

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 1368  
**COMPANY NAME** : UEM Edgenta Berhad  
**FINANCIAL YEAR** : December 31, 2025

## OUTLINE:

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

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

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

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

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

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

### Intended Outcome

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

### Practice 1.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors ("<b>Board</b>") of UEM Edgenta Berhad ("<b>UEM Edgenta</b>" or "<b>Company</b>") is responsible for the corporate governance, strategic direction, financial and organisational matters of the Company and its subsidiaries (collectively referred to as "<b>the Group</b>").</p> <p>To ensure clear and effective governance in discharging its responsibilities, a governance structure has been established to provide clarity on roles, responsibilities and accountability from shareholders to the Board, Board Committees, the Managing Director/Chief Executive Officer ("<b>MD/CEO</b>") and Management, with the Company Secretary(ies) supporting the Board in the discharge of its duties.</p> <p>In discharging its roles and responsibilities, the Board is guided by the Board Charter and the Discretionary Authority Limits ("<b>DAL</b>"), which outlines the duties and responsibilities of the Board, as well as matters that the Board may delegate to the Board Committees, the MD/CEO and Management.</p> <p>The DAL is regularly reviewed to ensure effective governance and control, while providing flexibility in pursuing new business opportunities. These reviews also ensure that the DAL remains relevant and adaptable to the rapid innovation and growth of the Company's business and the ever changing/evolving environment.</p> <p>In the financial year 2025, the Board had met regularly to perform its principal responsibilities, which are amongst others, as follows:-</p> <ol style="list-style-type: none"><li>1) Establishing, reviewing and adopting the strategic plans and direction for the Group.</li><li>2) Overseeing the conduct of the Group's business to evaluate whether the business is being properly managed.</li><li>3) Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks.</li></ol>

	<p>4) Succession planning, including appointing, training, fixing the compensation of and where appropriate, replacing senior management.</p> <p>5) Reviewing the adequacy and the integrity of the Group’s internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.</p> <p>On 26 February 2025, the Board met with the Management for a Strategy Roadmap for the Company.</p> <p>During this meeting, the Board deliberated on the progress and year-to-date performance of the Group compared to the performance target set earlier in the year. The Board also directly engaged with the Head of Business/Divisions to understand their key operational challenges and gaps, align expectations, deliberate on the next steps to be taken by each business unit, and set the Group’s strategic focus, plan and budget for 2026 and beyond.</p> <p>Following the Board Strategy Session, the Management presented the Annual Operating Plan 2026 at the Board Meeting held on 25 November 2025. The presented Annual Operating Plan 2026 contained the strategies and business plans decided upon at the Board Strategy Session.</p> <p><u>Core Values</u></p> <p>The Board endorsed the following core values i.e. FIRST which serves as a guide for all employees in their actions and conduct to meet the objectives and goals as a Group, Company or as individuals.</p> <ul style="list-style-type: none"> <li>• Future Focused</li> <li>• Imagine New Ways</li> <li>• Respect for All</li> <li>• Solutioning Mindset</li> <li>• True to Our Word</li> </ul> <p>By embodying these values, employees will uphold the Group’s Mission and Vision and contribute to its ongoing success.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	

<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 Board is led by Tan Sri Dr. Azmil Khalili bin Dato' Khalid, an Independent Non-Executive Chairman, who is responsible for instilling good corporate governance practices, providing leadership and ensuring the effectiveness of the Board.</p> <p>The roles and responsibilities of the Chairman include:</p> <ul style="list-style-type: none"> <li>• lead and manage the work of the Board to ensure it operates effectively and fully discharges its legal and regulatory duties.</li> <li>• guide the Board in establishing, implementing, and monitoring good governance practices.</li> <li>• set the policy framework within which Management operates, together with Board members.</li> <li>• serve as the main liaison between the Board and Management, leading discussions on strategies and policies proposed by Management.</li> <li>• chair meetings of the Board and shareholders.</li> <li>• act as the Company's ambassador, both domestically and internationally.</li> <li>• encourage active participation and allow dissenting views to be freely expressed.</li> <li>• ensure appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.</li> </ul> <p>The duties and responsibilities of the Chairman are clearly outlined in Item 2.0 in Appendix 1 of the Board Charter, which is available on the Company's website at <a href="https://www.uemedgenta.com/about-us/corporate-governance">https://www.uemedgenta.com/about-us/corporate-governance</a>.</p> <p>Based on the Board Effectiveness Assessment 2025, the Chairman has demonstrated effective and excellent leadership, enabling the Board to operate efficiently and collaboratively.</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

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 positions of Chairman of the Board and MD/CEO of the Company are held by different individuals who do not have any family relationship with each other.</p> <table border="1"><tr><td>Chairman of the Board</td><td>Tan Sri Dr. Azmil Khalili bin Dato' Khalid ("Tan Sri Dr. Azmil Khalid")</td></tr><tr><td rowspan="2">MD/CEO</td><td>Encik Shaiful Zahrin bin Subhan <i>(Appointed on 1 November 2025)</i></td></tr><tr><td>Encik Syahrudin bin Samsudin <i>(Resigned on 31 August 2025)</i></td></tr></table> <p>The separation of these roles ensures an appropriate balance of power and authority between the Chairman and the MD/CEO to prevent any single individual from dominating the deliberations and the decision-making process.</p> <p>The Chairman leads the Board to ensure the Board effectively discharges its leadership and oversight responsibilities, and supports the Board in achieving its objectives by delegating specific tasks to Board members.</p> <p>The Chairman also acts as the main liaison between the Board and Management, carrying out other duties as requested by the Board as a whole, depending on need and circumstances.</p> <p>The MD/CEO is primarily responsible for overseeing the day-to-day management of the business within the power, discretions, and delegations authorised under the DAL and implementing the policies and strategies adopted by the Board.</p> <p>The MD/CEO is accountable for leading the Management team, implementing the policies/decisions approved by the Board, building a dynamic corporate culture with the requisite skills and competencies, and acting as the Group's chief spokesperson.</p> <p>The MD/CEO is also responsible for developing and recommending to the Board annual operating plans and budgets that support the Group's long-term vision and strategy, as well as formulating and monitoring the implementation of major corporate policies.</p>	Chairman of the Board	Tan Sri Dr. Azmil Khalili bin Dato' Khalid ("Tan Sri Dr. Azmil Khalid")	MD/CEO	Encik Shaiful Zahrin bin Subhan <i>(Appointed on 1 November 2025)</i>	Encik Syahrudin bin Samsudin <i>(Resigned on 31 August 2025)</i>
Chairman of the Board	Tan Sri Dr. Azmil Khalili bin Dato' Khalid ("Tan Sri Dr. Azmil Khalid")						
MD/CEO	Encik Shaiful Zahrin bin Subhan <i>(Appointed on 1 November 2025)</i>						
	Encik Syahrudin bin Samsudin <i>(Resigned on 31 August 2025)</i>						

	<p>The MD also sits as an Executive Director on the Board. This is to ensure he can better execute his duties and report to the Board as well as serve as the intermediary between the Board and Senior Management.</p> <p>The distinct roles and responsibilities of the Chairman and the MD/CEO are clearly defined under Items 2.0 and 3.0 respectively in Appendix 1 of the Board Charter, which is available on the Company's website at <a href="https://www.uemedgenta.com/about-us/corporate-governance">https://www.uemedgenta.com/about-us/corporate-governance</a>.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

