

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 7096  
**COMPANY NAME** : JOE HOLDING BERHAD  
**FINANCIAL YEAR** : March 31, 2023

## OUTLINE:

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

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

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

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

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

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

### Intended Outcome

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

### Practice 1.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors ("<b>Board</b>") is primarily responsible for the stewardship and strategic direction of the Company and the subsidiaries ("<b>Group</b>") and delegates the implementation of these directions to the management.</p> <p>The Board is responsible for the oversight and overall management of the Group including assessing and agreeing with the Group's corporate objectives, and the goals and targets to be met by the Management.</p> <p>The Board has a formal schedule of matters reserved to itself for decision, which includes the overall Group strategy and direction, investment policy, major capital expenditures, consideration of significant financial matters and review of the financial and operating performance of the Group.</p> <p>A combination of an effective board consists of Executive Directors ("<b>ED</b>") with intimate knowledge of the business and Non-Executive Directors ("<b>NED</b>") from diversified industry/business background to bring broad business and commercial experience to the Group. A brief profile of each Director is set out in the Directors' Profile of this Annual Report.</p> <p>The main roles and responsibilities undertaken by the Board of Directors are as follows:</p> <ul style="list-style-type: none"><li>• Reviewing and adopting a strategic plan for the Group;</li><li>• Overseeing the conduct of the Group's business to evaluate whether the business is being properly managed;</li><li>• Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks;</li></ul>

	<ul style="list-style-type: none"> <li>• Succession planning, including appointing, training, fixing the compensation of and where appropriate, replacing senior management;</li> <li>• Developing and implementing an investor relations program or shareholder communications policy for the Group; and</li> <li>• Reviewing the adequacy and the integrity of the Group’s internal control systems and management information systems, including system for compliance with applicable laws, regulations, rules, directives and guidelines.</li> </ul> <p>The roles and responsibilities of the Independent Non-Executive Directors (“INED”)/ Non-Independent Non-Executive Directors (“NINED”) and ED are clearly defined and properly segregated in the Board Charter. All the INED are independent of the ED, Management and major shareholders of the Company, and are free from any business or other relationship with the Group that could materially interfere with the exercise of their judgement. This offers a strong check and balance on the Board’s deliberation.</p> <p>As part of its efforts to ensure the effective discharge of its responsibilities, the Board has delegated certain functions and responsibilities to the following Board Committees:</p> <ul style="list-style-type: none"> <li>• Audit and Risk Management Committee (“ARMC”);</li> <li>• Nomination Committee (“NC”); and</li> <li>• Remuneration Committee (“RC”).</li> </ul> <p>Each Board Committee of the Chairman will report to the Board on the results of the committee meeting, including key issues considered at the committee meeting. Board committees perform their duties in accordance with the Terms of Reference (“TOR”).</p> <p>A copy of the Board Charter and TOR for each Board Committees are available on the Company’s website at <a href="http://www.joeholding.com.my">www.joeholding.com.my</a>.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

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

### Practice 1.2

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>Following to the resignation of Tan Sri Datuk Dzul kifli Bin Ahmad, the position of Chairman of the Board had been vacated.</p> <p>The Chairman shall responsible for Board effectiveness and to ensure that the conduct and working of the Board is in order and in effective manner. In fulfilling these roles, the Chairman is responsible for:</p> <ul style="list-style-type: none"> <li>• leading the Board in setting the values and standards of the Company;</li> <li>• maintaining a relationship of trust with and between the Executive and Non-Executive Directors;</li> <li>• ensuring the provision of accurate, timely and clear information to Directors;</li> <li>• ensuring effective communication with the shareholders and the relevant stakeholders;</li> <li>• arranging regular evaluation of the performance of the Board, its Committees and individual Directors;</li> <li>• facilitating the effective contribution of Non-Executive Directors and ensuring constructive relations be maintained between Executive and Non-Executive Directors.</li> </ul> <p>The Company is looking for a suitable candidate to fill the vacancy of the Chairman.</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	:	Choose an item.

