

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0058
COMPANY NAME : JCBNEXT BERHAD
FINANCIAL YEAR : December 31, 2022

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

| | | |
|---------------------------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Board of Directors ("Board") is responsible for establishing the goals and strategic plans of JcbNext Berhad ("JcbNext" or "Company") and its subsidiaries (collectively referred to as the "Group"), setting targets for Senior Management and monitoring the achievement of those goals and targets. The Board also oversees the process of evaluating the adequacy and effectiveness of the system of internal controls and risk management processes.</p> <p>The roles and responsibilities of the Board, Chairman of the Board, the Chief Executive Officer ("CEO"), Independent Directors, Senior Independent Director and Board Committees are clearly defined in the Board Charter, which is available on the Group's website, www.jcbnext.com. For the avoidance of doubt, the Board Charter contains a section identifying matters reserved for the decision of the Board.</p> <p>The Board assumes the following specific duties and responsibilities:</p> <ul style="list-style-type: none">(i) Strategic planning - to review and approve strategies, business plans and key policies for the Group and monitor Management's performance in implementing them to determine whether the business is being properly managed;(ii) Corporate goal - to set corporate values and clear lines of responsibility and accountability, including governance systems and processes that are communicated throughout the Group;(iii) Compliance to regulation - to ensure full compliance and to carry out the duties of the Board in accordance with the relevant provisions of the Main Market Listing Requirements ("MMLR"), the Capital Markets and Services Act 2007, Companies Act 2016 ("CA 2016"), the Malaysian Code of Corporate Governance ("MCCG") and all applicable laws, regulations and guidelines;(iv) Independent and transparent - to ensure that there shall be unrestricted access to independent advice or expert advice at the Company's expense in furtherance of the Board's duties; |

| | |
|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <ul style="list-style-type: none"> (v) Remuneration of Non-Executive Directors - determining the remuneration of non-executive Directors, with the individuals concerned abstaining from discussions of their own remuneration; (vi) Code of conduct - to formalise the ethical standards through a code of conduct which will be applicable throughout the Group and ensure compliance to this code of conduct; (vii) Succession planning - to ensure that Management has the necessary skills and experience, has and there is a proper and robust succession plan for its Management and Executive Directors in place. Succession planning refers to the process of selecting, training, appointing, monitoring, evaluating and if warranted, replacing any management to ensure succession; (viii) Management proposals - to review, challenge and decide on Management's proposals for the Group, and monitor its implementation by Management; (ix) Judgmental timing - to ensure that the Board has adequate procedures in place to receive reports from Management periodically and / or on a timely manner, so that the Board has reasonable grounds to make proper judgement on financial matters and business prospects of the Group on an ongoing basis; (x) Financial and non-financial reporting - to ensure all its directors are able to understand financial statements and form a view of the information presented, and to ensure the integrity of the Group's financial and non-financial reporting. Each director shall read the financial statements of the Group and carefully consider whether what they disclose is consistent with the director's own knowledge of the Group's affairs; (xi) Related party management - to establish procedures to assess any related party transactions or conflict of interest situations that may arise within the Company or Group, including any transaction, procedure or course of conduct that raises questions of management integrity; (xii) Board committee - to establish and ensure the effective functioning and monitoring of the Board Committees then to delegate appropriate authority and Terms of Reference to such committees established by the Board; (xiii) Board balance - to strive to achieve an optimum balance and dynamic mix of competent and diverse skillsets amongst the members of the Board; (xiv) Governance culture - together with Management, promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour; and (xv) Stakeholder communication - to ensure that the Group has in place procedures to enable effective communication with stakeholders. <p>The Board reserves full decision-making powers on the following matters:</p> <ul style="list-style-type: none"> (i) Strategic issues and planning; |
|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

- (ii) Material acquisitions and disposition of assets not in the ordinary course of business including significant capital expenditures;
- (iii) Treasury policies;
- (iv) Risk management policies;
- (v) Appointment of auditors and review of the financial statements encompassing annual audited financial statements and quarterly reports;
- (vi) Reviewing and approving new investments, divestments, mergers and acquisitions, establishment of subsidiaries or joint ventures, and any other corporate exercises which requires the shareholders' approval;
- (vii) Financing and borrowing activities;
- (viii) Ensuring regulatory compliance;
- (ix) Reviewing the adequacy and integrity of internal controls;
- (x) Declaration of dividends;
- (xi) Business plans and budget;
- (xii) Appointment of Directors, CEO, Chief Financial Officer ("CFO") and other key responsible persons;
- (xiii) Key human resource issues;
- (xiv) Limits of Authority;
- (xv) Conflict of interest issue relation to a substantial shareholder or a Director including approving related party transactions;
- (xvi) Code of Business Conduct & Ethics, Code of Ethics of Directors, frameworks, policies and procedures; which were previously approved by the Board; and
- (xvii) Sustainability risks and opportunities.

In the course of pursuing the vision and mission of the Group, the Board recognises that no business organisation can exist by maximising shareholders value alone. In this regard, the needs and interests of other stakeholders are also taken into consideration. In this regard, the Board is responsible for:

- a. Ensuring the Group's strategies promote sustainability;
- b. Ensuring the rights of other stakeholders are not compromised;
- c. Ensuring the Group has in place a policy to enable effective communication not just with shareholders, but with all stakeholders;
- d. Establishing policies governing the Group's relationship with other stakeholders and the broader community; and
- e. Establishing and maintaining environmental, employment and occupational, health and safety policies.

The Board is assisted by the Audit and Risk Committee ("ARC") in ensuring the Group's financial reporting processes are effective and the quality of the financial reporting is of the highest standard. The ARC reviewed the quarterly financial reports prior to its recommendation to the Board for approval and announcements to Bursa Malaysia Securities Berhad ("Bursa Securities").

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| | The Board has established a Succession Planning Policy on 26 February 2019 to address the Group's operation/service/leadership continuity for all key positions. | |
| Explanation for departure | : | |
| | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 1.2

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

| | |
|---------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : Applied |
| Explanation on application of the practice | <p>Datuk Ali bin Abdul Kadir is the Non-Independent Non-Executive Chairman appointed to the Board on 1 October 2004. The Chairman is responsible for instilling good corporate governance practices as well as providing an effective leadership role in the conduct of the Board and its relations with the shareholders and other stakeholders.</p> <p>In fulfilling his role, the responsibilities undertaken by the Chairman include, amongst others:</p> <ol style="list-style-type: none">a. Leading the Board in setting the values and standards of the Group;b. Maintaining a relationship of trust with and between the Executive and Non-Executive Directors;c. Leading Board meetings and discussions;d. Setting the Board agenda and ensuring the provision of accurate, timely and clear information to Directors;e. Managing the interface between Board and Management;f. Leading the Board in adoption and implementation of good corporate governance practices in the Company;g. Ensuring effective communication with shareholders and relevant stakeholders and that their views are communicated to the Board as a whole;h. Ensuring the general meetings support meaningful engagement between the Board, Management and shareholders. The engagement should be interactive and also include robust discussion on among others the Company's financial and non-financial performance as well as the Company's long term strategies;i. Arranging regular evaluation of the performance of the Board, its Committees and individual Directors;j. Facilitating the effective contribution of Non-Executive Directors and ensuring constructive relations be maintained between Executive and Non-Executive Directors; andk. Leading the Board on its succession planning program for Board and Senior Management levels. <p>The Chairman is responsible for running the business of the Board to ensure that:</p> <ol style="list-style-type: none">a. All Directors are properly briefed on issues arising at Board meetings;b. Sufficient time is allowed for the discussion of complex or |

| | |
|---------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>contentious issues and, where appropriate, arranging for informal meetings beforehand to enable thorough preparation for the Board discussion; and</p> <p>c. Issues discussed are forward looking and focused on strategy.</p> <p>The detailed roles and responsibilities of the Chairman are encapsulated in the Board Charter, which is available on the Company's website at www.jcbnext.com.</p> <p>Based on the results of the assessment of the Board Chairman's roles and responsibilities for the financial year ended 31 December 2022, the Board concluded that the Board Chairman had performed in an excellent manner and had contributed positively to the Board and the Group.</p> |
| <p>Explanation for departure</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>Measure</p> | <p>:</p> |
| <p>Timeframe</p> | <p>:</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 1.3

