



JAYCORP BERHAD
(Company No. 459789-X)

DIRECTORS' ASSESSMENT POLICY

1. Introduction

This policy sets out the criteria which are to be used in the assessment of Directors, the Managing Director (“MD”) and senior management of Jaycorp Berhad (“Jaycorp” or the “Company”).

2. Criteria

2.1. The Nomination Committee (“NC”) has developed the following criteria to be used in the assessment of the Board and Board Committees:

2.1.1. Board structure :

- Should have members with the right mix of skills and experience; and
- Should resolve the potential areas of conflicts that may impair the independence of the Independent Directors.

2.1.2. Board operations :

- Should hold board meetings with appropriate frequency;
- The information is adequately provided to help Directors understand the important issues and trends in the business prior to board meetings for good decision-making; and
- The board meetings should be carried out in an open communication environment with meaningful participation and timely and constructive resolution of issues.

2.1.3. Board roles and responsibilities:

- Should understand its role, authority and priorities.

2.1.4. Board Chairman’s role and responsibilities :

- Should build healthy boardroom dynamics and deal effectively with any arising dissension and work constructively towards consensus; and
- Should oversee an effective decision-making process and ensure crucial alternatives are considered.

2.1.5. Board Committees :

- Should have the right composition; and
- The members of the committees should have sufficient and relevant expertise in fulfilling their roles.



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- 2.2. The NC has developed the following criteria to be used in the assessment of Directors:
 - 2.2.1. Strategic, character, experience, integrity, ethical and value-driven, competence, capability, commitment including time commitment; and
 - 2.2.2. Any other criteria contained in the Board Charter and the Board Committees' Terms of Reference.
- 2.3. The Independent Director is subjected to the following criteria:
 - 2.3.1. Should comply with the definition of Independent Director under Paragraph 1.01 of the Listing Requirements of Bursa Malaysia Securities Berhad and any other criteria determined by the NC.
 - 2.3.2. The tenure of an Independent Director should not exceed a consecutive period of nine years or a cumulative period of nine years with intervals.

3. Procedure for Board Performance Assessment

- 3.1. The NC seeks input from each Director separately in relation to:
 - 3.1.1. the performance of the Board, Board Committees, Chairman of the Board and other Directors;
 - 3.1.2. the performance of the MD and senior management; and
 - 3.1.3. their own performance.
- 3.2. Such performance assessment should consider both quantitative and qualitative parameters against the criteria set in this policy;
- 3.3. The Chairman of Board and NC should collect and collate the inputs received and provide an overview report for discussion by the Board;
- 3.4. The Board's performance assessment should be conducted on an annual basis and the results of the performance assessment should be documented.

4. Continuing Training Programme

- 4.1. The Board or individual Directors should attend the relevant training programmes, seminars and forums to enhance their skills and knowledge.
- 4.2. The Board should analyse the training needs of each individual Director on an annual basis.



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5. Disclosure

The Board should disclose how it has conducted the performance assessment of the Board, MD and senior management in the annual report.

6. Periodic Review and Disclosure

This policy shall be reviewed by the NC annually.

This Policy is dated 13 November 2013.