

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0292
COMPANY NAME : JATI TINGGI GROUP BERHAD
FINANCIAL YEAR : November 30, 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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors ("the Board") of Jati Tinggi Group Berhad ("JTG" or "the Company") collectively leads and is responsible for the performance and affairs of the Company and its subsidiary ("Group"), including practicing a high level of good governance. All Board members have shown good stewardship and acted in a professional manner as well as upheld the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.</p> <p>The Board in discharging its fiduciary duties and responsibilities is guided by the Company's Board Charter. In overseeing the strategic direction and managing day-to-day affairs and business of the Group, the Board has delegated such responsibility to the Managing Director ("MD") and specific responsibilities to the Board Committees. The MD, Dato' Seri Lim Yeong Seong is responsible for the overall strategy and corporate direction of the Group. He is supported by the Executive Director, and assisted by the Senior Management of the Group who are responsible for making and implementing operational and corporate decisions. The Independent Non-Executive Directors ("INEDs") ensure corporate accountability by providing unbiased and independent views, advice and judgement and challenging the Management's assumptions and projections in safeguarding the interests of the shareholders.</p> <p>During the financial year 2024, the Board had three (3) Board Committees, namely Audit and Risk Management Committee ("ARMC"), Nomination Committee ("NC") and Remuneration Committee ("RC"), to support the Board with oversight functions in selected responsibilities areas. On 20 January 2025, the Employees' Share Option Scheme Committee ("ESOS Committee") was established to assist the Board in implementing and administering the employees' share option scheme ("ESOS").</p> <p>The Board Committees are guided by their respective Terms of Reference ("TOR") approved by the Board. The Board Committees</p>

	<p>report to the Board on matters considered and their recommendations thereon. The ultimate responsibility for the final decision on all matters, however, lies with the Board.</p> <p>The Board Charter and TOR for all Board Committees are published on the Company's website at www.jatitinggi.com.</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Independent Non-Executive Chairman of the Board, Datuk Ir. Mohd Aminuddin Bin Mohd Amin is primarily responsible for the leadership, effectiveness, conduct and governance of the Board. His profile can be viewed from the Directors' Profiles of the Company's Annual Report 2024.</p> <p>Specific responsibilities of the Chairman are set out in JTG's Board Charter, amongst others, as follows:</p> <ul style="list-style-type: none">a. leading the Board in setting the values and standards of the Group;b. providing leadership for the Board so that the Board can perform its responsibilities effectively;c. leading the Board in the adoption and implementation of good corporate governance practices in the Companyd. setting the Board agenda and ensuring that directors receive complete and accurate information in a timely manner;e. leading the Board meetings and discussions;f. encouraging active participation and allowing dissenting views to be freely expressed;g. managing the interface between the Board and management;h. ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole;i. the balance of membership, subject to Board and shareholders' approval;j. maintaining a relationship of trust with and between the executive and non-executive Directors;k. ensuring the provision of accurate, timely and clear information to Directors;l. arranging regular evaluation of the performance of the Board, its Committees and individual Directors;m. facilitating the effective contribution of non-executive Directors and ensuring constructive relations be maintained between executive and non-executive Directors; andn. leading the Board on its succession planning program for Board and Senior Management levels.

	The detailed roles and responsibilities of the Chairman of the Board are clearly specified in the Board Charter, which is made available on the Company's website at www.jatitinggi.com .			
Explanation for departure	:			
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Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is headed by Datuk Ir. Mohd Aminuddin Bin Mohd Amin, an Independent Non-Executive Chairman. The position of MD is held by Dato' Seri Lim Yeong Seong.</p> <p>The position of Chairman of the Board and MD are held by different individuals.</p> <p>The respective roles and responsibilities of the Chairman and the MD are governed by the Company's Board Charter.</p> <p>The roles and responsibilities of the Chairman and MD are distinct and separate to ensure there is a balance of power and authority.</p> <p>The Chairman is responsible for the leadership, effectiveness, conduct and governance of the Board, whereas the MD has the overall responsibility for the executive management of the business and implementation of the Board's policies and decisions. The MD is accountable to the Board for the achievement of the Company's Goals and adhering to the Management Limitations as set out in the Company's Board Charter. The details of these responsibilities are articulated in the Board Charter which is made available on the Company's website at www.jatitinggi.com.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

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'.

Application	:	Applied
Explanation on application of the practice	:	The Chairman of the Board is Datuk Ir. Mohd Aminuddin Bin Mohd Amin, an Independent Non-Executive Chairman, is not a member of any of the Board Committees (i.e., ARMC, NC and RC).
Explanation for departure	:	
	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.5

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.

