

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“the Board”) of the Company recognizes the importance of upholding high standards of corporate governance to safeguard stakeholder interests and enhance shareholder value. The Board considers transparency, accountability, integrity and sustainability as the four fundamental pillars of good corporate governance. Accordingly, the Board embeds a strong governance culture throughout the Group, one that reflects the Group’s value and commitment to sound governance practices, as key driver for sustainable strategic growth.

This Statement provides an overview of the Company’s application of the Principles and Practices set out in the Malaysian Code on Corporate Governance (“MCCG”) and the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) for the financial year ended 30 June 2026 and up to the date of this statement.

The detailed application of each Practice during the financial year under review are disclosed in the Corporate Governance Report 2026, which is available on the Company’s website at www.jayatiasa.net

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

I. BOARD

Roles and Responsibilities

The Board is ultimately responsible for the long-term success of the Group and the delivery of sustainable value to shareholders. It sets the Group’s strategic direction, oversees the performance of the business, and ensures effective governance, risk management and internal controls.

Directors are expected to act with integrity and exercise due care, skill and diligence in all decision-making. In fulfilling their fiduciary duties, Directors stay informed on key developments affecting the Group, including material sustainability risks and opportunities. The Board has adopted a Conflict of Interest Policy to manage and mitigate any actual or potential conflicts that may arise in the course of its work.

The Board’s authority and responsibilities are formalised in the Board Charter, which outlines matters reserved for Board approval, the roles of the Chairman and Chief Executive Officer (“CEO”), as well as the responsibilities of Executive and Non-Executive Directors. The Board Charter is available on the Company’s website at www.jayatiasa.net.

The Board has also adopted a Directors’ Fit and Proper Policy that outlines the criteria for the appointment and re-election of Directors, ensuring alignment with regulatory requirements and the Group’s governance expectations.

Key responsibilities of the Board include:

- Setting strategic plans that incorporate environmental, social and governance priorities;
- Overseeing the operations of the Group;
- Ensuring effective internal control and risk management;
- Approving key financial matters, including quarterly and annual financial results, investments, divestments and capital expenditures; and
- Promoting transparent communication and engagement with stakeholders.

A schedule of matters reserved for Board deliberation is in place to ensure the Board retains control over significant decisions.

Board Committees

The Board is supported by four standing Committees:

- Audit Committee
- Nomination Committee
- Remuneration Committee
- Group Sustainability Committee

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Each Committee operates under a clearly defined Terms of Reference approved by the Board. These Committees conduct meetings independently, with their respective Chairpersons reporting recommendations to the full Board. Decision-making authority, however, remains with the Board.

Separation of Roles: Chairman and CEO

The roles of the Chairman and CEO are clearly separated and held by different individuals to uphold effective governance.

- The Chairman provides leadership to the Board, ensures effective conduct of meetings and fosters robust discussions without dominance by any single Director. He ensures meaningful shareholder engagement between the Board and senior management during general meetings. The Chairman is not a member of any Board Committee.
- The CEO is responsible for the execution of the Group's strategies and the day-to-day operations of the business.

Company Secretary

The Board is supported by a qualified and experienced Company Secretary, who is a Fellow

of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA). The Company Secretary plays an advisory role, providing guidance on statutory, regulatory and governance matters relating to the Directors' duties and responsibilities. All Directors have unrestricted access to the services of the Company Secretary.

Ethical Governance

The Board has established a Code of Conduct and Ethics, applicable to all Directors and employees, which outlines expectations around integrity, anti-corruption, conflicts of interest, insider trading, asset protection and regulatory compliance.

An Anti-Bribery and Corruption Policy reinforces the Group's zero-tolerance stance on bribery and provides clear guidance to directors, employees and associated persons. A Whistleblowing Policy is also in place to encourage the reporting of misconduct through confidential channels, without risk of reprisal.

The Code of Conduct and Ethics, Anti-Bribery and Corruption Policy and Whistleblowing Policy are publicly available at www.jayatiasa.net.

Meeting Attendance and Commitment

The Board and Board Committee meetings are scheduled annually in advance to ensure availability. Directors receive agenda and materials at least five (5) business days before the meetings.

During the financial year ended 30 June 2026, a total of four (4) Board meetings were held. The attendance was as follows:

Director	Attendance
Tan Sri Dato' Sri Mohamad Fuzi Bin Harun	4/4
Dato' Jin Kee Mou	4/4
Datuk Wira Tiong Chiong Hee	4/4
Ms Clara Tiong Siew Ee	4/4
Dato' Sri Dr Tiong Ik King	4/4
Mdm Tiong Choon	4/4
Dato' Wong Lee Yun	4/4
Mr Yong Voon Kar	4/4
Tuan Haji Ikhwan Bin Haji Zaidel	4/4

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All Directors comply with the Listing Requirements of Bursa Malaysia which limit the number of listed company directorships to five (5) to prevent overcommitment.