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

| | | |
|---------------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The roles of the Chairman and the CEO are held by two different individuals. There is a clear division of responsibilities between the two roles, which is clearly defined in the Board Charter, to ensure that there is an appropriate balance of power and authority.</p> <p>The Chairman of the Board is Datuk Ali bin Abdul Kadir who is a Non-Independent Non-Executive Director while the CEO is Mr Liong Wei Li. The roles of the Chairman are disclosed in Practice 1.2 of this report. The Chairman is responsible for instilling good corporate governance practices as well as providing an effective leadership role in the conduct of the Board and its relations with the shareholders and other stakeholders.</p> <p>The CEO is responsible for the day-to-day management of the business. The responsibilities of the CEO include, amongst others:</p> <ul style="list-style-type: none">a) executive management of the Group's business covering, inter alia, the development of a strategic plan; an annual operating plan and budget; performance benchmarks to gauge management performance against and the analysis of management reports;b) effectively oversees the human resources of the Group with respect to key positions in the Group's hierarchy, determination of remuneration as well as terms and conditions of employment for Senior Management and issues pertaining to discipline;c) assures that the Group's corporate identity, products and services are of high standards and are reflective of the market environment;d) be the official spokesman for the Group and responsible for regulatory, governmental and business relationships;e) coordinates business plans with the business heads, coordinates management issues through the Board, and oversees divisional function groups and cost containment process in consultation with the CFO and the Regional Office or Head Office;f) maintains and facilitates a positive working environment and good employee relations;g) be one (1) of the official spokespersons for the Company and responsible for regulatory, governmental and business relationships;h) promoting a high degree of corporate governance and ethics across the Group; |

| | |
|--------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <ul style="list-style-type: none"> i) assists in the selection and evaluation of Board members through the Nomination and Remuneration Committees; j) assists the Chairman in organising information necessary for the Board to deal with the agenda and for providing this information to directors on a timely basis; and k) manage and monitor the Group sustainability strategies, priorities and targets, including the integration of sustainability considerations in the operations of the Group. <p>The respective duties and responsibilities of the Chairman and the CEO are provided in the Board Charter, which is available on the Company's website at www.jcbnext.com</p> |
| Explanation for departure : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | |
| Measure : | |
| Timeframe : | |

Intended Outcome

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

Practice 1.4

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

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i> | |
| Application : | Applied |
| Explanation on application of the practice : | The Chairman of the Board, Datuk Ali bin Abdul Kadir, is not a member of the ARC, Nomination Committee ("NC") and Remuneration Committee ("RC") of the Company as to ensure that there is proper check and balance as well as objective review by the Board on deliberations emanating from the committee. |
| Explanation for departure : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | |
| Measure : | |
| Timeframe : | |

Intended Outcome

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

Practice 1.5

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

| | | |
|---------------------------------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Board is supported by two (2) professionally qualified and competent Company Secretaries, namely Ms Tai Yit Chan and Ms Tan Ai Ning. Both Companies Secretaries of the Company are fellow members of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") and are qualified to act as Company Secretaries under Section 235(2) of the CA 2016.</p> <p>The Board is regularly apprised and advised by both Company Secretaries on the statutory and regulatory updates and requirements as well as pertinent governance matters. As counsels to the Board, the Company Secretaries also ensure proper supply of relevant information as well as the accuracy and adequacy of meeting materials, recording of meeting minutes and resolutions of the Board and Board Committees. The Company Secretaries additionally serve as a focal point for stakeholders' communication and engagement on corporate governance issues.</p> <p>The Company Secretaries constantly keep themselves abreast of the evolving capital market environment, regulatory changes and development in corporate governance through attending relevant conferences and training programmes. The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in discharging its functions. During the year 2022, they attended the relevant continuous professional development programmes as required by the Companies Commission of Malaysia or MAICSA for continuous development.</p> <p>The key roles and responsibilities of the Company Secretaries have been set forth in the Board Charter which is available on the Company's corporate website at www.jcbnext.com.</p> |
| Explanation for departure | : | |
| | | |

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

| | | |
|--------------------|--|--|
| Measure : | | |
| Timeframe : | | |

Intended Outcome

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

Practice 1.6

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

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Directors and other personnel invited receive the Notice of Meeting (including meeting agenda) and a set of Board papers within a reasonable period prior to each Board meeting. This is to enable the Board to study matters to be discussed and obtain further explanations, where necessary, before the meeting date.</p> <p>To facilitate the Directors' time planning, the annual meeting calendar is prepared and tabled to the Board at the end of the year for the following calendar year's meetings.</p> <p>All pertinent issues discussed at the Board and Board Committee meetings in arriving at the decisions and conclusions are properly recorded by the Company Secretaries.</p> <p>The Minutes of Board and Board Committee meetings are prepared within a reasonable period following the conclusion of the meetings. The draft Minutes are circulated together with the Board papers at the following meetings of the Company and were confirmed and duly signed by the Chairman as a correct record in the Board and Board Committee meetings. Items yet to be resolved would remain as matters arising until the matters have been resolved.</p> <p>The Minutes of meetings record the decisions, including the key deliberations, rationale for each decision made and any concerns or dissenting issues. In addition to the provision, the Directors, either as a group or individually, may upon obtaining prior Board's approval seek independent advice, where necessary, at the Company's expenses on any matters in relation to the discharge of their duties.</p> |
| Explanation for departure | : | |
| <p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p> | | |
| Measure | : | |

| | | | |
|------------------|---|--|--|
| Timeframe | : | | |
|------------------|---|--|--|

Intended Outcome

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

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

Practice 2.1

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

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

| | | |
|---------------------------------------------------|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Board Charter is accessible for reference on the Company's website at www.jcbnext.com. The Board Charter was last updated in April 2022.</p> <p>The Board Charter covers amongst others, the following matters:</p> <ul style="list-style-type: none">• Objectives of the Board;• Role and Responsibilities of the Board;• Board Balance and Composition;• Role of the Chairman;• Role of the CEO;• Role of Independent Directors;• Role of Senior Independent Director;• Tenure of Directors;• Board Committees;• Remuneration Levels of Directors;• Accountability and Audit;• Company Secretary;• General Meetings;• Investor Relations and Shareholders' Communication;• Board Processes;• Anti-Bribery and Corruption Policy; and• Whistleblowing Policy. <p>In developing and reviewing the Board Charter, the Board has taken into account the applicable rules, laws and regulations as well as internal policies.</p> <p>The Board reserved full decision-making powers on the following matters:</p> <ul style="list-style-type: none">• Strategic issues and planning;• Material acquisitions and disposition of assets not in the ordinary course of business including significant capital expenditures;• Treasury policies; |

| | |
|---------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <ul style="list-style-type: none"> • Risk management policies; • Appointment of auditors and review of the financial statements encompassing annual audited financial statements and quarterly reports; • Reviewing and approving new investments, divestments, mergers and acquisitions, establishment of subsidiaries or joint ventures, and any other corporate exercises which requires the shareholders' approval; • Financing and borrowing activities; • Ensuring regulatory compliance; • Reviewing the adequacy and integrity of internal controls; • Declaration of dividends; • Business plans and budget; • Appointment of Directors, CEO, CFO and other key responsible persons; • Key human resource issues; • Limits of Authority; • Conflict of interest issue in relation to a substantial shareholder or a Director including approving related party transactions; • Code of Business Conduct & Ethics, Code of Ethics of Directors, frameworks, policies and procedures; which was previously approved by the Board; and • Sustainability risks and opportunities. <p>The Board Charter shall be periodically reviewed by the Board and amended/or revised as and when required to ensure its relevance and effectiveness.</p> |
| Explanation for departure : | |
| <p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p> | |
| Measure : | |
| Timeframe : | |

