

Corporate Governance Overview Statement

The Board of Directors of the Company ("the Board") recognises and subscribes to the importance of the principles and best practices set out in the Malaysian Code on Corporate Governance ("MCCG") as a key factor towards achieving an optimal governance framework and maximising the shareholder value of the Company.

The following report details the manner in which the Group has applied the principles and guidance of good corporate governance set out in the MCCG and except as stated otherwise, its compliance with the same as well as the relevant provisions in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements").

This Corporate Governance Overview Statement makes reference to the following three (3) principles of the MCCG: -

- (a) Board Leadership and Effectiveness;
- (b) Effective Audit and Risk Management; and
- (c) Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders.

The CG Statement is augmented with a Corporate Governance Report ("CG Report"), to comply with Paragraph 15.25(2) of the Listing Requirements to provide a detailed articulation on the application of the Group's corporate governance practices vis-à-vis the MCCG throughout the FYE 2023. The CG Report is available on the Company's website at www.jademarvel.com.my, as well as via an announcement on the website of Bursa Securities at www.bursamalaysia.com.

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

PART I - BOARD RESPONSIBILITIES

The Board has the overall stewardship responsibilities of providing strategic leadership, overseeing the business conduct, identification and management of principal risks, ensuring the adequacy and integrity of internal control systems, establishing a succession plan and developing and implementing an investor relations program.

The Board has delegated specific responsibilities to four (4) committees, namely, the Audit Committee, Remuneration Committee, Nomination Committee and the Risk Management Committee, which discharge the duties and responsibilities within their respective Terms of Reference. The actual decision is the responsibility of the Board after considering the recommendations of the respective committee.

The role of the Chairman and the Managing Director(s) are distinct and separated, in compliance with Practice 1.3 of the MCCG which stated the positions of Chairman and Chief Executive Officer (CEO) are held by different individuals. Each of them has a clearly accepted division of responsibilities and there is a balance of power and authority and no individual has unfettered powers of decision. The Chairman is primarily responsible for ensuring the Board's effectiveness and conduct while the Managing Director has the responsibility for the operational and business units, organizational effectiveness and implementation of the Board policies, directives and strategies.

The Company's Code of Ethics and Code of Conduct are set out in the Group's Employees Handbook, which covers matters in relation to conflict of interest, confidential information, protection of assets and funds, personal gifting and sexual harassment. The directors and employees of the Group are expected to adhere to the standard of ethics and conduct set out therein.

The Company also has in place a Whistleblowing Policy which is aimed at protecting the integrity, transparency, impartiality and accountability where the Group conducts its business operations. The Whistleblowing Policy provides a structured reporting channel and guidance to all employees and external parties to whistleblow without the fear of victimisation. The Whistleblowing Policy is available for access on the Company's intranet and corporate website.

The Board has established clear functions reserved for the Board and those delegated to Management in the Board Charter which serves as a reference point for Board's activities. The Board Charter shall provide guidance for Directors and Management on the responsibilities of the Board, its Committees and the requirements of Directors.

Qualified and Competent Company Secretaries

The corporate secretarial functions of the Company were outsourced to AD-Consult (Penang) Sdn. Bhd. until March 2023 which was changed to Cospec Management Services Sdn. Bhd. ("CMS").

The Board is supported by two qualified and experienced Company Secretaries nominated by CMS, who are qualified to act as Company Secretaries under Section 235(2) of the Companies Act 2016 ("Act") and also are registered holders of the Practising Certificate issued by the Companies Commission of Malaysia.

The Company Secretaries constantly keeps herself abreast with the latest regulatory changes and/or development in corporate governance by attending the necessary training, conferences, seminars and/or workshops to ensure the effective discharge of her advisory role to the Board.

The Board has direct access to the professional advice and services of the Company Secretary when performing their duties and discharging their responsibilities.

Overall, the Board is satisfied with the service and support rendered by the Company Secretary to the Board in the discharge of her functions.