The Company continues to leverage virtual and hybrid platforms for the Board and Board Committee meetings to ensure participation and effective engagement.

Directors' Training

All Directors had completed the Mandatory Accreditation Programmes (MAP I & II) and shall continue to enhance their knowledge in areas relevant to their duties and responsibilities through various courses and forums.

The training topics, briefings and conferences attended by the Directors during the financial year are as follows:

Director	Title of Topic
Tan Sri Dato' Sri Mohamad Fuzi Bin Harun	<ul style="list-style-type: none"> The Journey into the AI Age: Game Changer for Your Digital Transformation Era Leading the Cybersecurity Frontier Strategies & Solutions Talent Strategy & Talent Excellent Facilitator The Chairpersons' Circle: Excellence In Board Leadership
Dato' Jin Kee Mou	<ul style="list-style-type: none"> Generative AI for Plantation Estate Management Construction Work, Design and Management (CDM) Regulations 2024 SOPPOA – Government Engagement Forum 2025 Fire Prevention Awareness Program Anti-Bribery & Anti-Corruption & Corporate Liability under MACC Act Section 17A
Datuk Wira Tiong Chiong Hee	<ul style="list-style-type: none"> SOPPOA – Government Engagement Forum 2025 Anti-Bribery & Anti-Corruption & Corporate Liability under MACC Act Section 17A
Ms Clara Tiong Siew Ee	<ul style="list-style-type: none"> Strategic Oversight in Strategy Implementation: Getting Execution Right at the Board Level Construction Work, Design and Management (CDM) Regulations 2024 Anti-Bribery & Anti-Corruption & Corporate Liability under MACC Act Section 17A
Dato' Sri Dr Tiong Ik King	<ul style="list-style-type: none"> AiRTS – Amazon Web Services: Turbocharging Productivity with GenAI Twin Forensic Accounting and Investigation
Mdm Tiong Choon	<ul style="list-style-type: none"> Climate Reporting: TCFD & IFRS S2 AI Development Briefing AI Briefing by Huawei Climate Resilience & Financial Modelling SORMIC Guide 2025 - What it is all about and its implications to the MCIL Group, Directors, Management & Auditors, including overview of Section 17A of the MACC Act, 2009 Malaysia-China Entrepreneurs Wealth Creation Forum The Chairpersons' Circle: Excellence In Board Leadership

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Director	Title of Topic
Dato' Wong Lee Yun	<ul style="list-style-type: none"> Stamp Duty: Recent developments and what businesses need to do to prepare for self-assessment and audits Leading for Impact (LIP) Alumni Sharing and Networking Session FIDE Forum Panel Discussion: Economic Outlook for the Asia-Pacific Region: Global Context and Regional Landscape Reporting transformation: Redesigning financial statements presentation - MFRS 18 Presentation and Disclosure in Financial Statements IERP Director's Networking Group: Boardroom Radar: AI, Geopolitics and the Risks on the Horizon
Mr Yong Voon Kar	<ul style="list-style-type: none"> Climate Reporting: TCFD & IFRS S2 AI Development Briefing AI Briefing by Huawei Boardroom Blindspots – How our perceptions of risk influence boardroom effectiveness organized by the Institute of Corporate Directors Malaysia Climate Resilience & Financial Modelling 2026 Budget and Tax Conference organized by Ernst & Young Malaysia National OGSE Blueprint Forum 2025 organized by the Malaysia Petroleum Resources Corporation (MPRC) SORMIC Guide 2025 – What it is and implications to directors, management and auditors including an overview of Section 17A of the MACC Act, 2009 CA ANZ Asia Regional Webinar: Deloitte Finance Trends 2026 organised by CA ANZ, Singapore CA ANZ Webinar: Navigating MFRS 18 and the Future of Finance
Tuan Haji Ikhwan Bin Haji Zaidel	<ul style="list-style-type: none"> The Chairpersons' Circle: Excellence In Board Leadership

II. BOARD COMPOSITION

Board Structure and Diversity

The Board comprises nine (9) members, including:

- Three (3) Executive Directors
- Six (6) Non-Executive Directors, of which three (3) or 33% are Independent Directors

While this structure complies with Bursa Malaysia's MMLR, it is a departure from Practice 5.2 of the MCCG, which recommends that at least 50% of the Board be independent.

