with the Prime Minister's directive and the enforcement of Section 17A of the MACC Act 2009 (Amendment 2018) effective on 1 June 2020 for adequate procedures.</p>
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	<p>The Board on 29 March 2022 adopted the Guidelines on Monitoring of the Plan which outlined the scope, objective, requirements and responsibility.</p> <p>(6) In addition to the existing Code of Conduct and Code of Conduct for Business Partners, UEM Sunrise’s Anti-Corruption Guidelines was approved by the Board in March 2020 to set out the key principles and guidelines in relation to improper solicitation, bribery, other corrupt activities and issues that may arise in the course of business. The Code of Conduct for Business Partners Country Supplement for Australia was approved by the Board on 24 March 2021 and available in project specific websites as well as for any new project launches in Australia.</p> <p>Subsequent to the financial year end, the Board on 29 March 2022 reviewed and approved the revisions the Code of Conduct, Code of Conduct Handbook, Code of Conduct for Business Partners and Anti-Corruption Policy &amp; Procedures in line with the MACC Guidelines on Adequate Procedures and ISO37001:2016 Anti-Bribery Management System requirements, taking into consideration the applicability to UEM Sunrise, as well as good practices of other industry players/organisations.</p> <p>(7) Following the comprehensive Corruption Risk Assessment conducted in 2020 in line with the Guidelines on Adequate Procedures to identify, analyse, assess and prioritise the inbound and outbound corruption risks of the Group, the Company subsequently embarked on a further in-depth Gap Analysis Exercise on Adequate Procedures to assess the gaps and review the anti-corruption policies and procedures to facilitate the closure of the gaps as part of the continual improvement requirement.</p> <p>(8) In conjunction with the International Anti-Corruption Day, the Company held its 2021 UEM Sunrise Integrity Day themed “Integrity – Doing the Right Thing When No One Is Watching” virtually for UEM Sunrise Board and employees on 10 December 2021. UEM Sunrise reaffirmed its commitment to uphold uncompromising integrity and zero-tolerance against all forms of corruption by signing the Corruption-Free Pledge with MACC. The Company also conducted various integrity and anti-corruption awareness initiatives comprising the following:</p> <ul style="list-style-type: none"> <li>➤ UEM Sunrise’s Governance &amp; Risk Conference.</li> <li>➤ UEM Sunrise’s Integrity Month which includes Integrity Video Competition, Integrity Infographic Series and Hati Honest Chat Sessions.</li> <li>➤ Training for Board, Management and Nominee Directors on Section 17A of the MACC Act and Securities Commission Guidelines on Conduct of Directors of Listed Corporations and their Subsidiaries.</li> <li>➤ Integrity and Anti-Corruption Talks.</li> </ul>
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	<ul style="list-style-type: none"> <li>➤ Anti-Corruption E-Learning Programme.</li> <li>➤ Monthly Hi-Integrity newsletters.</li> </ul>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 3.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company is committed to the highest standards of professionalism, honesty, integrity and ethical behaviours in the conduct of its business and operations.</p> <p>The Whistleblowing Framework was enhanced in April 2016 with the establishment of a Whistleblowing Committee, comprising identified senior leaders from UEM Group, and the various reporting channels made available to the employees, third parties engaged by UEM Sunrise or their employees as well as members of the public.</p> <p>On 22 March 2018, the Whistleblowing Committee comprising solely Board members, was formed as a subcommittee of the Board Governance &amp; Risk Committee, and took over the whistleblowing process previously undertaken by the Audit Committee.</p> <p>On 24 March 2021, the Board approved for the Whistleblowing Committee to be collapsed and that whistleblowing complaints be directed to the Board Governance &amp; Risk Committee effective from 1 April 2021.</p> <p>The Company has in place a Whistleblowing Policy which provides a secure mechanism for employees of the Company and members of the public to report instances of unethical behaviour, actual or suspected fraud, abuse, dishonesty or violation of the Company's Code of Conduct. The Whistleblowing Policy was revised in August 2019 in line with the Guidelines on Adequate Procedures, pursuant to Section 17A of the MACC Act 2009 (Amendment 2018).</p> <p>During the year under review, the Whistleblowing Policy and Procedures were reviewed and on 24 November 2021, the Board has approved the revisions to provide clarity and strengthen areas in anonymous reporting, whistleblower protection and investigation procedures.</p> <p>UEM Sunrise Whistleblowing Management System was implemented in 2019 and further enhanced in 2020. The system includes online reporting channels, case management and documentation that allow</p>



	<p>the whistleblower to disclose any improper conduct either through the online Secured Postbox or Direct Message to the Board Governance &amp; Risk Committee Chairman.</p> <p>All disclosures are to be channelled in accordance with the procedures outlined in the Whistleblowing Policy. Disclosure should be factual and not speculative. Information provided should be specific to allow for proper assessment of the nature and extent of the concern. Anonymous reporting can be undertaken via the respective channels. All reports are taken seriously by UEM Sunrise. However, in the event that there is a lack of material evidence, UEM Sunrise reserves the right to close the case. With this in mind, UEM Sunrise encourages the whistleblower to disclose his/her identity to enable further information gathering and/or clarification with regard to the disclosure made; accord the necessary protection to the whistleblower; and notification of the outcome of the investigation on the disclosure where it relates to the disclosing party if deemed necessary. The Group takes whistleblowing very seriously and will protect the person making a report to the maximum extent possible, within the Group's ability and control. The identity of a good faith whistleblower will be kept confidential to the fullest extent possible and as required under applicable laws.</p> <p>The Company's Whistleblowing Policy and Procedures are available on the Company's website at <a href="http://whistleblower.uemsunrise.com">whistleblower.uemsunrise.com</a>.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.1

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

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is collectively responsible to ensure long-term success of the Company and the delivery of durable and sustainable value to its stakeholders. This is done by way of acknowledging that a robust corporate governance framework coupled with the integration of sustainability considerations in corporate strategy are vital to the success of the Company.</p> <p>Directors are presented with the sustainability strategic plan for deliberation and onward implementation by Senior Management. The strategic plan explains the Company's sustainability goals and the accompanying ESG metrics and targets for deliberation and approval by Board.</p> <p>Sustainability criteria is incorporated in design and project development implementation with Board providing the strategic guidance and oversight to ensure effective adoption. This is in line with the Company's Board Charter that stipulates the Board assumes the 'overall responsibility of directing and supervising the business and affairs of the Group' which include on matter pertaining to Sustainability and Stakeholders' Communication.</p> <p>The Sustainability Department is, at management level, responsible for the communication of the Company's sustainability strategic plan to Board for alignment, approval and implementation company wide. A three (3) phase sustainability goal setting was presented to and acknowledged by the Board Governance &amp; Risk Committee in November 2021 with the first ambition aiming at making the Company the Builder of Low Carbon Future by 2030. This first ambition is governed by four (4) Key Pillars and five (5) Strategic Enablers as follows:</p> <p>Key Pillars: (a) Liveability, (b) Affordability, (c) Sustainability, (d) Resilience</p>

	<p>Strategic Enablers: (1) Digital &amp; Innovation, (2) Talent &amp; Knowledge, (3) Stakeholder Engagement, (4) Strategic Partnership, (5) Value-proof</p> <p>The Guiding Principle, an extended narrative which further elaborate the key features, context and provide conceptual examples of the pillars and enablers respectively was prepared as a guide for the Senior Management and respective business units to align all departmental initiatives with the Company's sustainability agenda.</p>	
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p><u>Sustainability Governance</u></p> <p>The Board Governance &amp; Risk Committee is responsible to assist the Board to review and provide oversight to ensure alignment with the Group's business strategy through effective management of significant and material economic, environment and social matters impacting the principal business of the Group.</p> <p>The Board Governance &amp; Risk Committee is also responsible to assist the Board in setting the Company's sustainability strategies, priorities and targets for the Board's consideration when it oversees the planning, performance and long-term strategy of the Company, to ensure the Company remains resilient and is able to deliver durable and sustainable value as well as maintain the confidence of its stakeholders.</p> <p><u>Sustainability operationalisation</u></p> <p>The Sustainability Department has established the first UEM Sunrise Sustainability Blueprint 1.0 (the Blueprint) which is a high-level strategy of UEM Sunrise sustainability agenda. The Blueprint sets clear pathways which include strategies, priorities and goals. The Group is geared to prioritise on four (4) pillars of areas including liveability, affordability, sustainability and resilience. These pillars are supported by five (5) strategic enablers including digital and innovation, talent and knowledge, stakeholder engagement, strategic partnership and value proof. These strategic pillars and enablers are aimed to drive UEM Sunrise towards achieving carbon neutrality ambition by 2050. To achieve this long-term goal, UEM Sunrise has developed our short term goal (building a low carbon future by 2030), mid-term goal (to achieve Ambition ZERO by 2040) and to achieve net zero carbon emission by 2050.</p> <p>Materiality assessment is conducted to identify material ESG aspects that are contributing to high impacts to our business risks. The material assessment is a time-base exercise and it is being reviewed periodically to ensure its relevance and validity. From the materiality assessment result, specific ESG metrics were identified for target setting.</p>

	A stakeholder management strategy is to be applied when it comes to internal and external communication on sustainability. A strategic sustainability communication plan (Plan) is established to drive internal communication to all levels of employees with the objective to ensure unified understanding of the organisational aspiration on sustainability. The Plan is designed to cater for all levels of internal stakeholders with specific mode of communication platforms to outreach to different groups of employees. As for the external stakeholders, the communication will be focusing on our vendors, customers and regulators with a common targeted communication objective which is to create value proposition to our sustainable brand.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In promoting continuous learning and upskilling of its employees, the Company has introduced a lecture series known as 'Thought hUb' where prominent figures of varying expertise related to the real estate industry are invited to share their experience and knowledge in an one (1) hour webinar. In the spirit of promoting better understanding of Sustainability, the Sustainability Department together with the Learning and Development Department organised two (2) webinars related to Sustainability.</p> <p>The first webinar on Sustainability was held in September 2021, with Sir Jonathon Porritt, a renowned expert on Sustainability who previously held office as an Independent Sustainability Advisor to Sime Darby Plantation Berhad while the second, held in February 2022 was presented by Ir. Dr. Cary Chan, an Executive Director of the Hong Kong Green Building Council, who has been appointed by the Hong Kong government to catalyse the adoption of Sustainability in the real estate industry in the country. Besides employees, both lecture series were attended by Board members as well as retired Board members. The title of both webinars are:</p> <ul style="list-style-type: none"><li>➤ Sir Jonathon Porritt: 'Confronting the Climate Emergency: The Time is Now'</li><li>➤ Ir. Dr. Cary Chan: 'Readiness of the building sector on carbon neutrality within Asia Pacific and the experience of Hong Kong on Advancing Net Zero'</li></ul> <p>The Board members was regularly updated on the Company's Sustainability initiatives via the Quarterly Management Report tabled at Board meetings. The CEO is furnished with latest update on Sustainability initiatives currently being implemented company wide such as the Sustainability blueprint syndication progress and the establishment of Sustainability communication plan, to be conveyed to the Board.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 4.4

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>UEM Sunrise's Corporate Scorecard was developed to ensure alignment and effective implementation of strategies under the UEM Sunrise 2025 Strategic and the three-pronged strategy of Triage, Stabilise and Sustain. Targets with respect to Sustainability initiatives are embedded in the KPI of the respective Divisions and Departments.</p> <p>The topic of Board Sustainability matters is one of the 10 key effectiveness parameters set out in the Board &amp; Directors Effectiveness Evaluation for financial year 2021 conducted by an external independent consultant. Based on the assessment from the input and perspectives of Directors and C-suites, it was found that the Company is actively looking at incorporating Sustainability elements into its operations e.g. designing sustainability features in buildings and has appointed a dedicated Sustainability champion within Management to take the lead to shape UEM Sunrise's sustainability strategy and agenda, in collaboration with the Management team members. It was recommended that the Company enhances the progress of the achievement of Sustainability targets in the performance evaluation of Board and Senior Management.</p> <p>For 2022, ESG metrics and targets have been proposed to Management for consideration for top-down cascading exercise with the intent to ensure a direct link between performance evaluation and ESG management.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