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

### Practice 1.4

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>	: Tan Sri Dr. Azmil Khalid, the Chairman of the Board, is not a member of the Audit Committee ("AC") or the Nomination and Remuneration Committee ("NRC") of the Company.  The Chairman of the Board had not participated in, nor attended, any AC or NRC meetings by way of invitation during the financial year under review.  This ensures appropriate checks and balances and allows the Board to conduct an objective review of deliberations arising from the committees.
<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>Prior to 7 July 2025, the Board is supported by Ms Chiew Siew Yuen, a qualified Company Secretary in accordance with the requirements of the Companies Act 2016. Ms Chiew Siew Yuen stepped down as Company Secretary and was replaced by Mr. Tan Kok Siong and Ms. Lau Yen Hoon on 5 August 2025.</p> <p>Mr. Tan Kok Siong and Ms. Lau Yen Hoon are accountable to the Board through the Chairman of the Board and Board Committees on all governance matters.</p> <p>Both Company Secretaries possess the requisite credentials and meet the qualification requirements to act as company secretaries under Section 235(2) of the Companies Act 2016.</p> <p>The Company Secretaries serve as a central source of information and advise the Board and Board Committees on matters relating to governance and compliance with laws, rules, regulations, procedures and listing requirements. Board members have direct access to the professional advice and services of the Company Secretaries.</p> <p>The roles of the Company Secretaries include:</p> <ol style="list-style-type: none"><li>1. Provide advisory with regard to the Company's Constitution, Board policies and procedures, corporate governance best practices, and ensure compliance with regulatory requirements, listing rules, codes and legislations.</li><li>2. Attend and ensure that all Board and Board Committees decisions are well recorded in the minutes and that action items are promptly communicated to the Management for implementation.</li><li>3. Assist in reviewing the Board meeting agendas prior to circulation to the Board.</li><li>4. Coordinate and ensure the timely completion and circulation of Board and Board committee papers.</li><li>5. Facilitate induction programmes for new directors and assist with professional development of Directors.</li><li>6. Ensure processes and proceedings of general meetings are in place and properly managed.</li><li>7. Facilitate the Board in conducting the annual Board Effectiveness Assessment.</li></ol>

	<p>The Company Secretaries maintain up-to-date knowledge of the regulatory requirements by regularly attending relevant continuous professional development programmes as required. They are in a position to advise the Board and its committees on compliance matters as appropriate.</p> <p>The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in discharging its function.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

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

### Practice 1.6

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board recognises the importance of timely dissemination of meeting materials to enable Directors to review the information presented and adequately prepare for the Board and Board committee meetings.</p> <p>The proposed meeting agendas are reviewed and cleared by the Chairman during a pre-board meeting with the MD/CEO, Chief Financial Officer (“CFO”) or the relevant Head of Division/Department (if required) in the presence of Company Secretary. The Chairman ensures that sufficient time is allocated for each agenda item for deliberation.</p> <p>Notices of meetings are circulated to the Board and Board committees at least fourteen (14) calendar days in advance. Meeting papers are circulated to the Board and Board committees at least five (5) business days prior to the meeting to allow Directors sufficient time to review the matters for consideration and facilitate meaningful deliberations.</p> <p>In line with the Company’s commitment to a paperless environment, Directors access meeting papers via a secure iPad-based digital platform.</p> <p>To ensure objective and independent discussions, Board committee meetings are conducted separately from the Board meeting. Proceedings of the Board and Board committees meetings are well-documented in the minutes by the Company Secretaries.</p> <p>The minutes reflect key deliberations and decisions, rationale for each decision as well as any significant concerns, dissenting views or abstentions by Directors from voting and deliberating on specific matters. Minutes are tabled for confirmation at the subsequent quarterly Board or Board committee meeting.</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

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 adopted a Board Charter, which serves as a primary reference on governance matters and outlines the roles and responsibilities of the Board, Board committees and individual directors. The Board Charter also serves as a guide for newly appointed directors.</p> <p>The Board Charter sets out, amongst others, the following:-</p> <ol style="list-style-type: none"><li>1. Principal Responsibilities of the Board</li><li>2. Composition and Criteria of the Board</li><li>3. Induction of New Directors</li><li>4. Disclosures of Interests in Contracts, Property, Offices, etc.</li><li>5. Duties and Responsibilities of the Board</li><li>6. Powers of the Board</li><li>7. Meetings of the Board</li><li>8. Investor Relations and Shareholders Communication</li><li>9. Board Committees</li><li>10. Code of Ethics of Directors</li><li>11. Company Secretary</li><li>12. Duties and Responsibilities of the Chairman, MD/CEO and Non-Executive Director/Independent Director.</li></ol> <p>The Board is guided by the MCCG recommendation and is mindful on the review of Board Charter periodically to ensure its relevance and consistency with the Company's objectives and regulatory requirements. The Board Charter is available on the Company's website at <a href="https://www.uemedgenta.com/about-us/corporate-governance">https://www.uemedgenta.com/about-us/corporate-governance</a>.</p> <p>In discharging its fiduciary duties, the Board has delegated certain responsibilities to the Board committees, namely AC, NRC and Board Governance and Risk Committee ("BGRC"). The roles and responsibilities of the Board committees are set out in their respective Terms of Reference, which are also available on the Company's website at <a href="https://www.uemedgenta.com/about-us/corporate-governance">https://www.uemedgenta.com/about-us/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>The Company has established a Code of Conduct, which incorporates a Code of Ethics, applicable to all Directors, officers and employees of the Group. The Code of Conduct sets out the standards of business and personal conduct expected in the discharge of their duties and requires compliance with applicable laws and regulations. All Directors, officers and employees are required to report any actual or suspected violations of the Code.</p> <p>The Code of Conduct encompasses amongst others, the following key areas:</p> <ol style="list-style-type: none"><li>1. Ethics and Work Culture<ul style="list-style-type: none"><li>• Professionalism</li><li>• Sexual Harassment</li><li>• Workplace Bullying and Harassment</li><li>• Prohibited Substances</li><li>• Health and Safety</li><li>• Environmental Responsibility</li><li>• Social Responsibility</li><li>• Governance Practices</li><li>• Criminal Activity</li></ul></li><li>2. Key Regulations<ul style="list-style-type: none"><li>• Anti-Competition</li><li>• Data Privacy and Protection</li><li>• Intellectual Property</li><li>• Proprietary &amp; Confidential Information</li><li>• Insider Trading</li><li>• Money Laundering &amp; Terrorism Financing</li><li>• Bankruptcy</li></ul></li><li>3. Integrity and Accountability<ul style="list-style-type: none"><li>• Conflict of Interest</li></ul></li></ol>

- Bribery & Corruption
- Gifts & Business Entertainment
- Sponsorship & Donation
- Dealing with Government & Local Authority
- Working with Suppliers & Business Partners
- Political Involvement and Contribution

The Code of Conduct was last reviewed on 26 February 2025 and is periodically reviewed to ensure its continued relevance and effectiveness. The Code of Conduct is available on the Company's website at <https://www.uemedgenta.com/about-us/corporate-governance>.

The Company has also established a separate Code of Ethics for Directors, which is set out under Item 13.0 of the Board Charter and is available on the Company's website at <https://www.uemedgenta.com/about-us/corporate-governance>.

In addition, the Company has established a Code of Conduct for Business Partners to set out the ethical and compliance standards expected of suppliers, contractors, consultants, agents and other business partners when conducting business with the Group. The Code of Conduct for Business Partners is available on the Company's website at <https://www.uemedgenta.com/about-us/corporate-governance>.

The Group is committed to preventing and managing conflicts of interest across its business activities.

The Board has established Conflict of Interest Policy which outlines the disclosure obligation of each Directors, Key Senior Management, legal representatives and employees of the Group with respect to the conflict of interest, and the procedures to be followed when any actual, potential and perceived conflict of interest arises to ensure systematic identification, disclosure, and management of conflict of interest in an effective and timely manner.

The Code of Conduct also sets out Conflict of Interest expectations for employees and directors (actual, potential, or perceived conflicts; financial and non-financial interests) and requires annual and event-driven declarations to the Risk, Integrity & Compliance Department ("**RICD**"). It sits alongside anti-bribery & anti-corruption, gifts/entertainment, and dealings-with-government policies.

