

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 7223  
**COMPANY NAME** : JADI IMAGING HOLDINGS BERHAD  
**FINANCIAL YEAR** : March 31, 2024

## 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 sets the Group's long-term goals and objectives. The Board establishes the strategic directions and targets in achieving those goals and objectives. The Board is guided by the prevailing legal and regulatory requirements as well as the Group's policies in discharging its fiduciary duties and responsibilities with due care, skill and diligence.</p> <p>Board Committees comprised of Audit Committee ("AC"), Nominating Committee ("NC") and Remuneration Committee ("RC") are established to assist the Board in discharging its duties effectively. The Terms of Reference ("TOR") of each Board Committee are available for reference in the Group's website at <a href="http://www.jadi.com.my">www.jadi.com.my</a>.</p> <p>The Board has established Board Charter to provide guidance on its roles and responsibilities. The Board Charter is available for reference in the Group's website at <a href="http://www.jadi.com.my">www.jadi.com.my</a>.</p> <p>The Board assumes, amongst others, the following responsibilities:</p> <ul style="list-style-type: none"><li>• Reviews and adopts the Group's overall strategic plans, major investments and funding requirements for the Group by conducting discussion with Executive Director ("ED")</li><li>• Promotes good corporate governance culture within the Group</li><li>• Oversee and assess the conduct of the Group's business. The Group CEO will explain to the Board on the current Group's business as and when questions are raised during the Board meetings.</li><li>• Assess management performance to determine the Group's business is properly managed</li><li>• Identifies principal risks and ensure proper internal controls are implemented to manage these risks</li><li>• Ensure succession planning of senior management with right skillsets</li><li>• Oversee and ensure effective communication with shareholders</li></ul>

	<p>are implemented</p> <ul style="list-style-type: none"> <li>• Review and ensure the integrity of financial and non-financial management information.</li> <li>• Promotes sustainability to ensure long-term value creation</li> </ul>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

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>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>The responsibilities of the Chairman stated in the Board Charter which is available on the Company's website at <a href="http://www.jadi.com.my">www.jadi.com.my</a>.</p> <p>Currently, the ED assumes the primary responsibility for managing the Group's operations and resources. The ED is able to provide effective leadership to the Board and at the same time be guided by the Company Secretaries and views from the Independent Directors, who offer the necessary checks and balances in the decision making process of the Board.</p> <p>The ED instils good governance practices by ensuring that all the directors' views are heard, sufficient time for discussion of each agenda, and fair opportunity is provided to all the directors to participate actively and constructively during the meetings and discussions.</p> <p>The Board is looking for a suitable candidate to the Chairman of the Board.</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>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

### 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>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The responsibilities of the Chairman and CEO are separated and are set out in the Board Charter which is available on the Company's website at <a href="http://www.jadi.com.my">www.jadi.com.my</a> .	
		The Board will appoint a suitable candidate to be the Chairman of the Board, taking into consideration the recommended practice of the Malaysian Code on Corporate Governance.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

## 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>	: Departure
<b>Explanation on application of the practice</b>	:
<b>Explanation for departure</b>	: Although the ED assumes the role of the Chairman of the Board meeting and he was invited to the AC meetings to provide inputs on the matters discussed, he did not participate in the decision-making process regarding the resolutions, proposals and matters tabled for approval during the meetings. The Board recognises that there is sufficient independence to ensure a fair balance of power and authority due to the presence of the three (3) Independent Non-Executive Directors, who provide the necessary checks and balances on the decision-making process of the Board. The Board is looking for a suitable candidate to the Chairman of the Board.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	: Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	: Choose an item.