### Intended Outcome

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

### Practice 4.5- Step Up

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

<i>Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.</i>	
<b>Application</b>	: Adopted
<b>Explanation on adoption of the practice</b>	<p>The Sustainability Department was established in January 2020 which was placed under the then Managing Director's Office &amp; Regulatory unit. Pursuant to a restructuring in the organisation chart in October 2020, Sustainability Department was placed under the Corporate Communications &amp; Branding unit. In both setups, the scope of the Sustainability team remains focused on reporting.</p> <p>In July 2021, the Company has set up a dedicated Sustainability Department which comprises the Quality Assurance, Health, Safety and Environment (QASHE) unit and the existing Sustainability team. This is to ensure a more comprehensive approach is given to the adoption and implementation of Sustainability company wide. Both the QASHE and Sustainability units report directly to the Head, Sustainability who is responsible to orchestrate the Company's Sustainability agenda both internally and externally.</p> <p>The Head, Sustainability, Puan Sarimah Talib joined the Company on 2 August 2021. She reports directly to the CEO and takes the lead to share UEM Sunrise's Sustainability strategy and agenda, in collaboration with the Management team members. Head, Sustainability has deep expertise in sustainable development and will accelerate UEM Sunrise's progress in developing a distinctive product offering and community building plans.</p> <p>Among the roles of the Head, Sustainability, the main role is to oversee the overall mission and orchestrate the execution of the Sustainability agenda, quality assurance and occupational, safety and health functions company wide, and not limited to the following:</p> <ol style="list-style-type: none"><li>1. Assess and analyse the organisation policies to identify areas for improvements in organisations commitments to sustainability, quality assurance and occupational, safety and health.</li><li>2. Lead research to identify, recommend and implement sustainable organisational policies and best ESG practices.</li><li>3. Consider sustainability, quality assurance and occupational, safety and health proposals with attention to factors such as cost</li></ol>

effectiveness, feasibility and ease of integration with other programmes.

4. Develop creative ways in which the organisation can balance business obligations with the goal of supporting and improving the local and international businesses.
5. Propose and implement strategies to address ESG concerns including energy use, conservation, reduction of pollution, building design and general education of Sustainability.
6. Evaluate efficacy of Sustainability programs, recommend and implement improvements as necessary.
7. Ensure the organisation's compliance with all state and federal laws and regulations.

The Sustainability governance model and Department organisation chart is illustrated below:



### Intended Outcome

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

### Practice 5.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Nominations &amp; Remuneration Committee is to assist the Board in the nomination of new Directors and Senior Management, assessing the effectiveness of the Board and its Committees and recommending remuneration packages and assessing the performance of CEO and/or Executive Director(s) and Senior Management, in accordance with the Terms of Reference of Nominations &amp; Remuneration Committee.</p> <p>In respect to the appointment of Directors, the Board is mindful that for it to be effective, its composition must include the right group of people, with an appropriate mix of skills, knowledge, experience and independence that fit the Company's objectives and strategic goals. Since 2017, the Board adopted the policy to limit the tenure of Independent Directors to nine (9) years. Upon the completion of the nine (9) years, the Independent Director may continue to serve on the Board subject to the Director's re-designation as a Non-Independent Director.</p> <p>The Nominations &amp; Remuneration Committee has a pool of potential directors established for its reference in the appointment process, which is updated from time to time based on the contribution by the Board members, shareholders, Management as well as from various external sources.</p> <p>In February 2021, the Nominations &amp; Remuneration Committee undertook a high-level review of the Board Committee to ensure fair distribution and sharing of duties by the Directors, number and size of the Committees as well as enhance the Board governance and structure.</p> <p>The Nominations &amp; Remuneration Committee had, in March 2021, reviewed the process for a Board refresh for the appointment of new Independent Non-Executive Directors following the intimation from all three (3) Independent Non-Executive Directors due for re-election by rotation as named below that they did not wish to seek for re-election at the 13<sup>th</sup> AGM in June 2021:</p> <ul style="list-style-type: none"><li>➤ Tan Sri Dr. Azmil Khalili Dato' Khalid</li><li>➤ Ungku Suseelawati Ungku Omar</li></ul>

➤ Datin Teh Ija Mohd Jalil

The appointment process is summarised below:

1. The Nominations & Remuneration Committee shall review the existing Board composition such as the optimum size and diversity in terms of gender (i.e. to meet the Board policy on gender diversity for 30% women Directors), race/ethnicity, age and mix of skills/experience in line with the strategic direction of the Company.

The Board viewed that diversity in Board composition is important to facilitate the making of informed and critical decisions. A high-performance Board should comprise directors with a wide variety of backgrounds, experiences and skills.

2. The Nominations & Remuneration Committee shall determine if there is any gap in the Board composition and identify the selection criteria for the new Independent Non-Executive Directors with the view to close the gap (if any) and to strengthen the Board composition with reference to the strategic direction of the Company.
3. Upon the Board's approval of the selection criteria for the new appointment(s), the Nominations & Remuneration Committee shall source for potential candidates based on the selection criteria.
4. The Nominations & Remuneration Committee shall review the refreshed pool of potential candidates with reference to the selection criteria to identify suitable candidates and shortlist them for further review or engagement.
5. The Nominations & Remuneration Committee shall recommend to the Board its proposed candidate for appointment to the Board, for the Board's decision.

In June 2021, the Nominations & Remuneration Committee conducted an analysis of the Board Skills Matrix based on the Board composition after the 13<sup>th</sup> AGM, to determine the skills gaps that may be needed to be filled. In this review exercise, the Nominations & Remuneration Committee considered the desired skill sets and experience for the Board as well as the appointment of new Independent Non-Executive Director(s) to complement and further strengthen the current Board with reference to the objectives, strategic direction and emerging challenges faced by the Group and be supportive to Management in realising UEM Sunrise 2025 Strategy.

Pursuant to Article 93 of the Company's Constitution, one-third of the Directors of the Company for the time being shall retire from office once at least in each 3 years but shall be eligible for re-election. The Nominations & Remuneration Committee reviewed the schedule of retirement by rotation and the Director's eligibility to stand for re-

	<p>election, taking into account their tenure of service in accordance with the policy that the Company shall not retain an Independent Director for a period of more than 9 years and their contribution to the Company.</p> <p>In this respect, all the Independent Non-Executive Directors have served the Board for less than 9 years as at 31 December 2021.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.2

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

<b>Application</b>	:	Applied																														
<b>Explanation on application of the practice</b>	:	<p>The Board is chaired by Non-Independent Non-Executive Chairman. Its composition comprises a majority of Independent Non-Executive Directors, who account for more than half of the members to ensure a balance of power and authority within the Board.</p> <p>As at 31 December 2021, the Board consisted of nine (9) members comprising the Non-Independent Non-Executive Chairman, three (3) Non-Independent Non-Executive Directors, the Senior Independent Non-Executive Director and four (4) Independent Non-Executive Directors, as follows:</p> <table><tr><th>No.</th><th>Name</th><th>Directorate</th></tr><tr><td>1.</td><td>Dato' Noorazman Abd Aziz</td><td>Non-Independent Non-Executive Chairman</td></tr><tr><td>2.</td><td>Christina Foo (redesignated as Senior Independent Non-Executive Director on 21 June 2021)</td><td>Senior Independent Non-Executive Director</td></tr><tr><td>3.</td><td>Dato' Mohd Izani Ghani</td><td>Non-Independent Non-Executive Director</td></tr><tr><td>4.</td><td>Zaida Khalida Shaari</td><td>Non-Independent Non-Executive Director</td></tr><tr><td>5.</td><td>Effizal Faiz Zulkifly</td><td>Non-Independent Non-Executive Director</td></tr><tr><td>6.</td><td>Chari T.V. Thirumala</td><td>Independent Non-Executive Director</td></tr><tr><td>7.</td><td>Poh Ying Loo</td><td>Independent Non-Executive Director</td></tr><tr><td>8.</td><td>Datin Sri Badrunnisa Mohd Yasin Khan (appointed on 21 June 2021)</td><td>Independent Non-Executive Director</td></tr><tr><td>9.</td><td>Alex Yeow Wai Siaw (appointed on 21 June 2021)</td><td>Independent Non-Executive Director</td></tr></table> <p>The composition of the Board complied with the Listing Requirements where at least two (2) Directors or one-third of the Board, whichever is the higher, must comprise Independent Directors. As at the end of the financial year, 56% of the Board comprised Independent Directors.</p>	No.	Name	Directorate	1.	Dato' Noorazman Abd Aziz	Non-Independent Non-Executive Chairman	2.	Christina Foo (redesignated as Senior Independent Non-Executive Director on 21 June 2021)	Senior Independent Non-Executive Director	3.	Dato' Mohd Izani Ghani	Non-Independent Non-Executive Director	4.	Zaida Khalida Shaari	Non-Independent Non-Executive Director	5.	Effizal Faiz Zulkifly	Non-Independent Non-Executive Director	6.	Chari T.V. Thirumala	Independent Non-Executive Director	7.	Poh Ying Loo	Independent Non-Executive Director	8.	Datin Sri Badrunnisa Mohd Yasin Khan (appointed on 21 June 2021)	Independent Non-Executive Director	9.	Alex Yeow Wai Siaw (appointed on 21 June 2021)	Independent Non-Executive Director
No.	Name	Directorate																														
1.	Dato' Noorazman Abd Aziz	Non-Independent Non-Executive Chairman																														
2.	Christina Foo (redesignated as Senior Independent Non-Executive Director on 21 June 2021)	Senior Independent Non-Executive Director																														
3.	Dato' Mohd Izani Ghani	Non-Independent Non-Executive Director																														
4.	Zaida Khalida Shaari	Non-Independent Non-Executive Director																														
5.	Effizal Faiz Zulkifly	Non-Independent Non-Executive Director																														
6.	Chari T.V. Thirumala	Independent Non-Executive Director																														
7.	Poh Ying Loo	Independent Non-Executive Director																														
8.	Datin Sri Badrunnisa Mohd Yasin Khan (appointed on 21 June 2021)	Independent Non-Executive Director																														
9.	Alex Yeow Wai Siaw (appointed on 21 June 2021)	Independent Non-Executive Director																														

	<p>In accordance with the Company's Constitution and unless determined by the Company in a general meeting, the number of Directors shall not be less than two (2) or more than fifteen (15).</p> <p>All the Independent Non-Executive Directors met the criteria of independence as prescribed by the Listing Requirements and other independence criteria applied by the Company. The Board confirmed that there had been no transactions, relationship or arrangements that would have impaired the independence or any judgement made by the Board.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.3**

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

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

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



### Intended Outcome

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

### Practice 5.4 - Step Up

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

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.