All Board members are required to complete the Annual Mandatory Conflict of Interest Declaration facilitated by the Company Secretary. In addition, Senior Management, legal representatives, and all employees must complete their annual Conflict of Interest (COI) declaration through the e Declaration Portal, which is managed by RICD. The portal also incorporates the Corruption Free Pledge and Political Involvement declarations, further promoting transparency, integrity, and accountability across the organisation.

	<p>The Company has implemented a Restriction of Political Involvement Policy, which restricts the appointment of active politicians as Directors. Employees who wish to hold positions in political parties, other than as ordinary members, are required to resign from the Company.</p> <p>To reinforce its zero-tolerance stance against corruption and abuse of power, the Company has implemented Anti-Bribery and Anti-Corruption (“<b>ABAC</b>”) initiatives, including the ABAC Policy Statement, ABAC Guide, Corruption Risk Assessment, Whistleblowing Policy and reporting channel, as well as periodic training and awareness programmes.</p> <p>The Company has also obtained ISO 37001:2016 Anti-Bribery Management System certification, which provides a structured framework to manage, monitor and continuously improve the Company’s anti-bribery controls.</p> <p>The Company adopts a No Festive Gift Policy, whereby all personnel are prohibited from accepting gifts or gratuities from external parties. Any gifts received would be returned. Signage on the No Festive Gift Policy and Code of Ethics is displayed at the Company’s premises for the information of visitors.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

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

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

### Practice 3.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company is committed to adhering to the highest standards of ethical behaviour in terms of governance, integrity, accountability and transparency in the conduct of its business and operations.</p> <p>In line with this commitment, the Company has established a Whistleblowing Policy Statement to encourage employees of the Company and members of the public to report instances of unethical behaviours, improper conduct, actual or suspected fraud and/or abuse within the Company.</p> <p>All stakeholders, including Directors, officers, and employees of the Company as well as members of the public, are eligible to make protected disclosures under the Whistleblowing Policy Statement. No unfair treatment will be meted out against a whistleblower by virtue of him/her having submitted a protected disclosure under this policy.</p> <p>To ensure independence and proper oversight, a Whistleblowing Committee was established to assist in the investigation of reported concerns. The Whistleblowing Committee consists of the following members:-</p> <ol style="list-style-type: none"><li>1. Chairman of BGRC</li><li>2. Head of Risk, Integrity &amp; Compliance</li><li>3. Head of Internal Audit</li><li>4. Company Secretary</li><li>5. Head of Legal</li></ol> <p>The Company's whistleblowing channel known as "SpeakUp", provides a confidential and structured avenue for employees and other stakeholders to report concerns without fear of retaliation. Report of wrongdoing, misconduct or violation of UEM Edgenta policies and procedures shall be done through dedicated and confidential channels as follows:</p> <ol style="list-style-type: none"><li>(1) Email to <a href="mailto:whistleblowing@edgenta.com">whistleblowing@edgenta.com</a>;</li><li>(2) In writing to the Chairman of the Board or the Chairman of BGRC using the prescribed Whistleblowing Lodgement Form; and</li></ol>

	<p>(3) Call +6019 209 9030 Mondays to Fridays (Malaysian office hours) 8.30 am to 5.30 pm</p> <p>All communications made in good faith that disclose or demonstrate information that may evidence malpractice or unethical activity will be addressed to the Chairman of the Board of Directors or the Chairman of BGRC.</p> <p>The Whistleblowing Policy Statement is available on the Company's website at <a href="https://www.uemedgenta.com/about-us/corporate-governance">https://www.uemedgenta.com/about-us/corporate-governance</a>.</p> <p>During the financial year under review, a total of eighteen (18) cases were reported, with further disclosure provided under the Corporate Integrity and Ethical Business Conduct section in page 253 of this Integrated Annual Report.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

## Intended Outcome

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

### Practice 4.1

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 Group recognises that good corporate governance is essential in supporting the execution of business strategies and generating long-term shareholder value. Accordingly, we uphold the highest principles of transparency and accountability, aligning our corporate governance practices to the relevant regulatory frameworks.</p> <p>The Board had established a Sustainability Policy which provides guidance on how to conduct the Group's business sustainably and responsibly. The Sustainability Policy is available on the Company's website at <a href="https://www.uemedgenta.com/about-us/corporate-governance">https://www.uemedgenta.com/about-us/corporate-governance</a>. In 2025, the Sustainability Policy was updated to provide more focus on climate consideration.</p> <p>The Board provides leadership and oversight on sustainability governance and is supported by the BGRC in overseeing sustainability efforts, reviewing material sustainability risks and opportunities, and ensuring sustainability considerations are integrated into the Company's overall planning, performance and long-term strategy.</p> <p>The Board's role in sustainability is reinforced in the Board Charter and the Terms of Reference of the BGRC, which clarify the Board's ultimate responsibility for the integration of sustainability into the Company's business strategy, while delegating sustainability oversight to the BGRC. During the year, the enterprise risk framework was enhanced to attach the Board with an oversight function on climate related matters. Management is responsible for implementing sustainability initiatives, while the Board retains ultimate oversight and overall responsibility for the sustainability directions of the Company.</p> <p>The Company embarked on its Environmental, Social, and Governance ("ESG") journey since 2021 with the establishment of ESG Steering Committee. The ESG Steering Committee is chaired by the MD/CEO with participation of C-suite executives and selected senior</p>

	<p>management. This management committee reviews sustainability initiatives, performance and action plans, and provides guidance and recommendations to the BGRC and the Board in relation to ESG topics.</p> <p>Managers of each business segment are responsible for implementing sustainability initiatives in line with their responsibilities.</p> <p>The Company also implemented ESG Governance Framework and Sustainability Roadmap, conducted materiality assessment to determine its key focus areas, and engaged with external stakeholders for feedback to update its materiality matrix.</p> <p>Details of the Company’s sustainability governance and performance are disclosed in the Sustainability Report in the Annual Report 2025.</p> <p>The Board will continue to foster awareness of sustainability and cultivate a sustainability-driven culture within the organisation.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

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

### Practice 4.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group acknowledges that effective stakeholder communication is crucial in upholding its reputation as a trusted and responsible corporate citizen.</p> <p>To this end, the Company has established a stakeholder engagement practice for its various stakeholder groups. Engagement is conducted through multiple channels, including the corporate website, internal communication platforms, targeted press release and announcements, ensuring that the stakeholders are informed of the Company’s sustainability strategies, priorities and targets.</p> <p>The Sustainability Statement is disclosed in the Annual Report 2025, which outlines the Company’s regular engagement with internal and external stakeholders on sustainability commitments.</p> <p>Sustainability engagements in 2025 are as follows:</p> <ol style="list-style-type: none"> <li>1. Sustainability Statement Gap Analysis Workshop</li> <li>2. NSRF Workshop</li> <li>3. Roadmap 2.0 Workshop</li> <li>4. ESG Immersion Month</li> <li>5. GHG Workshop for site office (Ipoh)</li> <li>6. ESG Outreach (Kamunting Plant &amp; Asphalt Plant with Recycling Facility)</li> </ol>
<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 4.3

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>The Board acknowledges its crucial role in reviewing and approving strategic initiatives to ensure they support the long-term value creation of the Company.</p> <p>In discharging this responsibility, the Board considers economic, environmental, social and governance aspects that underpin its sustainability strategy. To strengthen the ESG knowledge and understanding of relevant sustainability issues, the Board members have been taking active steps by attending ESG-related courses and programmes.</p> <p>Management will continue to identify and recommend suitable ESG-related trainings, talks and programmes from various organisers to the Board to support their ongoing professional development.</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 4.4**

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.