Corporate Governance Overview Statement (Cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART I - BOARD RESPONSIBILITIES (CONT'D)

Anti-Bribery Corruption Policy (“ABC Policy”)

In line with the Malaysian Anti-Corruption Commission (Amendment) Act 2018 (“MACC Act 2018”), the Company has put in place ABC Policy to encourage a culture of integrity and transparency in all of the Group's activities. This policy which adheres to the Listing Requirements and the Guidelines on Adequate Procedures issued pursuant to Section 17A(5) of the MACC Act 2018, generally set out the responsibilities of the Company, all employees of the Group and any other person providing services to the Group, in observing and upholding the Group's position on bribery and corruption and provides key anti-bribery and corruption principles that apply to all interactions with the Group's customers, business partners, and other third parties, as well as guidelines for the prevention, management, and remediation of bribery and corruption related risks.

The ABC Policy will be reviewed at least once in every three (3) years and in accordance with the needs of the Company. The ABC Policy is published on the Company's website at www.jademarvel.com.my.

Directors' Fit and Proper Policy

In line with the new Paragraph 15.01A of the Listing Requirements, the Board had on 14 July 2023 adopted the Directors' Fit and Proper Policy which serves as a guide to the Nomination Committee and the Board in their review and assessment of the potential candidates for appointment to the Board of the Group as well as the retiring Directors who are seeking re-election at the annual general meeting.

The Directors' Fit and Proper Policy shall be reviewed periodically by the Board as it may deem necessary to ensure that they remain consistent with the Board's objectives, current law and practices. The Directors' Fit and Proper Policy is published on the Company's website at www.jademarvel.com.my.

The Board has also adopted the Nomination and Appointment of New Directors Process and Procedures to formalise the process for the nomination and appointment of a new Director to be undertaken by the NC and the Board in discharging their responsibilities in terms of the nomination and appointment of new Directors of the Group.

Sustainability Governance

The Board recognizes the paramount importance of sustainable business practices in fostering long-term value creation and firmly believes that responsible business conduct is a fundamental cornerstone of achieving operational excellence.

To ensure transparency and accountability, the Board ensures that both internal and external stakeholders are well-informed about the Group's sustainability strategies, priorities, targets, and overall performance. This Annual Report serves as a comprehensive articulation of the Company's unwavering commitment to sustainability, outlining the progress and achievements in this vital area.

Recognizing the dynamic nature of sustainability issues, the Board diligently reviewed and approved relevant amendments on 9 May 2023. As part of the annual performance evaluation, the Board now includes an assessment of its members' understanding of sustainability issues, which is deemed critical to the Company's continued growth and success. By doing so, the Board actively fosters a culture of sustainability awareness and responsibility within the organization.

Moreover, the Board remains steadfast in its commitment to regularly review and enhance the Company's sustainability practices, ensuring they align with industry best practices and ever-evolving global standards. By doing so, the Board reaffirms its dedication to creating enduring value for all stakeholders, including employees, customers, investors, communities, and the environment.

As we move forward, the Board will continue to champion sustainable practices and innovative approaches, recognizing that they are not only essential for the Group's long-term success but also contribute positively to the broader well-being of society and the planet. Our collective efforts and unwavering commitment to sustainability will steer the Company towards a future of responsible growth and positive impact

PART II – BOARD COMPOSITION

The Board of Directors and Board Balance

The current Board consists of eight (8) members, comprising three (3) Executive Directors and five (5) Independent Non-Executive Directors which is in compliance with paragraph 15.02 of the Listing Requirements in respect of the board composition.

The Board currently has two (2) female Board members which reflects the Board's commitment to achieving a more gender diversified Board.

The Board members with a diverse wealth of experience as well as skills and knowledge, which include accountancy, finance, technical, real estate development and property management. A brief profile of each Director is presented in the Directors' Profile of this Annual Report. The presence of the Independent Non-Executive Directors is particularly important to provide independent advice and judgment to ensure a balanced and unbiased decisions making process and takes into account the long term interests of the Group as well as to safeguard the interest of its shareholders.



Corporate Governance Overview Statement (Cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART II – BOARD COMPOSITION (CONT'D)

Reinforce the Independence of The Board

The Board undertakes an annual assessment of the independence of its Independent Directors. The Board, through the Nomination Committee, has established a set of criteria for the independent assessment, mainly focusing on the background, economic and family relationships of the Independent Directors, and considering whether the Independent Directors can continue to bring independent and objective judgement to Board deliberations.

During the FYE 2023, the Nomination Committee had assessed the Independent Directors and found that there were no circumstances that could interfere with such Director's exercise of independent judgement. The Board is satisfied with the level of independence of all Independent Directors and would recommend such Directors to continue serving on the Board.