### Intended Outcome

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

### Practice 1.5

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group recognises the importance to have a suitably qualified and competent Company Secretary as a central point for governance matters. The Board was supported by Ms Wong Yuet Chyn and Ms Adeline Tang Koon Ling.</p> <p>The Company Secretaries possess sound knowledge in companies' law, regulations and other compliances such as listing requirements. They provide corporate governance and compliance advisory, ensuring the Board adhered to. They also manage the meeting and records of minutes, as well as facilitating Board's communication.</p> <p>In addition, the Company Secretaries manages processes pertaining to general meetings and act as a focal point for stakeholders' communication and corporate governance matters.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 1.6

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 Management and Company Secretaries ensure that the Board receive adequate and timely information before Board and Board Committee meetings.</p> <p>Regular Board meetings are held on a quarterly basis to review, seek additional information and/or clarification on the matters and approve the financial results of the Group. Ad hoc Board meetings will be held as and when necessary to deliberate on matters which require the Board's decision.</p> <p>Meeting agenda is developed and structured covering from financial and non-financial information, to matters reserved for the Board's decision. Notice of meetings is circulated at least 7 days prior to the meetings. Meeting materials are circulated approximately 7 days prior to the meeting or such other period as deemed appropriate by the Board.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



### Intended Outcome

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>Clear functions of the Board and management are essential to ensure no overlaps in the point of accountability and all parties are clear of their respective roles and responsibilities. The Board therefore has developed Board Charter to set out respective roles and responsibilities of the Board, Board Committees and management.</p> <p>The Board is clear on matters reserved for its decision which is also stipulated in the Board Charter. Matters reserved for the Board's decision are such as major capital expenditures, business acquisitions and restructuring, corporate proposals and annual budgets.</p> <p>Specific roles, duties and responsibilities of the Board Committees, such as the AC, NC and RC, were further defined in their respective TORs.</p> <p>The Board Charter is reviewed annually and updated in accordance with accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.</p> <p>The Board Charter and TORs of each Board committee are available for reference in the Group's website at <a href="http://www.jadi.com.my">www.jadi.com.my</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 Group has a Code of Conduct and Ethics (the "Code") which applies to all employees and Directors of the Group. The Code, together with other related policies, procedures and guidelines which are disseminated to employees are set to promote good business conduct and a healthy corporate culture. The Board will steer the strategic direction of the Group in an ethical manner and review as and when necessary.</p> <p>The Code is as follows:</p> <ul style="list-style-type: none"><li>• Confidential information</li><li>• Business records and control</li><li>• Misconduct</li><li>• Integrity and good faith</li><li>• Fair and courteous behaviour</li><li>• Protection of assets and funds</li><li>• Safety and health</li><li>• Conflict of Interest</li><li>• Conserving environment and natural resources</li><li>• Sexual harassment</li><li>• Anti-Money Laundering</li><li>• Insider Trading</li></ul> <p>The Code is reviewed regularly as and when deemed necessary by the Board. The details of the Code are available for reference in the Group's website at <a href="http://www.jadi.com.my">www.jadi.com.my</a>.</p>
<b>Explanation for departure</b>	:	

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

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

### Intended Outcome

The 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 Board encourages employees and other stakeholders to whistle blow any genuine concerns in relation of violating laws, regulations and the Code of Ethics and Conduct. The Group has established a Whistleblowing Policy underlining its protection and protection channels. This is to promote good business conduct and outline what is considered acceptable practice in the Group.</p> <p>The Whistleblowing Policy is available for reference in the Group's website at <a href="http://www.jadi.com.my">www.jadi.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.1

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

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Group recognises the importance of being committed to create long-term sustainable value for all stakeholders and acknowledged that sustainability has become a significant factor contributing to business growth and competitiveness internationally.  The Board is responsible to promote and ensure that sustainability excellence is embedded in the Group's vision, core values and business philosophies. The Board are supported by the Head of Departments to implements the identified sustainability initiatives and strategic.	
<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 4.2**

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 ensures that its communication with the internal and external stakeholders are transparent and timely.</p> <p>The Group is committed to being accountable and responsive to the expectations and interests of its stakeholders. The Group identified the key stakeholder groups, the corresponding sustainability focus areas and the engagement channels with such stakeholders as disclosed in pages 21 to 23 of the Annual Report 2024.</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 4.3**

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 has attended seminars/conferences/training programmes throughout the financial period 2024, to ensure that they continuously stay abreast on the latest developments relevant to the Group and its business, including topics in relation to sustainability issues.</p> <p>The Board will continue to attend other relevant education and/or training programmes to keep abreast with latest developments and knowledge on various sustainability related issues as well as efforts to address them on a continuous basis. The Board would also provide their views and opinions on the Group’s sustainability issues during the Board meetings.</p> <p>Details of the seminars/conferences/training programmes attended by the respective Board members are available on item 14 – Directors’ Training of the Corporate Governance Overview Statement on pages 43 to 44 of the Annual Report 2024.</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.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
		The Company does not have any alternative practice at the moment and is committed to develop suitable criteria to be incorporated into the performance evaluations.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