Application	:	Applied
Explanation on application of the practice	:	<p>Ms Tai Yit Chan and Ms Tai Yuen Ling were the Company Secretaries from 21 October 2021 to 27 September 2024. They resigned and were replaced by Ms Khoo Ming Siang (MAICSA 7034037 and SSM Practising Certificate No. 202208000150) and Ms Law Wei Leng (MAICSA 7064862 and SSM Practising Certificate No. 202108000506), who were appointed as the Company Secretaries on 27 September 2024. Both Company Secretaries have the requisite credentials and are qualified to act as Company Secretary under Section 235(2) of the Companies Act 2016 and undertake continuous professional development.</p> <p>The Company Secretaries advise the Board on its roles and responsibilities (including on all secretarial matters of the Company) and keep the Board updated on matters relating to new statutory and regulatory requirements and corporate governance and promptly disseminate communications received from the relevant regulatory / governmental authorities. The Company Secretaries also provide the required support to the Board in carrying out its duties and stewardship role, providing the necessary advisory role with regards to the Company's Constitution, Board's policies and procedures as well as compliance with laws, rules, corporate governance best practices, procedures and regulations affecting the Company.</p> <p>In ensuring the effective functioning of the Board, all directors have individual and independent access to the advice and services of the Company Secretaries to enable them to discharge their duties effectively.</p> <p>The Company Secretaries attend and ensure that all Board meetings are properly convened, and that accurate and proper records of the proceedings and resolutions passed are taken and maintained in the statutory books kept at the registered office of the Company.</p>
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	The Board members have the right to access all information within the Group. The Notice of the Board Meeting is served at least seven (7) days prior to the Board Meeting. Relevant Board papers are usually circulated to all Directors at least seven (7) days prior to the Board Meeting so sufficient time for the Directors to peruse the Board papers. All proceedings of the Board meetings are duly minuted and circulated to all Directors for their perusal prior to confirmation of the minutes by the Chairman as a correct record. If one or more Directors request for their opinion to be noted, the Company Secretaries shall comply with such request.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Applied
Explanation on application of the practice	:	<p>A Board Charter has been established by the Company to define and provide guidance on the roles and responsibilities of the Board, Board Committees and its members, including stewardship role, meeting proceedings, authority and powers. The Board Charter is available on the Company's website via www.jatitinggi.com.</p> <p>The Board Charter is established to promote high standards of corporate governance and is designed to provide guidance and clarity for Directors and Management regarding the role of the Board and Board Committees, including the following matters that are solely reserved for the Board's decision:-</p> <ul style="list-style-type: none">a) Conflict of interest issues relating to a substantial shareholder or a Director as well as parties connected with them including approving related party transactions;b) Material acquisitions and disposition of assets not in the ordinary course of business including significant capital expenditures;c) Strategic investments, mergers and acquisitions and corporate exercises;d) Limits of authority;e) Treasury policies;f) Risk management policies; andg) Key human resource issues. <p>The Board Charter shall be periodically reviewed and updated in line with changes in regulations and best practices that may impact the Board in the discharge of its responsibilities.</p>
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established and adopted a Code of Conduct and Ethics ("Code") for Directors of the Group in discharging their duties and responsibilities. This Code is to provide the fundamental guiding principles and standards applicable to the Directors where such principles and standards are founded on high standards of professional and ethical practices.</p> <p>JTG is committed to the highest standard of conduct in all its business dealings and its relationships with its employees, customers, shareholders and stakeholders, premised on the core principles of sincerity, integrity, transparency and accountability. JTG takes a zero-tolerance approach towards fraud, bribery and corruption and any form of dishonesty in its business dealings.</p> <p>The Code includes, inter alia, matters relating to conflicts of interest, proper use of Company's assets and confidentiality and insider trading.</p> <p>The Board had also established the Anti-Corruption Ethics and Compliance Policy and the Whistleblowing Policy which aim at promoting good business practices, ethical behaviour and healthy corporate culture within the Company.</p> <p>The Board will review the Code as and when the needs arise to ensure that it continues to remain relevant and appropriate. The Code is available on the Company's website at www.jatitinggi.com.</p>
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company has formalised a Whistleblowing Policy to inculcate the culture of high standards of ethical, honesty and legal business conduct and which is available on the Company's website at www.jatitinggi.com.</p> <p>The Whistleblowing Policy provides an avenue for all Directors, officers and employees of the Group to disclose or report any improper conduct and to provide protection for those who report such allegations.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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.