### Intended Outcome

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

### Practice 1.3

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	According to Clause 2.6 of the Company's Board Charter, the position of the Chairman of the Board and the Chief Executive Officer shall be held by two separate persons to ensure separation of power. This is to ensure the roles and responsibilities are separate and distinct, balance of power and authority, and to maintain effective supervision and accountability of the Board and the Management.  Currently, the position of the Chairman is vacant.	
		As mentioned in Practice 1.2, the position of the Chairman of the Board had been vacated since 5 April 2023. The Company is looking for a suitable candidate to fill the vacancy.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

### Intended Outcome

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

### Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	Currently the position of the Chairman of the Board is vacant.  The Company does allow the Chairman of the Board to be appointed as the member of the Audit and Risk Management Committee, Nomination Committee or Remuneration Committee.
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

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

### Practice 1.5

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Board is supported by two (2) suitably qualified and competent Company Secretaries. The Company Secretaries play an advisory role to the Board and is responsible to ensure all Board procedures and Board management matters are in line as well as in compliance with Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), relevant laws and regulations. The Company Secretaries ensure that the discussions at the Board and the Board Committee meetings are well documented, and subsequently communicated to the relevant party for appropriate action. The Company Secretaries are constantly kept themselves abreast of the evolving capital market environment, regulatory changes and developments in corporate governance by attending relevant trainings from time to time.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 1.6

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Unless otherwise agreed, notice of each meeting confirming the venue, time, date and agenda of the meeting together with relevant Board papers will be forwarded to each director no later than seven (7) days before the date of the meeting. This is to ensure that the Board papers comprising due notice of issues to be discussed and supporting information and documentations are provided to the Board in advance. Furthermore, the Directors are given sufficient time to read the Board papers and to seek for any clarification as and when they may need advices or further explanation from the management and the Company Secretary.</p> <p>The deliberations of the Board in terms of the issues discussed during the meetings and the Board's conclusions in discharging its duties and responsibilities are recorded in the minutes of the meetings by the Company Secretary and properly documented and maintained at the Registered Office of the Company.</p> <p>The Board accesses to all information within the Company to enable them to discharge their duties and responsibilities and is supplied on a timely basis with information and reports on financial, regulatory and audit matters by way of Board papers for informing of the decision making and meaningful discharging of its duties.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### Intended Outcome

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

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

### Practice 2.1

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board Charter is designed to achieve the following objectives:</p> <ul style="list-style-type: none"><li>(a) to enable the Board to provide strategic guidance and effective oversight of the Management;</li><li>(b) to clarify the roles and responsibilities of members of the Board and the Management to facilitate the Board and the Management's accountability to the Company and its shareholders;</li><li>(c) to ensure a balance of authority so that no single individual or group of Directors has unfettered powers; and</li><li>(d) to assist the Board in the assessment of its own performance and of its individual Directors.</li></ul> <p>The Board Charter has clearly stated the roles and responsibilities of the Directors and roles and responsibilities of the Board Committees are stated in their respective TOR.</p> <p>The Company had reviewed and adopted revised Board Charter on 21 July 2022. The Company will review the Board Charter from time to time when it is necessary.</p> <p>The current Board Charter is accessible for reference on the Company's website at <a href="http://www.joeholding.com.my">www.joeholding.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

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

### Intended Outcome

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

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

### Practice 3.1

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company has adopted the Code of Conduct and Ethics (“<b>the Code</b>”) for the Directors and/or employees of the Group.</p> <p>The Code describes the standards of business conduct and ethical behaviour for the Directors and/or employees in the performance and exercise of their duties and responsibilities.</p> <p>The Code has covered a various area particularly on the conduct of business and fair dealing, conflicts of interest, use of company funds, assets and information, whistle blowing and etc.</p> <p>The Board is committed in maintaining a corporate culture which engenders ethical conduct through its Code, which summarises what the Company must endeavour to do proactively to increase corporate value, and which describes the areas in daily activities that require caution to minimise any risks that may occur.</p> <p>The code is accessible for reference on the Company’s website at <a href="http://www.joeholding.com.my">www.joeholding.com.my</a>.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

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

### Practice 3.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group acknowledges that any genuine commitment to detect and prevent actual or suspected unethical, illegal, improper, or other misconduct shall include a means for employees and other stakeholders to freely report their concerns without fear of reprisal or intimidation.</p> <p>The Board has formalised a Whistle Blowing Policy, with the aim to provide an avenue for raising concerns related to possible breach of business conduct, non-compliance with laws and regulatory requirements as well as other malpractices. The policy is a specific mean by which an employee can exercise their responsibility to report or disclose through established channels, their legitimate concerns regarding any unethical conduct, illegal acts or failure to comply with the Company's policies and regulatory requirements responsibly and sensibly.</p> <p>The Company's Whistle Blowing Policy is accessible at the Company's website at <a href="http://www.joeholding.com.my">www.joeholding.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.1

