

Corporate Governance Statement

For the reporting period ended 31 December 2022 as at 28 March 2023

Approach to Corporate Governance

United Overseas Australia Ltd (**Company**) has established a corporate governance framework, the key features of which are set out in this statement. In establishing its corporate governance framework, the Company has referred to the ASX Corporate Governance Council Principles and Recommendations 4th edition (**Principles & Recommendations**). The Company has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices do not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company has adopted instead of those in the recommendation.

In addition to this document, the following governance-related documents are available on the Company's website at www.uoa.com.my, under the section marked "Investor Relations", "UOA Limited":

Charters

Board

Audit and Risk Management

Nomination and Remuneration

Policies and Procedures

Corporate Code of Conduct

Risk Management Policy

Policy and Procedure for the Selection and (Re) Appointment of Directors

Process for Performance Evaluations

Continuous Disclosure Policy

Securities Dealing Policy

Shareholder Communication Policy

Whistleblower Policy

Anti-corruption and Bribery Policy

The Company reports below on whether it has followed each of the recommendations during the financial year ended 31 December 2022 (**Reporting Period**). The information in this statement is current at 28 March 2023.

Principle 1 – Lay solid foundations for management and oversight

The Company has followed the principle of clearly delineating the respective roles and responsibilities of the Board and management and regularly reviewing the performance by implementing the recommendations as outlined below.

Recommendation 1.1 – Board Charter

The Company has established the functions reserved to the Board, and those delegated to senior executives and has set out these functions in its Board Charter. The Board Charter is disclosed in full on the Company's website.

The Board has a responsibility for protecting the rights and interests of shareholders and is responsible for the overall direction, monitoring and governance of the Company.

Responsibility for managing the business on a day-to-day basis has been delegated to the Managing Director/Chief Executive Officer – Mr Chong Soon Kong, Executive Director – Mr Pak Lim Kong and the management team.

The Board is responsible for the overall corporate governance of the Company and its subsidiaries. Responsibilities and functions of the Board are set out in the Board Charter and include:

- (a) setting the strategic direction of the Company, establishing goals to ensure that these strategic objectives are met and monitoring the performance of management against these goals and objectives;
- (b) ensuring that there are adequate resources available to meet the Company's objectives;
- (c) appointing the Chief Executive Officer and evaluating the performance and determining the remuneration of senior executives, and ensuring that appropriate policies and procedures are in place for recruitment, training, remuneration and succession planning;
- (d) ensuring that it receives the information relevant to effectively monitor and make informed decisions in relation to the Company's strategic and operational goals, including challenging management and holding management to account whenever required;
- (e) evaluating the performance of the Board and its Directors on an annual basis;
- (f) determining remuneration levels of Directors;
- (g) approving and monitoring financial reporting and capital management;
- (h) approving and monitoring the progress of business objectives;
- (i) ensuring that remuneration policies are aligned with the Company's values, strategic plans and risk appetite;
- (j) ensuring that any necessary statutory licenses are held and compliance measures are maintained to ensure compliance with the law and license(s);
- (k) ensuring that adequate risk management procedures exist and are being used;
- (l) ensuring that the Company has appropriate corporate governance structures in place, including standards of ethical behaviour and a culture of corporate and social responsibility;
- (m) approving the Company's statement of values and code of conduct to underpin the culture desired by the Board for the Company;
- (n) ensuring that the Board is and remains appropriately skilled to meet the changing needs of the Company; and
- (o) ensuring procedures are in place for ensuring the Company's compliance with the law, and financial and audit responsibilities, including the appointment of an external auditor and reviewing the Board's financial statements, accounting policies, management processes and effectiveness of corporate governance practices.

The Managing Director/Chief Executive Officer and the Executive Director are responsible for daily management and corporate activities of the Company under the delegated authority of the Board, as set out in the Board Charter.

Recommendation 1.2 – Information on Directors and Proposed Directors

The Board conducts appropriate checks before appointing a new Director or putting a new Director forward for election, and provides all material information held by the Company about a Director relevant to a decision on whether to elect or re-elect that Director. In so doing, the Board will make a clear statement of whether it supports the election or re-election of a Director including the reasons why.

Recommendation 1.3 – Written Agreements with Directors and Senior Executives

The Company has written agreements with each Director and senior executive outlining the terms of their appointments.

