

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 0024  
**COMPANY NAME** : JAG Berhad  
**FINANCIAL YEAR** : December 31, 2020

## 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 TO CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

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

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

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

### Intended Outcome

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

### Practice 1.1

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

<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>The Board of Directors ("<b>the Board</b>") is responsible for the leadership, oversight and the long-term success of the Company and its subsidiaries ("<b>the Group</b>").</p> <p>Certain responsibilities of the Board are delegated to other Board Committees, which operate within clearly defined Terms of Reference. Standing committees of the Board include the Audit Committee ("<b>AC</b>"), Nomination Committee ("<b>NC</b>"), Remuneration Committee ("<b>RC</b>"), Risk Management Committee ("<b>RMC</b>") and Share Issuance Scheme Option Committee.</p> <p>Although specific powers are delegated to the Board Committees, the Board keeps itself abreast of the key issues and/or decisions made by each Board Committee, through the reports made by the Chairman or representative of each Committee and tabling of Minutes of Board Committees' Meeting of the applicable period for notation by the Board.</p> <p>It is the general policy of the Company that all major decisions be considered by the Board as a whole.</p> <p>To ensure the effective discharge of its function and duties, the primary responsibilities of the Board include (but are not limited to) the following:-</p> <p><b>(a) <u>Review of Strategic Plan</u></b></p> <p>During the Applicable Period, the Government of Malaysia has instituted lockdown measures, known as "Movement Control Order" ("<b>MCO</b>") effective from 18 march 2020 to contain the outbreak of Covid-19 pandemic.</p> <p>The Board has devoted certain time commitment during Board Meetings to review the impact of Covid-19 lockdown measures on the Group's existing strategic objectives and its implementation strategies. These include addressing the work-from-home requirements of the staff of the Group.</p> <p><b>(b) <u>Review of Management's Proposals and Conduct of the Group's business</u></b></p> <p>In tandem with the work-from-home arrangements instituted for the staff of the Group, meetings of the Board/ Board Committees have been mainly be conducted remotely. When quick decisions are required, they may be sought and obtained via circular resolutions.</p> <p>For the financial year ended 31 December 2020 ("<b>FYE 2020</b>"), the Management had presented to the Board the following proposals and strategic initiatives:-</p>

**i. Annual Budget Plan**

As a financial activity tracking initiative to support the strategic plan, the Management had tabled to the Board, the annual budget plan of the Group for FYE 2020 for review and approval.

The Board reviewed and deliberated the basis and underlying assumptions made by the Management when preparing the annual budget plan of the Group for FYE 2020 and provided guidance to ensure that the assumptions made were realistic and applicable to the Group.

**ii. Adoption of Anti-Bribery and Corruption Policy and Adequate Procedures pursuant to Section 17A of the Malaysian Anti-Corruption Commission (“MACC”) Act 2009 (“Act”)**

The MACC (Amendment) Bill 2018 that was first tabled in the Malaysian Parliament on 26 March 2018 had been passed and gazetted on 4 May 2018 as the MACC Amendment Act 2018. It had been announced that the corporate liability took effect on 1 June 2020. The corporate liability is mandatory to ensure that the Company is ready and complies with the Act.

The Company appointed external advisor to assist the Company on the corporate liability provisions and adequate procedures pursuant to the requirements as per the amendments made to the Act.

The Anti-Bribery and Corruption Policy, together with the adequate procedures were adopted by the Company in FYE 2020.

**iii. Proposed Share Consolidation of Every Four (4) Existing Ordinary Shares in the Company into One (1) Ordinary Share in the Company (“Proposed Share Consolidation”)**

A Proposed Share Consolidation was proposed by the Management to the Board for consideration in view that the Company had a large number of shares in issue and a relatively low trading price range wherein a small movement in the Company’s share price may result in a large percentage movement in the share price. Consolidating the shares in the Company would lead to a reduction in the number of the Company’s shares available in the market and potentially reduce the volatility of the trading price for the Company’s shares.

After having consideration all aspects of the Proposed Share Consolidation by the Board, the Company had on 16 June 2020 announced to undertake the Proposed Share Consolidation.

The shareholders had at the Extraordinary General Meeting held on 5 August 2020 approved the Proposed Share Consolidation and the same was deemed completed on 25 August 2020 upon listing of and quotation for 454,649,892 consolidated ordinary shares and 48,690,123 consolidated Warrants B (2017/2020) on ACE Market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”).

**iv. Proposed Private Placement of up to 20% of the total number of issued shares in the Company (“Proposed Private Placement”)**

Bursa Securities had on 16 April 2020 announced an interim relief measure, which allows listed corporations to seek a higher general mandate under Rule 6.04 of the ACE Market of Bursa Securities of not more than 20% of the total number of issued shares of the listed corporations (“**20% General Mandate**”) and the Company had at the Twenty-Second Annual General Meeting held on 5 August 2020 sought its shareholders’ approval for authority to issue shares pertaining to the aforesaid 20% General Mandate.

The proposal on Proposed Private Placement was thereafter tabled by the Management to the Board for consideration, for the purpose of raising funds primarily for the Group's working capital and purchase of machinery for total waste management ("TWM") business segment.

Upon reviewing by the Board and deemed appropriate, the Company had on 16 October 2020 announced to undertake the Proposed Private Placement utilising the 20% General Mandate.

The Proposed Private Placement was deemed completed on 20 November 2020 upon listing of and quotation for 89,460,000 placement shares on ACE Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), raising gross proceeds of RM12,542,292/-.

**(c) Oversee of Business Operations and Performance Tracking**

The Senior Management Team which consists of the following senior management personnel, headed by the Chairperson and Executive Director, Datin Tan Siew Ching, Stacey ("**Datin Stacey Tan**"), who is responsible for the day-to-day management and operations of the Group:-

<b>Name</b>	<b>Designation</b>
Datin Stacey Tan	Chairperson and Executive Director
Dato' Ng Meow Giak	Executive Director (TWM Division)
Mr. Kek Beng Soon	Financial Controller (Group)
Dato' Ng Aik Kee, Thomas	Managing Director (TWM Division)
Mr. Ng Yaw Long, Tony	Operations Director (TWM Division)
Mr. Goh Chee Hong	Finance Manager (TWM Division)
Mr. Ng Seng Teik	Project Director (Property Development Division)

The principal responsibilities of the Senior Management Team are as follows:-

- Developing, co-ordinating and implementing business and corporate strategies for the approval of the Board.
- Implementing the policies and decisions of the Board.
- Overseeing the day-to-day operations of the Group.
- To participate in various management committees or working committees for the effective discharge of duties and functions.

The Board monitors the performance of Management on a regular basis vide insertion of relevant agenda items in the Board Meetings and/or Board Committees Meetings.

Relevant member(s) of the Senior Management Team will be invited to attend the Board and/or Board Committees Meetings to advise and update the Board and/or Board Committees with information, reports, clarifications on the relevant agenda items to be tabled to the Board and/or Board Committees, to keep the Board and/or Board Committees abreast of the latest business activities and development of the Group.

As a matter of Group Governance practice, the Executive Directors will table their Operation Reports at every quarterly Board Meeting for the Board's notation. The Executive Directors are required to brief the Board on the operational performance of the Group which includes key strategic initiatives, significant operational issues and challenges faced by the Management.

Meanwhile, the Financial Controller and Finance Managers are required to present their reports on the financial performance and financial highlights of the Group on a quarterly basis.

**(d) Evolving the Risk Management Function**

The Board noted the Covid-19 pandemic has caused additional challenge of connecting rapidly-deployed crisis management processes with governance and risk management arrangements.

Management has applied for the resumption of business operations of JMI during the MCO period from the Ministry of International Trade and Industry ("MITI"). Whilst awaiting for MITI's approval, the Board has on 20 April 2020 approved the formation of a Covid-19 Respond Committee the term of reference to oversee the implementation of preventive procedures against the spread of Covid-19 pandemic at workplace.

The key features of the risk management framework and internal control system of the Group are disclosed in the Statement on Risk Management and Internal Control in this 2020 Annual Report.

**(e) Identification of principal risks and implementation of appropriate internal control and mitigation measures**

A critical function of the Board has always been to understand and mitigate business risk. Consequently, the Board has adopted an Enterprise Risk Management ("ERM") Framework for its key principal subsidiary, Jaring Metal Industries Sdn. Bhd. ("JMI") to manage its risk and opportunities.

The RMC was formed to assist the Board on managing the risk exposure of the Group, supported by the Risk Management Working Group ("RMWG") in order to achieve its business objective.

The RMWG is responsible to perform risk identification, risk evaluation and make relevant recommendations for risk mitigation for the Group.

The RMWG monitors the movement of the risk ratings and alerts the RMC directly whenever there is new significant risk discovered in their radar. The RMC in turn, reports directly the Board.

**(f) Succession Planning and Continuing Development**

The Board, through the NC, is responsible for the succession planning of the Directors of the Company and the Group.

The Board has adopted the Succession Planning Policy for the Group and Emergency Succession Contingency Plan for the Senior Management Team of the Group to ensure the Group's continuity in leadership for all key positions.