Application	:	Applied
Explanation on application of the practice	:	<p>One of the key responsibilities of the Board is to review, approve and implement strategic initiatives that support long term value creation and promote sustainability. At present, we are putting in place our Sustainability Framework, which will include relevant policies, procedures, materiality assessment criteria, performance indicators, reporting schedules, and forms and formats to ensure compliance with the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities").</p> <p>The sustainability governance structure under the Sustainability Framework involves the Board, Sustainability Committee and Sustainability Working Group, as follows:</p> <ol style="list-style-type: none">1) Board – Provides general leadership and approves the Group's overall Sustainability Framework.2) Sustainability Committee – Governs strategies, aligns decisions and reports progress to the Board3) Sustainability Working Group – Implements strategies, manages daily matters and tracks progress across all business operations. <p>In terms of implementing and managing the Sustainability matters, JTG focuses on the following 4 broad categories:</p> <ol style="list-style-type: none">1) Economic – conduct business in an open, transparent and accountable manner, support local economy, ensure high-quality sustainable solutions and services and maintain effective communication with stakeholders.2) Environmental – commit to environmental protection and stewardship by minimising risks and impacts to the environment, adherence to regulatory requirements and ensure responsible waste management and disposal.3) Social – provides a safe, healthy, and inclusive work environment, with equal opportunities, elimination of improper conduct, adherence to workers' rights and contribution to community well-being and development of the surrounding community.

	4) Governance – commit towards maintaining high ethical standards, corporate governance practices, and compliance with relevant laws in relation to corporate governance.	
Explanation for departure		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure		
Timeframe		

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board, via its disclosures in its Sustainability Statement in Annual Report 2024 for the financial year ended 30 November 2024 (“FYE 2024”), strives to keep external stakeholders informed on the Group’s sustainability strategies, targets, priorities as well as performance against these targets.</p> <p>The Sustainability Statement in Annual Report 2024 of the Company is available on the Company’s website at www.jatitinggi.com.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has sufficient understanding and knowledge of the sustainability issues and is dedicated to keep up with sustainability concerns related to the Group's operations that are pertinent to the ever-changing operational environment, such as supply-chain risk and promoting labour rights, among others. This may include, but is not limited to, the Board's internal and external training and development programmes.</p> <p>During the financial year under review, the Directors attended key events such as:</p> <ul style="list-style-type: none">- Mandatory Accreditation Programme Part II: Leading for Impact.- ESG & Sustainability- Empowering energy transition and technology- Audit Oversight Board (Suruhanjaya Sekuriti) - Sustainability & Climate Change, etc- Driving Sustainable Growth: ESG Strategies for Malaysian Businesses <p>IFRS Sustainability Standards</p> <p>Additional details on trainings attended by the Board could be found in the Corporate Governance Overview Statement of the Company's Annual Report 2024.</p> <p>During the financial year under review, the Board received updates on the latest sustainability issues relevant to the Group as well as updates on the latest changes on Listing Requirements by Bursa Securities on the corporate disclosures and compliances concerning ESG Reporting, from the Company Secretaries.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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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.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>Sustainability-related questionnaire was not included in the Board and Senior Management’s performance evaluation for FYE 2024.</p> <p>The Board takes heed on the performance evaluations of the Board and Senior Management in addressing material sustainability risks and opportunities and will include this as one of the criteria in the future annual performance evaluation exercise.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Nomination Committee appraise each individual Director in terms of their experience, knowledge, credibility and credentials, independence (for Independent Directors) and assess their effectiveness and contribution in carrying out their obligations and duties as Board member of the Company annually. The findings from the evaluation process are analysed and discussed by the NC and reported to the Board.</p> <p>To maintain effective governance and refresh the Board, the NC evaluates the Board composition, tenure, skills, and experience. The NC also reviewed the tenure of each director to ensure the tenure of an independent director does not exceed a term limit of nine years as recommended by the Malaysian Code on Corporate Governance 2021 ("MCCG").</p> <p>During the financial year under review, the NC reviewed and conducted the assessment of the Board, Board Committees, and individual directors' performance. Additionally, the NC also conducted a separate assessment for the eligibility of directors for re-election based on fit and proper criteria, and in accordance with the Listing Requirements and the MCCG. The nominations for re-election were presented to the Board for approval. The re-election of Datuk Ir. Mohd Aminuddin Bin Mohd Amin, Dato' Ir. Lim Yew Soon and Loo May Len will be proposed at the coming 3rd Annual General Meeting ("AGM"), for shareholders' approval.</p> <p>All assessments and evaluations carried out by the NC in the discharge of all its functions are properly documented.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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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.

Application	:	Applied
Explanation on application of the practice	:	<p>Presently, the composition of the Board comprises eight (8) Directors with one (1) Independent Non-Executive Chairman, one (1) Managing Director, one (1) Executive Director/Chief Operating Officer and five (5) Independent Non-Executive Directors.</p> <p>The Independent Directors constitute the majority of the Board. The Board composition also complies with the Listing Requirements of Bursa Securities that require a minimum of two (2) Directors or one-third (1/3) of the Board, whichever is higher, to be Independent Directors. This also fulfils Practice 5.2 of MCCG to have a board that comprises a majority of independent directors.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

Application	:	Applied	
Explanation on application of the practice	:	Currently, none of the Independent Directors has served the Board exceeding a cumulative period of nine (9) years.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

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

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

Application :	Not Adopted
Explanation on adoption of the practice :	