<p><b>Application</b></p>	<p>: Applied</p>
<p><b>Explanation on application of the practice</b></p>	<p>: The Company is taking cognisance of the fast-changing environment in the industry and has in place processes and procedures to measure against the achievement of sustainability targets.</p> <p>The NRC undertook an evaluation of the performance of the Board and senior management in addressing the Company’s material sustainability risks and opportunities.</p> <p>The Board Effectiveness Assessment for 2025 included criteria related to ESG. Performance evaluation for the board members included assessing the Board members’ ability to articulate and exercise robust deliberation on the Company’s material ESG matters, monitor sustainability Key Performance Indicators (“<b>KPIs</b>”) and having sufficient insight for forming opinions and making decision on ESG matters.</p> <p>During the year under review, the Board continued to apply the Corporate Scorecard Framework 2025 and MD/CEO Scorecard 2025, which include specific ESG-related KPIs as part of the performance evaluation on Senior Management in managing the Company’s material sustainability risks and opportunities.</p> <p>FY2025 ESG’s focus areas were as follows:</p> <ol style="list-style-type: none"> <li>1. Sustainability Roadmap 2.0 Implementation Plan</li> <li>2. Internal Carbon Price</li> <li>3. Carbon Intensity</li> <li>4. Scope 3 Roadmap</li> <li>5. Enhanced Sustainability Policy – Climate-Related Matters</li> <li>6. Human Rights Policy</li> <li>7. Supplier Engagement Plan</li> <li>8. Enhancement of ERM – to include Climate-related risks and opportunities</li> <li>9. ESG Immersion Month</li> </ol>
<p><b>Explanation for departure</b></p>	<p>:  </p>

*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 4.5- 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 MD/CEO is the designated person to provide dedicated focus to manage sustainability strategically in the operations of the Company.</p> <p>He leads the ESG Steering Committee, which comprises the following members:</p> <ol style="list-style-type: none"> <li>1. Chief Financial Officer</li> <li>2. Chief People Officer</li> <li>3. Chief Digital Officer</li> <li>4. Head of Legal</li> <li>5. Head of Corporate Strategy and Planning</li> </ol> <p><u>Secretariat</u></p> <ol style="list-style-type: none"> <li>1. Head of Health, Safety, Security &amp; Environment</li> <li>2. Head of ESG</li> </ol> <p>The responsibilities of ESG Steering Committee include, but not limited to:</p> <ul style="list-style-type: none"> <li>• Oversees development of sustainability strategy and frameworks and recommend revisions.</li> <li>• Monitor the implementation of sustainability strategy and initiatives.</li> <li>• Deliberates and reviews annual sustainability matters and risks, KPIs and performance for Board’s considerations.</li> <li>• Oversees and considers input from ESG Working Team to ensure robustness of sustainability management system.</li> </ul> <p>A total of five (5) ESG steering committee meetings were held during the year 2025.</p>

### Intended Outcome

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

### Practice 5.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NRC is responsible for reviewing the overall composition of the Board in terms of size, the required mix of skills, experience and other qualities and core competencies for Directors of the Company. The NRC reviews the Board's composition annually to ensure it is refreshed periodically.</p> <p>In addition, the Board Charter provides that the tenure of an independent director is limited to a cumulative term of nine (9) years, upon which the independent director shall be re-designated as Non-Independent Non-Executive Directors.</p> <p>The NRC had carried out the annual Board Effectiveness Assessment to evaluate the performance of the Board as a whole and the individual performance of the Directors. Based on the results of the Board Effectiveness Assessment 2025, the NRC was satisfied that all Directors had demonstrated satisfactory performance and had effectively discharged their responsibilities.</p> <p>The annual re-election or re-appointment of retiring Directors is contingent upon satisfactory evaluation of the retiring Directors' performance and contribution to the Board and/or Board committees.</p> <p>On top of that, the Board has formalised and adopted Directors' Fit and Proper Policy, which serves as a guide to the NRC and the Board in conducting assessments on potential candidates for appointment as directors as well as existing directors who are seeking for re-election and re-appointment.</p> <p>After taking into account the satisfactory performance of the Directors who are due for retirement and seeking for re-election at the forthcoming Annual General Meeting ("AGM"), the NRC proposed the re-election of Directors to the Board for the shareholders' approval at the forthcoming 63<sup>rd</sup> 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 5.2

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>As at 31 December 2025, the Board comprised a majority of independent directors with six (6) out of ten (10) Board members are Independent Non-Executive Director including the Chairman as follows:-</p> <table border="1"><thead><tr><th>Name</th><th>Designation</th></tr></thead><tbody><tr><td>Tan Sri Dr. Azmil Khalid</td><td>Independent Non-Executive Chairman</td></tr><tr><td>Dato' George Stewart LaBrooy</td><td>Independent Non-Executive Director</td></tr><tr><td>Rowina Ghazali Seth</td><td>Independent Non-Executive Director</td></tr><tr><td>Jenifer Thien Bit Leong</td><td>Independent Non-Executive Director</td></tr><tr><td>Dato' Dr. Omar Abd Hamid</td><td>Independent Non-Executive Director</td></tr><tr><td>Simon Kua Choo Kai</td><td>Independent Non-Executive Director</td></tr></tbody></table> <p>The Board composition complies with Paragraph 15.02(1) of Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) which requires at least two (2) directors or one-third (1/3) of the Board, whichever is higher, are independent directors.</p> <p>All six (6) Independent Non-Executive Directors, who constitute 60% of the Board, have satisfied the independence criteria as set out in the MMLR of Bursa Securities.</p>	Name	Designation	Tan Sri Dr. Azmil Khalid	Independent Non-Executive Chairman	Dato' George Stewart LaBrooy	Independent Non-Executive Director	Rowina Ghazali Seth	Independent Non-Executive Director	Jenifer Thien Bit Leong	Independent Non-Executive Director	Dato' Dr. Omar Abd Hamid	Independent Non-Executive Director	Simon Kua Choo Kai	Independent Non-Executive Director
Name	Designation															
Tan Sri Dr. Azmil Khalid	Independent Non-Executive Chairman															
Dato' George Stewart LaBrooy	Independent Non-Executive Director															
Rowina Ghazali Seth	Independent Non-Executive Director															
Jenifer Thien Bit Leong	Independent Non-Executive Director															
Dato' Dr. Omar Abd Hamid	Independent Non-Executive Director															
Simon Kua Choo Kai	Independent Non-Executive Director															
<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 5.3**

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.*

<b>Application</b>	:	Adopted														
<b>Explanation on adoption of the practice</b>	:	<p>The Board has stipulated in the Board Charter and Terms of Reference of the NRC that the tenure of an independent director shall not exceed a cumulative term of nine (9) years.</p> <p>Upon reaching the maximum tenure, the independent director shall be re-designated as a non-independent Director should the Board wish to retain the said director.</p> <p>As at 31 December 2025, none of the Independent Non-Executive Directors of the Company has served the Board for a cumulative term of more than nine (9) years.</p> <p>The tenure of each independent director as at 31 December 2025 is listed below:</p> <table border="1"><thead><tr><th>Name of Independent Directors</th><th>Tenure (Year) Approximate</th></tr></thead><tbody><tr><td>Tan Sri Dr. Azmil Khalid</td><td>5.6</td></tr><tr><td>Dato' George Stewart LaBrooy</td><td>8</td></tr><tr><td>Rowina Ghazali Seth</td><td>7.3</td></tr><tr><td>Jenifer Thien Bit Leong</td><td>4.5</td></tr><tr><td>Dato' Dr. Omar Abd Hamid</td><td>2.4</td></tr><tr><td>Simon Kua Choo Kai</td><td>2</td></tr></tbody></table>	Name of Independent Directors	Tenure (Year) Approximate	Tan Sri Dr. Azmil Khalid	5.6	Dato' George Stewart LaBrooy	8	Rowina Ghazali Seth	7.3	Jenifer Thien Bit Leong	4.5	Dato' Dr. Omar Abd Hamid	2.4	Simon Kua Choo Kai	2
Name of Independent Directors	Tenure (Year) Approximate															
Tan Sri Dr. Azmil Khalid	5.6															
Dato' George Stewart LaBrooy	8															
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Dato' Dr. Omar Abd Hamid	2.4															
Simon Kua Choo Kai	2															