The Emergency Succession Contingency Plan spelt out on the respective successors, who possess adequate level of skills and experience, for different divisions within the Group in the absence of the members of the Senior Management Team.

The Senior Management personnel are required to attend continuing development programmes to ensure that they are equipped with necessary skills and knowledge which are relevant to perform their work.

	<p><b>(g) <u>Procedures for Effective Communication with Stakeholders</u></b></p> <p>The Board is aware of commitment to enhancing long term shareholders' value through regular communications with all its stakeholders.</p> <p>In ensuring the effective communication with the Company's shareholders and stakeholders, the Board has adopted a Corporate Disclosure Policy which includes, inter alia, an Investor Relations ("IR") section that serves as a guidance for the Board to oversee the development of effective IR programmes and strategies to communicate the corporate vision and mission, strategies, development, financial plans and prospects to the investors, financial community and other stakeholders accurately and to obtain feedback from the stakeholders.</p> <p><b>(h) <u>Integrity of Financial and Non-Financial Reporting</u></b></p> <p>The Board ensures that shareholders are presented with a quality, clear, balanced, meaningful assessment of the Company's financial performance and prospects through the issuance of the audited financial statements, quarterly announcements of financial results and vide announcements on significant development of the corporate proposals in accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("ACE LR") on a timely basis and in compliance with the applicable financial reporting standards and corporate law.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

## Intended Outcome

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

### Practice 1.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Datin Tan Siew Ching ("<b>Datin Stacey Tan</b>") is the Chairperson of the Company and her key responsibilities as a Chairperson, include but not limited to the following:-</p> <ul style="list-style-type: none"> <li>(a) Demonstrates leadership for the Board in discharging its duties and responsibilities effectively.</li> <li>(b) Reviews and endorses the agenda of the Board Meeting prior to the issuance of the same to the other Directors, for each scheduled Board Meeting.</li> <li>(c) Ensures that the Notice of the Board Meeting is issued at least seven (7) days prior to the Meeting, unless consent by all Directors on a shorter notice.</li> <li>(d) Leads the conduct of the Board Meetings and initiates discussion within the Board.</li> <li>(e) Stimulates participation and sharing of views and ideas from different perspectives by the Directors and ensures all views will be taken into consideration during the decision-making process by the Board.</li> <li>(f) Acts as the intermediary between the Board and the Management by coordinating smooth communication flow between both parties.</li> <li>(g) Chairs the general meetings of the Company and commits to answering the queries from the shareholders.</li> <li>(h) Communicates the views from the stakeholders to the Board as a whole, for consideration or improvement, if any.</li> <li>(i) Leads the Board to ensure compliance with all relevant laws and regulations and to the best of their effort, promote and implement good governance practices within the organisation.</li> </ul>
<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

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> :	<p>The Board recognises the importance of having a clearly accepted division of power and responsibilities at the head of the Company to ensure a balance of power and authority. At present, the Company does not have a Chief Executive Officer but Executive Directors.</p> <p>In view of the two (2) distinct operating divisions of the Group which require separate set of leadership and management skills, the Board has resolved to maintain Datin Stacey Tan, the Chairperson and Executive Director as the most senior executive to report to the Board, notwithstanding the non-adherence to the Practice 1.3 of the Malaysian Code on Corporate Governance ("<b>MCCG</b>") but to the essential survival and business continuation of the Group.</p> <p>The current arrangement is to provide strong leadership with the ability to marshal the Board's priorities objectively and to propel the Group to the next level while keeping a lean Board composition.</p> <p>Alternate Practice:</p> <p>The Board undertakes the following initiatives to ensure there is a balance of power and authority on the Board:-</p> <p>(a) The composition of the Board consists of 60% of Independent Non-Executive Directors ("<b>INEDs</b>"), whom collectively, have the weightage in terms of Board's decision making and are free to exercise their independent judgement or act in the best interests of the Company, and to safeguard the interest of the minority shareholders.</p> <p>(b) The decision of the Board shall always be agreed upon by at least majority of the Directors present at a meeting, therefore, no individual Director can dominate the decision-making of the Board.</p> <p>(c) A clear division of responsibilities for the roles of Chairperson of the Board have been outlined in the Board Charter, which are distinct and separate from Datin Stacey Tan's roles and responsibilities as Executive Director, through the separate employment contracts.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

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 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 Board is supported by two (2) suitably qualified and competent Company Secretaries as follows:-</p> <ul style="list-style-type: none"><li>• Ms. Chua Siew Chuan, FCIS</li><li>• Mr. Cheng Chia Ping, ACIS</li></ul> <p>Both the Company Secretaries are members of the Malaysian Institute of Chartered Secretaries and Administrators (“<b>MAICSA</b>”) and are qualified to act as company secretary under Section 235(2) of the Companies Act 2016 (“<b>CA 2016</b>”).</p> <p>The brief profiles of the company secretaries are as follows:-</p> <p><b>(1) Ms. Chua Siew Chuan, FCIS</b></p> <p>Ms. Chua has been elected as a Fellow Member of the MAICSA since 1997. She has more than 37 years of experience in handling corporate secretarial matters, with working knowledge of many industries and government services. She is the Immediate Past President of MAICSA and currently the Chairperson of the Technical &amp; Professional Practice Committee, Deputy Chairperson of the National Disciplinary Tribunal and Membership Committee and member of several Committees of MAICSA.</p> <p>Ms. Chua is a Chartered Secretary by profession. She is the Managing Director of Securities Services (Holdings) Sdn. Bhd., a prominent corporate secretarial service provider in Malaysia. Ms. Chua is also the named company secretary for a number of public listed companies, public companies, private limited companies and societies.</p> <p>Ms. Chua has been appointed as company secretary to the Group since 25 January 2013.</p> <p><b>(2) Mr. Cheng Chia Ping, ACIS</b></p> <p>Mr. Cheng has been elected as an Associate Member of the MAICSA since 2012. He has more than 13 years of experience in handling corporate secretarial matters, with working knowledge of many industries and non-profit organisations.</p> <p>Mr. Cheng is a Chartered Secretary by profession. He is a Manager (Corporate Secretarial) of Securities Services (Holdings) Sdn. Bhd., a prominent corporate secretarial service provider in Malaysia. Mr. Cheng is also the named company secretary for a number of public listed companies, public companies, private limited companies and societies.</p> <p>Mr. Cheng has been appointed as company secretary to the Group since 1 April 2014.</p> <p>For FYE 2020, the Company Secretaries had attended the relevant continuous professional development programmes as required by MAICSA for practising company secretaries. Both the Company Secretaries possessed a valid Practising Certificate issued by MAICSA and the Companies Commission of Malaysia for FYE 2020.</p>

	<p>All Directors have unrestricted access to the advice and support of the company secretaries in relation to Board policies and procedures, compliance of applicable rules and regulations by the Group and corporate governance related practices.</p> <p>The main roles and responsibilities of the Company Secretaries, include but not limited to the following:-</p> <ul style="list-style-type: none"> <li>(a) Co-ordinate with Management on the logistics of all Board and Board Committee Meetings, attend the Board and Board Committee Meetings and record the Minutes of the Meetings accordingly.</li> <li>(b) Ensure timely communication of the decision of the Board or Board Committee to be conveyed to the relevant parties and whether any follow-up actions are required.</li> <li>(c) Advise the Board on its roles and responsibilities, particularly the additional or changes in obligations arising from the implementation of the new laws and regulations or any amendments thereof.</li> <li>(d) Provide advisory assistance to the new Director(s) appointed to the Board.</li> <li>(e) Identify relevant training and development programmes for the Directors, based on the training needs determined by the NC for the particular financial year.</li> <li>(f) Advise the Board on the requirements of corporate disclosures in accordance with the ACE LR for various corporate proposal, as well as compliance with the ACE LR, Capital Market and Services Act 2007 and the CA 2016.</li> <li>(g) Ensure that all the proceedings of the general meetings are in order and the general meetings are properly called and convened, record the Minutes of the general meetings, as well as the discussion during the Questions and Answers session.</li> <li>(h) Identify the corporate governance initiatives which are applicable to the Group and highlighted the same to the Board for consideration. Monitor the corporate governance practices, by proposing relevant agenda items to be included as recurring meeting agenda.</li> <li>(i) Advise the Board on corporate governance related matters.</li> </ul> <p>For FYE 2020, the Board was satisfied with the performance and supports rendered by the Company Secretaries to the Board in discharging its functions.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

