Risk Committee receives quarterly reports on internal audit plans, audit findings, implementation plans and Astra group's top risks from GANRA.

External Audit

For 2024, the Audit & Risk Committee made recommendations to the Board on the re-appointment of JC&C's external auditor, PricewaterhouseCoopers ("**PwC**"), and the remuneration to be paid to them.

JC&C has complied with Rule 713 of the SGX-ST Listing Manual, which requires the rotation of the external audit partner-in-charge.

The Audit & Risk Committee also approved audit plans for the external audit and reviewed the adequacy, effectiveness, independence, scope and results of the external audit. It met with the external auditor to discuss significant accounting and auditing issues arising from its audit, other audit findings and recommendations.

As per its yearly practice, the Audit & Risk Committee met with both internal and external auditors without the presence of management to discuss matters that the Audit & Risk Committee or auditors believe should be discussed privately.

Review of Results Announcements and Interim Management Statements

The Audit & Risk Committee serves as an independent party to review financial information prepared by management for shareholders, as well as the channel of communication between the Board and external auditors.

In 2024, before announcing the half year and full year results, the Audit & Risk Committee and JC&C's senior management reviewed the Group's financial information to ensure that it was properly presented and that appropriate accounting policies had been applied in preparing the financial information. Interim management statements for the first and third quarters were also reviewed before they were announced to ensure sufficient information was presented.

Non-audit Services by External Auditor

In 2024, the Audit & Risk Committee reviewed the range and value of the non-audit services provided by the external auditors of JC&C and its principal subsidiaries. The Audit & Risk Committee was satisfied that the provision of such services had not affected the independence of the external auditors. The breakdown of the 2024 fees is as follows:

	US$m
Total fees for audit services	8.1
Total fees for non-audit services	1.8
Total fees	9.9

JC&C has complied with Rules 712 and 715 of the SGX-ST Listing Manual with regards to the auditing firms.

RISK MANAGEMENT REVIEW

Executive management oversees the implementation of the systems of internal control within the Group's operating companies, the responsibility for which rests with each company's board and its executive management.

The Group has an established risk management process that is reviewed regularly and covers all business units. This includes the maintenance of risk registers that detail the emerging and existing risks to the future success of the business and the relevant key controls and mitigating factors that address those risks. These are reviewed on a regular basis.

Risk Governance Structure

Each business unit is responsible for:

- Identifying and assessing principal risks and uncertainties to which it is exposed;
- Implementing the most appropriate actions to mitigate and control those risks to an acceptable level;
- Providing adequate resources to minimise, offset or transfer the effects of any loss that may occur while managing acceptable risk/benefit relationships;
- Monitoring the effectiveness of the systems of risk management and internal control; and
- Reporting periodically to its board of directors, audit committees and GARM/GANRA on the principal risks and uncertainties.

Information and guidelines for reporting principal risks and uncertainties are regularly communicated to the business units. Risk management initiatives, such as training and sharing sessions are undertaken by the Group to raise employees' risk awareness and embrace the Group's risk culture. Furthermore, Jardines has an interactive platform where employees across the Jardine Matheson Group are able to share the latest trends in risk management to support an effective risk culture.

Risk identification, evaluation, review and reporting form part of executive management's responsibility. Based on the Group's risk evaluation, management is expected to implement risk management measures (as described in its risk management framework) to address the identified risks. Executives'

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remunerations are tied to measures that reflect the successful execution of business strategies including risk management. Line managers are expected to execute controls that reflect risk management while executing their day-to-day tasks. Their remuneration is tied to measures that reflect the successful execution of operations while keeping risk in mind through the execution of controls.

Risk Management Framework

Risk management is integrated into each business unit's strategic planning, budgeting, decision-making and operations. Central to this is the continuous and systematic application of:

- Risk Identification
- Risk Assessment
- Risk Treatment
- Risk Reporting & Monitoring

A Risk Management Framework based on ISO 31000 and COSO principles is embedded within the Group's processes, to identify, assess and define the strategies to be adopted to monitor risks. The risk registers prepared by each business unit provide the basis for an aggregation process, summarising the principal risks and uncertainties facing the Group as a whole.