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The NC is tasked with the delegated authority of the Board to evaluate candidates and recommend new appointments to the Board, guided by the Diversity Policy and Fit and Proper Policy for the Appointment and Re-election of Directors. This ensures candidates possess the required qualities, experience, integrity, competence, and commitment. In this respect, the role of the NC is detailed in its Term of Reference, which is accessible on the Company's website.</p> <p>The Board, through its NC, believes that candidates to the Board should be based on the following:</p> <ul style="list-style-type: none">- Qualification, skills, knowledge, expertise and experience;- Professionalism;- Integrity;- Boardroom diversity;- Background, character, competencies, time commitment, contribution and performance;- The fit and properness of the candidate;- In the case of candidates for the position of Independent Non-Executive Directors, the ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors; and- Time commitment to the Company based on the number of directorships held. <p>The process involves the identification of potential candidate(s), evaluation of suitability of candidates based on the agreed upon criteria, followed by deliberation by the NC and subsequently recommendation to the Board for approval.</p> <p>The Board has adopted a Gender Diversity Policy to promote equal employment opportunity and eliminate any form of discrimination, racism, harassment and victimization in the Group. Diversity in the Gender Diversity Policy refers to age, gender, ethnicity, nationality, sexual orientation, cultural background, religious belief and social-</p>

	<p>economic status. Diversity also encompasses the way people differ in terms of education, life experience, job function, work experience, personality, location, marital status and career responsibilities diversity for the Board and workforce of the Group.</p> <p>JTG has achieved the MCCG's recommended gender composition on the Board, with 37.50% female Directors.</p> <p>In line with Rule 15.06 of the Listing Requirements, Directors are restricted to holding no more than five directorships in public listed companies. Before accepting any new directorships or commitments that may present a conflict of interest, Directors are required to notify the Chairman of the Board. This procedure is detailed in our Board Charter and Conflict of Interest policy. None of our Board members hold more than five directorships in public listed companies, as detailed in the Board's profile in the Annual Report 2024.</p> <p>The profiles of Directors and senior management are set out in the Annual Report 2024 with the details of skills, experience, age, cultural background and gender.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The primary responsibility of screening, evaluating and nominating new Board member(s) for appointment is delegated to the NC.</p> <p>The members of the Board are to be appointed in a formal and transparent practice as endorsed by the MCCG. The NC will scrutinise the candidates and recommend the same for the Board's approval. In discharging this duty, the NC will assess the suitability of an individual by taking into account the individual's mix of skill, functional knowledge, expertise, experience, professionalism, integrity, commitment, competency, and track record.</p> <p>In searching for suitable candidates, the NC may receive suggestions from existing board members, management and major shareholders. The NC is also open to referrals from external sources available, such as industry and professional associations, as well as independent search firms.</p> <p>During the financial year under review, Dato' Che Nazli Binti Jaapar ("Dato' Che Nazli") and Dato' Sri Dr. Mohd Nizom Bin Sairi ("Dato' Sri Dr. Mohd Nizom") were appointed as Independent Non-Executive Directors.</p> <p>Notwithstanding that the nomination of Dato' Che Nazli and Dato' Sri Dr. Mohd Nizom's were made by a Board member of the Company, the NC had in January 2024 reviewed the profiles of Dato' Che Nazli and Dato' Sri Dr. Mohd Nizom, prior to recommending to the Board for their appointment as additional Independent Directors of the Company. Amongst others, the NC was satisfied that the new directors meet the following selection criteria:</p>

	<p>(a) Required skills, knowledge, expertise and experience; (b) Time commitment, character, professionalism and integrity; (c) Ability to work cohesively with other Board members; (d) Diversity in age, gender and experience/background; and (e) Number of directorships in companies outside of the Group.</p> <p>On the appointment of Directors, where applicable, the NC will seek third party feedback on candidates. All appointments to the Board are based on merit against objective criteria with consideration being given to the intrinsic capabilities of the individual.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The information of the Board and their respective profiles, position or relationship are included in the Board of Directors' Profiles in the Annual Report 2024 whereas their interests in the Company are included in the Analysis of Shareholdings.</p> <p>The following Directors, will be due for retirement at the forthcoming 3rd AGM pursuant to the Company's Constitution.</p> <p><u>Clause 77(3) of the Constitution</u></p> <ol style="list-style-type: none">1. Datuk Ir. Mohd Aminuddin Bin Mohd Amin ("Datuk Amin")2. Dato' Ir. Lim Yew Soon ("Dato' Lim")3. Madam Loo May Len ("Ms Loo") <p>(collectively referred to as "Retiring Directors")</p> <p>Pursuant to Clause 77(3) of the Company's Constitution, at the Annual General Meeting ("AGM"), one third (1/3) of the directors for the time being, shall retire from office at the conclusion of the AGM in every year provided always that all directors shall retire from office once at least in each three (3) years and shall be eligible for re- election.</p> <p>The NC had conducted the fit and proper assessment and reviewed each of the Retiring Directors who are standing for re-election at the Company's forthcoming 3rd AGM. Based on the outcome of the assessment, the NC concluded that they met the criteria of character, experience, integrity, competence and time to effectively discharge their respective roles as Directors as prescribed by the Listing Requirements of Bursa Securities.</p> <p>The Board taking into consideration of the NC's recommendation, approved to recommend to the shareholders to endorse the re-election of Datuk Amin, Dato' Lim, and Ms Loo at the forthcoming 3rd AGM of the Company.</p>

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

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.