## Intended Outcome

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

### Practice 1.5

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

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board fixes the annual meeting schedule by the end of every year. The annual meeting schedule, as soon as it has been confirmed by the Board, will be disseminated to the Management, for planning of works schedule a year ahead.</p> <p>The Notice of the scheduled Board Meeting is served to the Directors at least seven (7) days prior to the Board Meeting. Unless there is exceptional case for convening of Special Meeting of the Board to address emergency issue, shorter notice is allowed with the consent of all Directors.</p> <p>For FYE 2020, to leverage on the usage of technology, the Board papers were circulated to the Directors in electronic form via email prior to the Board Meetings, to allow the Directors to consider the relevant information.</p> <p>The Board strives to circulate the Board papers at least five (5) business days in advance of the meeting day in the financial year ending 31 December 2021 ("FYE 2020").</p> <p>A comprehensive meeting papers comprising background, matters arising, research, analysis, findings/updates, results, presentations, recommendations and any other relevant information is prepared and circulated in advance to enable the Board to make considerations, deliberations and decisions.</p> <p>Subsequent to the Board Meetings, the Minutes will be circulated to the Board for confirmation to ensure that deliberations and decisions of the Board are accurately recorded.</p> <p>The Company Secretaries would ensure that a statement of declaration of interest or abstention from voting and deliberation are recorded in the Minutes.</p> <p>The Chairperson of the Board Meeting signs the minutes as a correct record of the proceedings and thereafter, the said minutes of all proceedings are kept in the statutory book at the registered office of the Company to be made available for inspection under the CA 2016.</p>
<b>Explanation for departure</b>	:
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<b>Measure</b>	:
<b>Timeframe</b>	:

## Intended Outcome

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

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

### Practice 2.1

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

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

<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>The Board has a Board Charter outlining the authority, responsibilities, membership and operation of the Board of the Group's, adopting principles of good corporate governance and practices, in accordance with applicable laws in Malaysia. The Board Charter entails, inter alia, the following main items:-</p> <ul style="list-style-type: none"><li>• Role of Board;</li><li>• Relationship with Management;</li><li>• Responsibilities of the Board;</li><li>• Matters reserved for the Board; and</li><li>• Structure of the Board.</li></ul> <p>The Board Charter is applicable to all Directors of the Company and, amongst other things, provides that all Directors must avoid conflicts of interest between their private financial activities and their part in the conduct of company business.</p> <p>The Board Committees in performing their responsibilities delegated by the Board would be guided by the Terms of Reference of each of the Committees as approved by the Board.</p> <p>The Board Charter is to be regularly reviewed by the Board as and when required.</p> <p><b><i>Roles of Senior Independent Non-Executive Director</i></b></p> <p>Mr. Ewe Chuan Seng is the Senior Independent Non-Executive Director of the Company.</p> <p>The roles of the Senior Independent Non-Executive Director as entail in the Board Charter, include but not limited to the following:-</p> <ul style="list-style-type: none"><li>• A sounding board for the Chairperson;</li><li>• An intermediary for other Directors when necessary; and</li><li>• The point of contact for shareholders and other stakeholders.</li></ul> <p><b><i>Enhanced definition of INED</i></b></p> <p>Bursa Securities has enhanced the definition of the "cooling-off" period for INED from two years to three years with effect from 1 October 2020. Arising thereof, the Board has adopted such enhancement by updating the Board Charter.</p> <p>The latest Board Charter is available for viewing under the "Investors" section of the Company's corporate website at <a href="http://www.jagb.com.my">www.jagb.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 3.1

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 Board has established a Code of Ethics and Conduct ("<b>the Code</b>") in order to maintain the highest level of integrity and ethical conduct of the Board, Management and employees of the Group and to provide guidance to ensure that upholding the ethical conduct in the Board and/or employees daily work.</p> <p>The Code sets forth the values, expectations and standards of business ethics and conduct to guide the Board, the Management and employees of the Group.</p> <p>The guiding principles of the Code are as follows:-</p> <p>(i) Show respect in the workplace:-</p> <ul style="list-style-type: none"><li>• Equal Opportunity</li><li>• Anti-Harassment</li><li>• Human Rights</li><li>• Ensuring Workplace Health and Safety</li><li>• Protection of Privacy</li><li>• Use of Company's Assets with Due Care</li><li>• Leading by Example</li><li>• Continuous Training and Development</li></ul> <p>(ii) Act with integrity in the marketplace:-</p> <ul style="list-style-type: none"><li>• Ensuring Products' Quality, Safety and Reliability</li><li>• Responsible Sales and Marketing Practices</li><li>• JAG's Customers</li><li>• JAG's Suppliers</li><li>• Community Involvement</li><li>• Environmental-Friendly Practices</li></ul> <p>(iii) Ensure ethics in business relationships:-</p> <ul style="list-style-type: none"><li>• Conflict of Interest</li><li>• Anti-Corruption</li><li>• Anti-Money Laundering</li><li>• Insider Trading</li></ul> <p>(iv) Ensure effective communication:-</p> <ul style="list-style-type: none"><li>• Corporate Disclosure</li><li>• Spokesman</li><li>• Whistleblowing</li></ul> <p>The Code will be reviewed on biennially basis or as and when required. The Code was last reviewed and adopted by the Board on 8 April 2021.</p> <p>The recent review by the Board was to enhance the anti-bribery and anti-corruption in the Group to be in line with the Anti-Bribery and Corruption Policy which the Company adopted with effect from 1 June 2020.</p>

	<p><b>Handling of Reported Allegation(s)</b></p> <p>The AC is responsible for the interpretation and supervision of the enforcement of the Code. The action to be taken by the Group in response to a report of concern under the Code will depend on the nature of the concern. The AC upon receiving the information on each report of concern shall ensure that follow-up actions be taken accordingly.</p> <p>The Code is available for viewing under the “Investors” section of the Company’s corporate website at <a href="http://www.jagb.com.my">www.jagb.com.my</a>.</p>	
<p><b>Explanation for departure</b> :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b> :</p>		
<p><b>Timeframe</b> :</p>		

### Intended Outcome

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 has adopted a full-fledged whistleblowing policy in February 2019. The Board recognises whistleblowing as a specific means by which an employee/officer or stakeholder can reports or discloses through established channels, the concerns about any violations of the Code, unethical behaviour, malpractices, illegal acts or failure to comply with regulatory requirements that is taking place/ has taken place/may take place in the future.</p> <p>The AC has been tasked with the review of whistleblowing reports either made through the Company following established communication and feedback channels or through any other means.</p> <p>Anyone with genuine concerns in relation to unethical behaviour, malpractices, illegal acts or failure to comply with regulatory requirements, may forward his report to the designated persons as provided below (where applicable):-</p> <div style="border: 1px solid black; padding: 5px;"><p>For matters relating to financial reporting, unethical or illegal conduct, one can report directly to the following designated persons:-</p><p><u>AC Chairman</u></p><p>Mr. Roy Thean Chong Yew at email address: <a href="mailto:rthean@hotmail.com">rthean@hotmail.com</a></p></div> <div style="border: 1px solid black; padding: 5px;"><p>For employment-related concerns, one can report directly to the following designated persons:-</p><p>(1) <u>Executive Director (JAG Group)</u></p><p>Datin Stacey Tan at email address: <a href="mailto:stacey@jagb.com.my">stacey@jagb.com.my</a></p><p>(2) <u>Executive Director (TWM Division)</u></p><p>Dato' Ng Meow Giak at email address: <a href="mailto:nigel@jaringmetal.com">nigel@jaringmetal.com</a></p><p>(3) <u>Head of Human Resources</u></p><p>Mr. Ng Yaw Long at email address: <a href="mailto:tony@jaringmetal.com">tony@jaringmetal.com</a></p></div> <div style="border: 1px solid black; padding: 5px;"><p>For any concerns from the shareholders/stakeholders, one can email to the following designated Director:-</p><p><u>Senior Independent Non-Executive Director</u></p><p>Mr. Ewe Chuan Seng at email address: <a href="mailto:ewealbert@gmail.com">ewealbert@gmail.com</a></p></div> <p>For FYE 2020, none of the designated persons have received any report or concerns vide the abovementioned communication and feedback channels.</p>

In conjunction with the Anti-Bribery and Corruption Policy (“**ABC Policy**”) which has been adopted by the Company with effect from 1 June 2020, the Board has encouraged the use of the Group’s whistleblowing channel in relation to any suspected corruption incidents or inadequacies in the anti-bribery and corruption programme.

Subsequently, with the recommendation from the Risk Management Committee, the Board has also nominated the following senior management personnel as the Compliance Officers, to monitor the adequacy and operating effectiveness of the ABC Policy and would be tasked to review its implementation on a regular basis, including its suitability, adequacy and effectiveness:-

Name	Designation
Mr. Kek Beng Soon	Financial Controller, JAG Group
Mr. Goh Chee Hong	Finance Manager, JMI

The Board also nominated the following persons as the communication point for whistleblowing purpose:-

Name	Designation
Mr. Roy Thean Chong Yew	Independent Non-Executive Director
Mr. Ng Yaw Long	Operation Director, JMI

**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 4.1**

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

<b>Application</b> :	Applied	
<b>Explanation on application of the practice</b> :	<p>For FYE 2020, the Board comprises five (5) members, three (3) of whom or 60% are Independent Non-Executive Directors (“INEDs”) and two (2) or 40% are the Executive Directors which is compliance with the Rule 15.02(1) of the ACE LR, as well as Practice 4.1 of the MCCG.</p> <p>The roles of the Independent Directors are particularly important in ensuring that the strategies proposed by the Executive Directors and Management are deliberated on and have taken into account the interest, not only of the Company, but also that of the shareholders, employees, customers, suppliers and the community.</p> <p>The current Board structure ensures that no individual or group of individuals dominates the Board’s decision-making process. The composition of the Board provides an effective blend of entrepreneurship, business and professional expertise in general management, finance, corporate affairs, legal and technical areas of the industry in which the Group operates. The individuality and vast experience of the Directors in arriving at collective decisions at board level will ensure impartiality.</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 4.2

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 justify and seek annual shareholders' approval. If the board continues to retain the independent director after the twelfth year, the board should seek annual shareholders' approval through a two-tier voting process.