The key elements of the Risk Management Framework are as follows:

Risk Identification

- Identify and document the Group's exposure to uncertainty with existing strategic objectives
- Adopt structured and methodical techniques such as materiality assessment to identify critical risks

Risk Assessment

- Evaluate risks by estimating likelihood, financial and reputational damage, and the speed at which the risk materialises, based on its inherent and residual level
- Determine risk rating using the risk heatmap, with four levels of residual risk status

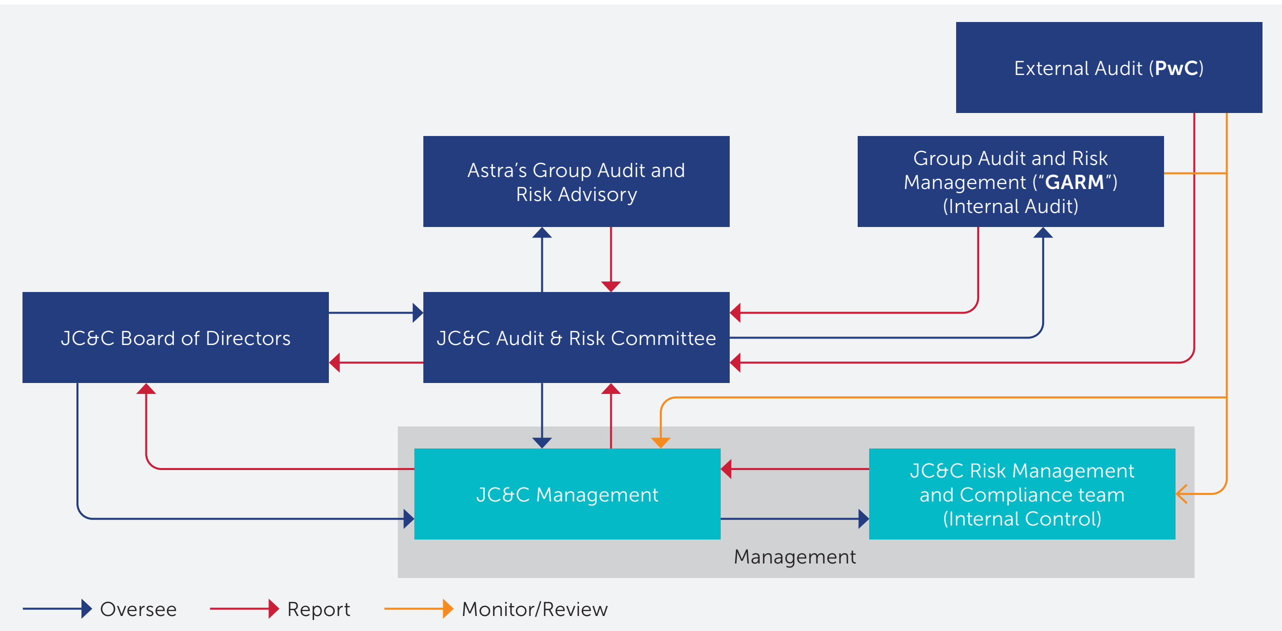
Risk Treatment

- Tolerate – accept if within the Group's risk appetite
- Terminate – dispose or avoid risks where no appetite
- Transfer – take out insurance or share risk through contractual arrangements with business partners
- Treat – redesign or monitor existing controls or introduce new controls

Risk Reporting & Monitoring

- Periodic review of principal risks and uncertainties
- Setting key risk indicators to enhance monitoring and mitigation of risks
- Regular reporting of principal risks and uncertainties from business units to the Group's Board of Directors via the Audit & Risk Committee

The risk registers are updated bi-annually and a Risk Management Report is presented to the Audit & Risk Committee on the significant residual risk exposures impacting the Group. The report includes considerations such as the likelihood of occurrence, financial impact, velocity and impact ratings.



Principal Risks and Uncertainties

The following were classified as major residual risk exposures (including operational risks) for 2024:

Climate Change

Climate change has gained widespread recognition as a significant long-term risk faced by businesses on a global scale.

Physical risks such as forest fires, floods and other natural disasters may directly impact the Group's physical facilities or those of its suppliers and customers and adversely impact the Group's earnings and total assets. While these risks cannot be eliminated completely, the Group takes proactive measures such as procuring appropriate insurance as part of its risk management strategy. Additionally, the Group maintains operational resilience by regularly reviewing its Business Continuity Management plans.

Aside from physical risks arising from climate change, the Group is exposed to transition risks. These include the ongoing technological shift towards EVs, the imposition of increased carbon taxes and investments in low-carbon technologies.