The agreements with non-executive Directors are with each of them personally and provide for the requirement to notify the Company of their interests or matters that could affect their independence, the requirement to comply with the Company's policies, the requirement to advise or seek approval for the acceptance of any role that may impact the Director's role with the Company, outlining the Company's policy on when and how the Director may seek independent advice, the insurance and indemnity arrangements of the Company, and the ongoing rights to access corporate information and the ongoing obligation of confidentiality.

The agreements with executive Directors and senior executives outline the roles and responsibilities of their engaged position in addition to the relevant items noted above.

Recommendation 1.4 – Company Secretary

The Company Secretary is accountable to the Board, through the Chair, on all matters associated with corporate governance.

The Company Secretary monitors compliance with Board and committee policy and procedures, advises the Board on its corporate governance requirements, ensures that Board papers and information are provided to the Board in a timely manner, and that the minutes of Board meetings accurately reflect the business of those meetings.

The Board has the power to appoint or remove a Company Secretary at its discretion, which would only be exercised after due deliberation.

Recommendation 1.5 – Diversity

The Board has not developed a specific diversity policy for the Group and does not currently seek to preference appointments to the Board or Senior Management roles based on ethnicity, gender, age or similar principles. The Group gives priority to the experience and qualifications of applicants or incumbents based on the principles of meritocracy.

The Company's diversity in its Board and Senior Executives:

	Men	(%)	Women	(%)	Total
Board	4	80	1	20	5
Senior executives	4	67	2	33	6

Senior executives are the members of the Other Key Management Personnel who are included in the Remuneration Report within the Annual Report of the Company.

Recommendation 1.6 and 1.7 – Board and Senior Executive Evaluation

The Company does not have a formal policy for the evaluation of the Board, its committees and its Non-Executive Directors although it does have a process outlining that the Chairman assesses the performance of the Board and individual directors on an informal basis. The Board also considers the competitive environment in which the Group operates provides a measure of the performance of the Board and its Directors. No formal evaluation of the Board has occurred in the period. The informal process requires individual directors to complete a questionnaire which is then reviewed and discussed by the Board and in a one-on-one meeting with the Chairman when considered necessary.

The Company's Executive Directors and senior executives are assessed against annual performance objectives and metrics which emphasise the Company's values and are set annually after consultation with the Directors and Executives such that the measures are tailored to the areas where each executive has a level of control. The performance areas include financial measures (operating profit and earnings per share) and non-financial measures (strategic goals set by individual business units).

Principle 2 – Structure the Board to be effective and add value

The Board believes that is of an appropriate size for the Company and, amongst its Directors, has the necessary skills, commitment and knowledge of the Company and the industry in which it operates to enable it to discharge its duties effectively and to add value.

Recommendation 2.1 – Nomination Committee

The Board has established a Nomination and Remuneration Committee which operates in accordance with its charter as approved by the Board and is responsible for determining and reviewing compensation arrangements for the Directors and Executive Team. The Company has adopted a policy and procedure for the selection and appointment/reappointment of Directors.

Mr Chee Seng Teo is Chair of the committee as he is an independent Director and not Chair of the Board, and Mr Stuart Third is a member of the committee as he is a Chartered Accountant and non-executive Director. Mr Pak Lim Kong, who is an Executive Director, but who is not the CEO, is also included on the Nomination Committee.

Recommendation 2.2 – Skills Matrix

The Board is presently comprised of Directors possessing significant experience and knowledge within the property and property development markets in which the Group operates. This experience and knowledge is used primarily to identify opportunities for new projects, determine whether to undertake or when to commence a project and the opportunities available upon completion of the project. In addition to the property market knowledge, the Board has the necessary skills in areas of finance and engineering as required to review and understand the principal activities of the Group.

Recommendations 2.3 and 2.4 – Director Independence

The Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the Principles & Recommendations and applicable materiality thresholds. The Board has agreed

that the materiality thresholds applicable to assessing the independence of directors will be determined on a case by case basis.

The Board has a majority of directors who are independent as 3 of the 5 directors are considered to be independent. The Board has considered the factors relevant to assessing the independence of the directors and has determined Mr Chee Seng Teo to be an independent director notwithstanding his tenure as a director of 23 years respectively.

Mr Third is independent as he is a non-executive director who is not a member of management. His tenure as Director and Company Secretary has not impacted his independence from management and substantial shareholders.

Mr Chee Seng Teo is independent as he is a non-executive director who is not a member of management and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of his judgement. His tenure as Director has also not impacted his independence from management and substantial shareholders.

Ms Jeslyn Jacques Wee Kian Leong is independent as she is a non-executive director who is not a member of management and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of her judgement.