### 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><b><u>Appointment of Board Members</u></b></p> <p>The Board has implemented a rigorous selection process and procedures for the appointment of new Directors.</p> <p>To safeguard independence, objectivity and avoid potential conflicts of interest, the Company has implemented a Restriction of Political Involvement Policy, which restricts the appointment of active politicians as Directors.</p> <p>When assessing new appointments to the Board, the NRC considers the factors such as competencies, time commitment, contribution and performance, skills, knowledge, expertise and experience, professionalism, background, character and integrity, leadership qualities, boardroom diversity including gender diversity, and independence (as the case may be).</p> <p>The nomination process for new Directors involves identifying suitable candidates, assessing their qualifications and experiences set by the Board, meeting with the candidates, and recommending suitable candidates to the Board for approval.</p> <p>The current size and composition of the Board is well presented by highly qualified and experienced Directors with diverse mix of skills sets, professional background, knowledge and experience. This combination of different professions and skills provides different perspectives to the Board in leading the Group.</p> <p>The gender, nationality and age of the Directors as at 31 December 2025 are as follows:</p>

	Nationality		Gender	
	Malaysian	Foreigner	Male	Female
Number of Directors	10	0	7	3

  

Age Group	≤50	51-60	61-70	≥71
Number of Directors	3	2	3	2

**Appointment of Senior Management**

The Company adopts a comprehensive selection process which involves (1) sourcing and screening of candidates based on specific criteria of the role covering both qualification and experience required for the role; (2) interview and assessment by the hiring manager and other relevant stakeholders; (3) psychometric assessment on job fit and personality traits that would support/hinder the incumbent in the job; and (4) deliberation and recommendation of suitable candidates to the NRC for endorsement to the Board for approval.

NRC assesses and recommends to the Board the candidacy of Senior Management of Grade UT2 and other critical senior roles whose appointment are based on objective criteria, merit with due regards for diversity in skills, experience, age and cultural value fit.

Prior to interview by the relevant stakeholders, including but not limited to MD/CEO and members of the Board, the shortlisted candidates will undergo psychometric assessment based on required competencies for the role. The tool will help to determine essential high-performance traits and those that will accelerate, or hinder performance related to specific positions. The assessment uses predictive analytics to pre-screens applicants for cognitive ability and job specific behaviour providing actionable data for effective decisions.

The assessment results will be considered together with findings from the interview sessions in selection of suitable candidates for recommendation by NRC and for approval by the Board.

When the vacancy of MD/CEO arose, the Board of Directors and NRC ensure leadership continuity by appointing an officer in charge during the transition period taking into consideration the candidate's qualifications, experience and leadership capabilities. The selection process is designed to ensure that the new MD/CEO brings a wealth of expertise and proven track record of success to the Company. Performance criteria considered include strategic oversight, operational excellence and business growth achievements within the sectors of operation.

<b>Explanation for departure</b>	:
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<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>Candidates for appointment to the Board are identified through various sources, including:</p> <ol style="list-style-type: none"> <li>1. recommendation by existing board members or major shareholders;</li> <li>2. independent sources such as Institute of Corporate Directors Malaysia; and</li> <li>3. desktop searches.</li> </ol> <p>The NRC reviews and assesses the suitability of the candidates. Upon satisfactory assessment of the candidates, the NRC recommends their appointment to the Board for approval.</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>Shareholders are kept informed on the Board's decision in respect of the appointment of a director through announcements made to Bursa Securities and update on the Company's website.</p> <p>The details of directors who are standing for re-election are set out in the profiles of the Board of Directors in the Annual Report 2025.</p> <p>The performance, contribution, effectiveness, independence (as the case may be) as well as fitness and propriety of the retiring directors who are standing for re-election were duly assessed by the NRC and Board.</p> <p>The justifications to support the re-election of the retiring directors were provided in the Notice of AGM for shareholders to make informed decisions 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

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 Board recognises the importance of the Chairperson of the NRC being an Independent Director to ensure objectivity and the exercise of independent judgement during deliberations.</p> <p>The NRC is chaired by Puan Rowina Ghazali Seth, an Independent Non-Executive Director of the Company.</p> <p>The duties and responsibilities of the Chairperson of the NRC are as set out in the Terms of Reference of NRC, which is available on the Company's website at <a href="https://www.uemedgenta.com/about-us/corporate-governance">https://www.uemedgenta.com/about-us/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**

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>	:	<p>As at 31 December 2025, three (3) out of ten (10) Directors are women, representing 30% of the Board composition:-</p> <ol style="list-style-type: none"> <li>1. Rowina Ghazali Seth</li> <li>2. Jenifer Thien Bit Leong</li> <li>3. Nurul Iman Mohd Zaman</li> </ol> <p>The representation of women on the Board enhances gender diversity and contributes valuable perspectives and insights to Board deliberations.</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 5.10

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 recognises that a gender-diverse Board brings different perspectives, ideas and market insights which enables better decision-making and problem-solving, thereby enhancing the Company's ability to serve an increasingly diverse customer base and strengthen its competitive position.</p> <p>In support of this commitment, the Company has formalised and adopted a Gender Diversity Policy, which sets out its approach to achieving and maintaining gender diversity at the Board and senior management levels, as well as across the Group's workforce.</p> <p>The Gender Diversity Policy is available on the Company's website at <a href="https://www.uemedgenta.com/about-us/corporate-governance">https://www.uemedgenta.com/about-us/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 a formal and objective annual evaluation to assess the effectiveness of the Board and Board committees, the performance of individual directors and the independency of independent directors through the Board Effectiveness Assessment. This assessment is designed to identify the strengths and weaknesses of the Board operations and to establish a common understanding of the Board's roles and responsibilities, with a view to enhancing overall Board performance.</p> <p>For the financial year under review, the Board evaluation was facilitated internally by the Corporate Secretarial team via an online portal. Self and peer evaluation questionnaire were circulated to all Directors to obtain their feedback, views and suggestions on improving the performance of the Board and its Board Committees.</p> <p>The evaluation criteria include the Board's structure, operations and interaction and roles and responsibilities of the Board and its committees. In addition, the Board Effectiveness Assessment also includes the evaluation on the Board's composition in regard to the mix of skills, character, experience, integrity, competence and time commitment.</p> <p>Upon completion, the responses were collected and tabulated by the Company Secretaries, and a summary of the results was presented to the NRC for review and deliberation. The NRC thereafter reported the outcome to the Board together with the recommendations and proposed actions plans, where applicable.</p> <p>Based on the outcome of the Board Effectiveness Assessment 2025, the Board concluded that:-</p>

	<ol style="list-style-type: none"> <li>1. The Directors had contributed positively to the Board as a whole by providing quality input and adding value to Board meetings. Members of the Board demonstrated strong commitment and pride in discharging their duties and responsibilities.</li> <li>2. The Directors have the character, experience, integrity, competence and time to effectively discharge their roles.</li> <li>3. All members of the Board agreed that the Chairman of the Board demonstrates effective and excellent leadership.</li> <li>4. The Board has the relevant mix of skills and experience to function effectively.</li> <li>5. The Board committees carried out duties in accordance with their terms of references.</li> <li>6. The Independent Directors are independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement and objective or the ability to act in the best interests of the Company.</li> </ol> <p>The following key strengths were noted:-</p> <ol style="list-style-type: none"> <li>1) The Board is adequately represented and balanced.</li> <li>2) There is open and constructive communication.</li> <li>3) The members of the Board have sufficient access to the Chairman and Management.</li> <li>4) Adequate secretarial support is provided.</li> <li>5) Minutes properly recorded the decisions and resolutions of meeting.</li> <li>6) The right matters are reserved for Board's deliberation and decision, with the right allocation of time and right frequency.</li> <li>7) Board papers are well structure and well synthesised with critical analysis.</li> <li>8) The Board is provided with sufficient information on Group's risk profile and risk management procedures</li> </ol> <p>Arising from the Board's feedback through the Board Effectiveness Assessment 2025, the Board, through the NRC, noted the areas for continuous improvement. This exercise provided a platform to understand the concern and challenges from the Board's perspective and sharing of thoughts and better practices for Board functioning.</p>
<p><b>Explanation for departure</b> :</p>	