To effectively manage these climate change risks, the Group conducts climate risk assessments and scenario analyses following the Task Force on Climate-Related Financial Disclosures ("**TCFD**") framework, as described in our sustainability reporting. This approach allows the Group to identify key focus areas for its portfolio businesses and build overall climate resilience.

Additionally, the Group has decarbonisation plans in place that have been identified based on JC&C's materiality as described in our sustainability reporting. These plans underscore the Group's commitment to addressing climate change and its associated risks in a holistic and sustainable manner.

Competition

The Group faces significant competition in each of its businesses, further exacerbated by advancements in energy-efficient and low-carbon products and technologies. Failure to effectively compete with existing competitors or new entrants could adversely impact the Group's business, financial health, and operational results.

To mitigate competition risks, local management teams regularly assess whether the Group's products and services meet customers' expectations. For instance, they actively review the product strategy with the principals in the automotive sector to incorporate EVs into the product line-up. Additionally, the Group collaborates with local management to leverage their local expertise and knowledge, helping to adapt to local market dynamics and manage competition effectively. This includes the introduction of new products that align with advancements in the EV space.

Cybersecurity

In today's dynamic digital landscape, the accelerated adoption of technology across industries has led the Group's businesses to expand their online operations significantly. Consequently, they have become increasingly reliant on network infrastructure and critical supporting systems. This transformation has coincided with a surge in cyber threats worldwide, characterised by increased frequency, severity and sophistication.

Given the leading positions of the Group's businesses in their industries, any security breaches resulting in the leakage of sensitive data may result in regulatory fines and/or litigation. This external risk could potentially have a long-term impact if the Group's reputation is affected.

To safeguard against these threats, the Group has implemented robust cybersecurity measures, including educating and preparing our employees. Continuous training and awareness programmes are in place to educate our employees in data protection, secure online behavior and recognition of phishing attempts.

In addition, the Group continually reviews its network infrastructure and critical supporting systems to ensure resilience. A cyber incident response plan is defined for the Group to respond to emergencies and catastrophic events. In addition, business continuity plans are in place to ensure minimal disruption to our operations and services in the face of unforeseen challenges. The Group has also secured cyber insurance policies to provide an added layer of financial protection in the event of a cybersecurity incident.

Dependence on Astra

Astra is the major contributor to the Group's earnings and represents a significant proportion of the Group's total assets. Consequently, any adverse changes in Astra or

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Indonesia's political, social or economic situation will significantly impact the Group's earnings and total assets. Such adverse changes include changes in laws, regulations and policies by the Indonesian or other foreign governments, any termination of or material changes to key licensing and distribution agreements between Astra and its strategic partners, supply chain disruptions or any pricing actions Astra may have to take in response to competition that have a material adverse impact on Astra's financial performance.

The Group is exposed to foreign currency fluctuations, mainly through Astra. Any significant depreciation of the rupiah will have an adverse impact on the Group's earnings and total assets.

Over the years, the Group has increased its exposure in non-Astra interests, which accounted for 16% of JC&C's underlying profits in 2024.

Economic Cycle and Commodity Prices

The Group's financial performance is susceptible to fluctuations in the economic cycle, with market dynamics significantly influencing its earnings and asset positions. The Group also faces financial risks from commodity price fluctuations, particularly in crude palm oil and coal.

To manage these risks, the Group regularly considers the outlook for commodity prices in its financial planning. While the Group's policy is generally not to hedge commodity price risk, it may undertake limited hedging for strategic reasons. This enables the Group to manage the impact of commodity price volatility on its business.

Exclusive Business Arrangements

The Group has subsidiaries, associates and joint ventures in Indonesia, Vietnam, Singapore and Malaysia engaging in the automotive business that enjoy exclusive rights in various forms as a manufacturer, assembler, distributor or dealer.

Management works to meet targets and improve business performance. Notwithstanding this, any change in the principals' strategies may be beyond management's control. In certain cases, any withdrawal or dilution of the exclusive rights can potentially have a significant impact on the Group's earnings and total assets.

The Group manages the risk by maintaining good partnerships with the principals and closely monitoring changes in their policies and corporate plans. The Group also ensures strict compliance and governance to their standards and regularly updates the principals on the local market's regulatory and business environment.