<b>Application</b>	: Applied – Annual shareholders' approval for independent directors serving beyond 9 years
<b>Explanation on application of the practice</b>	<p>The roles of the Independent Directors are particularly important in ensuring that the strategies proposed by the Executive Directors and Management are deliberated on and have taken into account the interest, not only of the Company, but also that of the shareholders, employees, customers, suppliers and the community.</p> <p>The Board has not set a term limit of nine (9) years for the independent directors, after taking into consideration the following factors:-</p> <ul style="list-style-type: none"> <li>• Major subsidiary of the Group, namely JMI is a specialist waste recycler, where there is a long gestation period for capital and resources invested, as compared to other industries, say, fast moving consumer goods companies. Therefore, it is expected that the Independent Directors on Board will remain on board for a prolonged period, to provide the independence oversight while the EDs manage the Company and Group.</li> <li>• The artificial change in designation from independent director to non-independent director as promulgated by the MCCG whilst being seen as a good corporate governance practice will in fact be detriment to the interest of the shareholders in the long run with regards to the Company. This is due to the fact that an independent director will be "<i>demotivated</i>" by such artificial change through no fault of his own, as well as creating the artificial need of one vacant board seat for independent director and in turn, creating an additional financial obligation on the Company which would not be in the best interest of the shareholders of the Company.</li> </ul> <p>Mr. Roy Thean Chong Yew ("<b>Mr. Roy Thean</b>"), who was appointed as an INED of the Company on 18 October 2010, whereby Datuk Md. Hassim Bin Pardi ("<b>Datuk Hassim</b>"), who was appointed as an INED of the Company on 26 August 2011. Both of them have served on the Board in an independent capacity for a cumulative term of more than nine (9) years.</p> <p>With regards to Mr. Roy Thean's and Datuk Hassim's professional qualifications and experience (as illustrated in the profiles of Directors of Mr. Roy Thean and Datuk Hassim in the 2020 Annual Report), both of them have held illustrious careers in their respective fields.</p> <p>Prior to making recommendation to the shareholders at the AGM on the retention of Mr. Roy Thean and Datuk Hassim as INEDs of the Company, the Board had vide the NC, assessed the independence of Mr. Roy Thean and Datuk Hassim, and regarded them to be independent, based on the following justifications:-</p> <ul style="list-style-type: none"> <li>• They have fulfilled the criteria under the definition of an Independent Director ("<b>ID</b>") pursuant to the ACE LR;</li> <li>• They are able to exercise independent judgement and act in the best interests of the Company;</li> </ul>

	<ul style="list-style-type: none"> <li>• There is no potential conflict of interest that Mr. Roy Thean and Datuk Hassim could have with the Company as they have not entered into any contract or transaction with the Group;</li> <li>• There are significant advantages to be gained from long-serving IDs as both of them have many years of experience with incumbent knowledge of the Company and the Group's activities and corporate history, and have provided invaluable contributions to the Board in their roles as INEDs; and</li> <li>• Notwithstanding their more than nine (9) years on the board, they remain impartial and actively voice out their opinions, challenges Management's assumptions and provides sound advice to the Board/ Management where relevant.</li> </ul> <p>With their independence remains intact, the Board believes that the intended outcome of Board decisions being made objectively in the best interests of the company taking into account of diverse perspectives, as well as insight can continuously be met by having Mr. Roy Thean and Datuk Hassim remained on Board as INEDs.</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 4.3 - Step Up**

The board has a policy which limits the tenure of its independent directors to nine years.

<b>Application</b>	:	Not Adopted	
<b>Explanation on adoption of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 4.4**

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.

<p><b>Application</b></p>	<p>: Applied</p>
<p><b>Explanation on application of the practice</b></p>	<p>The NC has adopted the following protocol for appointment of Directors in order to ensure that the Board has the right mix and skill to meet its needs and objectives:-</p> <div data-bbox="518 593 1449 1198" style="border: 1px solid black; padding: 10px; margin: 10px 0;"> <pre> graph LR     S1[Stage 1 Review of the potential candidate based on the following criteria:- • qualifications; • skills and competence; • functional knowledge; • experience; • character; • gender diversity; • integrity and professionalism; and • time commitment.] --&gt; S2[Stage 2 Board Gaps Review • the overall composition of the Board; • combination of skills of existing Directors; and • any regulatory requirements and/or best practices available.]     S2 --&gt; S3[Stage 3 Recommendation to the Board • Recommendation to be submitted to the Board for consideration and approval]             </pre> </div> <p>The Group Human Resources Function is responsible for selection and appointment of candidates for senior management position based on selection criteria which best matches the requirements of the open position. The selection criteria include (but not limited to) diversity in skills, experience, age, cultural background and gender.</p> <p>The Board affirms its commitment to boardroom diversity as a truly diversified Board can enhance the Board's effectiveness and capacity with diversity of thoughts and perspectives.</p> <p>Bearing in mind that an appointment to the Board is a long term commitment to the Company, the Board has not set any short term target or measure for boardroom diversity but nevertheless works to ensure that there is no discrimination on the basis of, but not limited to, ethnicity, race, age, gender, nationality, political affiliation, religious affiliation, sexual orientation, marital status, education, physical ability or geographic region, during the recruitment of new Board members.</p> <p>Despite the Board not having any formalised Board Diversity Policy or Gender Diversity Policy, the Board has indicated its commitment to boardroom diversity by the following appointments:-</p> <p><b><i>Ethnicity Diversity</i></b></p> <p>Datuk Md. Hassim Bin Pardi, an INED of Malay ethnicity, has been elected as the Chairman of the RC, while also serving as a member of the AC, NC and RMC.</p>

	<p><b>Age Diversity</b></p> <p>The Board believes that the Directors with diverse age profile will be able to provide a different perspective and bring vibrancy to the Group's strategy making process.</p> <p>The age profile of the Directors is ranging from forties (40s) to sixties (60s) years of age, which underlies the Board's commitment to age diversity at the Board level appointment.</p> <p><b>Gender Diversity</b></p> <p>Datin Stacey Tan, a female Executive Director, has been elected as the Chairperson to lead the Board.</p>	
<p><b>Explanation for departure</b> :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b> :</p>		
<p><b>Timeframe</b> :</p>		

## Intended Outcome

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

### Practice 4.5

The board discloses in its annual report the company's policies on gender diversity, its targets and measures to meet those targets. For Large Companies, the board must have at least 30% women directors.

<b>Application</b> :	Departure	
<b>Explanation on application of the practice</b> :		
<b>Explanation for departure</b> :	For FYE 2020, the Board comprises one (1) female Director, equivalent to 20% women representation on Board.	
	<p>Alternate Practices:-</p> <ol style="list-style-type: none"> <li>1) At the juncture, the Board affirmed that in the event any Board seat becomes available, gender diversity shall be one of the criteria to be considered by the NC during their evaluation process on potential candidate(s) for Board's membership.</li> <li>2) 60% of the Board are consisted of INEDs and any decision by the Board would require the consent of the majority of the Board members, taking into account the best interest of the Company. In addition, the INEDs are of diverse background i.e. an accountant, a practising lawyer and a former high ranking senior civil servant whom are able to provide diverse insights and perspectives during board deliberation and decision-making process.</li> </ol> <p>The Board opined that the above Practices are able to meet the above Intended Outcome, as opposed to forceful setting of quick-fix targets and impractical measures to meet those targets, to the detriment of the Board and the Company, and not in the best interest of the shareholders of the Company.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

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

**Practice 4.6**

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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The NC is responsible to identify and select potential new Directors and to make recommendations to the Board for the appointment of Directors.</p> <p>During FYE 2020, the Board had taken into account of the assessment by the NC, and was satisfied with the mix of skills and board composition level, therefore, no new Director is sourced and appointed to the Board.</p> <p>In the event that candidate is required for the appointment of Director, the NC would use variety of approaches and sources to ensure that it identifies the most suitable candidates and will not limit themselves by solely rely on the recommendations from existing Board members, management or major shareholders.</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 4.7**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The NC is chaired by Mr. Ewe Chuan Seng, a Senior Independent Non-Executive Director.</p> <p>The Chairman of the NC led the NC in implementing the Succession Planning Policy for the Group and Emergency Succession Contingency Plan for the Senior Management Team of the Group which was adopted by the Group in year 2016. The said Policy and Plan are still binding to the Group for FYE 2020.</p> <p>The Chairman of the NC is responsible to lead the NC to carry out annual review of effectiveness of the Board as a whole, and the Board Committees, as well as the contribution and performance of each individual Director.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## Intended Outcome

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

### Practice 5.1

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 and its outcome.