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

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is responsible to develop and grow the business in a sustainable manner and the senior management will provide support to manage integration of sustainability in the operations of the Group.</p> <p>The Management is committed to explore the benefits of sustainable practices to the business and to implement such practices to achieve the right balance between the needs of the community, the requirements of shareholders and stakeholders and economic success.</p> <p>The Board aims to create a culture of sustainability within the Group and the community, with an emphasis on integrating the social, environmental and governance considerations into decision making and the delivery of outcomes.</p> <p>Information on material issues and the social and environmental impacts, as well as key sustainability initiatives, are disclosed in the Sustainability Statement of the 2023 Annual Report.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 4.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The company has adopted the practices to engage with internal and external stakeholders and these are disclosed in the Sustainability Statement of the 2023 Annual Report.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 4.3

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board has sufficient knowledge and understanding of sustainability issues which are relevant to the company and its business to conduct its responsibilities effectively and is committed to keep abreast of sustainability issues related to the changing of operating environment that are related to the businesses of the Company.  The Board and the Management continue to advocate for elements of sustainability in the business, and the Company remains committed to developing and enhancing the practices and initiatives.  Further details are set out in the Sustainability Statement of the 2023 Annual Report.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 4.4**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>A review of the Boards’ and Senior Managements’ performance in addressing the Company's material sustainability risks and opportunities is included in the Board's performance assessment.</p> <p>This is part of the Company's addressing on sustainability risks and opportunities through performance reviews.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



**Intended Outcome**

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

**Practice 4.5- Step Up**

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

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

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

## Intended Outcome

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

### Practice 5.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NC oversees the overall composition of the Board in terms of size, mix of skills, experience and core competencies, as well as the balance between ED and INED and the key role of the NC amongst other are to ensure:</p> <ul style="list-style-type: none"><li>- A formal and transparent procedure for the selection and assessment of candidates for Board appointments;</li><li>- Assessment of the effectiveness of the Board and its Board Committees as a whole and the contribution of the individual Director on an annual basis; and</li><li>- The Board composition meets the needs of the Company.</li></ul> <p>NC has also reviewed the tenure of each director to ensure that Independent Directors do not serve more than the nine (9) years term limit as suggested by Malaysian Code on Corporate Governance 2021 (“MCCG 2021”) and twelve (12) years term limit as stated under MMLR.</p> <p>NC evaluates the suitability and performance of individuals running for re-election at the Annual General Meeting (“AGM”) through a performance review conducted during financial year ended 31 March 2023 (“FYE 2023”). Through the evaluation, the NC was satisfied with the performance and has concluded that the size, composition as well as the mixture of qualifications, skills and experience among the Board and the Board Committees members and the independence of the Independent Directors were all met with requirements.</p> <p>Through the evaluation conducted, the NC will also recommend candidates for re-election to the Board based on the results of the performance appraisal, before the Board propose at the AGM for shareholders' approval.</p>
<b>Explanation for departure</b>	:	

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

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

**Intended Outcome**

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

**Practice 5.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>Currently, there is one (1) Executive Director, two (2) Independent Non-Executive Director and one (1) Senior Independent Non-Executive Directors on the Board.</p> <p>As such, this is in line with the MCCG which requires at least half of the Board members are Independent Non-Executive Directors.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.3**

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

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

<b>Application</b>	:	Not applicable - Step Up 5.4 adopted	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.4 - Step Up**

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

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

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

### Intended Outcome

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

### Practice 5.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board recognises the importance of diversity in terms of skills, experience, age, gender, cultural background, and recognises the benefits of diversity at leadership and employee level.</p> <p>Accordingly, appointment to the Company's Board and Senior Management of the Company are based on objective criteria, merit and with due consideration for diversity in skills, experience, age, cultural background and gender. The Group adheres strictly to the practice of non-discrimination of any form.</p> <p>Regardless, when making recommendations, the NC will consider factors such as skills, knowledge, experience, diversity (including gender diversity), background, integrity, competence, time commitment and independence to achieve strategic objectives and the requirements of the business group.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.6