Application	:	Applied	
Explanation on application of the practice	:	The NC is chaired by Ms Poon Lai Kit, an Independent Non-Executive Director.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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.

Application	:	Applied	
Explanation on application of the practice	:	Currently, the Board comprises three (3) female Directors, namely Ms Loo May Len, Ms Poon Lai Kit and Dato’ Che Nazli Binti Jaapar, equivalent to 37.50% women representation to the Board.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company has formalised the Gender Diversity Policy which outlines its approach in achieving and maintaining diversity (including gender diversity) on its Board and workforce of the Group.</p> <p>The disclosure of the Company’s policy on gender diversity for the Board and workforce of the Group could be found in the Corporate Governance Overview Statement of the Company’s Annual Report 2024.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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.

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board, through the NC, assesses an annual self-evaluation and/or peer evaluation on its effectiveness as a whole, each individual Director and the different Committees established by the Board, and to conclude if they are effective.</p> <p>The Directors' Fit and Proper Policy also provides guidance to the NC and the Board in their review and assessment of potential candidates for appointment as Directors as well as Directors who are seeking for re-election and re-appointment at the forthcoming AGM of the Company, with a view to meeting current and future requirements of the Group.</p> <p>The evaluation was conducted through questionnaires circulated to the Board prior to the Nominating Committee Meeting covering various aspects pertaining to:</p> <ul style="list-style-type: none">- The effectiveness of the Board as a whole and the effectiveness of the Board Committees;- The character, experience, integrity and competence of the Directors, and to ensure they have the time to discharge their respective roles;- The mix of skills and experience of each individual Director including the core competencies of the Non-Executive Directors; and- The level of independence of the INEDs. <p>For the FYE 2024, based on the assessment, the NC was satisfied that the results of the annual assessment demonstrated that the Board and its committees:-</p> <p>(a) have the right size, balance and composition for it to operate in an effective manner and is well-balanced with an appropriate number of Independent Non-Executive Directors and the Directors have</p>

	<p>discharged their responsibilities in a commendable manner and performed competently;</p> <p>(b) possessed the desired character, experience, competency, dynamic and satisfactorily demonstrated their time commitment and integrity in discharging their duties and responsibilities; and</p> <p>(c) have a balanced mix of skills, knowledge and experience to meet the needs of the Company.</p> <p>All Independent Directors have complied with the criteria of “independence” as set out in the Listing Requirements as well as the prescribed criterion under the MCGG.</p> <p>Based on the evaluation on the effectiveness of the Board Committees of the Company, the NC assessed and concluded that the three (3) Board Committees, namely Audit and Risk Management Committee, Nomination Committee and Remuneration Committee, have discharged their respective functions effectively during the financial year ended 30 November 2024.</p> <p>The Board had concurred and agreed with the above recommendations made by the NC.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board, through RC had established a Directors Remuneration Policy Framework ("Remuneration Framework") that outlines the principles and guidelines adopted by the RC in discharging its responsibilities with regards to remuneration of directors of the Group.</p> <p>The remuneration of Executive Directors is designed to link rewards to the Company's performance. Based on the current structure and size of the Group, the Company performance shall refer to the consolidated profit before tax of the just ended financial year. With the Executive Directors' scope of duties and responsibilities, the RC adopts the guidelines in JTG in the review of annual bonus and salary increment of the Executive Directors, to align with market norms and the Consumer Price Index.</p> <p>All Directors are to be accorded annual director's fee in their capacity as a Board member and the amount shall reflect the expected responsibilities of Directors of a public listed company, taking into consideration prevailing market rates for companies of similar nature or size.</p> <p>The remuneration of Independent Non-Executive Directors is determined in accordance with level of responsibilities assumed in the board committees and their experiences.</p> <p>During the financial year under review, the RC reviewed, considered and recommended the remuneration packages of Directors and Key Senior Management.</p> <p>The detailed remuneration of Non-Executive Directors is disclosed in the Corporate Governance Overview Statement of the Annual Report 2024.</p>

	<p>The Remuneration Framework was reviewed on 20 January 2025.</p> <p>The TOR of the RC can be viewed on the Company's website at www.jatitinggi.com.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

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.