Intended Outcome

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

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

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

| | | |
|---------------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Board has adopted and implemented a Code of Ethics for Directors of the Group. This code is intended to focus the Board and each Director on areas of ethical risk, provide guidance to Directors to help them recognise and deal with ethical issues, provide mechanisms to report unethical conduct and help foster a culture of honesty and accountability. It establishes a standard of ethical behaviour for Directors based on acceptable belief and values. It also includes guidance on relationship with shareholders, employees, creditors and customers and the standard of conduct with regards to social responsibilities and the environment. The Code of Ethics for Directors can be found on the Company's website, www.jcbnext.com.</p> <p>The Board further acknowledges its role in establishing a corporate culture comprising ethical conduct within the Group. Senior Management and employees are guided by policies on acceptable conduct and ethics contained in the Group's employee handbook.</p> <p>Further to that, a Code of Business Conduct and Ethics which applies to directors, officers and employees of the Group, has been formalised. Its purpose is to emphasise the Group's commitment to ethics and compliance with the law, set forth basic standards of ethical and legal behaviour, provide reporting mechanisms for known or suspected ethical or legal violations and to help prevent and detect wrongdoing. The Code of Business Conduct and Ethics can be found on the Company's website, www.jcbnext.com.</p> <p>The Company has adopted an Anti-Bribery and Corruption Policy to provide information and guidance to Directors and employees on standards of behaviour to which they must adhere to and how to recognise as well as deal with bribery and corruption. The Anti-Bribery and Corruption Policy was last updated on 25 May 2022. A copy of the Anti-Bribery and Corruption Policy is made available in the Company's website at www.jcbnext.com.</p> |

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

Intended Outcome

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

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

Practice 3.2

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

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Board has established a Whistle-Blowing Policy to support the Company’s commitment to develop and maintain a high standard of corporate governance and business integrity.</p> <p>The policy establishes the effective rules and procedures for any director, officer or employee of JcbNext to alert/disclose a bonafide complaint or report a genuine concern to a senior or independent member of the management upon discovery of possible misconduct. It also provides the avenue to alert the Company to the fact that its shareholder value or the interests of its stakeholders are being wrongfully harmed, or that they are at risk or harm. Most importantly, the policy safeguards the individual who made the allegations or reported the misconducts.</p> <p>There is only one channel for a whistle-blower to report any impropriety, i.e. via email (jcbwhistle@gmail.com) and it will be directly linked to the members of the ARC. During the financial year under review, there were no cases reported to the ARC.</p> <p>The details of the policy and procedures can be found on the Company’s website at www.jcbnext.com.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 4.1

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

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

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

| | | |
|---------------------------------------------------|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>Board Charter has set out the Board roles and responsibilities in relation to governance of sustainability for JcbNext Group. The Board ensures that strategic plan of the Group support long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability.</p> <p>The Board, through quarterly meetings, has proactively considered sustainability when overseeing the Group's business strategy and operational matters. The following discussions have been undertaken:</p> <ul style="list-style-type: none">• Establishment of a Sustainability Working Group to oversee sustainability matters;• Inclusion of sustainability consideration as one of the assessment criterion for potential investment (i.e. environmental, social and governance); and• Periodic reporting of activities/ initiative taken in connection with sustainability. <p>Due to the lack of any major operating activity and the small headcount of the Group, the Board has not established any targets on the Group's sustainability aspirations.</p> <p>Further details of the Company's management of its sustainability material matters is available in the Sustainability Statement of the Annual Report 2022.</p> |
| Explanation for departure | : | |
| | | |

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

| | | |
|--------------------|--|--|
| Measure : | | |
| Timeframe : | | |

Intended Outcome

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

Practice 4.2

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

| | | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Application | : | Departure | |
| Explanation on application of the practice | : | | |
| Explanation for departure | : | Due to the lack of any major operating activities and the small headcount of the Group, the scope for setting sustainability strategies, priorities and targets as well as performance against these targets are limited. | |
| | | <p>The Group’s Sustainability Working Group reviews ad-hoc sustainability related matters as and when they arise. For example, during 2020, 2021 and 2022, the Sustainability Working Group addressed the safety and well-being of our staff during the COVID-19 pandemic. In addition, the Company’s Investment Committee also reviews and deliberates on potential investees’ Environmental, Social and Governance (“ESG”) aspects before recommending for approval any potential investment to the Board.</p> <p>A Sustainability Statement has been prepared on an annual basis to communicate on JCB’s sustainability strategies and priorities to its stakeholders. Contents of the Sustainability Statement includes the following:</p> <ul style="list-style-type: none"> • Sustainability governance structure; • Stakeholder engagement; • Materiality assessment; and • Sustainability Matters | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

| | | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Application | : | Applied | |
| Explanation on application of the practice | : | During the year, members of the Board have individually attended various forums and seminars that are related to sustainability. At the Nomination Committee meeting held on 30 March 2022, the committee has identified Sustainability as a focus area for in-house training for the Board. The in-house training was conducted in May 2022. Additionally, the annual Board Evaluation Exercise incorporated evaluations on ESG factors, such as effectiveness of the Company's overall sustainability governance framework in reporting its ESG risks, sustainability targets and initiatives, and Directors' Skill Set which provided insights in determining crucial priorities and educational needs of the Directors. | |
| Explanation for departure | : | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

| | | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Application | : | Applied | |
| Explanation on application of the practice | : | Following the implementation of the MCCG which requires the integration of ESG consideration and sustainability targets into the performance evaluations of the Board and Senior Management, the Board and Board Committees' evaluation forms for year 2022 has included ESG factors in the said forms in assessing the performance of the Board against the achievement of the sustainability targets. The NC and the Board are of the view that the current skills matrix is adequate to meet the strategic objectives of the Group. However, greater emphasis is to be placed on ESG strategies and mapping progress against planned objectives. | |
| Explanation for departure | : | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

| | | |
|------------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Adopted |
| Explanation on adoption of the practice | : | A Sustainability Working Group (“SWG”) comprising senior management personnel (i.e. CEO, CFO, Chief Technology Officer (“CTO”), Group Financial Controller and Assistant Manager, Building and Admin), has been formed. Collectively, SWG is responsible to plan and implement sustainability initiatives for the Group. |