The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. However, if the Board intends to retain a Director who has served as an Independent Director for a cumulative term of more than nine (9) years, the Board must justify its decision and seek the shareholders' approval through a two-tier voting process at a general meeting. As at to-date, the Board has carried out an assessment of the Independent Directors, and none of the Independent Directors on the Board has served in their capacity for a cumulative of more than nine (9) years.

Nomination Committee

The Nomination Committee comprises the following Directors:-

Calvin Lau, Chairman
Independent and Non-Executive Director

Tan Su Hang, Member
Independent and Non-Executive Director

Seah Yee Teng, Member
Independent and Non-Executive Director

The Nomination Committee is empowered by the Board and its terms of reference to propose new nominees for the Board's approval. The Committee also assesses the effectiveness and performance of the Board as a whole, the Committees of the Board and the individual assessment of Board Members. The activities undertaken by the Nomination Committee is disclosed in the CG Report.

Appointment of Directors

The Company has in place a formal procedure for the appointment of new Directors. All new nominees to the Board, will first be reviewed and considered by the Nomination Committee before the proposed appointment is recommended to the Board for approval.

Re-election of Directors

In accordance with the Constitution of the Company, all Directors who are appointed by the Board are subject to re-election by shareholders at the Company's next Annual General Meeting ("AGM") after their appointment. The Constitution also provides that one-third of the Directors for the time being shall, retire from office and provided always that all Directors shall retire from office at least once in every three (3) years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election. The election of each Director is voted on separately.

Foster Commitment of The Directors

The Board meets at least four (4) times a year, scheduled in advance before the end of the preceding financial year to facilitate the Directors in planning their meeting schedule for the year. Additional meetings are convened when urgent and important decisions need to be made between scheduled meetings. Board and Board Committees' papers are prepared by Management to provide relevant facts and analysis for the convenience of Directors. The agenda, relevant reports and Board papers are furnished to the Directors and Board Committee members in advance to allow for sufficient time for Directors to promote effective discussions and decision-making during meetings. At the quarterly Board meetings, the Board reviews the business performance of the Group and discusses major operational and financial issues. The Chairman of the Audit Committee informs the Directors at each Board meeting of any salient matters noted that require the Board's notice or direction. All pertinent issues discussed at Board meetings in arriving at the decisions and conclusions are properly recorded by the Company Secretary by way of minutes of meetings.

Corporate Governance Overview Statement (Cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART II – BOARD COMPOSITION (CONT'D)

Board Meetings

The Board met nine (9) times during the financial year ended 31 March 2023. The attendance records of the Directors are disclosed as follows:-

Directors	Attendance
Datuk Abdul Shukor Bin P A Mohd Sultan	9/9
Calvin Lau	9/9
Chong Wei Chuan (Appointed on 07.09.2022)	3/3
Seah Yee Teng (Appointed on 07.09.2022)	3/3
Ng Yeng Yeng (Appointed on 08.09.2022)	3/3
Ng Sew Wai (Appointed on 23.05.2023)	-
Dato' Sri Ng Shi Zhi (Appointed on 25.05.2023)	-
Tan Su Hang (Appointed on 30.05.2023)	-

Directors' Training

All the Directors have successfully completed the Mandatory Accreditation Programme as prescribed by the Listing Requirements. The Directors will continue to undergo other relevant training program to further enhance their skills and knowledge to effectively discharge their duties as Directors. The Board of Directors also received updates and briefings, particularly on regulatory, changes in the regulatory framework, and industry technology, including information on significant changes in business risks and procedures, accounting, construction and property development activities.

Throughout the financial year under review, the Directors attended various training programs covering areas that included relevant industry updates, new developments in the business environment and financial updates which they have, collectively or individually, considered as useful in discharging their stewardship responsibilities. For the year under review, the Directors attended the following conference seminars and training programs:-

Name of Directors	Course Title
Datuk Abdul Shukor Bin P A Mohd Sultan	3 rd Malaysia Tax Policy Forum
Ng Yeng Yeng	Bursa Malaysia Mandatory Accreditation Programme (MAP)
Seah Yee Teng	Mandatory Accreditation Programme for Directors of Public Listed Companies

PART III – REMUNERATION

Remuneration Committee

The Remuneration Committee comprises the following directors:-

Calvin Lau, Chairman
Independent and Non-Executive Director

Tan Su Hang, Member
Independent and Non-Executive Director

Seah Yee Teng, Member
Independent and Non-Executive Director

The Remuneration Committee is responsible for recommending the remuneration framework for Directors as well as the remuneration packages of the Board. The determination of remuneration packages of Directors is a matter for the Board as a whole. Individuals concerned are required to abstain from deliberations of their own remuneration. Directors' fees are approved at the AGM by the shareholders.