Application	:	Adopted																		
Explanation on adoption of the practice	:	<p>The Board has a policy for Independent Non-Executive Directors to serve a cumulative term of up to nine (9) years only. Such Directors may continue to serve on the Board provided he/she is re-designated as a Non-Independent Director.</p> <p>The Company shall therefore not retain an Independent Director for a period of more than nine (9) years.</p> <p>The tenure of the Independent Non-Executive Directors as at the financial year ended 31 December 2021, is as follows:</p> <table><tr><th>Independent Non-Executive Directors</th><th>Appointment Date</th><th>Tenure as Independent Director</th></tr><tr><td>Christina Foo</td><td>23 November 2018</td><td>&lt; 4 years</td></tr><tr><td>Chari T.V. Thirumala</td><td>5 November 2020</td><td>&lt; 2years</td></tr><tr><td>Poh Ying Loo</td><td>5 November 2020</td><td>&lt; 2 years</td></tr><tr><td>Datin Sri Badrunnisa Mohd Yasin Khan</td><td>21 June 2021</td><td>&lt; 1 year</td></tr><tr><td>Alex Yeow Wai Siaw</td><td>21 June 2021</td><td>&lt; 1 year</td></tr></table> <p>None of the Independent Directors of the Company has served for a cumulative period of more than nine (9) years during the financial year.</p>	Independent Non-Executive Directors	Appointment Date	Tenure as Independent Director	Christina Foo	23 November 2018	< 4 years	Chari T.V. Thirumala	5 November 2020	< 2years	Poh Ying Loo	5 November 2020	< 2 years	Datin Sri Badrunnisa Mohd Yasin Khan	21 June 2021	< 1 year	Alex Yeow Wai Siaw	21 June 2021	< 1 year
Independent Non-Executive Directors	Appointment Date	Tenure as Independent Director																		
Christina Foo	23 November 2018	< 4 years																		
Chari T.V. Thirumala	5 November 2020	< 2years																		
Poh Ying Loo	5 November 2020	< 2 years																		
Datin Sri Badrunnisa Mohd Yasin Khan	21 June 2021	< 1 year																		
Alex Yeow Wai Siaw	21 June 2021	< 1 year																		

### Intended Outcome

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

### Practice 5.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Nominations &amp; Remuneration Committee is responsible for making recommendations to the Board on the appropriate size and composition of the Board. In discharging its responsibilities, the Nominations &amp; Remuneration Committee has developed certain criteria used in the recruitment process and annual assessment of Directors, including Independent Directors as well as Senior Management.</p> <p>The Board and the Nominations &amp; Remuneration Committee take into account the skills, knowledge, expertise, experience, professionalism, character and integrity, gender, age and ethnicity of the existing Board in seeking potential candidates. The Board is committed to ensuring that its composition not only reflects the diversity as recommended by the MCCG, but also has the right mix of skills and balance to contribute to the achievement of the Company's goals. A Board Skills Matrix has also been developed and used as reference for the Board refresh and succession planning. The detailed criteria in selecting potential candidates for Directors are set out in the Terms of Reference of Nominations &amp; Remuneration Committee which is available at the Company's website.</p> <p>In selecting potential candidates for Senior Management roles, the Board and the Nominations &amp; Remuneration Committee consider candidates who demonstrate, among others, the key competencies and behaviours required at top management level. In addition to technical capabilities, experience and professional qualifications outlined in the job description of the respective position, the leadership competencies of the candidates are also considered vital for senior positions.</p> <p>The Board is committed to providing fair and equal opportunities and nurturing diversity within the Group. The Board will ensure that at least 30% of the Board comprise women Directors and where the composition falls below 30%, the Board will actively work towards meeting this ratio and disclose the action it has or will be taking to achieve the 30% ratio. The Nominations &amp; Remuneration Committee</p>

takes steps to ensure women candidates are sought and considered as part of the recruitment exercise.

During the year 2021, the Nominations & Remuneration Committee was engaged in searches for suitable candidates for nomination as Board members including meeting up with the potential candidates either in person where the situation permits or via video conferencing facilities.

The Nominations & Remuneration Committee has undertaken an assessment of the existing Board Skills Matrix and the following skills/areas were identified to be sought for in new Board candidates:

- (1) Commercial real estate
- (2) Retail and marketing
- (3) Corporate experience with strategic thinking exposure
- (4) Technical, engineering, quality and safety
- (5) Experienced in working with public sector/state level regulators and authorities with strong stakeholder relations/management especially in the state of Selangor and Johor, where UEM Sunrise operates
- (6) Deep understanding of the state dynamics and interests

The procedures for the appointment of new Directors and summary of the age and ethnicity of the Board as at 22 March 2022 are set out in the Corporate Governance Overview Statement in the Company's 2021 Integrated Report.

Key Senior Management's appointment was also made with due regard to diversity in skills, experience, age, cultural background and gender. The key Senior Management of the Company as at 22 March 2022 comprises all Malaysians except 1 Singaporean, with diversity set out in the following table:

Race/Ethnicity	Malay: 8 Chinese: 7 Indian: 3 Others: 1
Age Group	30-39: 1 40-49: 10 50-59: 8
Gender	Male: 10 Female: 9

En Sufian Abdullah was appointed as CEO effective on 2 February 2021. Prior to his appointment, the Nominations & Remuneration Committee was involved and engaged in the search for suitable candidates for CEO position including meeting up with the shortlisted candidates either in person where the situation permits or via video conferencing facilities. The Nominations & Remuneration Committee also engaged an external

	independent consultant to conduct assessment on the shortlisted candidates for CEO position.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.6

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Nominations &amp; Remuneration Committee has a robust process to identify Board candidates through various sources and approach to achieve an objective and successful search.</p> <p>In identifying suitably qualified candidates for appointment of directors, the Nominations &amp; Remuneration Committee considers:</p> <ul style="list-style-type: none"><li>(1) Recommendations from the Board members, CEO, Senior Management and major shareholders;</li><li>(2) External registries of corporate directors; and</li><li>(3) Internal database of potential candidates from among members of the public who are currently in active top management positions and other established personalities.</li></ul> <p>The Nominations &amp; Remuneration Committee determines if there is any gap in the Board composition and identifies the selection criteria for the new Independent Non-Executive Directors based on the Board Skills Matrix, with the view to close the gap (if any) and to strengthen the Board composition with reference to the strategic direction of the Company. Upon the Board's approval of the selection criteria for the new appointments, the Nominations &amp; Remuneration Committee sources for potential candidates based on the agreed selection criteria.</p> <p>After the Nominations &amp; Remuneration Committee provided feedback on their profiles based on the selection criteria and shortlisted the candidates for background checks, the Nominations &amp; Remuneration Committee members hold engagement sessions with the selected candidates which would enable the Nominations &amp; Remuneration Committee to make an appropriate assessment of their background, experience, personality, culture fit and time commitment. The Nominations &amp; Remuneration Committee then recommends the selected candidates to the Board who then approves the candidates to be invited to join the Board.</p>

	<p>In 2021, after sourcing for a pool of candidates with the desired criteria obtained from an Independent Director Registry maintained by the Institute of Corporate Directors Malaysia and through the network of the Directors, the Committee members met with candidates to discuss possibility of appointment to the Board as independent directors and made recommendation to the Board on the appointment of Independent Directors. The NRC selected Mr Alex Yeow Wai Siaw, a director with vast experience in property and real estate and Datin Sri Badrunnisa Mohd Yasin Khan, a director with vast experience in human capital for Board's consideration and approval. Their appointments were effected on 21 June 2021 upon the retirement of the three (3) Independent Non-Executive Directors after the AGM.</p> <p>The Committee also made recommendation for appointment of a nominee representing the major shareholder on the Board of the Company in 2021.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.7

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The profiles of Directors are published in the Integrated Report and on the Company's website. These include their age, gender, nationality, date of appointment, directorships in other companies, working experience and any conflict of interest as well as their shareholdings in UEM Sunrise, if any.</p> <p>Based on the Nominations &amp; Remuneration Committee's review, the performance of the following retiring directors' performance and contribution in discharge of their duties during the assessment period under Board &amp; Directors Effectiveness Evaluation (BDEE) for the financial year 2021 conducted by an external independent consultant have been satisfactory:</p> <ol style="list-style-type: none"><li>1. Dato' Noorazman Abd Aziz</li><li>2. Ms Christina Foo</li><li>3. Pn Zaida Khalida Shaari</li><li>4. Datin Sri Badrunnisa Mohd Yasin Khan</li><li>5. Mr Alex Yeow Wai Siaw</li></ol> <p>The Board, through Nominations &amp; Remuneration Committee, has assessed and was satisfied that Dato' Noorazman Abd Aziz has contributed effectively by leading the Board's deliberations at the meetings and facilitated a conducive environment for healthy debate, including dissenting views, and fresh ideas, and steers towards a good relationship between the Board and Management. He has demonstrated his diligence and commitment as Board Chairman. He brings to the Board more than 37 years of experience in banking and finance, investments and capital markets. He has served as Non-Independent Non-Executive Director/Chairman for 3 years 5 months as at 22 March 2022 since the date of his appointment as Director on 1 October 2018 and subsequent redesignation to Board Chairman on 13 August 2020.</p> <p>The Board, through Nominations &amp; Remuneration Committee, has assessed and was satisfied that Ms Christina Foo has contributed</p>

	<p>effectively to the Board's deliberations. She has demonstrated her diligence and commitment as a capable individual with high integrity who conducts herself in a professional manner, particularly as Audit Committee Chairperson and Senior Independent Director appointed since 14 October 2020 and 21 June 2021 respectively. Her extensive experience as a certified accountant and consultant puts her in good stead to lead the Audit Committee. She has served on the Board for a period of 3 years 4 months as at 22 March 2022 since the date of her appointment as Independent Non-Executive Director on 23 November 2018.</p> <p>The Board, through Nominations &amp; Remuneration Committee, has assessed and was satisfied that Pn Zaida Khalida Shaari has contributed effectively to the Board's deliberations. She has demonstrated her diligence and commitment, as well as good understanding of the Board's activities and the business and is able to leverage on her past experience to contribute positively to deliberations in mitigating risks associated with the business. She has served as Non-Independent Non-Executive Director for 5 years 11 months as at 22 March 2022 since the date of her appointment as Director on 8 April 2016. She brings to the Board the benefits of her extensive experience in corporate finance and legal.</p> <p>The Board, through Nominations &amp; Remuneration Committee, has assessed and was satisfied that Datin Sri Badrunnisa Mohd Yasin Khan has contributed effectively to the Board's deliberations. She has demonstrated her diligence and commitment, particularly as Nominations &amp; Remuneration Committee Chairperson. She brings extensive experience in human capital management to the Board. She has served on the Board for 9 months as at 22 March 2022 since the date of her appointment as Independent Non-Executive Director on 21 June 2021.</p> <p>The Board, through Nominations &amp; Remuneration Committee, has assessed and was satisfied that Mr Alex Yeow Wai Siaw has contributed effectively to the Board's deliberations. He has demonstrated his diligence and commitment, particularly as Board Development Committee member by providing strategic oversight and guidance on an increasing number of projects with a corresponding increase in complexity. He brings significant professional and management experience to the Board, which includes multinational companies, conglomerates and Government Linked Companies as well as his years of extensive experience as both senior management and director in the real estate and property development industries. He has served on the Board for 9 months as at 22 March 2022 since the date of his appointment as Independent Non-Executive Director on 21 June 2021.</p> <p>The above Directors have abstained themselves from deliberation and decision by the Board on their re-election respectively. The Board upon due deliberation, resolved to support and approve the proposed re-election of Dato' Noorazman Abd Aziz, Ms Christina Foo, Pn Zaida</p>
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	<p>Khalida Shaari, Datin Sri Badrunnisa Mohd Yasin Khan and Mr Alex Yeow Wai Siaw to be tabled at the 14<sup>th</sup> AGM of the Company, as recommended by the Nominations &amp; Remuneration Committee.</p> <p>The Directors' details and the Board's statement of support with justifications for re-election of Directors are made available in the Statement Accompanying Notices of AGM.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.8**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Nominations &amp; Remuneration Committee is made up exclusively of Non-Executive Directors with a majority of them being Independent Directors.</p> <p>On 21 June 2021, Ms Christina Foo assumed the chairmanship from Datin Teh Ija Mohd Jalil, who retired at the conclusion of 13<sup>th</sup> AGM.</p> <p>On 1 October 2021, the Nominations &amp; Remuneration Committee was chaired by an Independent Director, Datin Sri Badrunnisa Mohd Yasin Khan, who assumed the chairmanship from Ms Christina Foo, a Senior Independent Director, who was then redesignated as a member.</p> <p>The role of the Senior Independent Director has been enhanced in March 2022 as follows:</p> <ol style="list-style-type: none"> <li>1) act as a sounding board to the Chairman;</li> <li>2) serve as an intermediary for other Directors when necessary;</li> <li>3) act as a point of contact for shareholders and other stakeholders particularly on concerns which cannot be resolved through the normal channels of the Chairman and/or Managing Director and/or Chief Executive Officer;</li> <li>4) provide leadership support and advice to the Board in the event the Board is undergoing a period of stress;</li> <li>5) lead, together with the Chair of the Nominations &amp; Remuneration Committee, the succession planning and appointment of Directors, and oversee the development of a diverse pipeline for board and management succession, including the future Chairman and Managing Director and/or Chief Executive Officer; and</li> <li>6) lead, together with the Chair of the Nominations &amp; Remuneration Committee, the annual review of Board effectiveness together with Nominations &amp; Remuneration Committee, ensuring that the performance of each individual Director and Chairman of the Board are assessed objectively and holistically.</li> </ol>
<b>Explanation for departure</b>	:	