The Board values diversity in experience, age, gender and industry knowledge. It currently has three (3) female Directors, exceeding the company's

Board Diversity Policy target of at least two (2), as well as the MMLR requirement of at least one (1) woman director.

The profile of the Directors are presented on pages 20 to 24 of this annual report.

Board Independence

Independent Directors contribute impartial perspectives and ensure checks and balances. They play an important role in protecting the interests of stakeholders, particularly the minority shareholders. The independence of these Directors is assessed annually in accordance with Bursa Malaysia's criteria.

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Re-election of Directors

Re-election of Directors is governed by the Company's Constitution:

- One-third of Directors retire by rotation annually (Article 81)
- Newly appointed Directors must retire and seek re-election at the next Annual General Meeting ("AGM") (Article 85)

Nomination Committee

The Nomination Committee ("NC") recommends suitable candidates for Board appointment, oversees the Board composition, assesses effectiveness, reviews independence and recommends the re-election of Directors. All evaluations are documented.

A summary of key activities of the NC during the financial year 2026 and up to the date of this Statement is as follows:

- reviewed the Board composition based on the required mix of skills, experience, age, knowledge and diversity;
- assessed the effectiveness of the Board as a whole and the Board Committees;
- evaluated the performance and contribution of individual Directors;
- reviewed and assessed the independence of Independent Non-Executive Directors;
- reviewed and recommended the re-election of Directors who were due for retirement by rotation for shareholders' approval at the forthcoming AGM and
- noted the re-election of subsidiaries' Directors at the subsidiaries' forthcoming AGM.

Board Evaluation

An annual evaluation conducted by the NC on 27 August 2026 confirmed that the Board, Board Committees and individual Directors possess the requisite competencies and continue to perform effectively.

The NC is satisfied that the retiring Directors, namely Mdm Tiong Choon and Tuan Haji Ikhwan Bin Haji Zaidel who had completed their Declaration

of Fit and Proper in line with the Directors' Fit and Proper Policy should be re-elected. Accordingly, the Board recommended the re-election of Mdm Tiong Choon and Tuan Haji Ikhwan Bin Haji Zaidel for shareholders' approval at the forthcoming AGM. In line with Practice 5.7 of MCCG, the Board had provided a statement to support the re-appointment of Mdm Tiong Choon and Tuan Haji Ikhwan Bin Haji Zaidel in the Notice of AGM. Dato' Sri Dr Tiong Ik King, who is also retiring as a Director, has indicated that he will not be seeking re-election and will retire from the Board upon the conclusion of the 66th AGM.

The NC also assessed the independence of the Independent Non-Executive Directors for the financial year and concluded that all of them had satisfied the independence criteria set out in the Listing Requirements of Bursa Malaysia. They are able to continue to provide independent judgement and objective views to the Board.

III. REMUNERATION

The key responsibility of the Remuneration Committee ("RC") is to review and recommend to the Board the overall framework and remuneration packages, including performance-related pay scheme, for the Executive Directors. The objective is to attract, retain and motivate qualified leaders who can contribute to long-term value creation.

During the financial year and up to the date of this Statement, the RC reviewed and recommended the remuneration packages for the CEO and Executive Directors, aligned with individual and Company performance, as well as market rate in comparable companies.

Executive Directors receive salary, performance-based bonuses and other benefits.

Non-Executive Directors receive fees and allowances that commensurate with their roles and responsibilities.

Directors do not participate in deliberations regarding their own remuneration.

The Company's Policies and Procedures on Remuneration are available at www.jayatiasa.net.

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Details of the Directors' Remuneration for the financial year ended 30 June 2026 distinguishing between executive and non-executive Directors are set out below:

Category	Salary RM	Fees RM	Bonus RM	Other Emoluments RM	Total RM
Executive Directors (ED)					
Dato' Jin Kee Mou	792,000	-	811,428	286,446	1,889,874
Datuk Wira Tiong Chiong Hee	690,000	-	556,190	190,005	1,436,195
Clara Tiong Siew Ee	552,000	-	444,952	145,104	1,142,056
Total ED's Remuneration	2,034,000	-	1,812,570	621,555	4,468,125
Non-Executive Directors (Non-ED)					
Tan Sri Dato' Sri Mohamad Fuzi Bin Harun	-	115,000	-	120,320	235,320
Dato' Sri Dr Tiong Ik King	-	115,000	-	8,000	123,000
Tiong Choon	-	122,000	-	8,000	130,000
Dato' Wong Lee Yun	-	139,000	-	188,000	327,000
Yong Voon Kar	-	156,000	-	8,000	164,000
Tuan Haji Ikhwan Bin Haji Zaidel	-	141,000	-	8,000	149,000
Total Non-ED's Remuneration	-	788,000	-	340,320	1,128,320
Total for the year ended 30 June 2026	2,034,000	788,000	1,812,570	961,875	5,596,445

None of the Directors of the Company received remuneration from any subsidiary within the Group during the financial year.