Application	:	Applied	
Explanation on application of the practice	:	The RC comprises three (3) members, all of whom are Independent Non-Executive Directors. The composition of the RC is as follows:-	
		RC	Directorate
		Dato’ Ir. Lim Yew Soon, Chairman	Independent Non-Executive Director
		Poon Lai Kit, Member	Independent Non-Executive Director
		Loo May Len, Member	Independent Non-Executive Director
		The duties and responsibilities of the RC are set out in the RC’s TOR, which is published on the Company’s website at www.jatitinggi.com .	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Applied
Explanation on application of the practice	:	The remuneration received by each of the Directors, from the Group and Company for the financial year ended 30 November 2024 is set out in the table 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	Datuk Ir. Mohd Aminuddin Bin Mohd Amin	Independent Director	46	4	0	0	0	0	50	46	4	0	0	0	0	50
2	Dato' Seri Lim Yeong Seong	Executive Director	34	0	0	0	0	0	34	34	0	366	0	23	211	634
3	Chin Jiunn Shyong	Executive Director	34	0	0	0	0	0	34	34	0	244	0	17	141	436
4	Dato' Ir. Lim Yew Soon	Independent Director	34	8	0	0	0	0	42	34	8	0	0	0	0	42
5	Loo May Len	Independent Director	34	9	0	0	0	0	43	34	9	0	0	0	0	43
6	Poon Lai Kit	Independent Director	34	9	0	0	0	0	43	34	9	0	0	0	0	43
7	Dato' Che Nazli Binti Jaapar (Appointed on 1 February 2024)	Independent Director	30	5	0	0	0	0	35	30	5	0	0	0	0	35
8	Dato' Sri Dr. Mohd Nizom Bin Sairi (Appointed on 1 February 2024)	Independent Director	30	5	0	0	0	0	35	30	5	0	0	0	0	35
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.

Application	:	Departure											
Explanation on application of the practice	:												
Explanation for departure	:	<p>Due to confidentiality and sensitivity of information, the Board is of the view that it would not be in its best interest to make such disclosure on named basis in view of the competitive nature of human resource market and the Company should maintain confidentiality on employees’ remuneration packages.</p> <p>As an alternative, the Board decided to disclose the remuneration for the Group’s Key Senior Management on an unnamed basis in bands of RM50,000, as follows: -</p> <table><tr><th>Range of remuneration</th><th>No. of Key Senior Management*</th></tr><tr><td>RM150,001 to RM200,000</td><td>1</td></tr><tr><td>RM250,001 to RM300,000</td><td>1</td></tr><tr><td>RM400,001 to RM450,000</td><td>1</td></tr><tr><td>RM600,001 to RM650,000</td><td>1</td></tr></table> <p>Note: * inclusive of the Group’s Managing Director and one (1) Executive Director/ COO. Their remuneration on a named basis for FYE 2024 are disclosed in Practice 8.1 of this CG Report.</p>		Range of remuneration	No. of Key Senior Management*	RM150,001 to RM200,000	1	RM250,001 to RM300,000	1	RM400,001 to RM450,000	1	RM600,001 to RM650,000	1
Range of remuneration	No. of Key Senior Management*												
RM150,001 to RM200,000	1												
RM250,001 to RM300,000	1												
RM400,001 to RM450,000	1												
RM600,001 to RM650,000	1												
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.													
Measure	:												
Timeframe	:												

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.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman of the Board is Datuk Ir. Mohd Aminuddin Bin Mohd Amin while Chairperson of the ARMC is Ms. Loo May Len, both are Independent Non- Executive Directors.</p> <p>The positions of the Chairman of the Board and the ARMC Chairperson are being held by two different individuals. This ensures that the Board's review of the ARMC's findings and recommendations are not impaired.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Group recognises the importance of the independence of its External Auditors and that no possible conflict of interest whatsoever should arise.</p> <p>The ARMC has included in its TOR the cooling off period of at least three (3) years for a former key audit partner to observe before being appointed as a member of the ARMC.</p> <p>Presently, no former partner of the Company's external audit firm has been appointed to the Board/ARMC.</p>	
Explanation for departure	:		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The ARMC shall undertake the responsibility to evaluate annually the performance of the external auditors, including the suitability, objectivity and independence of the external auditors, taking into consideration the following and undertaking follow-up measures, where required:-</p> <ul style="list-style-type: none">(a) the external auditors' ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan;(b) the competence, audit quality and resource capacity of the external auditors in relation to the audit; and(c) the nature and extent of the non-audit services tendered and the appropriateness or the level of fees. <p>During the financial year under review, the AC has also met twice for separate private meetings with the external auditors in the absence of the executive Members and Management.</p> <p>ARMC had assessed the performance (including independence) of the External Auditors, Messrs Crowe Malaysia PLT ("External Auditors") based on the competence, audit quality and resource capacity of External Auditors as well as the non-audit services provided by the External Auditors.</p> <p>For the audit of the financial year ended 30 November 2024, Messrs Crowe Malaysia PLT ("Crowe Malaysia") provided the ARMC with a written assurance confirming that they were, and had been independent through the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements in respect of the Group.</p> <p>Based on the assessment results, the ARMC made its recommendation to the Board for shareholders' approval on the re-appointment of Crowe Malaysia as the Auditors of the Company at the forthcoming 3rd AGM.</p>

Explanation for departure	:		
		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>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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.