**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.

*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.*

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

### 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 NC continue to discharge their functions and to ensure that the board composition and tenure of each director is reviewed periodically. The NC also ensure that the re-election of directors is carried out annually and evaluation of the directors are done objectively.</p> <p>Each Board Member was provided with the performance evaluation forms for the assessment of the Board, Board Committees and Individual Director after the end of each financial year. The results of the Individual Director's assessments had supported the NC's review and recommendation, as well as the Board's decision to endorse the retiring Directors standing for re-election, in contingent on satisfactory evaluation of the said Director's performance and contribution to the Board.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.2

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 financial year ended on 31 March 2024, the Board consists of four (4) members, comprising one (1) Executive Director and three (3) Independent Non-Executive Directors. The current Board is as follows:-</p> <p><u>Executive Director</u> Ong Gim Hai</p> <p><u>Independent Non-Executive Directors</u> Leow Wey Seng Ling Chi Hoong Tan Su Ning</p> <p>This is in compliance with the Listing Requirements of Bursa Malaysia Securities Berhad which require at least two (2) directors or one-third (1/3) of the Board members, whichever is the higher, are Independent Directors and at least one (1) woman director.</p> <p>With current Board composition, all Board members are discharging its duties and responsibilities effectively, objectively and independently by actively participating in the meetings, questioning and requesting for further information. Matters are deliberated for Board's clarification before a decision is made by the Board as a whole. Independent directors with many years of experience in respective fields of backgrounds have contributed in making decision more objectively, in the best interest 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

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>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At present, all Independent Non-Executive Directors on the Board did not exceed a cumulative term limit of nine years. As stipulated in the Board Charter, the tenure of an Independent Directors shall not exceed a cumulative term of nine years. Upon completion of the nine years, an independent director may continue to serve on the Board subject to the director's re-designation as a non-independent director. The Board has to justify and seek shareholders' approval at the Company's Annual General Meeting ("AGM") in the event it retains as an independent director, a person who has served in that capacity for more than nine years.</p> <p>Mr Ling Chi Hoong, Mr Leow Wey Seng, the Independent Non-Executive Directors, were appointed to the Board on 29 October 2021. Ms Tan Su Ning was appointed as an Independent Non-Executive Director on 4 January 2022. With their diverse backgrounds and many years of experience gained from their field of expertise, this will contribute to making Board decision more effectively, objectively and independently.</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 5.4 - 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>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

### Intended Outcome

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

### Practice 5.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board embraces diversity among its members and has ensured a good representation of the relevant skills and experience for the discharge of its duties. Currently, Board members are comprised with skills ranging from highly experienced professionals, business entrepreneurs with many years of market insights in the relevant industry which are valuable to assist the Group in achieving its objectives and strategic direction.</p> <p>The Board is satisfied with the current composition which represents a balanced mix of essential skills, experience and knowledge to ensure the capable management and leadership 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

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>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	Currently, the Board relies on recommendations from the NC and existing Board members, management or majorshareholders.	
		NC will carry its responsibilities in assessing skills, knowledge, expertise and experience of the shortlisted candidates and recommendations will be made to the Board. Candidates are assessed thoroughly based on their competence, integrity, experience, character and time as per stipulated in Paragraph 2.20A of Bursa Listing Requirement. This assist to ensure the Board is comprised of Board members with diverse experience, competence and perspectives in making Board decision effectively.	
		When necessary, the NC and Board may consider utilising independent sources to identify suitable qualified candidates.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	



## Intended Outcome

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

## Practice 5.7

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The profiles of each Director including the details of their age, work experience, professional qualifications, skillsets, educational background, directorships in other listed and non-listed public companies, family relationship with any other Director and/or major shareholder of the Company, as well as their conflict of interest with the Company (if any), etc, are set out on pages 8 to 9 of the Annual Report 2024 for shareholders' reference and purview.</p> <p>In addition, shareholders could also ascertain other important information pertaining to the independence of the Independent Directors of the Company in terms of their controlling share interest of in the Company (if any), any related party transactions involving their interest, their remuneration, meeting attendance, position and roles in Board Committees and the responsibilities undertaken before casting their vote for the appointment or re-appointment of the Directors.</p> <p>The Board's statement of support on the appointment (if any) or re-appointment of the Directors is set out in the explanatory notes of the Notice of AGM.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.8