*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 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>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	Currently, the Company has a Remuneration Policy for Non-Executive Directors in place, which is available on the Company’s website. Non-Executive Directors are paid a fixed base fee on a quarterly basis. With the recommendation from the NRC, the Board as a whole determines the remuneration for Non-Executive Directors, with concerned directors abstaining from deliberation or voting on decision in respect of their own remuneration. The payment of Directors’ fees is subject to shareholders’ approval at the general meeting.	
		The Senior Management Remuneration Framework is reviewed periodically, and on an ad hoc basis when necessary, to ensure compensation remains appropriately aligned with role and responsibilities, internal equity, and market competitiveness, under a structured process governed by the Board. The appropriateness of publishing the framework on the Company’s website will be assessed taking into consideration the benefits and potential risk involved.	
<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>As at 31 December 2025, the NRC comprises three (3) Non-Executive Directors, out of which two (2) are Independent Directors. The NRC consist of the following members:-</p> <table border="1"><thead><tr><th>Name</th><th>Membership</th></tr></thead><tbody><tr><td>Rowina Ghazali Seth <i>(Independent Non-Executive Director)</i></td><td>Chairperson</td></tr><tr><td>Dato' George Stewart LaBrooy <i>(Independent Non-Executive Director)</i></td><td>Member</td></tr><tr><td>Datuk Amran Hafiz bin Affifudin <i>(Non-Independent Non-Executive Director)</i></td><td>Member</td></tr></tbody></table> <p>The NRC is responsible for recommending the remuneration framework for Non-Executive Directors as well as the remuneration packages of Executive Directors and Senior Management. The remuneration packages of Non-Executive Directors, including Non-Executive Chairman, is determined by the Board as a whole and the individuals concerned should abstain from discussion and voting on decision in respect of their own remuneration, prior to the tabling of such for shareholders' approval at the Company's AGM.</p> <p>The Terms of Reference of the NRC set out the duties and responsibilities of the NRC in relation to remuneration matters, which is available on the Company's website at <a href="https://www.uemedgenta.com/about-us/corporate-governance">https://www.uemedgenta.com/about-us/corporate-governance</a>.</p>	Name	Membership	Rowina Ghazali Seth <i>(Independent Non-Executive Director)</i>	Chairperson	Dato' George Stewart LaBrooy <i>(Independent Non-Executive Director)</i>	Member	Datuk Amran Hafiz bin Affifudin <i>(Non-Independent Non-Executive Director)</i>	Member
Name	Membership									
Rowina Ghazali Seth <i>(Independent Non-Executive Director)</i>	Chairperson									
Dato' George Stewart LaBrooy <i>(Independent Non-Executive Director)</i>	Member									
Datuk Amran Hafiz bin Affifudin <i>(Non-Independent Non-Executive Director)</i>	Member									
<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 Directors' Remuneration Framework is disclosed in the Corporate Governance Overview Statement of the Annual Report 2025, and the details of the remuneration breakdown for all Directors for the financial year ended 31 December 2025 are disclosed in the table on the following page.</p> <p><u>Note to the table:-</u></p> <p>* Remuneration waived since 1 January 2022.</p> <p>^ Started to receive directors' remuneration from 8 July 2025, while the remuneration was previously waived being Khazanah's nominee on the Board.</p> <p>Other emoluments include contributions to defined contribution plans.</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	Tan Sri Dr. Azmil Khalid	Independent Director	210	-	-	-	40.8	-	250.8	210	-	-	-	40.8	-	250.8
2	Shaiful Zahrin Bin Subhan (Appointed on 1 November 2025)	Executive Director	-	-	-	-	-	-	-	-	8	180	-	1	30	219
3	Datuk Amran Hafiz Affudin	Non-Executive Non-Independent Director	123	4	-	-	-	-	127	123	4	-	-	-	-	127
4	Dato' George Stewart Labrooy	Independent Director	148	-	-	-	-	-	148	148	-	-	-	-	-	148
5	Rowina Ghazali Seth	Independent Director	148	-	-	-	-	-	148	148	-	-	-	-	-	148
6	Jenifer Thien Bit Leong	Independent Director	148	-	-	-	-	-	148	148	-	-	-	-	-	148
7	Mohd Asrul Ab Rahim^	Non-Executive Non-Independent Director	73.6	1	-	-	-	-	74.6	73.6	1	-	-	-	-	74.6
8	Nurul Iman Mohd Zaman*	Non-Executive Non-Independent Director	--	-	-	-	-	-	-	-	-	--	-	-	-	-
9	Dato' Dr. Omar Abd Hamid	Independent Director	153	-	-	-	-	-	153	153	-	-	-	-	-	153
10	Simon Kua Choo Kai	Independent Director	158	2	-	-	-	-	160	158	2	-	-	-	-	160
11	Syahrnizam Bin Samsudin (Resigned on 31 August 2025)	Executive Director	-	-	-	-	-	-	-	-	33	816	459	24	183	1515

### 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>	:	The Board is of the opinion that disclosure of Senior Management's individual remuneration components would not be in the best interests of the Group, considering the highly competitive nature of the human resource market and the need to attract and retain top talent.	
		As an alternative to the recommended practices, the Board agreed to disclose the remuneration of the top five (5) Senior Management of the Group (excluding MD/CEO) as follows:	
		<b>Top Five Senior Management (not including MD/CEO)</b>	<b>Number of Senior Management</b>
		From RM750,000 - RM1,000,000	3
		From RM1,000,001 - RM1,250,000	2
		<i>Note: Remuneration includes salary, allowances, benefits-in-kind, bonus and other benefits such as medical utilisation/claims.</i>	
<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>	:		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total

**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)					Total
			Salary	Allowance	Bonus	Benefits	Other emoluments	

### 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>The AC is chaired by Mr. Simon Kua Choo Kai, whilst the Chairman of the Board is Tan Sri Dr. Azmil Khalid. Having the roles of Chairman of the Board and the Chairman of the AC held by different individuals, it allows the Board to objectively review the AC's findings and recommendations.</p> <p>Mr. Simon Kua Choo Kai is a member of the Malaysian Institute of Accountants (MIA), member of the Malaysian Institute of Certified Public Accountants (MICPA) and a Fellow of Certified Practising Accountant, Australia. His full profile is available in the Directors' Profile of the Annual Report 2025.</p> <p>The roles and responsibilities of the AC Chairman are outlined in the Terms of Reference of the AC, which is accessible on the Company's website at <a href="https://www.uemedgenta.com/about-us/corporate-governance">https://www.uemedgenta.com/about-us/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**

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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Terms of Reference of the AC stipulates that any former key audit partner must observe a cooling-off period of at least three (3) years before being appointed as a member of the AC.</p> <p>For the financial year under review, none of the AC members were former key audit partners within the cooling-off period.</p> <p>The Terms of Reference of the AC is available on the Company's website at <a href="https://www.uemedgenta.com/about-us/corporate-governance">https://www.uemedgenta.com/about-us/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