Intended Outcome

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

Practice 5.1

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

| | | |
|---------------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>Annual review of board effectiveness was undertaken by the NC to assess the performance of the Board, the Board Committees as well as individual directors. Matters discussed during the annual assessment includes:</p> <ul style="list-style-type: none">(i) Effectiveness of the Board as a whole and the effectiveness of the relevant board committees(ii) Character, experience, integrity and competence of Directors and Key Senior Management(iii) Mix of skills and experience of directors(iv) Independence of directors(v) Term of office and performance of the ARC(vi) Re-appointment of directors(vii) Size and composition of the Board(viii) Training programmes and continuous development of directors <p>The Board Charter has clearly stated that the tenure of an Independent Director is limited to nine (9) years and he/she may continue to serve on Board subject to redesignation as Non-Independent Director. If the Board intends to retain an Independent Director beyond nine (9) years, it should be subjected to annual assessment by the Board Committees, regarding the independence and contributions; and annual shareholders' approval through two-tier voting process in a general meeting, where the Board provides valid justification on the recommendation in the explanatory notes to the resolution in the notice of a general meeting.</p> <p>The NC is also responsible for recommending to the Board, Directors who are standing for re-election at the Annual General Meeting ("AGM"), subject to the NC being satisfied with the performance of the affected Directors based on the latest Board performance evaluation and Directors' Fit and Proper Policy as a guide to the NC in conducting the relevant Board assessment. The NC not only focused on the evaluation results but also other areas such as skills, experience, professionalism, integrity, character and time commitment.</p> <p>The Directors' Fit and Proper Policy was adopted on 30 June 2022 and is available on the Company' website at www.jcbnext.com.</p> |

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| | <p>Based on the schedule of rotation, the following Directors are subject to retirement pursuant to the Company's Constitution at the forthcoming AGM:-</p> <p>(a) Datuk Ali bin Abdul Kadir– Clause 96; (b) Ms Tan Beng Ling (appointed on 9 September 2022) – Clause 103; and (c) Dr Wong Siew Hui (appointed on 24 February 2023) – Clause 103</p> <p>All the aforesaid Directors have expressed their intention to seek for re-election at the forthcoming Nineteenth AGM ("19th AGM").</p> <p>Ms Cindy Eunbyol Ko who retires in accordance with Clause 96 of the Constitution of the Company, has expressed her intention not to seek for re-election at the 19th AGM and will retain office until the conclusion of the 19th AGM.</p> | |
| <p>Explanation for departure</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>Measure</p> | : | |
| <p>Timeframe</p> | : | |

Intended Outcome

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

Practice 5.2

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

| | | |
|---------------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Board acknowledges that having at least half of the Board to consist of Independent Directors would undeniably elevate objectivity whilst preventing dominance and complacency within the boardroom.</p> <p>As at 31 December 2022, the Board comprises of five (5) Directors, three (3) of whom are Independent Directors, representing 60% of Directors on the Board, namely:</p> <ul style="list-style-type: none">a. Mr Teo Koon Hong – Independent Non-Executive Director;b. Ms Cindy Eunbyol Ko – Independent Non-Executive Director; andc. Ms Tan Beng Ling (appointed on 9 September 2022) – Independent Non-Executive Director <p>The current size and composition of the Board is within an appropriate range. The Board believe that the current size of the Board is sufficient to enable Board Committees to operate and be dynamic and responsive to the needs of the Group.</p> <p>No politician was appointed on the Board of the Company as of the date of this report.</p> <p>An annual assessment on the independence of the Independent Directors had been conducted. Based on the evaluation results, the Board was satisfied that each Independent Director has fulfilled the independence criteria set out in the MMLR of Bursa Securities and they continue to demonstrate their independence through their engagement in all meetings, providing objective challenges to the Management and bringing independent judgment to decisions taken by the Board.</p> |
| Explanation for departure | : | |
| | | |

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

| | | |
|--------------------|--|--|
| Measure : | | |
| Timeframe : | | |

Intended Outcome

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

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

| | | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|-------------------------------------------------------------------------------------|--|
| Application | : | Applied | |
| Explanation on application of the practice | : | None of the Independent Directors exceed a cumulative term limit of nine (9) years. | |
| Explanation for departure | : | | |
| | | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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

Practice 5.4 - Step Up

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

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

| | |
|--------------------------------------------------|-------------|
| Application : | Not Adopted |
| Explanation on adoption of the practice : | |

Intended Outcome

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

Practice 5.5

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

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

| | | |
|---------------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The NC oversees matters related to the nomination of new Directors; annual reviews of required mix of skills, experience and other requisite qualities of Directors; and annual assessments of the effectiveness of the Board as a whole, its committees and its contribution of each individual Director as well as identify candidates to fill board vacancies, and nominating them for approval by the Board.</p> <p>The NC met three (3) times in year 2022 to discuss on:</p> <ol style="list-style-type: none">Annual assessment for the financial year ended 31 December 2021;Re-election of retiring directors;Re-assessment of size and composition of Board;Approve the Orientation and Training Programmes for continuous development of directors for Financial Year 2022;The appointment of Ms Tan Beng Ling as Independent Non-Executive Director and as member of the ARC; andThe proposed appointment of Dr Wong Siew Hui as Executive Director <p>The Terms of Reference of the NC can be found on the Company's website, www.jcbnext.com.</p> <p>In addition, the Board has adopted a Board Diversity Policy which sets out the approach to achieve diversity on the Board, by taking into consideration differences in perspective, knowledge, skill, industry and professional experience, education background, age, ethnicity, race and gender in determining the ideal composition of the Board. The Board Diversity Policy can be found on the Company's website, www.jcbnext.com.</p> <p>As the Board is mindful of the importance of devoting sufficient time and effort by each director to carry out his/her responsibilities and enhance the professional skills, the Board will ensure that none of the Directors hold more than five (5) directorships in listed companies.</p> |

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

Intended Outcome

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

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The appointment of a new Director is a matter for consideration and decision by the full Board upon appropriate recommendation from the NC. In identifying candidates for appointment as directors, the Board relies on its existing network as well as referrals from directors and major shareholder as they represent tried and tested methods of sourcing high calibre directors with a sound understanding of the business. In addition, the Board may utilise a variety of independent sources to identify suitably qualified candidates. Candidates are thoroughly assessed by the NC based on their competence, integrity, character, time commitment and experience as stated in Paragraph 2.20A of the MMLR of Bursa Securities.</p> <p>Detailed information on the process undertaken by the NC including its process of identifying and appointing a candidate can be found in the Terms of Reference of the NC and Directors' Fit and Proper Policy on the Company's website at www.jcbnext.com.</p> <p>During the financial year ended 31 December 2022, Ms Tan Beng Ling was appointed as Independent Non-Executive Director.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 5.7

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

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>Shareholders are kept informed on the Board decision in respect of appointment of directors via announcements to Bursa Securities which are also updated on the Company's website.</p> <p>The performance of retiring Directors who are recommended for re-election at the forthcoming 19th AGM has been assessed through the Board's annual evaluation (including the evaluation of the independence of Independent Non-Executive Directors) and Directors' Fit and Proper Policy. A statement by the Board and NC being satisfied with the performance and effectiveness of the retiring Directors who offer themselves for re-election at the 19th AGM has been included in the notes accompanying the Notice of 19th AGM.</p> <p>The profile of the Directors who are due for retirement and eligible for re-election, which includes the nature of interest with the Company for full transparency, if any, is set out in the Annual Report 2022 of the Company.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 5.8