Financial Risk

The Group's activities expose it to a variety of financial risks, including the effects of changes in debt and equity markets, foreign currency exchange rates and interest rates. It manages its exposure to financial risks by using a variety of techniques and instruments as set out in further detail under 'Financial Risk Management' of Note 2.31 to the Financial Statements, on pages 97 to 107 of this Annual Report.

The Group has an internal policy that prohibits speculative transactions. It enters into derivative financial instruments solely for hedging underlying exposures that mainly affect cash flow. The objective is to provide a degree of certainty on costs.

The Group's surplus cash is managed in a way that minimises credit risk while enhancing yield. The Group also has a system of internal controls, as described in this report.

Notwithstanding the risk management policies of the Group, any unanticipated fluctuations in debt and equity market prices, foreign currency exchange rates and interest rates may have an adverse effect on the Group's earnings and total assets.

Geopolitical Situation

The impact of the global geopolitical situation has significantly increased in recent times. Political tensions, such as the ongoing trade disputes between major economies, rising tensions in the Asia-Pacific region, and the shifting dynamics of international trade agreements, could affect global markets. These risks have the potential to dampen economic activity, disrupt supply chains, and increase pressure on rising inflation and interest rates. Geopolitical conflicts and related uncertainties may create significant volatility, regulatory changes and disruptions to global supply chains, posing risks to the Group's portfolio.

The Group monitors the situation closely to manage any operational changes effectively. The Group collaborates closely with local teams to stay abreast of regulatory changes and proactively adjusts its strategies to navigate evolving geopolitical landscapes.

Government Regulations

Government regulations and policies relevant to the Group's industries and territories exert substantial influence on its businesses. The emergence of free trade agreements may increase competition, potentially negatively affecting the Group's earnings and assets. Additionally, trade restrictions or changes in import/export regulations may impact the Group's ability to operate effectively in certain markets. Furthermore, the timely adoption of low-carbon products and technologies is crucial for the Group to benefit from subsidy schemes and policy support in the countries where it operates.

The Group collaborates with local management to leverage their expertise and knowledge in managing political and regulatory risks effectively. This includes ensuring compliance with evolving government regulations, capitalising on free trade agreements when possible, and adopting low-carbon technologies to benefit from government incentives and support for sustainable practices. The Group also monitors trade policies and restrictions in key markets, adjusting its strategy to mitigate any adverse impacts from changes in trade regulations.

Workplace Health and Safety

The ongoing commitment to the health and safety of our employees and stakeholders stands as a paramount concern.

Failure to address workplace health and safety concerns could result in injuries, accidents and fatalities; operational disruptions, downtime and decreased productivity; significant regulatory fines and legal liabilities.

The Group is committed to maintaining a safe working environment at its business operations for all employees, customers and contractors. Our stance on occupational health and safety is articulated in our Health and Safety Policy. More details are available under 'Workplace Health and Safety' of our sustainability report.

In addition, Workplace Health and Safety has been identified as a materiality topic based on JC&C's materiality assessment as described in our sustainability reporting.

Nature and Biodiversity

Our business operates amid growing scrutiny from non-governmental organisations ("**NGOs**"), stakeholders, and investors, who expect a strong commitment to preserving biodiversity and responsibly managing our environmental impact. We recognise the risks associated with biodiversity loss and ecosystem degradation as emerging and potentially significant: failure to address these could lead to operational disruptions, regulatory penalties, reputational damage and reduced investor confidence.

In response, our comprehensive mitigation plan includes staying current with evolving regulations, raising awareness of biodiversity risks and strengthening internal expertise in sustainable practices. This includes understanding our nature-related risks and opportunities through the Taskforce on Nature-related Financial Disclosures ("**TNFD**") framework. We are committed to transparency, issuing progress updates on efforts such as those at our Martabe mine in Indonesia, where we actively support the long-term preservation of the Tapanuli orangutans, a distinct species of great ape. Details on this initiative are available on our website.

We encourage our relevant portfolio companies to establish their own biodiversity protocols aligned with their operating environments. For example, Astra conducts Environmental Impact Analyses across its subsidiaries to identify and address biodiversity risks, implementing targeted Biodiversity Action Plans. Astra's agribusiness division further upholds a No Deforestation, No Peat and No Exploitation policy, aligned with the Indonesian Sustainable Palm Oil Initiative – a collaboration with the Indonesian Government, United Nations Development Programme, the private sector and NGOs.

Through these efforts, we aim to minimise our environmental footprint, demonstrate accountability and build trust with stakeholders.