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 Terms of Reference of the AC outlines the procedures to assess the suitability, objectivity and independence of the Company's External Auditors and is available on the Company's website at <a href="https://www.uemedgenta.com/about-us/corporate-governance">https://www.uemedgenta.com/about-us/corporate-governance</a>.</p> <p>The AC is responsible for assessing the capabilities and independence of the External Auditors to safeguard the integrity of financial reporting and reliability of audited financial statements and to make recommendations to the Board on the appointment, re-appointment or termination of the External Auditors.</p> <p>In safeguarding and supporting External Auditors' independence and objectivity, the Company has outlined the criteria for the annual assessment on the performance of External Auditors, the types of non-audit services that can be provided by the External Auditors and the approval process for the provision of non-audit services in the Terms of Reference of the AC.</p> <p>The AC conducts yearly assessments on the suitability and independence of the External Auditors, taking into account the following:</p> <ul style="list-style-type: none"><li>• the competency, reputation and performance;</li><li>• the timeliness and quality of their communications with the AC and the Company;</li><li>• the quality of services and sufficiency of resources provided by the engagement team during the audit and throughout the financial year; and</li><li>• their independence, objectivity and professional scepticism.</li></ul> <p>The AC assessed and was satisfied with the competence, audit quality, resource capacity of the External Auditors, Ernst &amp; Young PLT in relation to the audit services provided.</p> <p>From the assessment, the AC is also satisfied that there was no threat to the objectivity and independence of the audit arising from the provision of non-audit services of the External Auditors.</p>

	<p>The non-audit services engaged with Ernst &amp; Young PLT during the financial year under review comprised the review of Statement on Risk Management and Internal Control, tax compliance and Agreed Upon Procedure of the Debt-to-Equity ratio.</p> <p>Furthermore, the AC has obtained assurance from the External Auditors that they are and have been independent through the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>Based on the outcome of its assessment, the AC has recommended to the Board for the shareholders' approval to be sought on the re-appointment of the External Auditors at the forthcoming 63<sup>rd</sup> AGM.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b> :	Not Adopted
<b>Explanation on adoption of the practice</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 9.5

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 Audit Committee (“AC”) members possess a wide range of skills and the requisite financial literacy to discharge its duties effectively.</p> <p>The AC Chairman, Mr. Simon Kua Choo Kai is a member of the Malaysian Institute of Certified Public Accountants (MICPA), Malaysian Institute of Accountants (MIA) and a Fellow of Certified Practising Accountant in Australia. Meanwhile, En. Mohd Asrul Ab Rahim is a member of MIA and a Fellow of the Institute of Chartered Accountants in England and Wales (ICAEW).</p> <p>The AC continuously seeks ways to enhance its ability to discharge its duties by participating in training courses to expand their knowledge and to keep abreast with the latest regulatory requirement. Management will also continue recommending relevant training courses and seminars to ensure that AC members stay abreast of industry developments, market trends and changes in accounting and auditing standards, which enable them to actively contribute to the functions of the AC.</p> <p>An annual assessment on the performance of the AC during the term of office was undertaken by the NRC for financial year ended 31 December 2025 and the NRC was satisfied with the performance of the AC.</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 10.1

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 Board has overall responsibility for establishing and maintaining an effective system of risk management and internal control within the Group. The framework includes financial, operational and compliance controls to safeguard shareholders' investments, customers' interests and the Company's assets.</p> <p>The Board oversees the adequacy and effectiveness of the Group's risk management and internal control system on an ongoing basis to ensure that significant risks are appropriately identified, assessed and managed in alignment with the Group's objectives.</p> <p>Details of the Group's risk management and internal control framework are set out in the Statement on Risk Management and Internal Control of the Annual Report 2025.</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 key features and elements of the Group’s risk management and internal control framework, as well as their adequacy and effectiveness are articulated in detail in the Statement on Risk Management and Internal Control (“<b>SORMIC</b>”) as contained in the Integrated Annual Report 2025.</p> <p>The SORMIC also outlines the differentiated roles and functions of those entrusted with maintaining risk management and internal control systems. Measures being put in place to manage/mitigate risks and internal control are also articulated in the SORMIC.</p> <p>The Board, through the Board Governance and Risk Committee (“<b>BGRC</b>”), oversees the Company’s risk management framework and policies. At every quarterly meeting, the BGRC reviewed the Risk Management Status Report, Business Continuity Management &amp; Insurance Progress Updates and Integrity &amp; Compliance Progress Report of the Company.</p> <p>The Board has received assurance that the Group’s risk management and internal control system is operating effectively in all material aspects based on the Risks Management Framework of the Group.</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 10.3 - 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 Board has established the BGRC, which comprises four (4) Non-Executive Directors, three (3) of whom are Independent. The members of the BGRC as at 31 December 2025 are as follows:-</p> <table border="1"><thead><tr><th><b>Name</b></th><th><b>Membership</b></th></tr></thead><tbody><tr><td>Dato' George Stewart LaBrooy <i>(Independent Non-Executive Director)</i></td><td>Chairman</td></tr><tr><td>Puan Rowina Ghazali Seth <i>(Independent Non-Executive Director)</i></td><td>Member</td></tr><tr><td>Ms. Jenifer Thien Bit Leong <i>(Independent Non-Executive Director)</i></td><td>Member</td></tr><tr><td>Puan Nurul Iman Mohd Zaman <i>(Non-Independent Non-Executive Director)</i></td><td>Member</td></tr></tbody></table> <p>The BGRC operates in accordance with its Terms of Reference, mainly to undertake governance and compliance duties and responsibilities, in addition to the oversight of risk management matters within the Group.</p> <p>The Terms of Reference of BGRC are available on the Company's website at <a href="https://www.uemedgenta.com/about-us/corporate-governance">https://www.uemedgenta.com/about-us/corporate-governance</a>.</p>	<b>Name</b>	<b>Membership</b>	Dato' George Stewart LaBrooy <i>(Independent Non-Executive Director)</i>	Chairman	Puan Rowina Ghazali Seth <i>(Independent Non-Executive Director)</i>	Member	Ms. Jenifer Thien Bit Leong <i>(Independent Non-Executive Director)</i>	Member	Puan Nurul Iman Mohd Zaman <i>(Non-Independent Non-Executive Director)</i>	Member
<b>Name</b>	<b>Membership</b>											
Dato' George Stewart LaBrooy <i>(Independent Non-Executive Director)</i>	Chairman											
Puan Rowina Ghazali Seth <i>(Independent Non-Executive Director)</i>	Member											
Ms. Jenifer Thien Bit Leong <i>(Independent Non-Executive Director)</i>	Member											
Puan Nurul Iman Mohd Zaman <i>(Non-Independent Non-Executive Director)</i>	Member											

### Intended Outcome

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

### Practice 11.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Audit Committee (“AC”) is responsible for monitoring and reviewing the effectiveness of the Group’s internal audit function.</p> <p>The Company has established an Internal Audit Department (“IAD”) to carry out the Group’s internal audit function and provide independent assurance to the Board on the effectiveness and adequacy of the Group’s system of internal controls.</p> <p>The IAD undertakes a systematic and disciplined approach to evaluate and enhance the effectiveness of the Group’s operations and internal control processes. Internal audit reports, together with the Management’s response and proposed action plans, are presented to the AC on a quarterly basis. The IAD conducts follow-up reviews to ensure that the corrective actions were implemented appropriately.</p> <p>The Head of IAD reports functionally to the AC and administratively to the MD/CEO. The AC assesses the overall performance of the internal audit function and approves the IAD’s performance scorecard.</p> <p>Details of the internal audit function are set out in the Statement on Risk Management and Internal Control and AC Report of the Annual Report 2025.</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>The internal audit function of the Company is undertaken by an in-house IAD which provides the AC with independent assessment and objective assurance on the adequacy and effectiveness of the Group's system of internal controls.</p> <p>To preserve its independence, the IAD reports functionally to the AC and administratively to the MD/CEO. All IAD personnel do not have any direct responsibilities or authority over any of the activities they review, thereby safeguarding their objectivity.</p> <p>All IAD personnel are required to complete an annual declaration confirming that they are free from any relationships or conflicts of interest that could impair their objectivity and independence. Any conflicts of interest are required to be reported to the Head of Internal Audit and the Audit Committee.</p> <p>The IAD is headed by Encik Mustakim Ilman Mustafa, who possesses extensive experience in the internal auditing across various sectors, including oil &amp; gas, utilities, and highway infrastructure. He holds a Bachelor of Accounting (Hons) and is a Certified Internal Auditor (CIA) accredited by the Institute of Internal Auditors (IIA)</p> <p>As at 31 December 2025, the IAD comprised nine (9) personnel with relevant qualifications and experience in accounting, finance, business &amp; management and corporate administration. All IAD personnel are suitably qualified and experienced to carry out the internal audit function.</p> <p>The Internal Audit function is guided by:</p> <ol style="list-style-type: none"><li>1. the Company's Internal Audit Charter as reviewed and approved by the AC, which defines the purpose, scope, independence, objectivity, authority, responsibility and limitation within the Group;</li></ol>