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

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Chairman of the NC is Mr. Teo Koon Hong who is an Independent Non-Executive Director. The Terms of Reference of the NC explicitly stipulates that the Chairman must be an Independent Director or Senior Independent Director appointed by the Board and member of NC shall not be the Chairman of the Board.</p> <p>The Board acknowledges that an effective recruitment and evaluation process of directors is the bedrock of a high-performing Board. The Board therefore believes that Mr. Teo Koon Hong, as an Independent Non-Executive Director, is the most suitable and qualified person to lead the conduct of the process in an objective manner.</p> <p>During the financial year under review, the Chairman of the NC have discharged his duties by undertaking to lead the annual review of Board Effectiveness Evaluation, ensuring that the performance of the Board, Board Committees and each individual director is assessed objectively.</p> <p>The comprehensive duties of the NC can be found in the NC's TOR, made available on the Company's website www.jcbnext.com. Further details on the profile of the Chairman of the NC can be found in the Annual Report 2022.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>As at 31 December 2022, the Board comprises of two (2) female Director and three (3) male Directors. The percentage of female directors on the Board is 40%, which is higher than the required 30%.</p> <p>The Board acknowledges the need to promote gender diversity in line with the MCCG. Therefore, the Company has established a Board Diversity Policy as an approach to achieve diversity on the Board of the Company. Suitably qualified female candidates who can contribute to the diversity of the Board will be considered for appointment in the event any vacancy for directorship arises or when a decision is made to increase the size of the Board. The Board has, on 22 April 2019, set a target of attaining 20% women directors. With the appointment of Ms Cindy Eunbyol Ko to the Board in 2019 and Ms Tan Beng Ling in 2022, the target of 20% women directors has been met.</p> <p>The NC is given the responsibility in reviewing and assessing the composition of the Board annually as well as recommending the appointment of new Directors. The Board Diversity Policy will be reviewed periodically and any changes requires would be discussed. Any recommendations would be for the consideration and approval of the Board.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Board acknowledges the need to promote gender diversity in line with the MCCG. Therefore, the Company has established a Board Diversity Policy as an approach to achieve diversity on the Board of the Company. Suitably qualified female candidates who can contribute to the diversity of the Board will be considered for appointment in the event that vacancies for directors arise or when a decision is made to increase the current size of the Board.</p> <p>The NC is given the responsibility in reviewing and assessing the composition of the Board annually as well as recommending the appointment of new Directors. The Board Diversity Policy will be reviewed periodically and any changes requires would be discussed. Any recommendations would be for the consideration and approval of the Board.</p> <p>In addition, the Board has established an Employee Diversity Policy to promote workforce diversity in terms of gender, age and ethnicity.</p> <p>The Board Diversity Policy and Employee Diversity Policy can be found on the Company's website, www.jcbnext.com.</p> |
| Explanation for departure | : | |
| <p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

| | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i> | |
| Application | : Applied |
| Explanation on application of the practice | : The Board, through the NC, undertakes a formal and objective annual evaluation to determine the effectiveness of the Board, Board Committees and each individual director which covering various aspects pertaining to Board effectiveness such as:- <ul style="list-style-type: none">• The effectiveness of the Board as a whole and the effectiveness of the committees of the Board;• The character, experience, integrity and competence of the Directors, CEO and CFO, and to ensure they have the time to discharge their respective roles;• The mix of skills, knowledge and experience of each individual Director including the core competencies of the Non-Executive Directors;• The level of independence of Directors; and• The term of office and performance of the ARC and each of its members. <p>Overall, the Board was satisfied with the current approach as each Director able to provide unbiased opinion and recommendation to improve the governance process of the Group. The Board will continue with its existing practice and will consider engaging an independent expert for the annual assessment on a periodic basis in future.</p> <p>Based on the results of the assessment for the financial year ended 31 December 2022, the Board and NC were satisfied with the outcome of the following results:-</p> <p>(a) The current composition of the Board, which comprises people who possess a wide range of expertise and experience in various fields with diverse backgrounds and specialisations, would enable the Board to lead and manage the Company effectively.</p> |

| | |
|---------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>(b) The Board was found to be competent and had a dynamic and balanced mix of skills and experience wherein the Directors were able to contribute effectively to the Board’s decision-making process.</p> <p>(c) The Directors had discharged their responsibilities in a commendable manner, acted competently, contributed effectively to the Board and demonstrated full commitment to their duties as Directors.</p> <p>(d) The Board and Board Committees had contributed positively to the Company and its subsidiaries and were operating in an effective manner.</p> <p>(e) The Board Chairman had performed in an excellent manner and contributed to the Board.</p> <p>(f) The performance of the ARC, NC and RC were found to be effective and consistently exceeding expectations.</p> <p>(g) The Board, CEO and CFO demonstrated good character, experience, integrity, competence and possess the necessary traits and time to effectively serve on the Board or the Company, as the case maybe.</p> <p>(h) The ARC members have discharged their functions effectively, the current composition of the ARC was in order and the ARC and its members have carried out their duties in accordance with the ARC’s Terms and Reference.</p> <p>The NC also perused the evaluation forms on the level of independence of Directors which had been completed by the Independent Directors and noted that the Independent Non-Executive Directors have fulfilled and complied with the criteria of independence under the MMLR of Bursa Securities and the NC viewed that they continue to demonstrate their independence through their engagement in meetings, providing objective challenge to the Management and bringing independent judgment to decisions made by the Board.</p> <p>The Terms of Reference of the NC is available on the Company’s website at www.jcbnext.com.</p> |
| <p>Explanation for departure :</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>Measure :</p> | |
| <p>Timeframe :</p> | |

Intended Outcome

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

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

Practice 7.1

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

| | | |
|---------------------------------------------------|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The RC is primarily responsible for recommending to the Board the remuneration framework for Directors as well as reviewing the remuneration package for Executive Directors and Senior Management. The Terms of Reference of the RC can be found on the Company's website, www.jcbnext.com.</p> <p>The Board has formalised a Remuneration Policy for Directors and Key Senior Management. The policy and procedure's objectives are to attract, motivate, retain and reward Directors and Key Senior Management that are responsible for managing, protecting and moving the Group forward to the benefit of all stakeholders and to fairly align the interests of the Directors and Key Senior Management such that they carry out their duties and fiduciary responsibilities in a manner which promotes the achievement of the Group's long-term objectives.</p> <p>At the Eighteenth AGM ("18th AGM") of the Company held on 22 June 2022, shareholders approved the payment of directors' fees up to an aggregate amount of RM291,000.00 for the financial year ended 31 December 2022 and the benefits payable to the Non-Executive Directors up to an aggregate amount of RM43,500.00 for the period from the date of 18th AGM until the next AGM of the Company in year 2023.</p> <p>The Remuneration Policy for Directors and Key Senior Management can be found on the Company's website, www.jcbnext.com.</p> |
| Explanation for departure | : | |
| | | |

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

| | | |
|--------------------|--|--|
| Measure : | | |
| Timeframe : | | |

Intended Outcome

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

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

Practice 7.2

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

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

| | | |
|---------------------------------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Remuneration Committee ("RC") comprises exclusively the following Non-Executive Directors:</p> <ol style="list-style-type: none">1. Mr. Lim Chao Li - Chairman2. Mr. Teo Koon Hong - Member3. Ms. Cindy Eunbyol Ko - Member <p>The RC is responsible to review and recommend matters relating to the remuneration of the Board of Directors and Senior Management in all its form. The RC ensures the remuneration packages are designed to attract, retain and motivate the Directors. The remuneration packages are tailored based on the criterias set out in the Directors' and Key Senior Management's Remuneration Policy. The Executive Directors and Non-Executive Directors are prohibited from participating or in deciding their own remuneration packages.</p> <p>The Remuneration Committee met once (1) in year 2022 to:</p> <ol style="list-style-type: none">a. Evaluate performance and review the remuneration packages for the Executive Director and key Senior Management Officers in the Group;b. Discuss and propose Directors' fees to the Non-Executive Directors for the financial year ended 31 December 2022; andc. Discuss and propose Benefits Payable to the Non-Executive Directors for the period from the date of the 18th AGM until the next AGM of the Company in year 2023; <p>The Terms of Reference of the RC can be found on the Company's website, www.jcbnext.com.</p> |