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	NC is currently chaired by Mr Ling Chi Hong, an Independent Non-Executive Director who appointed as the Chairman of the NC on 5 November 2021.  The other member of the NC is Mr Leow Wey Seng, an Independent Non-Executive Director.  The profile of the NC can be viewed in the Annual Report 2022 and the TOR of the NC is published on the Company's website at <a href="http://www.jadi.com.my">www.jadi.com.my</a> .	
<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>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>The Board acknowledges that gender diversity is one of the key attributes to an effective and balanced board and is committed to having female representation on the Board.</p> <p>As of 31 March 2024, there was one female Director on the Board and one female member in a senior management position.</p> <p>The Board recognises the importance of diversity with the right mix of skills and experience in Board's composition in ensuring its effectiveness and good corporate governance. The Board will review its composition as and when it is required and will formalise and adopt a Gender Diversity Policy in due course.</p> <p>Please provide an alternative practice and explain how the alternative practice meets the intended outcome.</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>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

**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>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Board has yet to establish a formal Gender Diversity Policy for the Board and Senior Management.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

## 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>	: NC has carried out annual assessment for each individual director, the Board and its committees. Evaluations forms were adopted based on the prescribed forms recommended by Bursa Securities and Malaysian Code on Corporate Governance ("MCCG"), to assess the Board's structure, operation, role and responsibilities, individual director's character, competency, timecommitment, integrity and experience. After evaluation forms were filled in by each director, discussions and deliberations will be carried out by NC and Board members.  After the assessment, the Board satisfies the level of independence by all independent directors. All decisions are made by the Board as a whole, with an objective judgement.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

## Intended Outcome

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

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

### Practice 7.1

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>The Group does not have a formalised remuneration policies and procedures for Directors and Senior Management. The Board is guided by the present remuneration practices and procedures, and the existing stipulations on remuneration that is contained in the various promulgations such as Companies Act 2016 and the MMLR by Bursa Securities, to determine their remuneration. Nevertheless, it is the ultimate responsibility of the Board to approve the remuneration of the Directors.</p> <p>The Directors' Fees and benefits payable, which have been reviewed by the Board, are recommended to the shareholders for approval at the forthcoming AGM.</p>	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

### 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>	:	The Board has delegated to RC to review and recommend the remuneration packages for Directors and Senior Management of the Group.  The TOR of RC which clearly sets out its duties and functions has been approved by the Board. The TOR is made available on the Group's website at <a href="http://www.jadi.com.my">www.jadi.com.my</a> .	
<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>	:	The Board ensures that information relating to Directors' remuneration is made transparent to all shareholders. The detailed disclosure on Directors' remuneration during the financial year under review is disclosed on named basis as below.



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	Ong Gim Hai (Appointed on 29/10/2021)	Executive Director	120	Input info here Input info here	Input info here	Input info here	Input info here	Input info here	120	120	Input info here Input info here	240	Input info here	Input info here	1	361
2	Leow Wey Seng (Appointed on 29/10/2021)	Independent Director	42	22	Input info here	Input info here	Input info here	Input info here	64	42	22	Input info here	Input info here	Input info here	Input info here	64
3	Ling Chi Hoong (Appointed on 29/10/2021)	Independent Director	42	10	Input info here	Input info here	Input info here	Input info here	52	42	10	Input info here	Input info here	Input info here	Input info here	52
4	Tan Su Ning (Appointed on 04/01/2022)	Independent Director	42	4	Input info here	Input info here	Input info here	Input info here	46	42	4	Input info here Input info here	Input info here	Input info here	Input info here Input info here	46
5	Liew Kim Siong	Executive Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here Input info here	720	Input info here	Input info here	1	721
6	Liew Kit	Executive Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	20	143	Input info here	Input info here	1	164
7	Liew Choon	Executive Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	120	Input info here	Input info here	Input info here	120
8	Input info here	Executive Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