For Large Companies, the board engages independent experts periodically to facilitate objective and candid board evaluations.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p><b><u>Annual Assessment on Effectiveness of Board and Individual Directors</u></b></p> <p>The Board has delegated to the NC to carry out annual assessment on effectiveness of the Board, its Committees and each individual Director.</p> <p>In FYE 2020, the Board, through the NC, conducted the following annual assessments to determine the effectiveness of the Board, its Committees and each individual Director in respect of the FYE 2019:-</p> <p>(i) <u>Directors' self and peers performance evaluation</u></p> <p>The evaluation forms were circulated to each and every Director for completion. The Directors were required to assess his/her own performance, as well as the performance of his/her peers based on the questionnaire provided. The evaluation results were compiled by the company secretaries and tabulated at the NC Meeting held in February 2020, for the NC's review.</p> <p>In conducting the evaluation, the NC had assessed the performance of each individual Directors based on the following main criteria:-</p> <p>(i) Fit and proper; (ii) Contribution and performance; and (iii) Calibre and personality.</p> <p>Based on the outcome of the evaluation conducted in year 2020, the NC was satisfied with the performance of the individual Directors for FYE 2019.</p> <p>(ii) <u>Evaluation on the effectiveness of the Board and Board Committees</u></p> <p>The evaluation forms were completed by the members of the NC on individual basis. The evaluation results were compiled by the company secretaries and tabulated at the NC Meeting held in February 2020, for the NC's review.</p> <p>In conducting the evaluation, the NC had assessed the performance and effectiveness of the Board and Board Committees based on the following main criteria:-</p> <p><u>Board as a whole</u></p> <p>(i) Board mix and composition; (ii) Quality of information and decision making; (iii) Boardroom Activities;</p>

### Board Committees' Performance

- (i) Mix and composition;
- (ii) Roles and responsibilities;
- (iii) Contribution to Board's decision making; and
- (iv) Communication.

The NC was satisfied with the effectiveness of the Board and Board Committees for FYE 2019, and acknowledged that the Board of Directors and Board Committees had discharged their duties according to their respective Board Charter and Terms of Reference.

### Annual Assessment on Independence of Directors

The Board, through the NC, carried out an annual assessment of the independence of the INEDs during FYE 2020.

The criteria used in assessing the independence of the INEDs are based on the definition in Rule 1.01 of the ACE LR and whether the INEDs are able to provide objective and independent views on various issues dealt with at Board and Board Committee level.

The NC had received assurance from the following INEDs vide their Letters of Declaration, confirming their independence and have undertaken to inform the Company immediately should there be any change which could interfere with the exercise of their independent judgement or ability to act in the best interest of the Company:-

- Mr. Roy Thean Chong Yew
- Datuk Md. Hassim Bin Pardi
- Mr. Ewe Chuan Seng

Based on the outcome of the abovementioned assessment conducted by the NC for FYE 2020, the Board was satisfied with the level of independence demonstrated by the INEDs and their ability to act in the best interest of the Company.

The Board considers that its Independent Directors provide objective and independent views on various issues dealt with at the Board and Board Committee level. All INEDs are independent and free from management. The Board is of the view that the current composition of Independent Directors fairly reflects the interest of minority shareholders in the Company through the Board representation.

### Assessment on Retiring Directors

The NC is responsible for making recommendation to the Board on the eligibility of the Directors to stand for re-election at the AGM.

During FYE 2020, the NC conducted assessment on Dato' Ng Meow Giak and Mr. Ewe Chuan Seng ("**Retiring Directors**") who would retire by rotation at the 22nd AGM of the Company held in 2020 pursuant to Clause 21.6 of the Constitution of the Company, based on the following criteria:-

- Character
- Experience
- Integrity and professionalism
- Time commitment to discharge his roles
- Results from evaluation of individual director performance
- Supply of relevant and timely information to the Board
- Conduct of Board meetings & Contribution to the Board
- Adequacy of functional knowledge (*for Executive Directors*)
- Satisfactory independence test (*for INEDs*)

	Upon review, the NC was satisfied with the performance of the Retiring Directors and recommended to the Board on their re-election at the 22nd AGM. Both the Retiring Directors have been re-elected by the shareholders at the 22nd AGM held in 2020.	
<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 6.1

The board has in place 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 policies and procedures are periodically reviewed and made available on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has adopted a Directors' and Senior Management's Remuneration Policy which sets out the criteria to be used in recommending the remuneration package of Directors and senior management, and designed to ensure that the Directors and senior management are paid a remuneration commensurate with the responsibilities of their positions.</p> <p>The RC, when recommending the remuneration package of the Executive Directors and senior management, shall be guided by the main components and procedures provided in the Directors' and Senior Management's Remuneration Policy.</p> <p>The Directors' and Senior Management's Remuneration Policy was last reviewed in February 2019.</p> <p>A copy of the said Policy is available for viewing under the "Investor" section of the Company's corporate website at <a href="http://www.jagb.com.my">www.jagb.com.my</a>.</p> <p>It is the existing practice of the Company that all the Directors to abstain from deliberation and voting on fixing their remuneration package or Directors' fee at the RC Meeting (where relevant) and the Board of Directors' Meeting.</p> <p>It is also stated in the said Policy that Directors who are shareholders should abstain from voting at general meetings to approve their fees.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

The 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 6.2

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

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

<b>Application</b>	:	Applied												
<b>Explanation on application of the practice</b>	:	<p><b><u>Remuneration Committee</u></b></p> <p>The members of the RC are exclusively INEDs and the composition of the RC is as follows:-</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Designation</th> <th>Directorate</th> </tr> </thead> <tbody> <tr> <td>Datuk Md. Hassim Bin Pardi</td> <td>Chairman</td> <td>INED</td> </tr> <tr> <td>Ewe Chuan Seng</td> <td>Member</td> <td>Senior INED</td> </tr> <tr> <td>Roy Thean Chong Yew</td> <td>Member</td> <td>INED</td> </tr> </tbody> </table> <p>The RC is governed by its Terms of Reference of RC which outlines its remit, duties and responsibilities and the same is available for viewing under the "Investors" section of the Company's corporate website at <a href="http://www.jagb.com.my">www.jagb.com.my</a>.</p> <p><b>Summary of Works</b></p> <p>The following works were undertaken by the RC during the FYE 2020:-</p> <ul style="list-style-type: none"> <li>(i) Reviewed and confirmed the Minutes of the RC Meetings held in year 2019;</li> <li>(ii) Deliberated on the remuneration package of the Executive Directors of the Company for FYE 2020 and recommended the same to the Board for approval;</li> <li>(iii) Reviewed the Directors' fees payable to the Directors of the Company for the FYE 2020 and recommended the same for the Board for consideration;</li> <li>(iv) Reviewed the benefits payable to the Directors of the Company for the period from 6 August 2020 until the next AGM of the Company to be held in year 2021 and recommended the estimated quantum to the Board for consideration; and</li> <li>(v) Reviewed the remuneration package of the top five (5) senior management of the Group for FYE 2020.</li> </ul>	Name	Designation	Directorate	Datuk Md. Hassim Bin Pardi	Chairman	INED	Ewe Chuan Seng	Member	Senior INED	Roy Thean Chong Yew	Member	INED
Name	Designation	Directorate												
Datuk Md. Hassim Bin Pardi	Chairman	INED												
Ewe Chuan Seng	Member	Senior INED												
Roy Thean Chong Yew	Member	INED												
<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> :		
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## 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 7.1