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

Intended Outcome

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

Practice 8.1

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

| Application | : | Applied | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---------------------------------------------------|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|--------------------------------------|---------------------|--------------------------------|--|--|--|---------------------------|--------|-------|--------|---------------|--------|-------|--------|-------------|--------|-------|--------|------------------|--------|-------|--------|-----------------------------------------------|--------|-------|--------|--------------|----------------|---------------|----------------|
| Explanation on application of the practice | : | <p>Detailed individual Directors' remuneration on a named basis for the financial year ended 31 December 2022 is as follows:</p> <table border="1"><thead><tr><th></th><th>Fees RM</th><th>Meeting allowances RM</th><th>Total RM</th></tr></thead><tbody><tr><td colspan="4">Non-Executive Directors</td></tr><tr><td>Datuk Ali bin Abdul Kadir</td><td>75,000</td><td>2,500</td><td>77,500</td></tr><tr><td>Teo Koon Hong</td><td>74,000</td><td>9,000</td><td>83,000</td></tr><tr><td>Lim Chao Li</td><td>72,000</td><td>9,000</td><td>81,000</td></tr><tr><td>Cindy Eunbyol Ko</td><td>70,000</td><td>9,000</td><td>79,000</td></tr><tr><td>Tan Beng Ling (appointed on 9 September 2022)</td><td>21,238</td><td>2,000</td><td>23,238</td></tr><tr><td>Total</td><td>312,238</td><td>31,500</td><td>343,738</td></tr></tbody></table> <p>The disclosure is made on the listed issuer level, in accordance with paragraph 11, Part A, Appendix 9C of the MMLR of Bursa Securities. Other than the remuneration from the Company, the Directors do not receive any remuneration from any of the subsidiaries within the Group.</p> <p>The same has been disclosed in the Corporate Governance Overview Statement on page 38 of the Annual Report 2022.</p> | | Fees RM | Meeting allowances RM | Total RM | Non-Executive Directors | | | | Datuk Ali bin Abdul Kadir | 75,000 | 2,500 | 77,500 | Teo Koon Hong | 74,000 | 9,000 | 83,000 | Lim Chao Li | 72,000 | 9,000 | 81,000 | Cindy Eunbyol Ko | 70,000 | 9,000 | 79,000 | Tan Beng Ling (appointed on 9 September 2022) | 21,238 | 2,000 | 23,238 | Total | 312,238 | 31,500 | 343,738 |
| | Fees RM | Meeting allowances RM | Total RM | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Non-Executive Directors | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Datuk Ali bin Abdul Kadir | 75,000 | 2,500 | 77,500 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Teo Koon Hong | 74,000 | 9,000 | 83,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Lim Chao Li | 72,000 | 9,000 | 81,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Cindy Eunbyol Ko | 70,000 | 9,000 | 79,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Tan Beng Ling (appointed on 9 September 2022) | 21,238 | 2,000 | 23,238 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total | 312,238 | 31,500 | 343,738 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| No | Name | Directorate | Company ('000) | | | | | | | Group ('000) | | | | | | |
|----|-----------------------------------------------|----------------------------------------|----------------|-----------|--------|-------|------------------|------------------|-------|--------------|-----------|--------|-------|------------------|------------------|-------|
| | | | Fee | Allowance | Salary | Bonus | Benefits-in-kind | Other emoluments | Total | Fee | Allowance | Salary | Bonus | Benefits-in-kind | Other emoluments | Total |
| 1 | Datuk Ali bin Abdul Kadir | Non-Executive Non-Independent Director | 75.0 | 2.5 | - | - | - | - | 77.5 | 75.0 | 2.5 | - | - | - | - | 77.5 |
| 2 | Teo Koon Hong | Independent Director | 74.0 | 9.0 | - | - | - | - | 83.0 | 74.0 | 9.0 | - | - | - | - | 83.0 |
| 3 | Lim Chao Li | Non-Executive Non-Independent Director | 72.0 | 9.0 | - | - | - | - | 81.0 | 72.0 | 9.0 | - | - | - | - | 81.0 |
| 4 | Cindy Eunbyol Ko | Independent Director | 70.0 | 9.0 | - | - | - | - | 79.0 | 70.0 | 9.0 | - | - | - | - | 79.0 |
| 5 | Tan Beng Ling (appointed on 9 September 2022) | Independent Director | 21.2 | 2.0 | - | - | - | - | 23.2 | 21.2 | 2.0 | - | - | - | - | 23.2 |

Intended Outcome

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

Practice 8.2

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

| Application | : | Applied – the company discloses the remuneration of members senior management who are not members of the board | | | | | | | | | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|-------------|----|--------------|-------------------------|-----------------|-------------------|--------------------------|-----------------|------------------------|-------------------------|-----------------|
| Explanation on application of the practice | : | <p>The Group has only 12 employees as at 31 December 2022. The Chief Technology Officer, Dr. Wong Siew Hui, and the CFO, Mr. Gregory Charles Poarch, together with the CEO, Mr. Liong Wei Li, form the Senior Management team.</p> <p>The remuneration inclusive of salary, bonus, benefits-in-kind and other emoluments, on an aggregate basis and in bands of RM50,000, of the abovementioned Senior Management staff for the financial year ended 31 December 2022 is as follows:</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Designation</th> <th>RM</th> </tr> </thead> <tbody> <tr> <td>Liong Wei Li</td> <td>Chief Executive Officer</td> <td>350,001-400,000</td> </tr> <tr> <td>Dr. Wong Siew Hui</td> <td>Chief Technology Officer</td> <td>500,001-550,000</td> </tr> <tr> <td>Gregory Charles Poarch</td> <td>Chief Financial Officer</td> <td>300,001-350,000</td> </tr> </tbody> </table> <p>The same has been disclosed in the Corporate Governance Overview Statement on page 38 of the Annual Report 2022.</p> | Name | Designation | RM | Liong Wei Li | Chief Executive Officer | 350,001-400,000 | Dr. Wong Siew Hui | Chief Technology Officer | 500,001-550,000 | Gregory Charles Poarch | Chief Financial Officer | 300,001-350,000 |
| Name | Designation | RM | | | | | | | | | | | | |
| Liong Wei Li | Chief Executive Officer | 350,001-400,000 | | | | | | | | | | | | |
| Dr. Wong Siew Hui | Chief Technology Officer | 500,001-550,000 | | | | | | | | | | | | |
| Gregory Charles Poarch | Chief Financial Officer | 300,001-350,000 | | | | | | | | | | | | |
| Explanation for departure | : | | | | | | | | | | | | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | | | | | | | | | | | | |
| Measure | : | | | | | | | | | | | | | |
| Timeframe | : | | | | | | | | | | | | | |

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

Intended Outcome

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

Practice 8.3 - Step Up

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

| | | |
|------------------------------------------------|---|-------------|
| Application | : | Not Adopted |
| Explanation on adoption of the practice | : | |