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

<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	As at the end of the financial year 2021, the Board comprised 3 women Directors out of 9 Directors, which represents 33% women Directors. Two (2) of them are Independent Non-Executive Directors and another, a Non-Independent Non-Executive Director.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.10**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board, through the Nominations &amp; Remuneration Committee, will take steps to ensure that women candidates are sought as part of its recruitment exercise. To promote gender diversity and a healthy boardroom dynamism, the Board will ensure that it comprises at least 30% women directors and where the composition falls below 30%, it will actively work towards meeting this ratio and disclose the action it has or will be taking to achieve the 30% ratio.</p> <p>In line with the Malaysian Government's aspirations to champion Board diversity where more women will be appointed to serve at the board level, the Board had on 31 May 2016 adopted the Top Management External Directorships Policy to allow suitably qualified top management personnel to serve on the boards of companies which are not related, directly or indirectly, to UEM Group and its group of companies, subject to the Board's approval. This will also help the top management of the Company to broaden their exposure and personal development.</p> <p>The Board will review the participation of women in senior management to ensure there is a healthy talent pipeline.</p> <p>The Board on 29 March 2022 approved the adoption of UEM Sunrise's Diversity, Equity and Inclusion Policy with the aim to build an organisation that fosters diversity, equity and inclusion by promoting a culture that respects and appreciates differences, advocates equality and encourages individuals to grow and develop to reach their full potential. The Policy applies to all members of the Board and employees of the Group, including those on contract, on secondment, on internships, or anyone directly or indirectly employed by UEM Sunrise Group whether remunerated or otherwise. The Board is committed to ensure sufficient diversity in its composition in line with UEM Sunrise's Diversity, Equity and Inclusion Policy towards an inclusive Board to achieve effective stewardship and management and be able to respond to challenges to maintain UEM Sunrise's competitive advantage. The Policy is published on the Company's website at <a href="http://www.uemsunrise.com/corporate/investor-relations/corporate-governance">www.uemsunrise.com/corporate/investor-relations/corporate-governance</a>.</p>
<b>Explanation for departure</b>	:	

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

## Intended Outcome

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

## Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board conducts an annual evaluation of its activities and performance as prescribed in MCCG, Corporate Governance Guide issued by Bursa Malaysia Berhad and Listing Requirements.</p> <p>During the financial year, the Board has engaged an external independent consultant to facilitate the Board &amp; Directors Effectiveness Evaluation (BDEE) exercise for the financial year ended 31 December 2021.</p> <p>The BDEE assessment covers strategic levels of board assessment that can be used to prioritise key strategic issues and implement actionable plans for greater board effectiveness with attributes encompassing the following ten (10) key effectiveness parameters:</p> <ul style="list-style-type: none"><li>• Board Leadership</li><li>• Board Composition, Skills and Development</li><li>• Board Committees</li><li>• Board Governance, Oversight and Processes</li><li>• Board Agendas, Meetings and Information</li><li>• Board Dynamics and Culture</li><li>• Board and Management Relationship</li><li>• Board Stakeholder/Shareholder Engagement and Investor Relationship</li><li>• Board Sustainability Matters</li><li>• Board Crisis Management Responses</li></ul> <p>Through the BDEE, the consultant facilitated the assessment of the effectiveness of the Board and Directors through a combination of one-to-one confidential interviews with the Directors and CEO, sighting of corporate governance-related documents in confidentiality, online survey and peer reviews via online questionnaires and board-working</p>

	<p>facilitation. To ensure a balanced view on the Board’s performance, 5 C-suites members including the CEO participated in the questionnaires.</p> <p>The draft BDEE results were presented at a working committee named as Sponsorship Committee comprising Board Chairman, Nominations &amp; Remuneration Committee members, CEO and Company Secretary for discussion. Subsequently, it was tabled to the Board for deliberation.</p> <p>The main outcome of the BDEE in respect of the financial year 2021 are as follows:</p> <ol style="list-style-type: none"> <li>1. Board members see the Chairman as an effective leader, approachable and open minded.</li> <li>2. Meetings were constructive, ideas and differences are encouraged to be voiced out.</li> <li>3. The Board comprises qualified members with a good mix of skill sets and experience.</li> <li>4. Gender diversity was at 33% women Directors.</li> <li>5. A total of 5 out of 9 Board members were Independent Directors at 56% majority.</li> <li>6. Board Committees were able to discharge their duties well in their respective mandates.</li> <li>7. Board was satisfied with process of dealing with potential conflicts of interest and confidential information.</li> <li>8. The Board Agenda, Minutes and Information generally met the standards of corporate governance.</li> <li>9. Board members have a good attendance record, also open to additional meetings, when required.</li> <li>10. Board works as a team with honest open communication, trust and respect.</li> <li>11. Director relations were generally friendly, collegial, with a sense of camaraderie, and members were able to bring-up issues and risks in a constructive manner.</li> <li>12. Board-Management relationship was felt to be good.</li> <li>13. Board members felt that stakeholder engagement and relationship with major shareholders have been adequate.</li> <li>14. CEO and Senior Management Team actively undertake stakeholder management at a wider level.</li> <li>15. Board recognised the needs to include Sustainability considerations in company operations and a dedicated Sustainability champion was appointed.</li> <li>16. The Board has demonstrated that it can be respond swiftly and effectively to the evolving crisis, in support of Management.</li> </ol> <p>The time commitment of the Directors was reviewed during the BDEE to ensure that they are able to carry out their responsibilities and contributions to the Board. It is the Board’s policy for Directors to notify the Chairman before accepting any new directorship. Such notification is expected to include an indication of time that will be spent on the new appointment.</p>
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	<p>Based on the assessment in respect of the financial year 2021, the main focus areas for the Board are identified as follows:</p> <table><tr><td>Board Leadership</td></tr><tr><td>Board Committees</td></tr><tr><td>Board Composition, Skills and Development</td></tr></table> <p>Based on the ratings of the assessment, the following key strengths were noted:</p> <table><tr><td>Board Governance, Oversight and Processes</td></tr><tr><td>Board Dynamics and Culture</td></tr><tr><td>Board Sustainability Matters</td></tr></table> <p>The Board agreed to look into the matters requiring further actions i.e. Board to provide a strong oversight over strategy execution and monitoring of implementation, review of DAL to enhance Management’s speed to execution and operational efficiency and removing bureaucratic processes, as well as enhancements to Directors and Senior Management Succession Planning.</p> <p>Further, the Board acknowledges the importance of Independent Directors who are tasked with ensuring proper checks and balances on the Board as they are able to provide unbiased and independent views in Board deliberations and decision making taking into account the interests of the Group and the minority shareholders. The Independent Directors and especially the Chairperson of the Audit Committee are also proactively engaged with both the Internal and External Auditors.</p> <p>In its annual assessment, the Nominations &amp; Remuneration Committee reviewed the independence of Independent Directors as per the criteria defined under the Listing Requirements and other independence criteria applied by the Company which took into account that the individual Director is independent of management and free from any business or other relationship which could interfere with the exercise of independent and objective judgement, and his or her ability to advise the Board on matters relating to existing transactions where conflict of interest may exist.</p> <p>Based on the BDEE results for financial year 2021, the Board was of the opinion that the Independent Directors consistently provided independent and objective judgement in all Board and Board Committee deliberations and was satisfied with the level of independence demonstrated by the Independent Directors.</p> <p>Under the provisions of the Company’s Constitution, an election of the Directors shall take place each year and all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. At the first AGM and in every year thereafter one-third of the Directors for the time being, or if their number is not a multiple of</p>	Board Leadership	Board Committees	Board Composition, Skills and Development	Board Governance, Oversight and Processes	Board Dynamics and Culture	Board Sustainability Matters
Board Leadership							
Board Committees							
Board Composition, Skills and Development							
Board Governance, Oversight and Processes							
Board Dynamics and Culture							
Board Sustainability Matters							

	<p>three (3), then the number nearest to one-third, shall retire from office at each AGM. All retiring Directors can offer themselves for re-election. The Company's Constitution also provides for Directors who are appointed by the Board during the period before an AGM to retire and to offer themselves for re-election at the next AGM to be held following their appointments.</p> <p>To assist the shareholders in their decision, sufficient information such as personal profile and attendance of meetings for the Directors standing for re-election as well as the details of their interest in the securities of the Company are disclosed in the Directors' Profile and Analysis of Shareholdings of the Company's 2021 Integrated Report respectively.</p> <p>Pursuant to Paragraph 15.08 of the Listing Requirements and the MCGG, the Board through the external independent consultant conducted an assessment of the Directors' training needs. All the Directors agreed that they and their peers have attended training that are relevant in their discharge of duties as Directors. The Board will look into the establishment of a more formal annual training and development plan for the Directors, following the recommendation from the BDEE findings.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 7.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>UEM Sunrise recognises that reasonable levels of remuneration and compensation are essential to attract and retain Directors of high calibre to contribute to the Board in providing stewardship to management towards enhancing the objectives of the Group.</p> <p>The revised Directors' Remuneration Framework was in place since 2012. On 26 November 2019, the Remuneration Policy for Non-Executive Directors of the Company was formalised and was available on the Company's website. The policy reflects the Company's commitment to attract and retain talented and well-qualified Directors needed to enhance long-term value creation for the shareholders; to provide remuneration that would reasonably reflect the time commitment and risks and, to commensurate with the duties and responsibilities of the Directors; and to build sustainable shareholder value by aligning the interests of the Directors with the long-term interests of shareholders by not linking fees to the results of the Company.</p> <p>The CEO was paid in line with the Company's general remuneration policy for its Senior Management. His remuneration was structured so as to link rewards to corporate and individual performance. He was not paid any meeting allowances for the Board and Board Committee meetings that he attends.</p> <p>In evaluating the CEO's remuneration, the Nominations &amp; Remuneration Committee takes into account corporate financial performance, as well as performance on a range of non-financial factors including accomplishment of strategic objectives. The Nominations &amp; Remuneration Committee recommends to the Board the remuneration package of an Executive Director and it is the responsibility of the Board to approve the remuneration package of an Executive Director, with the</p>

	<p>Executive Director concerned abstaining from deliberation and voting on the same.</p> <p>Meanwhile, the Company's Non-Executive Directors' remuneration encompasses a fixed fee for the Chairman and members of the Board and Board Committees. The fees and benefits are tabled to the shareholders for approval at the AGM. Further details of the remuneration framework are set out in the Corporate Governance Overview Statement in the 2021 Integrated Report.</p> <p>The remuneration policy for the Senior Management is in line with the business strategy, objectives, values and long-term goals and interests of the Company. To enable the Company to attract, develop and retain high-performing and motivated staff, competitive remuneration package is offered to encourage the staff to continue to perform and create sustainable results in alignment to stakeholders' interest. Remuneration and rewards are granted to employees based on achievement of their KPIs and subject to the Company's overall annual financial performance, besides being guided by the Company's affordability, approved remuneration and reward matrix and comparison against the current market practice in the same industry.</p> <p>Subsequent to the financial year end, the Board on 29 March 2022 approved the adoption of the Remuneration Policy for Directors and Senior Management. The policy reflects the Company's commitment to attract and retain Directors and Senior Management of high calibre to contribute in providing stewardship to the Board and to management towards enhancing the objectives of the Group which should take into account the demands, complexities and performance of the Company. The new policy replaced the Remuneration Policy for Non-Executive Directors and is available on the Company's website at <a href="http://www.uemsunrise.com/corporate/investor-relations/corporate-governance">www.uemsunrise.com/corporate/investor-relations/corporate-governance</a>.</p>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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