Corporate Governance Overview Statement (Cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART III – REMUNERATION (CONT'D)

Remuneration Committee (Cont'd)

The detailed disclosure of the remuneration breakdown of each Director for the FYE 2023 is as follows:-

Name of Directors	Remuneration received from the Company		Remuneration received from the Subsidiaries		Total (RM)
	Fees (RM)	Salaries, Bonuses, EPF & Other Emoluments (RM)	Fees (RM)	Salaries, Bonuses, EPF & Other Emoluments (RM)	
Executive Directors					
Chong Wei Chuan	5,250	1,000	-	112,193	118,443
Dennis Chung Vui Ming (resigned on 23 May 2023)	9,000	2,500	-	564,125	575,625
Ng Yeng Yeng	5,250	1,000	-	11,300	17,550
Ng Sew Wai (appointed on 23 May 2023)	-	-	-	-	-
Non-Executive Directors					
Datuk Abdul Shukor Bin P A Mohd Sultan	24,000	2,500	-	-	26,500
Calvin Lau	9,000	2,000	-	-	11,000
Seah Yee Teng	5,250	1,000	-	-	6,250
Tan Yen Yeow (resigned on 31 May 2023)	19,000	5,000	-	-	24,000
Loh Seong Yew (resigned on 6 June 2023)	19,000	2,500	-	-	21,500
Dato' Sri Ng Shi Zhi (appointed on 25 May 2023)	-	-	-	-	-
Tan Su Hang (appointed on 30 May 2023)	-	-	-	-	-
Total	95,750	17,500	-	687,618	800,868

The Remuneration Committee had met once and was attended by all members for the financial year under review.

Remuneration of Key Senior Management

The Board is of the view that the disclosure of the Key Senior Management's remuneration components on a named basis would not be in the best interest of the Company as it may be detrimental to the Company's human resources management due to the competitive nature of talents within the construction industry.

The Board also took into consideration of sensitivity and security of the remuneration packages of key senior management, hence, opts not to disclose on a named basis the remuneration or in bands of RM50,000.00 for the Key Senior Management.

PRINCIPLE B – EFFECTIVENESS AUDIT AND RISK MANAGEMENT

PART I - AUDIT COMMITTEE ("AC")

The details on the composition, Terms of Reference and summary of activities of the AC are set out in the AC Report of this Annual Report.

None of the members of AC were a former partner of the external audit firm of the Company and in order to uphold utmost independence, the Board has no intention to appoint any former key audit partner as a member of the AC.

The Board maintains a transparent and professional relationship with the Group's External Auditors through the AC. The criteria for the External Auditors' assessment include quality of services, the sufficiency of resources, communication and interaction, audit planning, independence, objectivity and professional skepticism. In determining the independence of the external auditors, the AC reviewed and assessed all aspects of their relationships with them including the processes, policies and safeguards adopted by the Group and the external auditors relating to audit independence. The AC also reviewed and assessed the external auditor's performance and independence.

Corporate Governance Overview Statement (Cont'd)

PRINCIPLE B – EFFECTIVENESS AUDIT AND RISK MANAGEMENT (CONT'D)

PART I - AUDIT COMMITTEE (“AC”) (Cont'd)

The AC meets the External Auditors to review the scope and adequacy of the audit process, updates on the financial reporting standards, the financial statements and their audit findings.

In addition, the External Auditors are invited to attend the Company's AGM so that they are available to answer any questions from shareholders on the conduct of the statutory audit and the contents of the Annual Audited Financial Statements.

PART II – RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

Financial Reporting

The Board is responsible for ensuring that the financial statements give a true and fair view of the state of affairs of the Group and of the Company as at the end of the financial year. This shall include their operation results and cash flows for the year then ended as well. In preparing the financial statements, the Directors have ensured that applicable approved Malaysian Financial Reporting Standards for entities other than private entities issued by the Malaysian Accounting Standards Board and the provisions of the Companies Act 2016 have been applied.