### Intended Outcome

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

### Practice 8.2

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Board has taken an alternative approach to achieve the intended outcome of allowing shareholders to assess whether the remuneration of senior management is commensurate with their individual performance, taking into consideration the Group's performance, as disclosed below. The Board believes this is a good balance, having considered the highly competitive human resource environment for personnel with the requisite knowledge, expertise and experience in the Group's business activities.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

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

**Intended Outcome**

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

**Practice 8.3 - Step Up**

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

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

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

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	At present, the Chairman of AC, Mr Leow Wey Seng who is an Independent Non- Executive Director is not the Chairman of the Board.  The AC comprises three members, all of whom are Independent Non- Executive Directors. The Board is therefore able to review audit findings and recommendations objectively and independently.	
<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>	:	Currently, the AC does not have any former key audit partner as the AC member. However, the AC has included the cooling-off period of at least three years for a former key audit partner before being appointed as a member of the AC in its TOR of the AC.  The TOR of the AC is available on the Group's website at <a href="http://www.jadi.com.my">www.jadi.com.my</a> .
<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>One of the AC's duties and functions is responsible for assessing the suitability, objectivity and independence of external auditors and to make recommendations to the Board on the appointment of the external auditors. Independence and performance of external auditors are assessed via question and answer during private sessions conducted with the external auditors. AC also reviews the fee of the total non-audit work carried out by the auditor to ensure there is no impairment of independence and objectivity. In addition to that, there is a written assurance by Messrs HLB Ler Lum Chew PLT stating its independence in the Independent Auditors' Report. During the financial year under review, AC has met with the external auditors once, in the absence of the management.</p> <p>Under the TOR of the AC, the committee will assess the objectivity, performance and independence of the external auditors. The TOR has been updated and made available in the Group's website at <a href="http://www.jadi.com.my">www.jadi.com.my</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 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	AC comprised of at least three members, all of whom are Independent Non-Executive Directors. This enables the AC to exercise their independent judgement objectively in the best interest of the Group.

### 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>	:	Collectively, the AC as a whole have a wide range of experience and expertise in various industries. During quarterly meetings, AC continuously probe and inquire hard questions on the financials until they are completely satisfied with the feedback provided.  Members of AC received ongoing trainings and continuous development sets out in the Corporate Governance Overview Statement.	
<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 acknowledges that it is ultimately responsible for the Group's systems of risk management and internal control and for reviewing the adequacy and effectiveness of the risk management and internal control systems to ensure that shareholders' interests and the Group's assets are safeguarded. In this respect, the responsibility of reviewing the adequacy and effectiveness of the internal control systems has been delegated to AC, which is empowered by its TOR to seek the assurance on the adequacy and effectiveness of the internal control systems through reports it receives from independent reviews conducted by the internal audit function and Management.</p> <p>Details of the Group's risk management and internal control system are disclosed in the Statement on Risk Management and Internal Control of the Annual Report.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 10.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is responsible for managing the key business risks of the Group and implementing appropriate internal control system to manage those risks. The Board via AC reviews the adequacy and effectiveness of the system of internal controls framework and risk management framework. Risk Management Committee (“RMC”) is a sub-committee under AC, will review and monitor the overall Group’s risk management policies and reports directly to AC on the activities conducted by the RMC during the financial year under review at their scheduled meeting.</p> <p>The Statement on Risk Management and Internal Control set out in the Annual Report provides an overview of the internal control within the Group during the financial year under review.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 10.3 - 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> :	Not Adopted
<b>Explanation on adoption of the practice</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 11.1