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

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The sources for identifying suitably qualified director candidates are based on recommendations from the existing board members, the senior management or the major shareholders.	
		The NC oversee the screening and recommend any appointment of new Directors to the Board. Nevertheless, the Board and the NC will not hesitate to use independent sources to identify suitable qualified candidates when necessary.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	



### Intended Outcome

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

### Practice 5.7

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	Directors' profiles are included in the Annual Report 2023, including their age, gender, directorships, work experience, and any conflicts of interest, as well as their shareholdings in the company, if any.  The reasons for the re-election of the retiring directors for re-election are set out in the notes to the notice of the 24th AGM of the Company.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.8**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The NC is chaired by the Company's Senior Independent Non-Executive Chairman, Mr Tang Boon Koon.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 5.9

The board comprises at least 30% women directors.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	There is no women director on the Board for the financial year ended 31 March 2023.	
		The Company had on 3 April 2023 appointed a women director, Datuk Salmah Hayati Binti Ghazali to the Board.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

**Intended Outcome**

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

**Practice 5.10**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	Currently, the Company has not set specific policies on gender diversity for senior management.	
		Despite the Company has not set specific policies on gender diversity, the Company strive to work towards achieving the appropriate boardroom diversity and promote diversity, inclusivity and equality regardless of gender, race and sexual orientation to encourage different groups of people to build positive relationships at the workplace.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

## Intended Outcome

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

### Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: <p>During the FYE2023, NC through the assistance of the Company Secretary had conducted an annual assessment on the effectiveness of the Board and the Board Committees and each individual director's performance. The assessment process is based on self-assessment and assessment results which were then presented to the Board of Directors.</p> <p>Feedback and comments provided by the Directors in the evaluation form had been properly recorded and discussed for improvement.</p> <p>Based on the annual assessment performed during the FYE 2023, the NC are satisfied with the current composition of the Board and had concluded that each Director has the necessary competencies to serve on the Board and has fully demonstrated their commitment to the Company in terms of time and participation in the meetings.</p> <p>The NC has recommended to the Board to re-elect the retiring directors at the 24th AGM of the Company.</p>
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

### Intended Outcome

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

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

### Practice 7.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is conscious of the importance of a good corporate governance system to run the structure and operation of its corporate bodies in the best interest of the Company and its shareholders.</p> <p>As such, the Company has the Remuneration Policy in place and serves as a guiding document for the RC and the Board to administer the remuneration of the Directors, taking into account the demands, complexities and performance of the Group, as well as skills and experiences required. The individuals concerned will refrain from discussing their own compensation.</p> <p>The Remuneration Policy can be accessible at <a href="http://www.joeholding.com.my">www.joeholding.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 7.2

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company had established a RC which comprised solely of Independent Non-Executive Directors. The RC shall ensure that the levels of remuneration are sufficient to attract and retain the Directors of the quality required to manage the business of the Group.</p> <p>The RC is mainly responsible to review Directors' fees and remuneration annually to be commensurate with the level of responsibility of the Directors and officers. After the annual review, the RC will make a recommendation to the Board as a whole to determine the director's remuneration package.</p> <p>The Terms of Reference of RC is accessible on the Company's website at <a href="http://www.ioeholding.com.my">www.ioeholding.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 8.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	Detailed disclosure of the remuneration of individual directors is included in the Annual Report 2023.



No	Name	Directorate	Company							Group						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tan Sri Datuk Dzulkifli Bin Ahmad	Independent Non-Executive Chairman	360,000	6,500					366,500	360,000	6,500					366,500
2	Koo Kien Yoon	Executive Director	54,000	6,500	48,600			6,122	115,222	91,500	6,500	48,600			6,122	152,722
3	Tang Boon Koon	Senior Independent Non-Executive Director	36,000	6,500					42,500	36,000	6,500					42,500
4	Mohtar bin Abdullah	Independent Non-Executive Director	36,000	6,500					42,500	36,000	6,500					42,500
5	Chu Chee Peng	Independent Non-Executive Director	27,000	5,500					32,500	27,000	5,500					32,500
6	Yee Yit Yang	Independent Non-Executive Director	36,000	6,500					42,500	61,500	6,500					68,000
7	Datuk Salmah Hayati Binti Ghazali	Independent Non-Executive Director	-	-					-	-	-					-
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