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

I. AUDIT COMMITTEE

The Audit Committee ("AC") plays a critical role in supporting the Board in maintaining the integrity of the Company's financial reporting and internal control. The AC comprises three (3) members: two (2) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director. The Committee is chaired by Mr Yong Voon Kar, an Independent Non-Executive Director who is not the Chairman of the Board, in line with best governance practices.

Details regarding AC's composition, terms of reference, meeting attendance, and activities undertaken during the financial year are disclosed in the Audit Committee Report of this Annual Report.

In accordance with Practice 9.2 of the MCCG, the AC's Terms of Reference include a policy that requires a three-year cooling-off period before any former key audit partner can be appointed to the Committee.

This policy serves to uphold the independence and objectivity of the AC.

To further safeguard auditor independence, the Board, through the AC, has adopted an Auditor Independence Policy. This policy outlines the criteria for assessing the suitability and independence of external auditors and sets approval thresholds for the provision of non-audit services which require prior approval from the AC.

II. RISK MANAGEMENT AND INTERNAL CONTROL

The Board affirms its commitment and responsibility for the Group's system of risk management and internal control. This includes establishing an appropriate internal control environment and Risk Management Framework ("RM Framework") as well as reviewing its adequacy and effectiveness. The risk management and internal control system

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covers, inter alia financial, operational, sustainability and regulatory compliance controls to safeguard shareholders' investments and the Group's assets.

The Board through the Risk Management Committee provides a platform to drive risk management activities guided by the Group RM Framework and Policy. This ensures the proactive identification of emerging risks and opportunities, alongside the implementation of effective controls and risk treatment strategies.

The details of the RM Framework and its associated initiatives undertaken during the financial year are set up in the Statement on Risk Management and Internal Control of this Annual Report.

Internal Audit Function

The Company has in place an in-house internal audit

department ("IAD") which reports directly to AC.

The primary function of IAD is to assist AC in discharging its oversight role in assuring the adequacy and effectiveness of the Group's system of internal control. The AC approves the annual audit plan. The internal audit function adopts a risk-based approach in executing the internal audit plan that focuses on major business units and operations within the Group. The audit plan also incorporates sustainability-related reviews, covering environmental compliance, safety management, and anti-bribery and corruption measures alongside cybersecurity audit to provide independent assurance on ESG and digital controls.

Details of the work of the Internal Audit Function are set out in the AC Report of this Annual Report.

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

I. COMMUNICATION WITH STAKEHOLDERS

The Board recognises the importance of transparent, timely, and effective communication with all stakeholders, including shareholders, institutional investors, analysts and the general public.

The Company maintains an Investor Relations function to facilitate regular engagement with investors and the financial community. Material information, including financial performance and updates, is disclosed in a timely manner through announcements to Bursa Malaysia and the Company's website.

Key communication channels include:

- Quarterly financial result announcements to Bursa Malaysia;
- Monthly and quarterly production figure disclosures;
- Corporate announcements and circulars;
- Annual Reports and General Meetings;
- Ongoing dialogues with investors, analysts, and industry stakeholders;
- Company website: www.jayatiasa.net, which provides access to financial information, annual reports, stock prices and investor updates; and
- Dedicated email contact: inquiry@jayatiasa.net for stakeholder enquiries.

II. CONDUCT OF GENERAL MEETINGS

The AGM serves as the primary platform for shareholder engagement, allowing shareholders to review the Group's performance and raise questions directly with the Board and Senior Management.

The notice and agenda for the 2025 AGM, held on 28 November 2025, were issued 28 days in advance in compliance with regulatory requirements, allowing shareholders ample time to prepare and participate.

All Board members, the external auditors and members of Senior Management were present and engaged with shareholders during the meeting.

Shareholders were invited to submit questions both prior to and during the AGM. The minutes of the meeting, along with responses to key questions, were uploaded to the Company's website within 30 days of the AGM.

All resolutions tabled at the AGM were put to vote by poll, in compliance with Bursa Malaysia's Listing Requirements. An independent Scrutineer was appointed to verify the results, ensuring transparency and accuracy of the voting process.

This Statement was approved by the Board on 22 October 2026.