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

### Practice 7.2

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

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

<b>Application</b>	:	Applied															
<b>Explanation on application of the practice</b>	:	<p>The Board delegated to Nominations &amp; Remuneration Committee the responsibility to review and recommend matters relating to the remuneration of Board and Senior Management.</p> <p>As at 31 December 2021, the Nominations &amp; Remuneration Committee consisted exclusively of three (3) Non-Executive Directors, a majority whom are Independent Directors:</p> <table><tr><th>No.</th><th>Name</th><th>Designation</th></tr><tr><td>1.</td><td>Datin Sri Badrunnisa Mohd Yasin Khan <i>(appointed as member with effect from 21 June 2021 and redesignated to Chairperson on 1 October 2021)</i></td><td>Independent Non-Executive Director (Chairperson)</td></tr><tr><td>2.</td><td>Christina Foo <i>(redesignated from member to Chairperson on 21 June 2021 and redesignated to member on 1 October 2021)</i></td><td>Senior Independent Non-Executive Director (Member)</td></tr><tr><td>3.</td><td>Dato' Mohd Izani Ghani</td><td>Non-Independent Non-Executive Director (Member)</td></tr><tr><td>4.</td><td>Datin Teh Ija Mohd Jalil <i>(ceased as a Chairperson following her retirement as a Director at the conclusion of the 13<sup>th</sup> AGM on 21 June 2021)</i></td><td>Independent Non-Executive Director</td></tr></table>	No.	Name	Designation	1.	Datin Sri Badrunnisa Mohd Yasin Khan <i>(appointed as member with effect from 21 June 2021 and redesignated to Chairperson on 1 October 2021)</i>	Independent Non-Executive Director (Chairperson)	2.	Christina Foo <i>(redesignated from member to Chairperson on 21 June 2021 and redesignated to member on 1 October 2021)</i>	Senior Independent Non-Executive Director (Member)	3.	Dato' Mohd Izani Ghani	Non-Independent Non-Executive Director (Member)	4.	Datin Teh Ija Mohd Jalil <i>(ceased as a Chairperson following her retirement as a Director at the conclusion of the 13<sup>th</sup> AGM on 21 June 2021)</i>	Independent Non-Executive Director
No.	Name	Designation															
1.	Datin Sri Badrunnisa Mohd Yasin Khan <i>(appointed as member with effect from 21 June 2021 and redesignated to Chairperson on 1 October 2021)</i>	Independent Non-Executive Director (Chairperson)															
2.	Christina Foo <i>(redesignated from member to Chairperson on 21 June 2021 and redesignated to member on 1 October 2021)</i>	Senior Independent Non-Executive Director (Member)															
3.	Dato' Mohd Izani Ghani	Non-Independent Non-Executive Director (Member)															
4.	Datin Teh Ija Mohd Jalil <i>(ceased as a Chairperson following her retirement as a Director at the conclusion of the 13<sup>th</sup> AGM on 21 June 2021)</i>	Independent Non-Executive Director															

	5.	Dato' Noorazman Abd Aziz <i>(relinquished membership with effect from 7 May 2021)</i>	Non-Independent Non-Executive Chairman
	6.	Ungku Suseelawati Ungku Omar <i>(ceased as a member following her retirement as a Director at the conclusion of the 13<sup>th</sup> AGM on 21 June 2021)</i>	Independent Non-Executive Director
<p>The Board has confirmed its satisfaction with the performance of the Nominations &amp; Remuneration Committee in discharging its duties and responsibilities in accordance with its Terms of Reference in respect of nomination and remuneration matters. Thus, there is no necessity to segregate the functions into two separate committees.</p> <p>Besides conducting the BDEE which is described in Practice 6.1 above, the Nominations &amp; Remuneration Committee has also undertaken the following key activities in the discharge of its duties for the financial year:</p> <ul style="list-style-type: none"> <li>• Reviewed and recommended to the Board the achievements of 2020 Corporate Scorecard.</li> <li>• Reviewed proposals for achievers' reward and other recognition incentives; salary increment, market adjustment and promotion increment for the Company's staff as well as performance management framework enhancement.</li> <li>• Reviewed the offer of fixed-term employment contract for three (3) Senior Management personnel of the Company.</li> <li>• Reviewed and recommended Special Recognition Award for Management Executive Committee Co-Chairs.</li> <li>• Reviewed and recommended to the Board the proposed 2021 Corporate Scorecard.</li> <li>• Discussed the Board skills matrix and search criteria for Independent Directors.</li> <li>• Engaged and participated in the searching for Independent Directors to fill the vacancy arising from the retirement of three (3) Directors at the 13<sup>th</sup> AGM.</li> <li>• Conducted interviews with the candidates for Board vacancy and certain Senior Management.</li> <li>• Reviewed for recommendation to the Board on the updated Nominee Directors' Framework.</li> <li>• Reviewed Organisation Design of UEM Sunrise.</li> <li>• Reviewed the Directors' Remuneration Framework.</li> <li>• Reviewed and recommended to the Board the confirmation of employment of CEO.</li> <li>• Discussed the compensation and benefits of UEM Sunrise.</li> </ul>			

	<ul style="list-style-type: none"> <li>• Reviewed and recommended to the Board the proposed revisions to the Terms of Reference of Nominations &amp; Remuneration Committee.</li> <li>• Apprised on UEM Sunrise Talent Management and Succession Planning Framework, including people dashboard and manpower analytics for UEM Sunrise.</li> <li>• Proposed the re-election of Directors and Non-Executive Directors fees and benefits and Non-Executive Chairman's benefits to the Board for recommendation the shareholders at AGM for approval.</li> <li>• Reviewed and recommended to the Board the Corporate Governance Overview Statement and Corporate Governance Report to be released to Bursa Securities together with the 2020 Annual Report of the Company.</li> <li>• Reviewed and recommended to the Board the nomination of directors for appointment as Independent Directors.</li> <li>• Reviewed and recommended the appointment of Senior Independent Director of the Company.</li> <li>• Reviewed and recommended the changes to the composition of Board Committees for the Board's approval.</li> <li>• Reviewed and recommended the proposed benefits review of the Company.</li> <li>• Undertaken the mid-year review of 2021 Corporate Scorecard.</li> <li>• Reviewed and recommended the updated Nominee Directors' Framework to reflect the enhanced management and monitoring ("M&amp;M") of investee companies including subsidiary, joint venture and/or associate companies and a new Nominee Directors' Policy and Procedures developed to set out the guidelines and processes, including nomination of nominee directors, to be observed by the M&amp;M teams.</li> <li>• Apprised on People Strategy, changes to the Performance Management Framework and migration of Performance Management System.</li> <li>• Evaluated and was satisfied that the minimum 50% attendance requirement at Board meetings imposed by the Listing Requirements was met by all Directors.</li> <li>• Reviewed and discussed on the changes of UEM Sunrise hybrid working policy.</li> <li>• Discussed on the selection and engagement of an independent consultant to undertake Board and Directors Effectiveness Evaluation exercise.</li> <li>• Discussed the CHIEF Culture Programme.</li> <li>• Deliberated on the sourcing and criteria required of the position as well as reviewed and recommended the appointment of Senior Management of UEM Sunrise.</li> <li>• Deliberated on the separation terms for a Senior Management personnel.</li> </ul> <p>In May 2021, the NRC had conducted a review of the Directors' Remuneration Framework based on an internal benchmarking study of a comparison pool of similar industry players and conglomerates. The NRC was mindful that the financial performance of UEM Sunrise in 2021</p>
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	and 2022 should be included as important data points before considering and recommending any proposal for the fee review including harmonisation of Board Committees fees.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### Intended Outcome

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

### Practice 8.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company pays its Non-Executive Directors a fixed fee, not by a commission or on percentage of profits or turnover as consideration for their Board duties. Non-Executive Directors' remuneration is a matter to be decided by the Board collectively with the Directors concerned abstaining from deliberations or voting on the decision in respect of their individual remuneration. The directors' fees and benefits are subject to the approval of the shareholders at the AGM.</p> <p>The key details of the Directors' Remuneration Framework setting out the fees and benefits payable and accorded to the Non-Executive Directors as well as the detailed disclosure of the Directors' remuneration on a named basis for the financial year ended 31 December 2021 are set out in the Corporate Governance Overview Statement and the Audited Financial Statements for the financial year ended 31 December 2021, respectively, in the 2021 Integrated Report.</p>

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Noorazman Abd Aziz	Non-Executive Non-Independent Director	217	41	-	-	-	-	258	-	-	-	-	-	-	-
2	Christina Foo	Independent Director	197	-	-	-	-	-	197	-	-	-	-	-	-	-
3	Dato' Mohd Izani Ghani (Paid to UEM Group Berhad)	Non-Executive Non-Independent Director	149	-	-	-	-	-	149	-	-	-	-	-	-	-
4	Zaida Khalida Shaari	Non-Executive Non-Independent Director	154	-	-	-	-	-	154	-	-	-	-	-	-	-
5	Effizal Faiz Zulkifly (Paid to Khazanah Nasional Berhad)	Non-Executive Non-Independent Director	124	-	-	-	-	-	124	-	-	-	-	-	-	-
6	Chari Thandalam Veeravalli Thirumala	Independent Director	158	-	-	-	-	-	158	-	-	-	-	-	-	-
7	Poh Ying Loo	Independent Director	165	-	-	-	-	-	165	-	-	-	-	-	-	-
8	Datin Sri Badrunnisa Mohd Yasin Khan (appointed on 21 June 2021)	Independent Director	75	-	-	-	-	-	75	-	-	-	-	-	-	-
9	Alex Yeow Wai Siaw (appointed on 21 June 2021)	Independent Director	65	-	-	-	-	-	65	-	-	-	-	-	-	-
10	Tan Sri Dr Azmil Khalili Dato' Khalid (retired on 21 June 2021)	Independent Director	74	-	-	-	-	-	74	-	-	-	-	-	-	-

11	YM Ungku Suseelawati Ungku Omar (retired on 21 June 2021)	Independent Director	66	-	-	-	-	-	66	-	-	-	-	-	-	-
12	Datin Teh Ija Mohd Jalil (retired on 21 June 2021)	Independent Director	78	-	-	-	-	-	78	-	-	-	-	-	-	-
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

### Intended Outcome

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

### Practice 8.2

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Board recognises the importance of compensating the Senior Management with a competitive and attractive remuneration package at a market level based on their responsibilities and performance carried throughout each financial year, since it helps motivate and retain talented and committed Senior Management personnel. The Board ensures that its proposed remuneration is in the best interests of the Company and its shareholders from a growth perspective. There is a robust internal process to ensure that the remuneration of Senior Management is fair and competitive when benchmarked internally for parity and externally with the market.</p> <p>The Board is of the opinion that disclosure on named basis of the top five (5) Senior Management personnel in bands of RM50,000 would be disadvantageous to the Group's business interests, given the highly competitive property development industry where poaching of talented executives is not uncommon, especially during current times of market overhang and challenging property landscape exacerbated by the economic consequences of the COVID-19 pandemic.</p> <p>As a reference, the total remuneration/compensation of key management personnel is disclosed under Note 39(b) of the Audited Financial Statements for the financial year 2021.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	The Board will review and consider such disclosure in the future.
<b>Timeframe</b>	:	Within 3 years