Application	:	Adopted																				
Explanation on adoption of the practice	:	The ARMC comprises solely of Independent Directors. The composition of the ARMC is as follows:- <table><tr><th>Name</th><th>Designation</th><th>Directorate</th></tr><tr><td>Loo May Len</td><td>Chairperson</td><td>Independent Non-Executive Director</td></tr><tr><td>Dato’ Ir. Lim Yew Soon</td><td>Member</td><td>Independent Non-Executive Director</td></tr><tr><td>Poon Lai Kit</td><td>Member</td><td>Independent Non-Executive Director</td></tr><tr><td>Dato’ Che Nazli Binti Jaapar*</td><td>Member</td><td>Independent Non-Executive Director</td></tr><tr><td>Dato’ Sri Dr. Mohd Nizom Bin Sairi*</td><td>Member</td><td>Independent Non-Executive Director</td></tr></table> <p>*Appointed as members of ARMC on 1 February 2024.</p>			Name	Designation	Directorate	Loo May Len	Chairperson	Independent Non-Executive Director	Dato’ Ir. Lim Yew Soon	Member	Independent Non-Executive Director	Poon Lai Kit	Member	Independent Non-Executive Director	Dato’ Che Nazli Binti Jaapar*	Member	Independent Non-Executive Director	Dato’ Sri Dr. Mohd Nizom Bin Sairi*	Member	Independent Non-Executive Director
Name	Designation	Directorate																				
Loo May Len	Chairperson	Independent Non-Executive Director																				
Dato’ Ir. Lim Yew Soon	Member	Independent Non-Executive Director																				
Poon Lai Kit	Member	Independent Non-Executive Director																				
Dato’ Che Nazli Binti Jaapar*	Member	Independent Non-Executive Director																				
Dato’ Sri Dr. Mohd Nizom Bin Sairi*	Member	Independent Non-Executive Director																				

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The members of the ARMC are financially literate and possess the necessary skills to discharge their duties and responsibilities effectively. The Chairperson of ARMC, Ms Loo May Len, is a member of and a Chartered Accountant with the Malaysian Institute of Accountants and a Fellow Member of the Chartered Institute of Management Accountants (CIMA).</p> <p>The qualification and experience of the ARMC members are disclosed in the Board of Directors' Profiles of the Annual Report 2024.</p> <p>The training programs that the members of the ARMC have attended during the FYE 2024 are disclosed in the Corporate Governance Overview Statement of the Annual Report 2024.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges its overall responsibility of maintaining a sound system of risk management and internal control, and for reviewing its adequacy and effectiveness.</p> <p>The Board had delegated the responsibility for reviewing the adequacy and effectiveness of the risk management and internal control systems to the ARMC.</p> <p>The Group has outsourced its internal audit function to an independent consulting firm, Sterling Business Alignment Consulting Sdn Bhd ("Sterling" or "the Internal Auditors"), which reports directly to the ARMC. Sterling carries out its function in accordance with the approved annual internal audit plan approved by the ARMC. The findings of the audits and the recommendations for improvement or actions to be taken by the Management to rectify the issue will be presented in ARMC meeting.</p> <p>Any significant issue affecting the existing risks or emerging risks as well as the changes to the action plans to address the risks identified, will be discussed during the ARMC meetings and brought to the attention of the Board by the Chairperson of ARMC.</p> <p>The information on risk management and internal control is set out in the Statement on Risk Management and Internal Control in the Annual Report 2024.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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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.