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

<b>Application</b>	: Applied																																																																																																																								
<b>Explanation on application of the practice</b>	<p>There is detailed disclosure on named basis for the remuneration of individual Directors.</p> <p>For FYE 2020, the aggregate of remuneration received and receivable by the Executive Directors and Non-Executive Directors of the Company and the Group categorised into appropriate components are as follows:-</p> <p><b>Received from the Company</b></p> <table border="1"> <thead> <tr> <th>Name of Director</th> <th>Salaries RM</th> <th>Fees RM</th> <th>Benefits-in-kind RM</th> <th>Others RM</th> <th>Total RM</th> </tr> </thead> <tbody> <tr> <td colspan="6"><b>Executive Directors</b></td> </tr> <tr> <td>Datin Tan Siew Ching</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Dato' Ng Meow Giak</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td><b>Total</b></td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td colspan="6"><b>Non-Executive Directors</b></td> </tr> <tr> <td>Datuk Md. Hassim Bin Pardi</td> <td>-</td> <td>42,000</td> <td>-</td> <td>8,500</td> <td>50,500</td> </tr> <tr> <td>Ewe Chuan Seng</td> <td>-</td> <td>42,000</td> <td>-</td> <td>8,500</td> <td>50,500</td> </tr> <tr> <td>Roy Thean Chong Yew</td> <td>-</td> <td>52,800</td> <td>-</td> <td>7,000</td> <td>59,800</td> </tr> <tr> <td><b>Total</b></td> <td>-</td> <td><b>136,800</b></td> <td>-</td> <td><b>24,000</b></td> <td><b>160,800</b></td> </tr> </tbody> </table> <p><b>Received on Group Basis</b></p> <table border="1"> <thead> <tr> <th>Name of Director</th> <th>Salaries RM</th> <th>Fees RM</th> <th>Benefits-in-kind RM</th> <th>Others RM</th> <th>Total RM</th> </tr> </thead> <tbody> <tr> <td colspan="6"><b>Executive Directors</b></td> </tr> <tr> <td>Datin Tan Siew Ching</td> <td>505,000</td> <td>-</td> <td>31,150</td> <td>12,000</td> <td>548,150</td> </tr> <tr> <td>Dato' Ng Meow Giak</td> <td>505,000</td> <td>-</td> <td>15,500</td> <td>-</td> <td>520,500</td> </tr> <tr> <td><b>Total</b></td> <td><b>1,010,000</b></td> <td>-</td> <td><b>46,650</b></td> <td><b>12,000</b></td> <td><b>1,068,650</b></td> </tr> <tr> <td colspan="6"><b>Non-Executive Directors</b></td> </tr> <tr> <td>Datuk Md. Hassim Bin Pardi</td> <td>-</td> <td>42,000</td> <td>-</td> <td>8,500</td> <td>50,500</td> </tr> <tr> <td>Ewe Chuan Seng</td> <td>-</td> <td>42,000</td> <td>-</td> <td>8,500</td> <td>50,500</td> </tr> <tr> <td>Roy Thean Chong Yew</td> <td>-</td> <td>52,800</td> <td>-</td> <td>7,000</td> <td>59,800</td> </tr> <tr> <td><b>Total</b></td> <td>-</td> <td><b>136,800</b></td> <td>-</td> <td><b>24,000</b></td> <td><b>160,800</b></td> </tr> </tbody> </table> <p><i>Note: Salary includes bonus and EPF</i></p>	Name of Director	Salaries RM	Fees RM	Benefits-in-kind RM	Others RM	Total RM	<b>Executive Directors</b>						Datin Tan Siew Ching	-	-	-	-	-	Dato' Ng Meow Giak	-	-	-	-	-	<b>Total</b>	-	-	-	-	-	<b>Non-Executive Directors</b>						Datuk Md. Hassim Bin Pardi	-	42,000	-	8,500	50,500	Ewe Chuan Seng	-	42,000	-	8,500	50,500	Roy Thean Chong Yew	-	52,800	-	7,000	59,800	<b>Total</b>	-	<b>136,800</b>	-	<b>24,000</b>	<b>160,800</b>	Name of Director	Salaries RM	Fees RM	Benefits-in-kind RM	Others RM	Total RM	<b>Executive Directors</b>						Datin Tan Siew Ching	505,000	-	31,150	12,000	548,150	Dato' Ng Meow Giak	505,000	-	15,500	-	520,500	<b>Total</b>	<b>1,010,000</b>	-	<b>46,650</b>	<b>12,000</b>	<b>1,068,650</b>	<b>Non-Executive Directors</b>						Datuk Md. Hassim Bin Pardi	-	42,000	-	8,500	50,500	Ewe Chuan Seng	-	42,000	-	8,500	50,500	Roy Thean Chong Yew	-	52,800	-	7,000	59,800	<b>Total</b>	-	<b>136,800</b>	-	<b>24,000</b>	<b>160,800</b>
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## 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 7.2

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The top five (5) senior management includes two (2) Executive Directors of the Company (of which their detailed remuneration has been disclosed under Practice 7.1 of this Report).</p> <p>Whilst for the remaining senior management, the Board opined that such disclosure would have adverse effect on the Company's talent retention in the competitive industry. All senior management are remunerated based on their scope of duty and responsibilities, the Group's and individual performance and other criteria as guided by the Directors' and Senior Management's Remuneration Policy.</p> <p>The RC had at its meeting held in February 2020, reviewed and assessed the remuneration package of the top five (5) senior management in respect of the FYE 2020.</p> <p>The RC was of the view that the level of remuneration package of the top five (5) senior management in respect of FYE 2020 is fair and reasonable to retain and reward the talents and is competitive in the relevant market and industry.</p>
		<p>Alternate Practice:-</p> <p>Practice 7.1 has been applied where there is detailed disclosure on named basis for the remuneration of individual Directors. Therefore, the Intended Outcome in respect of the Directors has been met where the stakeholders would be to assess whether the remuneration of directors is commensurate with their individual performance, taking into consideration the performance of the Company.</p> <p>The Executive Chairperson, being the highest-ranking Management is entrusted by the Board to look after the day-to-day management of the Group, including the recruitment of and the determination of staff's remuneration packages. In addition, as a check-and-balance system, the Terms of Reference of the RC stated that the RC is responsible to review the remuneration packages of the senior management on a yearly basis and to ensure the packages provided commensurate with the individual performance, taking into consideration of the Group's performance.</p> <p>The division of roles and responsibilities among the Board, Board Committees, individual Directors and Management, as advocated under Practice 2.1, has been encapsulated in the Board Charter and duly adopted by the Board.</p>

Range of remuneration	Number of Top Five (5) Senior Management
RM200,000 – RM250,000	1
RM250,001 – RM300,000	-
RM300,001 – RM350,000	-
RM350,001 – RM400,000	-
RM400,001 – RM450,000	-
RM450,001 – RM500,000	1
RM500,001 – RM550,000	2
RM550,001 – RM600,000	1
<b>Total</b>	<b>5</b>

As the Directors are required by law to provide an oversight over the affairs of the Company, stakeholders should entrust the Board to assess whether the remuneration of Directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

*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**

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 7.3 - 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>	:	

## 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 8.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The AC is chaired by Mr. Roy Thean, who is a separate person from the chair of the Board.</p> <p>During FYE 2020, the Chairman of the AC has led the members of the AC in discharging their responsibilities relating to accounting and reporting practices of the Company and its subsidiaries.</p> <p>The membership, a summary of the activities of the AC and Internal Audit Function and Activities in respect of FYE 2020 can be found in the <b>AC Report</b> of 2020 Annual Report, which is accessible on the Company's website at <a href="http://www.jagb.com.my">www.jagb.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 8.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Terms of Reference of the AC has formalised the policy that requires a former key audit partner to observe a cooling-off period of at least two (2) years before being appointed as a member of the AC.</p> <p>As a matter of practice, the AC has recommended to the NC not to consider any key audit partner as a potential candidate for Board Directorship/Audit Committeeship to affirm the AC's stand on such policy.</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 8.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The AC has policies and procedures to assess the suitability, objectivity and independence of external auditors and that such assessment would be carried out annually. The outcome of the assessment would form a basis for the AC in making recommendation to the Board on the re-appointment of the external auditors for the ensuing year at the AGM.</p> <p>The Board of Directors has adopted the Policies and Procedures to assess the suitability, objectivity and independence of the external auditors of the Company in February 2020.</p> <p>During FYE 2020, the AC carried out the annual assessment and in its assessment, the AC considered, inter alia, the following factors:-</p> <p>For "<b>suitability</b>" assessment:-</p> <ul style="list-style-type: none"><li>• The external auditors have the adequate resources, skills, knowledge and experience to perform their duties with professional competence and due care in accordance with approved professional auditing standards and applicable regulatory and legal requirements;</li><li>• To the knowledge of the AC, the external auditors do not have any record of disciplinary actions taken against them for unprofessional conduct by the Malaysian Institute of Accountants ("<b>MIA</b>") which has not been reserved by the Disciplinary Board of MIA;</li><li>• The external auditors firm has the geographical coverage required to audit the Group;</li><li>• The external auditors firm advises the AC on significant issues and new developments pertaining to risk management, corporate governance, financial reporting standards and internal controls on a timely basis;</li><li>• The external auditors firm consistently meets the deadlines set by the Group;</li><li>• The level of quality control procedures in the external audit firm, including the audit review procedures; and</li><li>• The external auditors' scope is adequate to cover the key financial and operational risks of the Group.</li></ul> <p>For "<b>objectivity</b>" assessment:-</p> <ul style="list-style-type: none"><li>• The nature and extent of the non-audit services rendered and the appropriateness of the level of fees.</li></ul> <p>For "<b>independence</b>" assessment:-</p> <ul style="list-style-type: none"><li>• The engagement partner has not served for a continuous period of more than five (5) years with the Company;</li><li>• The AC receives written assurance from the external 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; and</li><li>• Tenure of the current auditors.</li></ul>

	<p>The AC noted for the FYE 2020, Messrs. Russell Bedford LC &amp; Company, the external auditors of the Company had confirmed in writing that the engagement quality control reviewer and members of the engagement team in the course of their audits were and had been independent in accordance with the terms of relevant professional and regulatory requirements, for the purpose of the audits.</p> <p>Upon completion of its assessment, the AC was satisfied with Messrs. Russell Bedford LC &amp; Company's technical competency, i.e. suitability and independence during the financial year under review and recommended to the Board the re-appointment of Messrs. Russell Bedford LC &amp; Company as external auditors of the Company for the FYE 2020. The Board has in turn, recommended the same for shareholders' approval at the 22nd AGM of the Company held in 2020.</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 8.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The AC comprises solely of INEDs.