The two remaining Board members, Mr Chong Soon Kong @ Chi Suim and Mr Pak Lim Kong, are also executives of the Company who have served as Directors of the Company for 32 and 34 years respectively.

The Board considers that given the scope of the Company's current operations, and the relevant experience of the Board members in the development, construction and property industry, that the Board is appropriately structured to discharge its duties in a manner that is in the best interests of the Company from both a long term strategic and operational perspective. The non-executive directors are able to effectively question or challenge the executive directors on matters requiring review to ensure that there is adequate oversight of management by the Board.

Recommendation 2.5 – Independent Chair

The Company has not followed the recommendation that the Chair be an independent director and not the Chief Executive Officer of the Company as Mr Mr Chong Soon Kong @ Chi Suim was appointed as the Chair following the passing of Mr Alan Charles Winduss on 14 July 2021. In not following the recommendation, the Company notes Mr Kong's experience and knowledge that is of an advantage to guide the strategic decisions of the Company and to provide firm leadership in that role.

Recommendation 2.6 – Director Induction and Professional Development

The Company has a process for inducting new Directors on to the Board of the Company involving providing the Directors with historical understanding of the establishment, growth and culture of the company, with an understanding of the corporate and regulatory framework that the Company operates under being a dual listed entity in Australia and Singapore, and an understanding of the Company's policies and procedures.

The Board considers the need for Directors' continuing professional development on an ongoing basis and to ensure that the Board remains across new developments and regulatory changes impacting on the Company and its governance.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

The Board has developed an organisational culture that encourages all employees to act lawfully, ethically and responsibly, and provides the ability for employees to disclose conduct that is contrary to the Company's values.

Recommendation 3.1 – Company Values

The Group's mission statement is outlined on its website at <https://uoa.com.my/about-us/mission-statement/> together with the key objectives which are needed for the Group to achieve its mission.

Recommendation 3.2 – Code of Conduct

The Company has established a corporate Code of Conduct which is disclosed on the Company's website.

Recommendation 3.3 – Whistleblower Policy

The Company has established a Whistleblower Policy which is disclosed on the Company's website.

Recommendation 3.4 – Anti-corruption and Bribery

The Company has established an Anti-corruption and Bribery Policy which is disclosed on the Company's website.

Principle 4 – Safeguard the integrity of corporate reports

The Company has policies and procedures in place to ensure the integrity of its corporate reports.

Recommendation 4.1 – Audit Committee

The Board has established an Audit Committee but is unable to form an Audit Committee that complies with Recommendation 4.1. However, the Board considers it is appropriate for Mr Chee Seng Teo to Chair the committee as he is an independent Director and not Chair of the Board, and that Mr Stuart Third is a member of the committee as he is a Chartered Accountant and non-executive Director. Mr Pak Lim Kong, who is an Executive Director, but who is not the CEO, is also included on the Audit Committee.

Details of the Audit Committee's meetings during the Reporting Period and details of director attendance at those meetings during the Reporting Period are set out in a table in the Annual Report of the Company.

Details of each of the director's qualifications are set out in the Directors' Report in the Annual Report of the Company. Each member of the Audit Committee considers himself to be financially literate and to have an understanding of the industry in which the Company operates.

The Company has adopted an Audit Committee Charter, which is disclosed on the Company's website.

The Company has not established a procedure for the selection, appointment and rotation of its external auditor, however, complies with its obligations as set out in the *Corporations Act 2001* (Cth) in relation to the appointment and rotation of its external auditor. The performance of the external auditor is reviewed on an annual basis by the Audit Committee and any recommendations are made to the Board. The Company's external auditor is required to attend the Annual General Meeting of the Company and to be available at that meeting to answer questions relevant to the audit.

Recommendation 4.2 – CEO and CFO Declaration for Financial Statements

Prior to the approval of the Company's financial statements, the Board requires its Chief Executive and Chief Financial Officers to provide a declaration that, in their opinion, the financial records of the Company have been properly maintained, and that the financial statements comply with the appropriate accounting standards giving a true and fair view of the financial position and performance of the Company, which is also required under the *Corporations Act 2001*. The opinion of these officers is to be formed based on the system of risk management and internal controls that the Company has adopted to minimise the risks associated with the recording and reporting of its financial information.