	<ol style="list-style-type: none"> <li>2. the Global Internal Audit Standard (GIAS) on Internal Auditing issued by the Institute of Internal Auditors;</li> <li>3. the five elements of the Committee of Sponsoring Organisations of the Treadway Commission (COSO);</li> <li>4. the Company's Internal Audit Manual; and</li> <li>5. the Company's Code of Ethics and other relevant policies and procedures adopted by the Group.</li> </ol> <p>Details of the internal audit activities during the financial year ended 31 December 2025 are set out in the AC Report of the Annual Report 2025.</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 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 Board ensures that communication with shareholders and stakeholders are transparent, timely and complete, primarily through announcements made to Bursa Securities, and also on the Company's website at <a href="http://www.uemedgenta.com">www.uemedgenta.com</a>.</p> <p>In addition, the Company also held analyst briefings and issued press releases to disseminate information to the public at large. All presentation materials were uploaded on the Company's website so that all stakeholders have access to the information.</p> <p>The Company's website includes an Investor Relations section which is accessible to the public and provides all relevant information on the Company. This IR section enhances relations with the investors by including quarterly reports, annual reports and financial performance of the Company.</p> <p>Shareholders may forward any concern or queries to the Investor Relations at <a href="mailto:ir@edgenta.com">ir@edgenta.com</a> and all relevant and appropriate issues raised will be addressed accordingly.</p> <p>In addition, the AGM serves as the principal forum for dialogue between the Board and shareholders, providing shareholders with the opportunity to raise questions and seek clarifications on the Company's business operations and reports from the Directors.</p> <p>Details of the Stakeholder Engagement within the Group are disclosed in the Annual Report 2025.</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 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 is not a Large Company as defined under the Malaysian Code on Corporate Governance 2021. Nevertheless, the Company continues to voluntarily adopt integrated reporting to enhance transparency and accountability in its corporate reporting.</p> <p>The Integrated Annual Report 2025 represents the ninth (9th) Integrated Annual Report issued by the Company and has been prepared in accordance with the International Integrated Reporting Framework.</p> <p>During the financial year ended 31 December 2025, the Company received the prestigious Platinum Award in the "Companies with Less than RM2 Billion in Market Capitalisation" category at the National Annual Corporate Report Awards (NACRA) 2025. This advancement from the previous Gold accolade reflects the Company's strengthened reporting standards and commitment to excellence in corporate 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>	:	

### 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 Board ensures that shareholders are provided with sufficient notice to consider the resolutions to be discussed and voted at the AGM, enabling them to make informed decisions when exercising their voting rights.</p> <p>In 2025, the Notice of 62<sup>nd</sup> AGM was issued on 30 April 2025, which was at least 28 days prior to the AGM. The Notice was disseminated to shareholders via notification letter and/or email, and was also published on the Company's website at <a href="https://www.uemedgenta.com/investor-relations/reports-publications">https://www.uemedgenta.com/investor-relations/reports-publications</a>.</p> <p>To achieve the widest possible dissemination, the Notice of the AGM was published in a nationally circulated newspaper, as required under the MMLR of Bursa Securities.</p> <p>The Notice clearly outlined the resolutions to be tabled at the AGM and was accompanied with explanatory notes and background information, where applicable, to provide clarity on the matters for shareholders' consideration.</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>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Directors (except Mohd Asrul Ab Rahim and Dato' Dr. Omar Abd Hamid) attended the 62<sup>nd</sup> AGM held on 19 June 2025 to engage directly with shareholders.</p> <p>Mohd Asrul Ab Rahim was performing Hajj and Dato' Dr. Omar Abd Hamid was not in the Country during the 62<sup>nd</sup> AGM held on 19 June 2025 due to prior commitments. Both of the directors are not chair of Board committees of the Company.</p> <p>To encourage participation of shareholders at the AGM, the Chairman invited questions on every agenda item of the meeting during the Question &amp; Answer session before the resolutions were put to vote.</p> <p>In addition, Senior Management and the External Auditors of the Company were also in attendance to respond to shareholders' queries.</p> <p>During the 62<sup>nd</sup> AGM, the Chairman and the MD/CEO addressed all questions raised by shareholders. Responses to questions submitted in advance of the AGM by the Minority Shareholders Watch Group and shareholders were presented during the meeting and subsequently published on the Company's website.</p> <p>The Minutes of the 62<sup>nd</sup> AGM is made available to shareholders and the public for viewing on the Company's website.</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>	:	
<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>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The 62 <sup>nd</sup> AGM was held physically at The Vertical, Connexion Conference & Event Centre, The Summit 1 Ballroom (Level M1, The Vertical), Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on 19 June 2025.	
	:	The Board opted for a physical platform to facilitate more effective two-way communication with shareholders during the general meeting. Shareholders who were unable to attend the AGM were allowed to appoint proxies to attend, participate, speak, and vote on their behalf.  While technology was not used for remote participation or voting in absentia for the AGM, the Board recognises the benefits of such tools and will consider adopting them in future general meetings where appropriate, to further enhance shareholder participation and accessibility.	
<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.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: <p>The Chairman ensures that the general meetings serve as an important opportunity for effective communication with and constructive feedback from the shareholders.</p> <p>Prior to the AGM, shareholders may submit questions electronically via email to <a href="mailto:ir@edgenta.com">ir@edgenta.com</a> or via the Boardroom Smart Investor Portal at <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a>. Questions submitted in advance were presented during the AGM and subsequently published on the Company's website at <a href="https://www.uemedgenta.com/investor-relations/reports-publications">https://www.uemedgenta.com/investor-relations/reports-publications</a>.</p> <p>During the AGM, shareholders were provided with sufficient opportunity to raise questions on matters including the Company's financial and non-financial performance, as well as its strategies. All questions raised by shareholders and proxies were succinctly addressed during the meeting. Where time did not allow for all questions to be addressed during the AGM, Management ensured that responses were provided to the shareholders via email.</p> <p>The questions raised by shareholders and the responses provided by the Board were recorded in the minutes and uploaded to the Company's website at <a href="https://www.uemedgenta.com/investor-relations/reports-publications">https://www.uemedgenta.com/investor-relations/reports-publications</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**

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

**Practice 13.5**

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>		
<b>Application</b>	:	Not applicable – only physical general meetings were conducted in the financial year
<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

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>	: The Minutes of the 62 <sup>nd</sup> AGM held on 19 June 2025 was published on the Company's website at <a href="https://edgenta.irplc.com/investor-relations/New/pdf/2024/summary-of-62nd-agm-minutes.pdf">https://edgenta.irplc.com/investor-relations/New/pdf/2024/summary-of-62nd-agm-minutes.pdf</a> on 24 July 2025, which was within 30 business days after the 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>	:  

**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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