**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 8.5**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The AC conducts evaluation annually to assess the performance and skillsets of the AC members.</p> <p>During FYE 2020, the AC members completed the assessment on individual basis and the results were compiled by the company secretaries and tabled for the NC’s review.</p> <p>Based on the results of the assessment for FYE 2020, the NC concluded that the AC members were financially literate and understood the Group’s business. The AC as a whole, possesses necessary skills and knowledge to discharge their duties.</p> <p>The members of the AC had attended various continuous trainings and development programmes as detailed in <b>Corporate Governance Overview Statement</b> in the 2020 Annual Report, which is accessible at the Company’s corporate website at <a href="http://www.jagb.com.my">www.jagb.com.my</a>.</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 9.1

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

<p><b>Application</b></p>	<p>: Applied</p>
<p><b>Explanation on application of the practice</b></p>	<p>The Board has established a framework for risk management and internal control for the Group. Further details on the features of the risk management and internal control framework, and the adequacy and effectiveness of this framework have been disclosed in the <b><i>Statement on Risk Management and Internal Control</i></b> of 2020 Annual Report.</p> <p><b><u>Risk Management</u></b></p> <p><b><i>Risk Management Committee</i></b></p> <p>The Risk Management Committee (“<b>RMC</b>”) was formed by the Board to oversee the Company's risk management framework, function and policies.</p> <p>In adopting the Step-Up Practice 9.3 of the MCCG, the composition of RMC comprises a majority of Independent Directors.</p> <p><b><i>Risk Management Working Group (“RMWG”)</i></b></p> <p>The RMWG is responsible for implementing processes in identifying, evaluating, monitoring and reporting of risks and internal controls which arise from daily business activities of the Group. The RMWG reports directly to RMC.</p> <p>In FYE 2020, the risk profiles covering risk assessment, classification and risk ranking followed by action plans taken to mitigate the identified risks were presented to the RMC for review in the RMC Meetings. The RMWG and RMC met twice in FYE 2020.</p> <p>The RMWG together with the operating units ensure timely resolution of outstanding issues and implementation of action plans that are to be carried out and completed within the reasonable timeframe to mitigate the risks level.</p> <p>The memberships of the RMC and RMWG are stated in the <b><i>Statement on Risk Management and Internal Control</i></b> of 2020 Annual Report.</p> <p><b><u>Internal Controls</u></b></p> <p>The internal controls were tested for effectiveness and efficiency four (4) cycles during FYE 2020 by an independent outsourced internal audit service provider using a systematic and disciplined approach as laid out in Standard 2110, 2120 and 2130 respectively. The report of the internal audit was tabled for the AC's review and deliberations, and the audit findings will then be communicated to the Board.</p> <p>During FYE 2020, the Board opined that the risk management and internal controls of the Group were effective and adequate.</p> <p>During FYE 2020, the outsourced Internal Auditors of the Company also conducted a review on the internal audit functions of the Company based on the seven (7) focused criteria of key observation on the effectiveness of internal audit functions of selected listed issuers (“<b>Thematic Review</b>”) conducted by the Bursa Securities.</p>

	<p>The seven (7) focused criteria are as follows:-</p> <ol style="list-style-type: none"> <li>1) Adoption of a recognised internal audit framework</li> <li>2) Independence and objective</li> <li>3) Planning the audit</li> <li>4) Effectiveness of IA functions</li> <li>5) Resource management</li> <li>6) Communicating audit results</li> <li>7) Monitoring progress</li> </ol> <p>Under the Thematic Review, the Company complied with most of all the criteria of the internal audit function which align with the ACE Market Listing Requirement of Bursa Securities, the MCCG, SORMIC and International Professional Practices Framework (IPFF). Nevertheless, the AC and the Board are striving to achieve and enhance the internal audit functions of the Company, in meeting the needs of the listed issuers.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

**Intended Outcome**

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 9.2**

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>	:	The <b>Statement on Risk Management and Internal Control</b> as set out in 2020 Annual Report provides an overview of the state and features of risk management framework and internal control processes within the Group.	
<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 9.3 - Step Up

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

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The RMC was formed by the Board and comprises five (5) members, of whom three (3) members are Independent Directors and remaining members are Executive Directors.</p> <p>The principal objective of the formation of the RMC is to assist the Board of Directors in their responsibilities in reviewing and recommending the risk management policies and strategies for the Company. In addition, the RMC shall assist the Board to fulfil its corporate governance, risk management, and statutory responsibilities in order to manage the overall risk exposure.</p>

## 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 10.1

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 internal audit function of the Group is carried out by an outsourced external service provider, NGL Tricor Governance Sdn. Bhd. (“NGL Tricor Governance”) The outsourced internal auditors report directly to the AC and provide the Board with a reasonable assurance of adequacy of the scope, functions and resources of the internal audit function.</p> <p>In November 2020, Tricor Axcelasia Sdn. Bhd. (formerly known as Axcelasia Columbus Sdn. Bhd.) (“<b>Tricor Axcelasia</b>”) announced its acquisition of the remaining 60% equity of NGL Tricor Governance, in line with the objective to expand the strategic business advisory division under Tricor Malaysia. Subsequent to the aforesaid acquisition, the outsourced internal auditors of the Company has been undertaken by Tricor Axcelasia.</p> <p>The internal audit function is independent and performs audit assignments with impartiality, proficiency and due professional care.</p> <p>The internal audit review of the Group’s operations encompasses an independent assessment of the Company’s compliance with its internal controls and recommendations are made for further improvement.</p> <p>The following matters (non-exhaustive), in relation to the internal audit function of the Group, are reserved matters for the AC:-</p> <ul style="list-style-type: none"> <li>(a) Consider the appointment of the internal auditors, the audit fee and any questions of resignation or dismissal including recommending the nomination of person(s) as auditors.</li> <li>(b) Review the internal audit plan, consider the internal audit reports and findings of the internal auditors, fraud investigations and actions and steps taken by Management in response to audit findings.</li> <li>(c) Review any appraisal or assessment of the performance of members of the internal audit function.</li> </ul> <p>During FYE 2020, the AC reviewed and assessed the adequacy of the scope, functions, competency and resources of the internal audit function of the Group for the FYE 2019 and the internal audit function performed by the internal auditors was satisfactory and adequate.</p> <p>Further details of the Internal Audit Function have been disclosed under the <b>AC Report</b> of 2020 Annual Report.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