Recommendation 4.3 – Integrity of Reports not Audited or Reviewed by External Auditor

Information released to the market in periodic corporate reports is internally reviewed by senior executives of the Company and, where appropriate, the Board prior to its release to ensure that the information contained in the reports is verified. Periodic corporate reports in this category include the Directors' Report within the Annual Report, quarterly updates of Company operations and other relevant reports on the Company's activities that may have an impact on an investor's investment decisions.

Principle 5 – Make timely and balanced disclosure

The Company has resolved to make timely disclosures of all matters that could reasonably be expected to have a material impact on the price or value of its shares.

Recommendations 5.1, 5.2 and 5.3 – Continuous Disclosure, Board Notification and Investor/Analyst Briefings

The Company has a written continuous disclosure policy published on its website outlining the Company's commitment to, and its procedures in relation to, ensuring that all material that a reasonable person could expect to have a material impact on the Company's share price or value.

Where the Board is not directly involved in authorising the release of an announcement, the Directors are informed of the announcement at the time the announcement is released to ensure that all Directors are aware of the information provided to the market.

The Company rarely conducts investor or analyst briefings as the Board believes that the information contained within the Company's announcements and periodic reports provides investors and analysts with sufficient insight to the Company's operations and strategy to make an informed decision. Where such briefings are held, the Company will make an announcement to release the information relating to the briefing prior to the briefing occurring.

Principle 6 – Respect the rights of security holders

The Company believes that all shareholders should be provided with appropriate information and facilities to allow them to effectively exercise their rights as shareholders of the Company.

Recommendation 6.1 – Corporate Website

The Company's website provides detailed information of the Company and its projects, operations and corporate governance. In relation to the corporate governance of the Company, the charters, policies and procedures relevant to governance are disclosed in full on the website.

The Company periodically reviews its website with a view to enhancing investor experience where possible.

Recommendations 6.2 and 6.5 – Communication Program and Electronic Communication

The Company has its UOA Care centre which, in addition to attending to enquiries about the Company's projects and operations, attends to investor relations. Shareholders are able to make contact via the website, email or telephone to seek further information on the Company.

In addition, The Company's share registry allows its shareholders registered on the ASX platform to track their investment in the Company through the registry's website.

The Company encourages electronic communication with itself and its registry through the website and the website of the registry. When preparing reports, the Company is mindful that they will usually be viewed on electronic devices rather than in print form, and has undertaken to ensure that the reports are readable on various electronic devices where possible.

Recommendations 6.3 and 6.4 – Participation in and Voting at General Meetings

The majority of the Company's shareholders are resident in Singapore and Malaysia, and the Board has determined that to provide the greatest level of opportunity for shareholders to participate at a general meeting of the Company, it is necessary to conduct physical meetings in Malaysia. Shareholders unable to attend the meeting are currently able to exercise their voting rights by either appointing a proxy to attend or by providing voting instructions for a proxy at the meeting.

The Board is reviewing the voting procedures at meetings in order such that resolutions may in future be conducted by a poll. The Company's current view is that where a show of hands reflects the sentiments of the proxies received prior to the meeting, and that the members present at the meeting would have insufficient additional votes to change the outcome if the proxies were voted in a poll, the will of the shareholders has been met by the show of hands vote. If the proxies indicate a different result to that of the show of hands, the Chair of the meeting will automatically call for a poll to be conducted to ensure that the shareholders' intentions are understood and followed.

During the COVID-19 pandemic, the Company's AGMs have been conducted online with members being able to submit questions in writing via an online portal both prior to and during the meeting. The Board is considering the manner in which future AGMs will be conducted which may return to physical meetings, continue to be virtual meeting or be conducted in a hybrid format, where a physical location is used for the meeting with virtual participation through the share registry's online facilities possible.

Principle 7 – Recognise and manage risk

The Company has established a risk management framework which is reviewed regularly for effectiveness.

Recommendation 7.1, 7.2 and 7.4 – Risk Committee and Charter, Review of Risk Management and Exposure to Environmental or Social Risks

The Board has adopted a Risk Management Policy that sets out a framework for a system of risk management and internal compliance and control whereby the Board delegates day-to-day management of risk to the Chief Executive Officer. The Chief Executive Officer, with the assistance of senior management as required, has responsibility for identifying, assessing, treating and monitoring risks and reporting to the Board on risk management.

The Audit and Risk Management Committee, the members of which have been disclosed at 4.1 above, is responsible for supervising the management's framework of control and accountability systems to enable risk to be assessed and managed. Whilst the composition of the Committee does not comply with Recommendation 4.1, it does comply with Recommendation 7.1 by having at least 3 members of which the majority are independent and having an independent Chair.