Application	:	Applied	
Explanation on application of the practice	:	The features of the risk management and internal control framework and the adequacy and effectiveness of this framework are disclosed in the Statement on Risk Management and Internal Control in the Annual Report 2024.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The internal audit function of the Group is carried out by an outsourced independent consulting firm namely, Sterling. The outsourced Internal Auditors report directly to the ARMC. Internal audit reports are presented, together with audit findings and recommendations as well as Management's response and proposed action plans, to ARMC. In performing their duties, the Internal Auditors have free and unfettered access to information and to meet with any of the department heads or persons in charge.</p> <p>The Internal Auditors are precluded from providing any services that may impair their independence or conflict with their role as Internal Auditors.</p> <p>The ARMC obtained assurance from the Internal Auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>On 15 January 2025, the ARMC completed its annual assessment of the Internal Auditors and was satisfied with the overall performance of the Internal Auditors in FYE2024.</p> <p>The details of the internal audit function and activities are set out in the ARMC Report in Annual Report 2024.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Group in its efforts to provide an adequate and effective internal control system had appointed an independent consulting firm, namely Sterling. Sterling acts as the internal auditors and reports directly to the ARMC of the Company.</p> <p>Dr. So Hsien Ying of Sterling is the Engagement Director responsible for the internal audit function of the Group. She has more than 29 years of experience in corporate planning, business process improvement, risk management, internal audit and internal control review. She is a Certified Internal Control Professional (US), Doctor in Business Administration (Wales), Master in Business Administration (Finance) (Hull), BSc Economics (Hons) (London), permanent member of the Internal Control Institute (US), an associate member of The Institute of Internal Auditors Malaysia ("IIAM") and a member of the Malaysian Alliance of Corporate Directors.</p> <p>The number of staff deployed for the internal audit reviews ranged from 2 to 4 personnel per visit. Sterling's engagement team personnel had affirmed to the ARMC that in relation to the Group, they were free from any relationships or conflicts of interest, which could impair their objectivity and independence. Sterling does not have any direct operational responsibility or authority over any of the activities audited.</p> <p>Sterling is a corporate member of the IIAM. Sterling uses the Committee of Sponsoring Organisations of the Treadway Commission ("COSO") Internal Control-Integrated Framework as a basis for evaluating the effectiveness of the internal control systems.</p>
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is mindful on the importance of maintaining proper corporate disclosure procedures with the aim to provide shareholders and investors with comprehensive, accurate and quality information on a timely basis.</p> <p>The Group maintains a corporate website, www.jatitinggi.com with the intention of building communication channel between our Company with the stakeholders:-</p> <p>(a) Announcements submitted to Bursa Securities (b) Investor section which provides relevant corporate information (c) General telephone number, address and email address</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:	The Company is not under the category of a large company as defined under MCCG.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Notice of the 2nd AGM was issued to the shareholders on 29 March 2024 (i.e., at least twenty-eight (28) days prior to the date of the 2nd AGM on 31 May 2024). This also complies with the twenty-one (21) days’ notice requirement as required under the Companies Act 2016.</p> <p>The Notice of AGM was accompanied with explanatory notes to shareholders regarding their entitlement to attend the AGM and their rights to appoint a proxy as well as detailed explanations for each resolution to be tabled at the AGM to enable shareholders to make informed decision in exercising their voting rights.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>At the 2nd AGM on 31 May 2024, our Directors were available to engage directly with shareholders. This commitment allows for meaningful interactions and provides valuable insights into our strategic direction.</p> <p>The Chairman of the Board, our MD and the Board Committees play a key role in addressing enquiries related to their areas of expertise, to enhance shareholders' understanding of our business operations and the broader industry context.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The 2nd AGM held on 31 May 2024 was conducted on a fully virtual basis through live streaming via Remote Participation and Voting (“RPV”) facilities to facilitate remote shareholders’ participation and had adopted the electronic voting (e-voting) for the conduct of poll on all resolutions. The appointed poll administrator and Independent Scrutineer conducted the polling/ e-voting process and verified the results of the poll.</p> <p>The entire AGM proceedings were held by Boardroom Share Registrars Sdn Bhd, RPV service provider through https://meeting.boardroomlimited.my. The Administrative Guide of the AGM as well as the user guide with detailed registration and voting procedures were shared with the shareholders and the same were also published on the Company’s website.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.4

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman of the Board is proactive and ensures the Company's general meetings support meaningful engagement between the Board, senior management and shareholders.</p> <p>The shareholders were allowed to submit their questions during the live streaming of the general meetings via the real time submission of typed texts.</p> <p>The general meetings allocated sufficient time for shareholders to pose their questions and for the Chairman and management to respond to those questions accordingly.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The 2nd AGM of the Company was conducted on a fully virtual basis via online meeting platform at https://meeting.boardroomlimited.my to facilitate shareholders' remote participation and voting in absentia. The online meeting platform is accessible to all participating shareholders with the Board and senior management.</p> <p>The shareholders posted their questions via real time submission of typed text at the chat box during the virtual meetings, and all questions were addressed accordingly.</p> <p>The general meeting was allocated sufficient time for shareholders to pose their questions and for the Chairman, or management to respond to those questions accordingly.</p> <p>Detailed instruction and procedures on the registration, remote participation and the e-voting process were provided to the shareholders under the Administrative Guide for the AGM to facilitate the smooth conduct of the meetings. The voting procedures was also briefed during the meetings.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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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>		
Application	:	Applied
Explanation on application of the practice	:	The minutes of the 2 nd AGM held on 31 May 2024, detailing the meeting proceedings including questions raised by shareholders as well as the Company's responses thereto was made available on our corporate website at www.jatitinggi.com within 30 business days after the AGM.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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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