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

### Intended Outcome

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

### Practice 8.2

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	Due to the confidentiality and sensitivity of the remuneration package of senior management as well as security concerns, the Company opts not to disclose the top five senior management's remuneration on a named basis.  The Board is of the view that the disclosure on a named basis of the top five (5) Senior Management officers may lead to an invasion of privacy and may expose named officers to an unwarranted attention.  Nonetheless, the remuneration of senior management is disclosed on the Annual report 2023 in the bands of RM100,001 to RM500,000 without reflecting the names of the individuals.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

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

**Intended Outcome**

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

**Practice 8.3 - Step Up**

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

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

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

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	Currently, the Chairman of ARMC is Datuk Salmah Hayati Binti Ghazali, while the Chairman of the Board is vacant.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company recognises the need to maintain the independence of its external auditors and should not present any possible conflict of interest.</p> <p>There is no former partner of Messrs. UHY, the Company's external auditors, serves as the members of the ARMC.</p> <p>The Terms of Reference of the ARMC is available on the Company's website at <a href="http://www.joeholding.com.my">www.joeholding.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In accordance with the terms of reference of the ARMC, the ARMC will review and monitor the suitability and independence of the external auditors on an annual basis.</p> <p>The ARMC had obtained a written assurance from the external auditors confirming that they were, and had been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>ARMC has carried out an annual assessment on the external auditors for the FYE 2023. The review process includes:</p> <ul style="list-style-type: none"><li>i) assessing the external auditor's independence</li><li>ii) assessing the external auditor's performance, quality of work and audit fees</li><li>iii) adequacy of resources.</li></ul> <p>Through the annual assessment, the ARMC was satisfied with the performance of the external auditors and has recommended the re-appointment of the external auditors for shareholders' consideration and approval at the forthcoming 24th AGM.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	Currently, the Company's ARMC comprises of solely independent directors with the following members:  (i) Mr Chu Chee Peng (Chairman, Independent Non-Executive Director) (Resigned on 31.12.2022) (ii) Datuk Salmah Hayati Binti Ghazali (Chairman, Independent Non-Executive Director) (Appointed on 3.4.2023) (iii) Mr Tang Boon Koon (Member, Senior Independent Non-Executive Director) (iv) Mr Yee Yit Yang (Member, Independent Non-Executive Chairman)

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.5

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The members of the ARMC and the activities undertaken by them during the FYE 2023 are set out in the ARMC Report on page 32 to 34 in Annual Report 2023.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

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

**Practice 10.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board is committed to maintain a sound system of risk management and internal control in the Group. The Board acknowledges its overall responsible for the adequacy, integrity and effectiveness of the Group’s risk management and internal control system.</p> <p>Further details are set out in the Statement of Risk Management and Internal Controls in the Annual Report 2023.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

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

**Practice 10.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The characteristics of the Group's risk management and internal control framework and the adequacy and effectiveness of this framework are disclosed in the Risk Management and Internal Control Statement, which can be found in the Company's Annual Report 2023.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

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

**Practice 10.3 - Step Up**

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

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The Audit Committee and the Risk Management Committee had been merged under one new committee, known as Audit and Risk Management Committee (ARMC) to oversee the risk management function together with the management.  All the members of ARMC are independent directors.

### Intended Outcome

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

### Practice 11.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group's Internal Audit ("IA") function is outsourced and performed by an independent IA firm, namely CAS Consulting Services Sdn. Bhd ("CAS"). The Internal Auditors reports directly to ARMC and has direct access to the Board through the Chairman of ARMC.</p> <p>IA reports annually to ARMC on the effectiveness of the Company's internal controls. The report also provides findings and recommendations for the improvement of the company's internal control.</p> <p>The IA report and subsequent follow-up reports were tabled to the ARMC during its quarterly meeting.</p> <p>Details of the internal audit function are set out in the ARMC Report in the Annual Report 2023.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