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 Group's internal audit function is outsourced to a professional service firm, Vaersa Advisory Sdn Bhd ("Vaersa Advisory") to assist the Board as well as AC in providing independent assessment on the adequacy, efficiency and effectiveness of the Group's internal control system. Vaersa Advisory reports directly to AC.</p> <p>AC reviews the following and report the same to the Board:</p> <ul style="list-style-type: none"><li>a) Adequacy of the scope, competency and resources of the internal audit function and that it has necessary authority to carry out its work; and</li><li>b) The internal audit plan, processes, the results of internal audit assessments and investigations and those actions are taken on the recommendation.</li></ul> <p>AC will perform assessment on internal audit function to ensure that internal audit function is effective and able to function independently.</p> <p>The AC Report and Statement on Risk Management and Internal Control of the Annual report provide detailed explanation on internal audit function.</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 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 Group has outsourced its internal audit function to Vaersa Advisory Sdn Bhd.</p> <p>The Engagement Director is Ms. Tiffany Lim who has diverse professional experience in internal audit, risk management and corporate governance advisory. She is a member of the Malaysian Institute of Accountants and an Associate member of the Institute of Internal Auditors Malaysia.</p> <p>The number of staffs deployed for the internal audit reviews consist of 8-10 staffs including the Engagement Director during the financial year under review. The staff involved in the internal audit reviews possesses professional qualifications and/or a university degree. Most of them are members of the Institute of Internal Auditors Malaysia. The internal audit staffs on the engagement are free from any relationships or conflicts of interest, which could impair their objectivity and independence during the course of the work and the internal audit reviews were conducted using a risk based approach and were guided by the International Professional Practice Framework.</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 acknowledges the importance of timely, regular and effective communication with stakeholders.</p> <p>The Group has established a dedicated section on the Group's website at <a href="http://www.jadi.com.my">www.jadi.com.my</a> whereby shareholders as well as members of the public may access the latest information on the aforesaid website which provides information relating to annual reports, press releases, quarterly results and announcements. The Group conducts AGM and have dialogues with shareholders, potentials investors and analysts in the AGM.</p> <p>The Group also participates in the overseas exhibition events and through social media and other electronic channels to give the stakeholders and public at large a better understanding of the businesses 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**

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>	:	Not applicable – Not a Large Company	
<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 13.1**

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>	:	The Notice of the 22 <sup>nd</sup> AGM of the Company was issued to the shareholders and published on a nationally circulated newspaper on 31 July 2023, i.e. at least 28 days prior to the 22 <sup>nd</sup> AGM which was held on 21 September 2023. This also complies with the 21 days' notice requirement under the Companies Act 2016. This is to ensure that shareholders were given sufficient time to read and consider the resolutions to be resolved.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 13.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board views General Meetings as an important platform to have direct interaction with shareholders. Shareholders are encouraged to raise questions pertaining to the Annual report, financial statements, corporate developments, resolutions and businesses of the Group.</p> <p>All Directors, Senior Management and external auditors were present at the last AGM held on 21 September 2023.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The last AGM of the Company was conducted virtually through live streaming from the broadcast venue via Remote Participation and Voting (“RPV”) facilities operated by InsHub Sdn Bhd in Malaysia on 21 September 2023.</p> <p>The 23<sup>rd</sup> AGM of the Company to be held on 25 September 2024 shall be conducted on a virtual basis through live streaming from the broadcast venue with RPV facilities.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.4

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 Company's AGM or any Extraordinary General Meetings ("EGM") (collectively referred as "General Meetings") provides a direct channel of communication with shareholders.</p> <p>At the General Meeting, the shareholders are encouraged to participate in the questions and answers session thereat. They will be allowed to raise questions or seek more information from the Directors or Senior Management team on the proposed resolutions during the meeting. The Board or the Senior Management will endeavour to answer as many questions as possible, if any, raised by the shareholders with concise responses.</p> <p>All questions and answers raised during the General Meetings together with the Minutes of Meeting were published on the Company's website.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

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

### Practice 13.5

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

<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>	: Applied
<b>Explanation on application of the practice</b>	: The Company has leveraged information technology in conducting all its General Meetings during the financial year on fully virtual basis, to encourage and facilitate the shareholders to participate at the General Meetings remotely and the voting of all the resolutions table at the General Meetings were carried out electronically (e-voting). Shareholders are also allowed to pose questions to the Board or the Senior Management during the questions and answers session thereat.  Besides ensuring the security of the system in protecting data privacy and preventing cyber threats, the virtual meeting host also provided the required infrastructure and tools to support the broadcast of the General Meeting and questions raised are made visible to all meeting participants during the meeting.
<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 Board had made available minutes of the General Meetings, including AGM and EGM on the Company's website at <a href="http://www.jadi.com.my">www.jadi.com.my</a> within thirty (30) business days after the meetings for shareholders.
<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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