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

## Intended Outcome

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

## Practice 10.2

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 appointed an outsourced internal audit service provider, NGL Tricor Governance Sdn. Bhd. (“<b>NGL Tricor Governance</b>”) to carry out the internal audit function. NGL Tricor Governance was later acquired by Tricor Axcelasia Sdn. Bhd. (formerly known as Axcelasia Columbus Sdn. Bhd.) (“<b>Tricor Axcelasia</b>”). Subsequently, the Company’s outsourced internal audit service provider has been undertaken by Tricor Axcelasia.</p> <p>The Board understands that the internal audit function provides the Board, through the Audit Committee, reasonable assurance of the effectiveness of the system of internal control in the Group.</p> <p>The internal audit function is independent and performs audit assignments with impartiality, proficiency and due professional care. The profile of Tricor Axcelasia is set out as follows:-</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;"><b>Date of Appointment</b></td> <td style="width: 5%;">:</td> <td>7 March 2019</td> </tr> <tr> <td><b>Principal Engagement Lead</b></td> <td>:</td> <td>Mr. Chang Ming Chew <i>Executive Director, Tricor Axcelasia</i></td> </tr> <tr> <td><b>Qualifications</b></td> <td>:</td> <td> <ul style="list-style-type: none"> <li>▪ Certified Internal Auditor (USA)</li> <li>▪ Certification in Risk Management Assurance (USA)</li> <li>▪ Professional Member of the Institute of Internal Auditors, Malaysia (CMIIA)</li> <li>▪ Member of the Association of Chartered Certified Accountants, UK (ACCA)</li> <li>▪ Chartered Accountant, Member of the Malaysian Institute of Accountants (MIA)</li> </ul> </td> </tr> <tr> <td><b>Experiences</b></td> <td>:</td> <td>Mr. Chang Ming Chew has over nineteen (19) years of wide-ranging professional experiences that includes statutory audit, transaction reporting for Initial Public Offering (“<b>IPO</b>”), share registration &amp; IPO processing, internal audit, risk management, operational risk and control review, financial due diligence, management consulting and corporate governance advisory from various industries.</td> </tr> <tr> <td><b>Number of resources</b></td> <td>:</td> <td>The outsourced internal auditor assigned four (4) personnel to perform internal audits for the Group.</td> </tr> </table> <p>For FYE 2020, the Tricor Axcelasia’s engagement team personnel affirmed to the Audit Committee that in relation to the Group, they were free from any relationships or conflicts of interest, which could impair their objectivity and independency.</p>	<b>Date of Appointment</b>	:	7 March 2019	<b>Principal Engagement Lead</b>	:	Mr. Chang Ming Chew <i>Executive Director, Tricor Axcelasia</i>	<b>Qualifications</b>	:	<ul style="list-style-type: none"> <li>▪ Certified Internal Auditor (USA)</li> <li>▪ Certification in Risk Management Assurance (USA)</li> <li>▪ Professional Member of the Institute of Internal Auditors, Malaysia (CMIIA)</li> <li>▪ Member of the Association of Chartered Certified Accountants, UK (ACCA)</li> <li>▪ Chartered Accountant, Member of the Malaysian Institute of Accountants (MIA)</li> </ul>	<b>Experiences</b>	:	Mr. Chang Ming Chew has over nineteen (19) years of wide-ranging professional experiences that includes statutory audit, transaction reporting for Initial Public Offering (“ <b>IPO</b> ”), share registration & IPO processing, internal audit, risk management, operational risk and control review, financial due diligence, management consulting and corporate governance advisory from various industries.	<b>Number of resources</b>	:	The outsourced internal auditor assigned four (4) personnel to perform internal audits for the Group.
<b>Date of Appointment</b>	:	7 March 2019															
<b>Principal Engagement Lead</b>	:	Mr. Chang Ming Chew <i>Executive Director, Tricor Axcelasia</i>															
<b>Qualifications</b>	:	<ul style="list-style-type: none"> <li>▪ Certified Internal Auditor (USA)</li> <li>▪ Certification in Risk Management Assurance (USA)</li> <li>▪ Professional Member of the Institute of Internal Auditors, Malaysia (CMIIA)</li> <li>▪ Member of the Association of Chartered Certified Accountants, UK (ACCA)</li> <li>▪ Chartered Accountant, Member of the Malaysian Institute of Accountants (MIA)</li> </ul>															
<b>Experiences</b>	:	Mr. Chang Ming Chew has over nineteen (19) years of wide-ranging professional experiences that includes statutory audit, transaction reporting for Initial Public Offering (“ <b>IPO</b> ”), share registration & IPO processing, internal audit, risk management, operational risk and control review, financial due diligence, management consulting and corporate governance advisory from various industries.															
<b>Number of resources</b>	:	The outsourced internal auditor assigned four (4) personnel to perform internal audits for the Group.															

	The outsourced internal audit performs their work by referring to a recognised framework, such as the International Professional Practices Framework issued by the Institute of Internal Auditors.	
<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 11.1

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 has developed an internal corporate disclosure practice to ensure effective communications to the investing public regarding the business, operations and financial performance of the Group are accurate, timely, factual, informative, consistent, broadly disseminated and where necessary, information filed with regulators is in accordance with applicable legal and regulatory requirements.</p> <p>The Board has a Corporate Disclosure Policy in place to ensure only designated spokesmen will be authorised to disseminate information to ensure consistent and accurate flow of information disclosure to the stakeholders.</p> <p>The Board has designated a limited number of spokespersons who are responsible for communication with investment community, regulators and media.</p> <p><b>Primary Spokespersons:-</b></p> <ul style="list-style-type: none"><li>(i) Executive Chairperson; or failing which,</li><li>(ii) Executive Director.</li></ul> <p>The Board ensures that there is effective, transparent and regular communication with its stakeholders through a variety of communication channels as follows:-</p> <p><b>Announcements to Bursa Securities</b></p> <p>Material information, updates and periodic financial reports are published on a timely basis through announcements to Bursa Securities.</p> <p>Shareholders and Investors can obtain the Company's latest announcements such as quarterly financial results in the dedicated website of Bursa Securities at <a href="http://www.bursamalaysia.com">www.bursamalaysia.com</a>.</p> <p><b>Annual Reports</b></p> <p>The Company's Annual Reports to the shareholders remain the central means of communicating to the shareholders, amongst others, the Company's operations, activities and performance for the past financial year end as well as the status of compliance with applicable rules and regulations.</p> <p><b>AGM/General Meetings</b></p> <p>The AGM/General Meetings which are used as the main forum of dialogue for shareholders to raise any issues pertaining to the Company.</p> <p><b>Corporate Website</b></p> <p>The Company's corporate website provides a myriad of relevant information on the Company and is accessible by the public.</p> <p>The Company has created dedicated sections to ensure more effective dissemination of information:-</p>

A dedicated “**Investors**” section which provides all relevant information on the Company and is accessible by the public. It includes the announcements made by the Company, Annual Reports, terms of reference and corporate policies of the Company.

A dedicated “**Press Centre**” section which provides access to the press releases made by the Company, for ease of reference by the shareholders.

The Company’s corporate website is accessible at [www.jagb.com.my](http://www.jagb.com.my).

**Investor Relations (“IR”) activities**

A summary of IR activities conducted for the FYE 2020 is listed below for information:-

Date	Topic of IR activities	Type of IR activities	Audience
27/02/2021	Profiting from e-waste from <i>The Star</i>	News Release	Public
02/02/2021	回收电子垃圾重新处理 - JAG资源再循环商机大 <i>Sin Chew Daily</i>	News Release	Public
23/02/2020	Big stride forward for JAG from <i>The Edge</i>	News Release	Public
24/08/2020	Bright Prospects for JAG Berhad	Press Release	Public
06/08/2020	JAG Berhad on Strong Footing for FY2020	Press Release	Public
06/08/2020	JAG Berhad to Capitalise on Renewable Energy Sector	Press Release	Public
29/05/2020	A Solid Start for JAG Berhad	Press Release	Public
25/02/2020	JAG Berhad Successfully Turnaround Q4 FY2019	Press Release	Public

**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 11.2**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	Not adopted as the Company is not a large company.	
<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 12.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Notice of the 22nd AGM held in 2020 was issued more than 28 days prior to the meeting. This was to ensure that shareholders were given sufficient time to read and consider the resolutions to be resolved.</p> <p>In addition to the explanatory notes to the special business as stated in the Notice of the 22nd AGM, the Company took extra steps to also include explanatory notes to the ordinary business of the 22nd AGM, facilitating full understanding and evaluation of issues involved in the proposed resolutions.</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 12.2**

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>There were two (2) general meetings of the Company held on 5 August 2020, i.e. 22nd AGM and Extraordinary General Meeting (hereinafter referred to as “General Meetings”).</p> <p>All the Directors attended and participated at the General Meetings of the Company, to engage with the shareholders personally and proactively.</p> <p>The proceedings of the General Meetings included the presentation of financial statements to the shareholders in the 22nd AGM, and a question-and-answer session in the General Meetings, invited shareholders to raise questions before putting resolutions to vote.</p> <p>The Board ensured that sufficient opportunities were given to shareholders to raise issues relating to the resolutions to be put for voting and adequate responses received by the shareholders from the Board in the General Meetings.</p> <p>The Chairmen of the Board Committees were also readily available to address the questions posted by the shareholders at the General Meetings.</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

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

### Practice 12.3

Listed companies with a large number of shareholders or which have meetings in remote locations should leverage technology to facilitate–

- including voting in absentia; and
- remote shareholders' participation at General Meetings.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>Prior to implementing the voting in absentia and remote shareholders' participation at general meeting(s), the Board noted several factors/conditions need to be fulfilled prior to making such consideration:-</p> <ul style="list-style-type: none"> <li>• Availability of technology and infrastructure;</li> <li>• Affordability of the technology and infrastructure;</li> <li>• Sufficient number of shareholders residing/locating at particular remote location(s); and</li> <li>• Age profiles of the shareholders.</li> </ul> <p>As an alternative practice, the Company has made the following arrangements:-</p> <p>(1) <u>Venue of AGM at Klang Valley</u></p> <p>Based on an analysis of the shareholders' location as at 15 March 2021, the Company noted that majority of the shareholders of the Company are located in the Klang Valley area comprising Kuala Lumpur and the State of Selangor.</p> <p>Therefore, the venue of the forthcoming AGM has been fixed at an atmospheric location in Shah Alam, State of Selangor, with accessible transportation links to enable the shareholders' attendance with comfort.</p> <p>(2) <u>Appointment of Proxy(ies)</u></p> <p>For shareholders who are not able to make the journey to the AGM venue, they are allowed to appoint any person(s) as their proxies to attend, participate, speak and vote in his/her stead at the AGM.</p> <p>(3) <u>Electronic Communication</u></p> <p>The Company will leverage on technology to publish the Notice of AGM and Proxy Form on its corporate website. The submission of proxy forms can be made vide hard copy form, electronic form by way of facsimile or email, which provide shareholders the alternative(s) to submit their forms with convenience.</p> <p>In view of the above, the Board believes that the intended outcome could still be made accordingly.</p>
<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> :		
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**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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