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

**Intended Outcome**

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

**Practice 8.3 - Step Up**

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

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

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

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>As at the financial year ended 31 December 2021, the Audit Committee comprises three (3) members who are all Independent Non-Executive Directors.</p> <p>The Audit Committee is chaired by Ms Christina Foo, who is a Chartered Accountant, Malaysian Institute of Accountants; Fellow, CPA Australia; Fellow, Malaysian Institute of Management; Fellow, Institute of Corporate Directors Malaysia; Member, ASEAN Chartered Professional Accountants; and Member, Malaysian Institute of Corporate Governance. She is not the Chairman of the Board.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Terms of Reference of the Audit Committee duly revised in September 2021 has stipulated that former key audit partners must observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit Committee.  As at the year under review, none of the Audit Committee members are former key audit partners.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company maintains a transparent relationship with its auditors and seeks their professional advice to ensure that accounting standards are complied with. The Audit Committee discusses with the External Auditors the nature and scope of the audit and reporting obligations before the audit commences. The Audit Committee ensures that the management provides timely responses on all material queries raised by the External Auditors.</p> <p>The Audit Committee in reviewing the appointment of External Auditors tabled at the 13<sup>th</sup> AGM on 21 June 2021 had considered their independence, objectivity and cost effectiveness primarily guided by the criteria set out in Bursa Securities' Corporate Governance Guide Third Edition. The assessment covered the External Auditors' independence, objectivity and cost effectiveness of the audit which encompassed quality of services provided and performance, sufficiency of experience and resources, calibre of external audit firm, independence and objectivity, audit scope and planning, audit fees, communication and interaction.</p> <p>The Audit Committee also took into consideration the feedback from the Chief Financial Officer on a range of factors considered relevant including audit quality and comprehensiveness, timeliness and audit staff competency.</p> <p>The Company has established policies governing the provision of non-audit services that can be provided by the External Auditors if the services rendered are deemed as a value add to the Company, as set out in the Terms of Reference of the Audit Committee.</p> <p>The Board received a written assurance by the External Auditors, confirming their independence in providing both audit and non-audit services for the year under review.</p> <p>The Audit Committee, having taken all appropriate factors into consideration and being satisfied with Messrs Ernst &amp; Young PLT's suitability, performance, technical competency and audit independence, recommended the appointment of Messrs Ernst &amp;</p>

	Young PLT as External Auditors for the ensuing financial year. The Board approved the Audit Committee's recommendation and proposed for the appointment of Messrs Ernst & Young PLT as the External Auditors of the Company. The External Auditors' tenure is up to the conclusion of the next forthcoming AGM.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted												
<b>Explanation on adoption of the practice</b>	:	<p>As at 31 December 2021, the Audit Committee comprised three (3) members of the Board, all of whom are Independent Non-Executive Directors:</p> <table><tr><th>No.</th><th>Name</th><th>Designation</th></tr><tr><td>1.</td><td>Christina Foo</td><td>Senior Independent Non-Executive Director (Chairperson)</td></tr><tr><td>2.</td><td>Chari T.V. Thirumala</td><td>Independent Non-Executive Director (Member)</td></tr><tr><td>3.</td><td>Poh Ying Loo</td><td>Independent Non-Executive Director (Member)</td></tr></table>	No.	Name	Designation	1.	Christina Foo	Senior Independent Non-Executive Director (Chairperson)	2.	Chari T.V. Thirumala	Independent Non-Executive Director (Member)	3.	Poh Ying Loo	Independent Non-Executive Director (Member)
No.	Name	Designation												
1.	Christina Foo	Senior Independent Non-Executive Director (Chairperson)												
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3.	Poh Ying Loo	Independent Non-Executive Director (Member)												

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board aims to provide and present a clear, balanced and comprehensive assessment of the Group's financial performance and prospects at the end of the financial year, primarily through the annual financial statements, quarterly announcement of results to shareholders as well as the Chairman's Letter to Shareholders and Management Discussion &amp; Analysis in the Company's Integrated/Annual Report. The Board is assisted by the Audit Committee to oversee the Group's financial and non-financial reporting processes and the quality of its financial reporting.</p> <p>The Audit Committee reviews the financial results of the Group and the Company on a quarterly basis, particularly on significant changes in accounting policies, practices and its implementation if any, significant adjustments arising from the audit, the going concern assumption, compliance with accounting and financial reporting standards and other legal requirements. The review typically involves the Management and the Internal and External Auditors to ensure that the financial statements are well deliberated in line with the standards set out in the Malaysian Financial Reporting Standards and International Financial Reporting Standards to provide a true and fair view of the Company's financial position.</p> <p>The Board reviews the term of office and assesses the performance of the Audit Committee and its members through the BDEE exercise.</p> <p>The Chairman and members of Audit Committee are financially literate, and have carried out their duties and responsibilities in accordance with the Terms of Reference of the Audit Committee.</p> <p>The Audit Committee members attended various training programmes to keep themselves abreast of relevant developments in accounting and</p>

	<p>auditing standards, practices and rules as well as other development programmes.</p> <p>The training programmes attended by the Audit Committee members during the year under review are set out in pages XX to XX of this Corporate Governance Report.</p> <p>A summary of activities of the Audit Committee for the year under review can be found in the Audit Committee Report as set out in the Company's 2021 Integrated Report.</p>	
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 10.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The ultimate responsibility for ensuring a sound and effective system of internal controls and risk management as well as reviewing its adequacy and effectiveness lies with the Board. The internal control and risk management system covers financial, operational, organisational, risk management strategy, governance and compliance with applicable laws, regulations, rules, directives and guidelines.</p> <p>Acknowledging the practices and guidance in the MCCG, the Board sets policies and procedures for internal control and risk management and oversees that the implementation of internal controls and risk management system is properly carried out by the executive management.</p> <p>The Board acknowledges that while the internal control and risk management system is devised to cater for the particular needs of the Group, such controls by their nature can only provide reasonable but not absolute assurance, against material misstatements, loss or fraud.</p> <p>The Group has established a Risk Management Framework that is guided and principally aligned to ISO31000:2018 Risk Management, as a tool to anticipate and manage both existing and potential risks through a systematic and integrated process, taking into consideration the changing risk profiles as influenced by changes in business environment, with the aim to enhance and protect key stakeholders' interests at the same time safeguarding the Group's reputation.</p> <p>The process of risk identification, analysis, evaluation, treatment as well as monitoring and review of the risks are detailed out in the Risk Management Report which is set out in the Company's 2021 Integrated Report.</p> <p>A statement on the state on internal control and risk management in the Group is set out in the Company's 2021 Integrated Report.</p>
<b>Explanation for departure</b>	:	

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



### Intended Outcome

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

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

### Practice 10.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board, assisted by the Board Governance &amp; Risk Committee, is ultimately responsible for the Group's risk management activities and sets the strategic directions, risk appetite and relevant framework for the Group.</p> <p>The Risk Management Committee serves as the platform for the Management to deliberate on the identification, assessment and treatment in managing significant risks of the Group as well as an avenue to communicate, monitor and review the risks.</p> <p>The risk assessment approach, which is done on a continuous basis, entails reviewing and assessing all relevant factors within the Group's business context covering key areas including industry and market, financials, operations, compliance and people. The risk analysis and mitigation plans are consolidated to provide an enterprise-wide risk management overview and updated to the Management as well as the Board on a quarterly basis.</p> <p>The Board guided by the Corporate Governance Guide Fourth Edition, inquired of the Senior Management on areas relating to financial reporting, internal control and regulations issues for the Board to assess:</p> <ul style="list-style-type: none"><li>• the reasonableness and appropriateness of the financial statements in accordance with applicable approved accounting standards;</li><li>• risk management and internal control system is operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the Company; and</li><li>• regulatory and legislative requirements are met and complied with by the Company.</li></ul> <p>After having reviewed the representation by Senior Management through the Audit Committee and the Board Governance &amp; Risk Committee, the Board concluded in its annual assessment that the risk management and internal control system of the Company are generally adequate and effective for the financial year under review.</p>

	<p>Details on the Company's internal control and risk management framework are set out in the Statement on Internal Control and Risk Management as well as the Risk Management Report of the Company's 2021 Integrated Report.</p> <p>The Statement on Internal Control and Risk Management has been reviewed by the External Auditors pursuant to paragraph 15.23 of the Listing Requirements.</p>			
<b>Explanation for departure</b>	:			
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>				
<b>Measure</b>	:			
<b>Timeframe</b>	:	<table border="1"> <tr> <td></td><td></td></tr> </table>		

### Intended Outcome

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

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

### Practice 10.3 - Step Up

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

<b>Application</b>	:	Adopted																					
<b>Explanation on adoption of the practice</b>	:	<p>The Company had on 1 August 2017 established a Board Risk Committee to assist the Board in overseeing risk management framework and policies of the Group.</p> <p>On 1 June 2018, the Board Risk Committee was renamed as 'Board Risk &amp; Governance Committee' following the delegation of governance and compliance purview by the Board. Subsequently, on 28 November 2018, the Committee was renamed as 'Board Governance &amp; Risk Committee' in view of its expanded role on governance review matters.</p> <p>As at 31 December 2021, the Board Governance &amp; Risk Committee comprised five (5) members of the Board, all of whom are Independent Non-Executive Directors:</p> <table><tr><th>No.</th><th>Name</th><th>Designation</th></tr><tr><td>1.</td><td>Mr Chari T.V. Thirumala (appointed as Chairman on 1 April 2021)</td><td>Independent Non-Executive Director (Chairman)</td></tr><tr><td>2.</td><td>Christina Foo (redesignated from Chairman to member on 1 April 2021)</td><td>Senior Independent Non-Executive Director (Member)</td></tr><tr><td>3.</td><td>Poh Ying Loo</td><td>Independent Non-Executive Director (Member)</td></tr><tr><td>4.</td><td>Zaida Khalida Shaari (appointed as member on 1 April 2021)</td><td>Non-Independent Non-Executive Director (Member)</td></tr><tr><td>5.</td><td>Datin Sri Badrunnisa Mohd Yasin Khan (appointed as member on 21 June 2021)</td><td>Independent Non-Executive Director (Member)</td></tr><tr><td>6.</td><td>Datin Teh Ija Mohd Jalil (ceased as a member following her retirement as a Director at the conclusion of the 13<sup>th</sup> AGM on 21 June 2021)</td><td>Independent Non-Executive Director</td></tr></table>	No.	Name	Designation	1.	Mr Chari T.V. Thirumala (appointed as Chairman on 1 April 2021)	Independent Non-Executive Director (Chairman)	2.	Christina Foo (redesignated from Chairman to member on 1 April 2021)	Senior Independent Non-Executive Director (Member)	3.	Poh Ying Loo	Independent Non-Executive Director (Member)	4.	Zaida Khalida Shaari (appointed as member on 1 April 2021)	Non-Independent Non-Executive Director (Member)	5.	Datin Sri Badrunnisa Mohd Yasin Khan (appointed as member on 21 June 2021)	Independent Non-Executive Director (Member)	6.	Datin Teh Ija Mohd Jalil (ceased as a member following her retirement as a Director at the conclusion of the 13 <sup>th</sup> AGM on 21 June 2021)	Independent Non-Executive Director
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### Intended Outcome

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

### Practice 11.1

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

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

	<p>Professional Practises Framework which came into effect on 1 January 2017.</p> <p>The 2022 budget for Internal Audit department was included in the Annual Operating Plan 2022 and approved by the Board in January 2022.</p> <p>To ensure that the responsibilities of Internal Audit are fully discharged, the Audit Committee reviews:</p> <ol style="list-style-type: none"> <li>1. The Annual Internal Audit Plan to ensure adequate risk, internal control and governance coverage;</li> <li>2. The results of the internal audit process and where necessary ensuring that appropriate actions are taken on the recommendations of the internal auditors including any advisory support on strategy provided by the internal auditors; and</li> <li>3. The overall performance and budget of the Internal Audit function.</li> </ol> <p>The Audit Committee provides its feedback on the Internal Audit function via Internal Audit's Customer Satisfaction Survey annually.</p> <p>In order that Internal Audit keeps abreast with developments in the profession, relevant industry and regulations, the Audit Committee reviews the annual training needs and approves the training budget of Internal Audit Department.</p>	
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