The Board is assisted by the AC to oversee the Group's financial reporting process and the quality of its financial reporting. The AC, comprising wholly Independent Non-Executive Directors ensures that the financial statements of the Group and Company comply with applicable financial reporting standards in Malaysia.

Relationship with External Auditors

The Board and the AC have always maintained a professional and transparent relationship with the external auditors in seeking professional advice and ensuring compliance with appropriate accounting standards. The external auditors are expected to report their findings directly to the AC and to discuss with the Board matters that necessitate the Board's attention.

AC meets with external auditors at least twice annually or whenever deemed necessary to discuss their audit plans, audit findings and their reviews of the financial statements. The AC also reviews and assesses the objectivity, independence and competency of the external auditors touching on quality of service, experience and expertise and made its recommendations to the Board. The external auditors have confirmed and provided their written assurance to the AC that they have not identified any breach of independence and are in compliance with the independent requirements set out in the by-laws (on Professional Ethics, Conduct and Practice) for Professional Accountants of Malaysian Institute of Accountants. In addition, the external auditors will be attending the Annual General Meeting, and are available to clarify and answer shareholders' questions on their conduct of audit.

Risk Management and Internal Audit Function

Recognising the importance of risk management, the Board continuously reviews the Group's risk management and internal control procedures to identify and assess key risks and controls and management's plans to mitigate or eliminate the significant risks identified.

The Board engaged an independent professional accounting and consulting firm to carry out the independent internal audit functions which are reports directly to the AC. Through the AC, the Board has established a transparent relationship with the internal auditors. Details of the Company's internal control system and its framework including the scope of work during the financial year under review are provided in the Statement on Risk Management and Internal Control of this Annual Report.

PRINCIPLE C – INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

PART I – ENGAGEMENT WITH STAKEHOLDERS

The Board recognises the need for comprehensive, timely and accurate disclosures of all material Company information to the public so as to ensure a credible and responsible market in which participants conduct themselves with the highest standards of due diligence and investors have access to timely and accurate information to facilitate the evaluation of securities.

The Company also maintains a corporate website at www.jademarvel.com.my whereby shareholders and the public may access the latest information on the Group. Alternatively, they may obtain the Company's latest announcements such as quarterly financial results, annual reports, relevant circulars and corporate announcements via the Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com.

Corporate Governance Overview Statement (Cont'd)

PRINCIPLE C – INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (CONT'D)

PART I – ENGAGEMENT WITH STAKEHOLDERS (CONT'D)

Relationship with Shareholders

The Board recognises the need for transparency and accountability to the Company's shareholders as well as regular communication with its shareholders, stakeholders and investors on the performance and major developments in the Company. Notice of the Annual General Meeting and Annual Report are sent out with sufficient notice before the date of the meeting. The Explanatory Notes on the proposed resolution under Special Business are provided to help the shareholders to decide on their vote on the resolution. Where Extraordinary General Meetings are held to obtain shareholders' approval on certain business or corporate proposals, comprehensive circulars to shareholders would be sent within prescribed deadlines in accordance with regulatory and statutory provisions.

All shareholders, including private investors, have an opportunity to participate in discussions with the Board on matters relating to the Company's operation and performance at the Company's AGM.

PART II – CONDUCT OF GENERAL MEETINGS

AGM

The AGM is the principal forum for dialogue and interaction with its shareholders. Shareholders are encouraged to participate in discussions pertaining to the operations and financial aspects of the Group. The Board members are available to respond to all queries and undertake to provide clarification on issues raised by shareholders. The External Auditors are also present to provide their professional and independent clarification on queries raised by shareholders.

Shareholders are invited to ask questions regarding the resolutions being proposed before putting a resolution to vote as well as matters relating to the Group's operations in general. All the resolutions set out in the Notice of the AGM were put to vote by poll and were duly passed. The outcome of the AGM was announced to Bursa on the same day.

STATEMENT BY THE BOARD ON CORPORATE GOVERNANCE STATEMENT

The Board has deliberated, reviewed and approved this Statement. The Board considers and is satisfied that to the best of its knowledge, the Company has fulfilled its obligations under the MCCG, the relevant chapters of the Listing Requirements on corporate governance and all applicable laws and regulations throughout the FYE 2023, except for the departures set out in the CG Report.

The Board shall continue to strive for high standards of corporate governance throughout the Group, and the highest level of integrity and ethical standards in all of its business dealings.