In addition, the following risk management measures have been adopted by the Board to manage the Company's material business risks:

- the Board has established defined guidelines for capital expenditure. These include levels of authority, appraisal procedures and due diligence requirements on potential acquisitions or disposals;
- the Board has adopted a continuous disclosure policy for the purpose of ensuring compliance with the Company's continuous disclosure obligations; and
- the Board approves an annual budget for the Company. Quarterly actual results are reported against budget and revised forecasts are prepared regularly.

The Company's risk management strategy is evolving and an ongoing process, and it is recognised that the level and extent of the strategy will develop with the growth and change in the Company's activities. The Board aims to review the Company's risk management framework at least annually.

The categories of risk reported on as part of the Company's systems and processes for managing material business risks are financial and operational. The Group's risks are inherently within the subsidiary entities of the Group and reports received from subsidiaries are considered by the Board. The reports received indicated that the risk management strategies currently adopted are effective, and the reports did not disclose any additional risks that had not previously been considered.

The Board has considered the Group's exposure to economic, environmental and social sustainability risks. Whilst the Group's activities are predominately within the property development and investment sector, the Board believes that the Group's operations are suitably diversified between development and investment activities in order to mitigate the potential economic risks associated with the property sector. The Group has begun to identify investment opportunities outside Malaysia in order to further mitigate the risk of exposure to an economic downturn in the property sector in that market. The Group's environmental risks are generally associated with its development activities. The policies and procedures of the Group in relation to its projects attempt to mitigate any risk associated with environmental factors, including waste management. The Group also considers its

social responsibilities and endeavours to engage the community wherever possible to mitigate any concerns that may arise from its operations.

During the period, the impact of the COVID-19 pandemic was of paramount concern to the Board. Accordingly, the Board reviewed the risk management framework in order to determine whether there had been any risks needing to be reclassified or new risks to be added to the framework.

A copy of the Company's Risk Management Policy is disclosed on the Company's website.

Recommendation 7.3 – Internal Audit

The Company has established an internal audit function which is overseen by the Audit Committee.

The internal audit function is structured to review the Company's operational and reporting procedures to ensure that the Company's policies and procedures are being followed. The Company has an internal audit department that has reviewed various aspects of the Group's internal controls during the year including their effectiveness and compliance with policies and procedures, review of health and safety procedures, review of debtors and debtors control systems and a review of related party transactions. The internal audit department reports to the Audit Committee and where any contraventions in procedures or weaknesses in controls are identified, the Audit Committee determines the actions required to address the issues raised by the internal auditors.

Principle 8 – Remunerate fairly and responsibly

The Company has undertaken to remunerate its Directors and Senior Executives such that the goals of the Company and the recipient of the remuneration are aligned for the benefit of the Company and ultimately its shareholders. The remuneration policy considers that retention of high quality personnel is desirable, and is structure to meet the Company's values and risk appetite whilst still providing value to the personnel and the Company alike.

Recommendations 8.1, 8.2 and 8.3 – Remuneration Committee, Policies and Equity Based Remuneration

The Board has established a Remuneration Committee, which is part of the Nominations Committee.

The Remuneration Committee is structured in accordance with Recommendation 8.1 having 3 members with a majority of independent directors and being chaired by Mr Chee Seng Teo, an independent Director.

Details of the Remuneration Committee's meetings during the Reporting Period and details of director attendance at those meetings during the Reporting Period are set out in a table in the Annual Report of the Company each year.

The Board has adopted a Remuneration Committee Charter, which is disclosed on the Company's website.

Details of remuneration, including the Company's policy on remuneration, are contained in the "Remuneration Report" which forms part of the Directors' Report of the Annual Report. The Company's policy on remuneration distinguishes the structure of non-executive directors' remuneration from that of executive directors and senior executives.

There are no termination or retirement benefits for non-executive directors (other than for superannuation).

The Company's equity based remuneration is part of its short term incentive program which rewards executives based on predetermined measures of performance. The Board may, at its discretion, award bonuses through cash and/or share-based remuneration for exceptional performance in relation to an executive's pre-agreed Key Performance Indicators.

The Company has a Securities Dealing Policy which is set out on the Company's website. It is applicable to any equity instruments issued as part of the equity based remuneration. Although not specifically stated within the Policy, it is understood that employees who are able to obtain equity based remuneration are not permitted to enter into transactions which limit the economic risk of participating in the equity based remuneration scheme.