## Practice 11.2

The board should disclose—

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

<b>Application</b>	:	Applied																		
<b>Explanation on application of the practice</b>	:	<p>1. As provided by the Internal Audit Charter, Internal Audit undertakes its activities independently and objectively to provide reasonable assurance to the Audit Committee regarding the adequacy and effectiveness of risk management, internal control and governance systems.</p> <p>Internal Audit is a separate function from the activities or operations of other operating units in the Group. The Internal Audit function is guided by its Internal Audit Charter which defines the role, scope of work, independence and objectivity, proficiency and due professional care of the Internal Audit function of the Group.</p> <p>2. The Internal Audit Department's manpower as at 31 December 2021 comprises 10 personnel with experience and qualifications as follows:</p> <table><tr><th>Discipline</th><th>No. of Personnel</th><th>%</th></tr><tr><td>Accounting &amp; Finance</td><td>7</td><td>70</td></tr><tr><td>Quantity Surveyor</td><td>1</td><td>10</td></tr><tr><td>Computer Science</td><td>1</td><td>10</td></tr><tr><td>Civil Engineering</td><td>1</td><td>10</td></tr><tr><td><b>Total</b></td><td><b>10</b></td><td><b>100</b></td></tr></table> <p>3. En Mazmeen Mohamed Razali is the Head of Internal Audit Department of UEM Sunrise. He holds a Bachelor of Accounting and Finance from the University of Lancaster, UK. He is a fellow of the Association of Chartered Certified Accountants and is also a member of the Malaysian Institute of Accountants and the Institute of Internal Auditors Malaysia.</p> <p>4. The Internal Audit function is guided by the International Standards for the Professional Practice of Internal Auditing (Standards) issued by the Institute of Internal Auditors, Inc.</p>	Discipline	No. of Personnel	%	Accounting & Finance	7	70	Quantity Surveyor	1	10	Computer Science	1	10	Civil Engineering	1	10	<b>Total</b>	<b>10</b>	<b>100</b>
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<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

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

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

## Practice 12.1

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

<b>Application</b>	:	Applied												
<b>Explanation on application of the practice</b>	:	<p>The Company recognises the importance of understanding the expectations of its stakeholders and to effectively communicate the Company’s strategies, plans and actions. To that end, the Company has engaged with its respective stakeholders on various platforms to gauge their perspectives and insights on emerging issues that are important and impactful to both the stakeholders and the Company’s business as well as operations. The summary of their expectations and the ways the Company engages in response to their anticipations are as summarised below:</p> <table><tr><th>Stakeholder Groups</th><th>How We Impact Each Other</th><th>Their Expectations</th><th>How We Engage and Respond</th></tr><tr><td>Customers</td><td>The viability and sustainability of our business are a direct result of delivering strong customer satisfaction through unique and sustainable value propositions. In creating and delivering products, services and initiatives, we adopt our EVE approach — Exciting, brings Value and Easy to own — to allow our customers to find happiness through our brand, and in return drive our revenue and business performance.</td><td><ul style="list-style-type: none"><li>• Superior customer experience throughout the home-ownership journey</li><li>• A sophisticated developer that fulfils customers’ needs</li><li>• A developer that continuously engages with its customers and communities</li></ul></td><td><ul style="list-style-type: none"><li>• Identify potential customers through property exhibitions, property events and advertisements</li><li>• Customer and community engagement through Trésor Loyalty Programme and Fun Zone Community Centre</li><li>• Customer interaction through One Stop Centres, Customer Contact Centre and social media platforms</li><li>• Annual Customer Satisfaction Survey (CSS) which includes survey on Net Promoter Score (NPS), Customer Effort Score (CES), Customer Value Engagement Score (CVES)</li><li>• Focus Group Discussions (FGD) with identified customers</li><li>• A series of mobile apps that provide a more digitalised and customer-centric experience for customers and the public</li><li>• Revamped user-friendly website with enhanced functionalities: customers can now select multiple properties and view them side-by-side. 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As our activities may negatively impact the environment, we must ensure we do all we can to mitigate this.</td><td><ul style="list-style-type: none"><li>• Responsible marketing</li><li>• Waste management</li><li>• Energy management</li><li>• Community care and charitable involvement</li><li>• Corporate citizenship and good governance</li></ul></td><td><ul style="list-style-type: none"><li>• Various placemaking and civic engagement initiatives</li><li>• Corporate social responsibility (CSR) initiatives across education enhancement, community engagement and environmental conservation</li></ul></td></tr></table>	Stakeholder Groups	How We Impact Each Other	Their Expectations	How We Engage and Respond	Customers	The viability and sustainability of our business are a direct result of delivering strong customer satisfaction through unique and sustainable value propositions. 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Stakeholder Groups			
Stakeholder Groups	How We Impact Each Other	Their Expectations	How We Engage and Respond
Employees	<p>Providing our employees with a safe and conducive working environment, with a strong respect for ethics and a high-performance culture will help drive our business. Employees who are engaged and motivated will be more productive, resulting in a win-win outcome, as the Group benefits from better performance, and our employees find fulfillment and develop their careers.</p> <p>We strive to instill our CHIEF brand values in everything we do, by being Caring, Honest, Involved, Enthusiastic and Fun-loving.</p>	<ul style="list-style-type: none"> <li>• Sense of pride and ownership to the company.</li> <li>• Transparent communication from the senior leadership team.</li> <li>• Career development and promotion opportunities.</li> <li>• Fair and competitive benefits and remuneration packages.</li> </ul>	<ul style="list-style-type: none"> <li>• Internal newsletters, quarterly townhall sessions and CHIEF intranet portal.</li> <li>• Competitive benefits and remuneration packages.</li> <li>• Implementation of flexible working hours and casual dress code.</li> <li>• Corporate subscription to e-learning platforms.</li> <li>• Team building, sports and recreation activities.</li> </ul>
Investment-related (including analysts, shareholders, investors and fund providers)	<p>Maintaining the trust and confidence of providers of financial capital is a key factor in supporting business growth, as it will lead to a rise in the value of our business, reflected through the Group's performance as a whole. In return, our sustained focus on enabling strong value creation outcomes from each project will yield good returns to investors.</p>	<ul style="list-style-type: none"> <li>• An experienced and solid senior leadership team.</li> <li>• Healthy profit and social impact depending on business verticals.</li> <li>• Value appreciation of the shares.</li> <li>• Consistent dividend pay-out.</li> </ul>	<ul style="list-style-type: none"> <li>• AGM.</li> <li>• Bursa announcements and press releases.</li> <li>• Working with industry associations and key partners (end-financiers, data aggregators and contractors/suppliers) in developing and advocating policies/incentives to support the sectoral and economic growth.</li> <li>• Engagement through analyst briefings and conferences.</li> <li>• In 2021, 30 engagements conducted with the investment community mainly via virtual platforms comprising meetings, webinars, conferences and teleconferences during the COVID-19 pandemic.</li> <li>• During the year, our key engagements were with the Finance Minister, Johor Menteri Besar, Ministry of Housing and Local Government Secretary-General.</li> <li>• At regional levels, we interact regularly with state governments and local authorities including mayors of Dewan Bandaraya Kuala Lumpur (DBKL) and Majlis Bandaraya Iskandar Puteri.</li> <li>• The 13<sup>th</sup> AGM was held virtually on 21 June 2021.</li> </ul>
Stakeholder Groups			
Stakeholder Groups	How We Impact Each Other	Their Expectations	How We Engage and Respond
Contractors & Suppliers	<p>Ensuring a strong partnership and collaboration approach with our contractors and suppliers that upholds the principles of integrity will help us maintain a transparent and cost-effective procurement process. Together with good safety practices that protect workers, this will lead to more sustainable outcomes and higher-quality products.</p>	<ul style="list-style-type: none"> <li>• Professional and transparent procurement processes.</li> <li>• Competent management of vendors and timely payment of fees.</li> <li>• Safe and conducive working environments.</li> </ul>	<ul style="list-style-type: none"> <li>• Mandate a Letter of Declaration by all vendors committing to adhere to UEM Sunrise's Code of Conduct for Business Partner.</li> <li>• UEM Sunrise procurement policy, which is downloadable from the corporate website.</li> <li>• Mandate all suppliers, contractors and sub-contractors to provide details of their approach in keeping with the Company's SOPs on GHSE.</li> </ul>
Strategic Partners	<p>Collaboration with strategic partners enables us to make quick entries into areas that would have taken longer to break into. In return, our partners can benefit from working with our large and exciting portfolio.</p>	<ul style="list-style-type: none"> <li>• Fair investment opportunities in all UEM Sunrise business verticals.</li> <li>• High return on investment throughout the partnership period.</li> </ul>	<ul style="list-style-type: none"> <li>• Proactive prospecting of business partners for existing and pipeline projects.</li> <li>• Active sales and marketing initiatives.</li> </ul>
Government/Regulatory Authorities	<p>Conforming to laws and regulations while abiding by best practices will help strengthen our reputation as a responsible property developer. This in turn allows us to support Government agendas that concern stimulating economic growth, contributing to nation-building, providing housing and creating job opportunities.</p>	<ul style="list-style-type: none"> <li>• Compliance with relevant laws and regulations.</li> <li>• Contributions to industry best practices and the development of new policies and regulations.</li> <li>• Support towards government initiatives.</li> </ul>	<ul style="list-style-type: none"> <li>• Ensure full compliance in economic, environmental and social areas regardless of the sector of business operations.</li> <li>• Active engagements with relevant ministries, regulators and authorities.</li> </ul>
Media	<p>The media is an important partner that can help to strengthen our reputation and credibility. We will continue to provide the media with access to timely, reliable and accurate information about our operations.</p>	<ul style="list-style-type: none"> <li>• Thought leadership on the property market and industry.</li> </ul>	<ul style="list-style-type: none"> <li>• Consistent engagement through press releases, networking sessions, press conferences and interviews.</li> </ul>
Industry Peers	<p>Collaboration with industry peers in terms of knowledge sharing and through association meetings and industry conferences will help to promote sustainable growth of the property industry.</p>	<ul style="list-style-type: none"> <li>• Ease of doing business within the property industry.</li> <li>• Sharing of industry best practices and developments.</li> <li>• Nation-building efforts and sustainable growth in the property industry.</li> </ul>	<ul style="list-style-type: none"> <li>• Contribute to influencing the overall industry policy.</li> <li>• Participate in industry-wide organisations and conferences.</li> <li>• Support government initiatives in industry developments.</li> </ul>
<p>The Company has a dedicated Investor Relations person functioning as an intermediary between Management and external stakeholders.</p> <p>Under the revised Investor Relations and Communication Policy approved by the Board on 5 December 2017, the Company aims to create a climate of clear and open communication with the stakeholders and to nurture the loyalty and confidence of its shareholders through frequent, full and forthright communication.</p>			