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Board recognises the important role of the ARC as part of the corporate governance process. In this regard, the Board has established an ARC which comprises solely Non-Executive Directors to oversee the Company's financial reporting on behalf of the Board.</p> <p>The positions of the Chairman of the ARC and the Chairman of the Board are held by two separate individuals, i.e. Mr. Teo Koon Hong and Datuk Ali bin Abdul Kadir respectively.</p> <p>As such, the Chairman of the ARC is distinct from the Chairman of the Board and having the two chairman positions assumed by different individuals allows the Board to objectively review the ARC's findings and recommendations.</p> <p>Mr. Teo Koon Hong's full profile is available on the Company's website at www.jcbnext.com and Directors' Profile Section of the Annual Report 2022.</p> <p>The duties and responsibilities of the Chairman of the ARC are outlined in the Terms of Reference of the ARC, which is also available on the Company's website at www.jcbnext.com.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

| | | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Application | : | Applied | |
| Explanation on application of the practice | : | <p>The Terms of Reference of the ARC specifically sets out the requirement for a former key audit partner to observe a cooling off period of at least three (3) years before being appointed as a member of the ARC.</p> <p>Presently, none of the members of the ARC are former key audit partners.</p> <p>The Terms of Reference of the ARC is available on the Company's website at www.jcbnext.com.</p> | |
| Explanation for departure | : | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

| | |
|---------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : Applied |
| Explanation on application of the practice | <p>The ARC is responsible for assessing the capabilities and independence of the external auditors and to make subsequent recommendations to the Board on the appointment, re-appointment or termination of the external auditors.</p> <p>The ARC meets with the external auditors without Executive Board members and management present. The ARC met with the external auditors twice without the presence of management during the ARC meetings held in April 2022 and November 2022 respectively.</p> <p>Under its Terms of Reference, the ARC is responsible to conduct an annual assessment of the external auditors. Areas of assessment include among others, the external auditors' objectivity and independence, size and competency of the audit team, audit scope and plan, audit fees, communication with the ARC and audit engagement partner's involvement.</p> <p>For the year under review, the ARC conducted the annual assessment of the external auditors, KPMG PLT, during the ARC meeting held in April 2022 based on the following areas:-</p> <ul style="list-style-type: none">• Calibre of the external auditors• Quality Processes and Performance• Audit Team• Independence, Objectivity and Professionalism• Audit Scope and Planning• Audit Fees• Audit Communications <p>Based on the assessment results, the ARC was satisfied with the suitability of the external auditors, namely KPMG PLT and recognised that the provision of non-audit services by KPMG PLT for the financial year ended 31 December 2022 did not in any way impair their objectivity and independences as the external auditors of the Company.</p> <p>After the review, the ARC recommended the re-appointment of KPMG PLT as external auditors of the Company for the financial year ending 31 December 2023 to the Board for approval and subsequent approval from the shareholders at the upcoming 19th AGM. KPMG PLT has</p> |

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| | <p>indicated their willingness to be reappointed as external auditors of the Company.</p> <p>KPMG PLT also provided assurance that they have been independent throughout their audit engagement in accordance with all relevant professional and regulatory requirements in respect of the Audited Financial Statements for financial year ended 31 December 2022.</p> | |
| <p>Explanation for departure</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>Measure</p> | | |
| <p>Timeframe</p> | | |

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

| | | |
|------------------------------------------------|---|-------------|
| Application | : | Not Adopted |
| Explanation on adoption of the practice | : | |

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

| | | |
|---------------------------------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The ARC possesses a wide range of skills to discharge its duties. All members of the ARC are financially literate and the majority are or have been accountants by profession, and thus fulfilling the requirement of Paragraph 15.09(1)(c) of the MMLR of Bursa Securities which calls for one (1) member of the ARC to be a member of a professional accountancy body.</p> <p>With the vast working experience and knowledge of all the ARC members, they are able to understand matters under the purview of the ARC and provide sound advice to the Board.</p> <p>An annual assessment on the performance of the ARC during the term of office was undertaken by the Board through the Nomination Committee for the financial year ended 31 December 2022 and the Board was satisfied with the performance of the ARC.</p> <p>During the year under review, members of the ARC have attended training programmes on various subject matters such as regulatory, investment, risk management, corporate governance and other business-related programmes to enable them to discharge their responsibilities as members of the ARC more effectively. Details of the training are disclosed in the Corporate Governance Overview Statement.</p> |
| Explanation for departure | : | |
| | | |

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

| | | |
|--------------------|--|--|
| Measure : | | |
| Timeframe : | | |

Intended Outcome

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

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

Practice 10.1

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

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Board through the ARC has adopted the Enterprise Risk Management Framework to have a common strategic and formal approach to risk management so as to improve decision making, enhance outcomes and accountability.</p> <p>During the year, the Internal Auditors have conducted internal audit reviews which covered, amongst others, the Group's risk and internal control processes. In addition, the Board has received written assurances from the CEO and CFO as well as the Chief Audit Executive of the outsourced internal audit function that the Group's risk management framework and system of internal control are in place and operating adequately and effectively.</p> <p>Details of the Group's risk management internal control framework are disclosed in the Statement on Risk Management and Internal Control on pages 50 to 51 of the Annual Report 2022.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

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

Practice 10.2

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

| | | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Application | : | Applied | |
| Explanation on application of the practice | : | The features of the Group's risk management framework and system of internal control are disclosed in the Statement on Risk Management and Internal Control on pages 50 to 51 of the Annual Report 2022. | |
| Explanation for departure | : | | |
| | | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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

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

Practice 10.3 - Step Up

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

| | | |
|------------------------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Adopted |
| Explanation on adoption of the practice | : | The Company's ARC have undertaken roles in overseeing both audit and risk management of the Group. The Group's risk management framework and policies are overseen by the ARC. The ARC is supported by ERM Working Committee, which comprises members of management who are overall responsible for the implementation of risk management activities, procedures and methodologies across the Group. |

Intended Outcome

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

Practice 11.1

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

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The ARC is tasked by the Board with the duty of reviewing and monitoring the adequacy and effectiveness of the Group's system of internal control and risk management. During the financial year under review, in carrying out its responsibilities, the ARC relied on the support of an external professional firm of consultants appointed by the Committee, Resolve IR Sdn. Bhd. ("Resolve IR"), who is tasked to carry out internal audits on various operating units within the Group. These internal audit reviews focus on the internal controls in the key activities of the Group's business based on the detailed internal audit plan approved by the ARC. Based on the internal audits reviews conducted, the Internal Auditors provide the Committee with periodic reports highlighting observations, recommendations and management action plans to improve the system of internal control.</p> <p>During the financial year, the ARC met with the internal auditors, Resolve IR, twice in the absence of the Management to ensure that the independence and objectivity of the Internal Auditors were not compromised.</p> <p>The ARC reviews the adequacy of the scope, function, competency and resources of the internal audit function on a yearly basis.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>During the financial year under review, the internal audit function of the Company has been outsourced to an external professional services firm, namely Resolve IR. Resolve IR is a corporate member of the Institute of Internal Auditors, Malaysia and it is resourced by more than 20 personnel having the appropriate qualification and experience. The outsourced internal audit function is free from any relationship or conflict of interest that could impair its objectivity and independence. The outsourced internal audit function reports directly to the ARC and the work undertaken is guided by the International Professional Practice Framework on Internal Auditing issued by the Institute of Internal Auditors.</p> <p>The team from Resolve IR is led by the CEO, Mr. Choo Seng Choon (“Mr Choo”), who is also appointed as the Chief Audit Executive of the Company. Mr Choo is a Certified Internal Auditor and Chartered Member of the Institute of Internal Auditors (“IIA”). He is also a Fellow Member of the Association of Chartered Certified Accountant, United Kingdom and a Chartered Accountant of the Malaysian Institute of Accountants.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

| | | |
|---------------------------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Group strives to maintain its corporate credibility and instil investor confidence in the Group by practising a structured approach in corporate disclosure and investor relations activities. The Group has formalised a Corporate Disclosure and Investor Relations Policy which sets out the principles of communication and disclosure, handling of material and confidential information, step-by-step disclosure process, various mediums of communication approved by the Board and policies and procedures with regards to the handling of material information, confidential information, rumours and reports and forward-looking information.</p> <p>As part of the Group's investor relations programme, discussions will be held between Senior Management and analysts/investors throughout the year. When necessary, presentations based on permissible disclosures are made to explain the Group's performance. Price-sensitive information about the Group is, however, not disclosed in these exchanges until after the prescribed announcement to Bursa Securities has been made.</p> <p>During the year, Management has not conducted any of such meetings and instead, relied on the Company's AGM, website, annual and quarterly reports and announcements made to Bursa Securities as the primary means of communicating with shareholders, investors and analysts.</p> <p>The Group's website, www.jcbnext.com, provides an alternative communications avenue, targeted at presenting an overview of the Group's business, management, operations, governance as well as updates on financial performance not just to shareholders but all other stakeholders comprising customers, tenants, employees and members of the public. The website is updated continually. In addition, the Group's website provides a facility for shareholders and stakeholders to register themselves to receive email alerts of new information posted on the website.</p> <p>Shareholders and investors may also forward their queries to the Company via email to ir@jcbnext.com.</p> <p>The Corporate Disclosure and Investor Relations Policy can be found on the Company's website, www.jcbnext.com.</p> |