## Practice 11.2

The board should disclose–

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group's internal audit function is outsourced to a professional firm named CAS. CAS has sufficient number of audit staffs deployed for the internal audit reviews which comprises a total of three persons.</p> <p>The Internal Auditor is led by Kong June Hon. He is a member of the CA(M), IIA, FCCA, Asean CPA.</p> <p>None of the persons involved have any family relationship with the Directors or the Company which could result in the conflict of interest and/or impairment of the objectivity and independence during the internal audit review.</p> <p>Further details are disclosed in the Audit and Risk Management Committee Report of the Annual Report 2023.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### Intended Outcome

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

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

### Practice 12.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board recognises the need for transparency and accountability to the shareholders as well as other stakeholders of the Company for the performance and operations of the Group. As such, the Board endeavours to ensure that communication with stakeholders is conducted in a regular manner.</p> <p>In providing timely disclosures to the shareholders, all required/material announcements will be released within the stipulated time to Bursa Securities. All announcements to the Bursa Securities and other information about the Company are available on the Company's website which shareholders, investors and the public may access via <a href="http://www.joeholding.com">www.joeholding.com</a>.</p> <p>The Board also provides question and answer session during the AGM as one of the platforms for shareholders to voice up their concerns on the Company's operating environment.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 12.2**

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

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

**Intended Outcome**

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

**Practice 13.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Notice of the 23rd AGM of the Company held in year 2022 was issued more than twenty-eight (28) days prior to the meeting, which served on 29 July 2022 and AGM held on 22 September 2022. This was to ensure that shareholders were given sufficient time to read and consider the resolutions to be resolved.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 13.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board acknowledges its responsibility to engage shareholders and provide meaningful responses to their questions at the AGM. In demonstrating this commitment to shareholders, all the Directors have attended the 23rd AGM which was held fully virtually via online meeting platform in Malaysia on 22 September 2022.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company had conducted the 23rd AGM on a fully virtual basis and entirely via remote participation and voting via Mlabs VGM platform operated by Mlabs Research Sdn Bhd to facilitate remote participation and voting in absentia.</p> <p>In line with the Government's initiative to curb the spread of Covid-19 and Securities Commission's Guidance Note, the Company will continue to conduct its 24th AGM virtually through live streaming and online remote voting using Remote Participation and Voting ("RPV") Facilities from the broadcast venue at Lot 4.1, 4<sup>th</sup> Floor, Menara Lien Hoe, No 8, Persiaran Tropicana 47410 Petaling Jaya , Selangor on Tuesday, 29 August 2023 at 11.00 a.m.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 13.4**

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	During the 23rd AGM, the Chairman successfully established meaningful interactions with the Board of Directors, the Senior Management and the shareholders. All directors and key senior management personnel of the company had attended the 23rd AGM virtually and answered the questions raised by shareholders.  Shareholders have ample time and opportunity to ask questions during the 23rd AGM.
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

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

### Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: <p>The Company had conducted the 23rd AGM on 22 September 2022 on a fully virtual basis and entirely via remote participation and voting by way of online operated by Mlabs Research Sdn Bhd (“<b>Mlabs</b>”).</p> <p>Mlabs was engaged as Poll Administrator to conduct the poll by way of electronic means and had verified the eligibility of shareholders/corporate representatives/proxies to attend the 23rd AGM based on the Record of Depositors as at 8 September 2022 and the cut-off date and time for proxy form submission. This meeting platform was secured exclusively for the members with approved registration for the RPV facility at the 23rd AGM.</p> <p>During the AGM, the Q&amp;A session is an interaction between directors, management and shareholders. Shareholders attending the 23rd AGM have passed on their questions through the Q&amp;A platform.</p> <p>During the live streaming, the shareholders select “<b>Voting</b>” button and indicate their votes for the resolutions that are tabled for voting. The Voting session commenced once the Chairman of the Meeting declare that the voting platform is activated and had announced the completion of the voting session of the 23rd AGM.</p> <p>The poll results were verified by the Scrutineers, CSC Securities Services Sdn Bhd. The poll results of all the resolutions were displayed on the screen during the virtual AGM.</p>
<b>Explanation for departure</b>	:  

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

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



### Intended Outcome

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

### Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	The minutes of the 23rd AGM were reviewed and approved by the Board and uploaded to the company's website.
		Going forward, the company aims to upload meeting minutes to the company's website within the stipulated time so that information can be provided to shareholders in a timely manner.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	:	Choose an item.

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

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

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