	<p>The Company continues to be transparent and accountable to its shareholders and investors recognising the importance of timely dissemination of information to shareholders and other stakeholders. The Board is also committed to ensure that the shareholders and other stakeholders are well informed of major developments of the Group with the information communicated through the following channels, among others:</p> <ul style="list-style-type: none"> <li>• Annual/Integrated Report;</li> <li>• Various disclosures and announcements to Bursa Securities including quarterly results;</li> <li>• Press releases and announcements to Bursa Securities and to the media;</li> <li>• Dialogues and presentations at one-on-one and small group meetings, general meetings, conferences and events to provide updates on the Company's operations, strategy, visions and missions for stakeholders; and</li> <li>• Online investor relations' webpage at the Company's website at <a href="http://www.uemsunrise.com/corporate/investor-relations/investors-home">www.uemsunrise.com/corporate/investor-relations/investors-home</a>.</li> </ul> <p>The Integrated Report, as well as the Annual Reports for past years, is available through the Company's website. All announcements and press releases made by the Company to Bursa Securities are posted on the Company's website.</p> <p>The Company's website has a dedicated section that provides investors with detailed information on the Group's business, governance commitments, policies, share price and volume information as well as updates on the Group's developments and projects.</p> <p>While the Company endeavours to provide as much information as possible to its shareholders and stakeholders, the Company is mindful of the legal and regulatory framework governing the release of material and price-sensitive information.</p> <p>The Board also encourages engagements with the shareholders by disseminating crucial information such as strategic matters, future plans and key issues in regard to the Company. The Investor Relations team leverage on virtual platform to continue engage with the investment community in 2021. The team conducted a total of 30 engagements with analysts and fund managers through virtual platforms comprising meetings, conferences, tele-conferences and webinars in the year under review. The briefings were conducted for the analysts, fund managers, potential investors and the Company's major shareholders' representatives after its quarterly financial results are released to Bursa Securities; be it face-to-face, online or via tele-conferences in addition to physical conference participations and site visits, when necessary. In view of the pandemic, the Company is inclined towards virtual engagements until the situation otherwise permits.</p>
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	Shareholders may forward any concern/queries to Investor Relations at <a href="mailto:ir@uemsunrise.com">ir@uemsunrise.com</a> and all relevant and appropriate issues raised will be addressed accordingly.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 12.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company embarked on its journey into integrated reporting through its 2019 Annual Report, its first-ever Annual Report based on the Integrated Reporting &lt;IR&gt; Framework, which is the first part of the Company's 3-year plan to achieve full IR compliance. Moving to integrated reporting was a conscious, collective and organic decision, which permits the Company to be more focused and transparent in reporting its activities, inspiring it to think about the business in an integrated way.</p> <p>UEM Sunrise produced its first Integrated Report as per the international reporting framework based on a global recognised framework for the financial year 2021. This demonstrates the Company's continuous commitment to improve the quality of information disclosures to stakeholders and promote greater transparency and accountability.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 13.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The AGM of the Company serves as the principal forum that provides the opportunity for shareholders to raise questions pertaining to issues in the Integrated/Annual Report, audited financial statements and corporate developments in the Group, the resolutions being proposed and on the businesses of the Group. The Chairman, CEO, Chairmen of the respective Board Committees and the External Auditors, if so required, will respond to shareholders' questions during the meeting. Each item of special business included in the notice of the meeting is accompanied by an explanatory statement for the proposed resolution to facilitate better understanding and evaluation of issues involved.</p> <p>In line with MCGG, the notice of the 13<sup>th</sup> AGM was issued at least 28 days prior to the meeting, well in advance of the 21-day requirement under the Companies Act 2016 and Main Market Listing Requirements of Bursa Malaysia Securities Berhad, enabling the shareholders ample time in making necessary preparations to attend and participate in person or by corporate representative, proxy or attorney. More importantly, it enables the shareholders to consider the resolutions and make informed decisions in exercising their voting rights at the AGM.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 13.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>In fostering effective participation of and engagement with shareholders at the AGM, all ten (10) Directors (including the Chairmen of Audit Committee, Nominations &amp; Remuneration Committee, Board Tender Committee, Board Development Committee and Board Governance &amp; Risk Committee) were present at the 13<sup>th</sup> AGM held fully virtual on 21 June 2021 to engage with the shareholders, and be accountable for their stewardship of the Company.</p> <p>All ten (10) Directors, members of Senior Management, Joint Company Secretaries and the partners from the external audit firm attended the meeting remotely via video conferencing access through the Remote Participation and Electronic Voting (RPEV) facilities.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 13.3

Listed companies should leverage technology to facilitate—

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In view of implementation of a 'total lockdown' beginning 1 June 2021, the Securities Commission Malaysia has revised the Guidance Note on the Conduct of General Meetings for Listed Issuers effective 1 June 2021, to require all general meetings held during the total lockdown to be conducted as fully virtual only. The full lockdown was then extended to 28 June 2021.</p> <p>In view of the Movement Control Order and as a precautionary measure amid the COVID-19 pandemic, the Company's 13<sup>th</sup> AGM was held on 21 June 2021 by leveraging technology and was conducted fully virtual and entirely via RPEV facilities in compliance with Section 327 of the Companies Act 2016 and Article 70 of the Company's Constitution. The online meeting platform of Lumi AGM website for the live streaming and RPEV facilities was provided by the share registrar, Boardroom Share Registrars Sdn Bhd.</p> <p>The RPEV facilities allowed shareholders to view a live webcast of the meeting, ask questions and submit votes in real time. UEM Sunrise's shareholders were able to successfully exercise their rights through the virtual meeting.</p> <p>For shareholders who were unable to attend the meeting via RPEV facilities, they are allowed to appoint any person(s) as their proxies to attend, participate, speak and vote in their stead by lodging proxy form at the Share Registrar's office or electronically via the Boardroom Smart Investor Portal provided by the Share Registrar.</p> <p>The administrative notes for 13<sup>th</sup> AGM were issued to assist the shareholders on the registration, participation and voting using RPEV facilities. The administrative notes were also published at the Company's website to encourage shareholders' participation.</p> <p>After verification against the General Meeting Record of Depositors as at 16 June 2021, email notifications were sent by the Share Registrar to the registered shareholders, proxies and corporate representatives that their registration for the remote participation for the 13<sup>th</sup> AGM had</p>

	<p>been approved and the meeting ID, user name and password were provided.</p> <p>For the 2021 AGM, shareholders were invited to send questions before the meeting by email to the Company's Investor Relations at <a href="mailto:ir@uemsunrise.com">ir@uemsunrise.com</a>.</p> <p>At the 13<sup>th</sup> AGM, the Chairman informed the members of their right to ask questions and vote as well as explained the procedure to be followed in tabling and approving each of the resolutions. The members were briefed on the key features of the virtual meeting platform including poll procedure and electronic voting in regard to the proposed resolutions put to the meeting. The Chairman also encouraged shareholders to participate at the meeting by submitting typed questions in real time on the meeting platform. Questions that were submitted prior to the 13<sup>th</sup> AGM and those that were posed during the meeting were addressed during the meeting.</p> <p>The voting at the 13<sup>th</sup> AGM was conducted by poll on all resolutions in accordance with Paragraph 8.29A of the Listing Requirements. The Company's Share Registrar, Boardroom Share Registrars Sdn Bhd was appointed as the Poll Administrator to conduct the polling process. The Company had appointed Commercial Quest Sdn Bhd as Scrutineers to verify the poll results.</p> <p>After verification by the independent Scrutineers, the Chairman announced the poll results to the meeting and declared that all the resolutions were carried. The poll results were also announced by the Company via BursaLINK on the same day for the benefit of all shareholders. The proceedings of the 13<sup>th</sup> AGM and key matters discussed were recorded in the minutes of meeting including questions raised for the meeting and the answers thereto, and were made available on the Company's website at <a href="http://www.uemsunrise.com/corporate/investor-relations/corporate-governance">www.uemsunrise.com/corporate/investor-relations/corporate-governance</a> within 30 business days after the AGM.</p> <p>For the forthcoming 14<sup>th</sup> AGM, Boardroom Share Registrars Sdn Bhd has assured that robust and penetration testing are regularly and extensively conducted on the Lumi AGM platform using independent, accredited third-party experts to ensure the security, confidentiality, integrity and availability of Lumi AGM application which are vital to conducting a successful AGM. The salient points of the assurance provided by Boardroom Share Registrars Sdn Bhd are as follows:</p> <ul style="list-style-type: none"> <li>➤ All Lumi AGM systems and suppliers' services are certified to the ISO/IEC 27001:2013 international standard. This provides a robust, auditable and externally verified framework of controls designed to maintain the confidentiality, integrity and availability of customer information and the personal data that are processed. Lumi uses strong, industry best-practice encryption techniques to</li> </ul>
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	<p>ensure customer data is protected from unauthorised access, with all keys managed directly by Lumi.</p> <p>➤ Boardroom Share Registrars Sdn Bhd's client data is never used for quality assurance purposes and is not retained beyond the purpose of processing the client's proxy forms for the conduct of the general meetings.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.4

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

*Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At the 13<sup>th</sup> AGM, the Chairman informed the members of their right to ask questions and vote as well as explained the procedure to be followed in tabling and approving each of the resolutions. The members were briefed by Boardroom Share Registrars Sdn Bhd on the key features of the virtual meeting platform including poll procedure and electronic voting in regard to the proposed resolutions put to the meeting. The Chairman also encouraged shareholders to participate at the meeting by submitting typed questions in real time on the meeting platform.</p> <p>The CEO presented the following Company's update prior to the tabling of all items to be transacted at the AGM and the Questions and Answers session:</p> <ol style="list-style-type: none"><li>1. Key highlights of the financial performance for 2020</li><li>2. Key highlights of the activities undertaken during the year 2020</li><li>3. Key achievements received during 2020</li><li>4. UEM Sunrise's achievements to-date for year 2021</li><li>5. The Company's future launches, its view on the property market and its moving forward strategy</li></ol> <p>All ten (10) Directors, Members of Senior Management and the partners from the external audit firm were present at the 13<sup>th</sup> AGM to provide responses to the questions posed by shareholders by email to the Company's Investor Relations at <a href="mailto:ir@uemsunrise.com">ir@uemsunrise.com</a> prior to the meeting and during the meeting at the meeting platform.</p> <p>(a) The Company received questions raised by the Minority Shareholders Watch Group and 7 shareholders prior to the meeting. These questions were answered by the Chairman and CEO and presented to shareholders for reference.</p>

	<p>(b) The Company continued to receive more questions from 61 shareholders, corporate representatives and proxies from the meeting platform during the meeting.</p> <p>Questions that were submitted prior to the 13<sup>th</sup> AGM and those that were posed during the meeting were addressed during the meeting and responded to by the Company via email after the AGM. The complete list of questions received prior to and during the 13<sup>th</sup> AGM together with the answers provided were annexed to the minutes of meeting and posted on the Company's website.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.5

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

*Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company's 2021 AGM was held fully virtual where the Board, Senior Management, representatives of the External Auditors, shareholders, proxies and corporate representative attended the meeting remotely via video conferencing access through the RPEV facilities. This online platform was secured exclusively for the members with approved registration for RPEV at the AGM.</p> <p>At the AGM, the shareholders actively participated in discussing the resolutions proposed, asking questions, seeking clarification and raising concerns directly to the Directors. For transparency, the questions which have been addressed/answered by the CEO were published for viewing by shareholders on the RPEV platform during the meeting and the Internal Auditor was present to ensure that all shareholders' questions were addressed.</p> <p>The voting at the AGM by shareholders was conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad by way of electronic voting (e-voting). To ensure smooth process of e-voting, the briefing on the e-voting process was presented by Boardroom Share Registrars Sdn Bhd, the Poll Administrator.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The minutes of the 13<sup>th</sup> AGM together with the CEO's presentation materials were uploaded onto the Company's website at <a href="http://www.uemsunrise.com/corporate/investor-relations/corporate-governance">www.uemsunrise.com/corporate/investor-relations/corporate-governance</a> within the 30 business days, on 22 July 2021.</p> <p>Internal Audit has been tasked to ensure that all questions received in the meeting platform during the meeting have been answered. The complete list of questions received prior to and during the 13<sup>th</sup> AGM together with the answers provided were annexed to the minutes of meeting and posted on the Company's website.</p>
<b>Explanation for departure</b>	:	
	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	
	:	

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

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

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