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

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

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

| | | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|--------------------------------------|--|
| Application | : | Not applicable – Not a Large Company | |
| Explanation on application of the practice | : | | |
| Explanation for departure | : | | |
| | | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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

Practice 13.1

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

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Board recognises the significance of the AGM as a platform for direct and meaningful communication between the Board and the Company's shareholders. As such, the Board strives to ensure that shareholders are accorded with sufficient time to consider the resolutions that will be discussed and decided upon at the AGM.</p> <p>The 18th AGM was held on 22 June 2022 and the notice of the AGM was given on 29 April 2022 which was more than 28 days prior to the AGM. This goes above and beyond Section 316(2) of the CA 2016 and Paragraph 7.15 of MMLR of Bursa Securities which calls for a 21-days' notice period for public companies or listed issuers respectively.</p> <p>The notice for the AGM outlines the resolutions to be tabled during the meeting and is accompanied with explanatory notes and background information where applicable to shed clarity on the matters that will be decided at the AGM.</p> <p>The notice for the 19th AGM will be given at least 28 days before the meeting date. In order to achieve the widest possible dissemination, the notice of AGM is also circulated in a nationally circulated newspaper alongside with an announcement on the website of Bursa Securities and further uploaded on the Company's website at www.jcbnext.com.</p> <p>Administrative Details are also issued to shareholders to furnish additional information with regards to the conduct of the AGM.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 13.2

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

| | | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Application | : | Applied | |
| Explanation on application of the practice | : | <p>The 18th AGM was conducted through live streaming from the broadcast venue. The Board including the Chair of all the respective Board Committees attended the 18th AGM.</p> <p>During the 18th AGM, the Chairman of the Board encouraged shareholders' active participation by submitting their questions in real time via Text Box. All questions raised by shareholders and proxies were attended accordingly.</p> <p>The outcome of all resolutions of the 18th AGM was announced to Bursa Securities at the end of the meeting day while the minutes of the 18th AGM was published on the Company's website within thirty (30) business days from the date of 18th AGM in accordance with MCGG.</p> | |
| Explanation for departure | : | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

| | | |
|---------------------------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Company had on 22 June 2022 conducted its 18th AGM via Remote Participation and Electronic Voting (“RPEV”) facilities. This is in accordance with Section 327 of the CA 2016 and Clause 64 of the Company’s Constitution which allows for General Meetings to be held using any technology or electronic means.</p> <p>The Administrative Guide which set out all the details of the virtual 18th AGM was published on the Company’s corporate website to facilitate the shareholders for registering themselves to participate in the virtual 18th AGM. The RPEV facilities enable the shareholders to exercise their right as members of the Company to participate and vote by login to virtual meeting portal.</p> <p>Shareholders who were unable to attend and vote at the 18th AGM had been encouraged to submit the proxy forms to appoint their representatives or Chairman of the Meeting to participate in the Meeting, which had allowed them to vote in absence.</p> <p>Boardroom Share Registrars Sdn Bhd was appointed as the poll administrator for the conduct of the 18th AGM including registration and electronic polling services. The poll administrator has made representation to the Company that the security, confidentiality, integrity and availability of LumiAGM application are vital to conducting a successful 18th AGM in Malaysia.</p> <p>Its LumiAGM systems and suppliers’ services are certified with ISO/IEC 27001:2013 international standard. This certification provides a robust, auditable and externally verified framework of controls designed to maintain the confidentiality, integrity and availability of customer information and the personal data Lumi processes on their behalf. Lumi uses strong, industry best-practice encryption techniques to ensure customer data is protected from unauthorized access. The Lumi platform undergoes regular and extensive penetration tests using independent, accredited third-party experts.</p> <p>The poll administrator also states that the client data has never been used for Questions & Answers for brochure purposes and is not retained beyond the purpose of processing client’s proxy forms for the conduct of the general meetings.</p> |

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| | At the 18 th AGM, in line with the MMLR, all resolutions were voted by electronic poll voting. An independent scrutineer, Quantegic Services Sdn Bhd was appointed to validate the poll results. The Chairman announced the results for each resolution at the 18 th AGM and the results of all votes cast in respect of each resolution were displayed on-screen. Subsequently, the poll results were announced via Bursa LINK on the same day. | |
| Explanation for departure | : | |
| | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 13.4

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

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i> | |
| Application | : Applied |
| Explanation on application of the practice | : <p>The Chairman of the Board has assured that shareholder will be given the opportunity to participate in a meaningful engagement with the Board and Senior Management in the AGM and to have access to the following:</p> <ul style="list-style-type: none"> • Necessary information related to the AGM (i.e. company performances, prospects, governance as well as matters requiring resolutions) prior to AGM • Real time question and answer session during the AGM • Participation from directors, Board committee and Senior Management to addressed enquiries from shareholders <p>The 18th AGM held on 22 June 2022 was interactive in nature and facilitated discussions on the Company's financial and non-financial performance, long-term strategies, compliances as well as other administrative matters. Chairman of the Board together with senior management (i.e. CEO and CFO) have responded and addressed the questions received prior to the 18th AGM as well as those posted during the 18th AGM.</p> <p>A designated investor relation channel has been created to allow enquiries and feedback from stakeholders.</p> |
| Explanation for departure | : |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | |
| Measure | : |
| Timeframe | : |

Intended Outcome

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

Practice 13.5

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

| | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i> | |
| Application : | Departure |
| Explanation on application of the practice : | |
| Explanation for departure : | <p>The Board had ensured that the required infrastructures and tools were in placed to enable the smooth broadcast of the 18th AGM and meaningful engagement with the shareholders. The Company allowed the shareholders to submit questions before and during the 18th AGM.</p> <p>All questions posed by the shareholders were responded by the Directors and Senior Management, but a live interactive two-way dialog infrastructure is not available to participants during the 18th AGM.</p> <p>The Minutes of the 18th AGM with consolidated questions raised by the shareholders was made available on the Company's website.</p> <p>The Board recognised the importance of the AGM which served as an important forum for shareholders to engage with the Directors and Senior Management of the Company. Moving forward, the Board will consider a live interactive two-way dialog infrastructure for future AGMs and shall ensure that questions posed by shareholders are displayed to the meeting participants.</p> |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | |
| Measure : | |
| Timeframe : | |

Intended Outcome

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

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i> | | |
| Application | : | Applied |
| Explanation on application of the practice | : | The Minutes of the 18 th AGM held on 22 June 2022, detailing the meeting proceedings including the issues, and questions raised by shareholders and the Company's responses were made available on the Company's corporate website no later than thirty (30) business days after the completion of the 18 th AGM. |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

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

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

Click or tap here to enter text.