Generative Artificial Intelligence

The rise of generative artificial intelligence ("**AI**") offers substantial opportunities for innovation within our business. However, it also presents risks, particularly the potential for AI-generated misinformation and disinformation without rigorous validation. Misuse or inadvertent disclosure of sensitive information in public AI platforms could lead to security breaches, reputational harm and regulatory non-compliance, posing risks to data integrity and confidentiality. As generative AI becomes increasingly accessible, it is essential to ensure its use aligns with our ethical standards, upholds data privacy and mitigates potential risks to the organisation.

To address these challenges associated with this emerging risk, we implemented a comprehensive mitigation plan, starting with the issuance of an acceptable usage guide across the Group's businesses in June 2023. This guide emphasises the importance of safeguarding confidential data and advises employees to refrain from inputting sensitive information into public AI platforms such as ChatGPT. To reinforce awareness across the organisation, we regularly communicate key AI-related risks through our internal newsletter and cybersecurity training, underscoring the importance of validating AI-generated information and adhering to established payment procedures and control measures.

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These proactive measures aim to foster a culture of responsible AI usage, protecting the organisation from potential misinformation risks and enabling the informed, strategic adoption of generative AI technologies. By embedding these practices, we seek to leverage the innovative potential of AI while safeguarding the integrity, privacy and security of our business operations.

RIGHTS OF SHAREHOLDERS

Dividend Policy and Payment

JC&C's dividend policy aims to provide a return to shareholders through the payment of a cash dividend, usually on a semi-annual basis, taking into consideration the Group's financial performance, short- and long-term capital requirements, future investment plans, and broader business and economic conditions.

In 2024, JC&C made two dividend payments to all shareholders; a final dividend of US$0.90 per share on 18th June 2024 and an interim dividend of US$0.28 per share on 4th October 2024.

General Shareholders' Meetings

Shareholders are informed of shareholders' meetings through notices, physical copies of which are sent to all shareholders in advance of the meetings. The notices contain the detailed meeting agenda and are accompanied by explanatory notes, reports or circulars containing detailed information on each agenda item and the proxy form. The notices of general meetings and the accompanying documents are also published and publicly available on SGX's website at www.sgx.com and JC&C's website at www.jcclgroup.com.

At shareholders' meetings, each specific matter is proposed as a separate resolution and shareholders are given the opportunity to raise questions on each of the motions. All relevant questions, answers and comments are recorded in substantial detail in the meeting minutes and posted on JC&C's website.

JC&C only has one class of shares, namely ordinary shares, and each ordinary share carries one vote.

At every AGM, shareholders have the opportunity to approve the remuneration of non-executive directors, including any increases in such remuneration, and to vote for the re-election of individual directors who are either retiring by rotation or retiring because they are newly appointed.

All resolutions at the AGM are voted by poll. The poll voting is conducted electronically by an external service provider under the scrutiny of an independent scrutineer. The scrutineer explains the voting and vote tabulation procedure to the meeting attendees before starting the voting process. For greater transparency, votes cast for and against each resolution, and the respective percentages, are immediately tallied and displayed 'live-on-screen' to shareholders at the meeting. The scrutineer is present throughout the meeting to ensure that the voting exercise is conducted properly and signs off on the voting results.

Within the same day after the AGM, JC&C releases a detailed announcement publicly available on SGX's website (www.sgx.com/securities/company-announcements), showing the voting results in terms of the number of votes cast for and against each agenda item and the respective percentages. This announcement is also available on JC&C's website.

If any shareholder is unable to attend a shareholders' meeting, he/she is allowed under JC&C's Constitution to appoint up to two proxies to vote on his/her behalf at the meeting. Printed copies of proxy forms are sent in advance to all shareholders with clear instructions on how they should be completed and returned to JC&C before the relevant deadline. The proxy forms are also available on JC&C's and SGX's websites.

Nominee agencies such as banks, securities custodians and the Central Provident Fund ("**CPF**") are allowed to appoint more than two proxies. Therefore, shareholders who hold shares through these nominees, including CPF investors, can attend and participate in the meetings as proxies of these agencies. Voting in absentia by mail, facsimile or email is currently not allowed.

The AGM in 2024

The AGM in 2024 was conducted in a physical meeting format in Singapore on 29th April 2024.

The AGM Notice containing the detailed agenda and explanatory notes, as well as the Annual Report 2023 (containing the audited financial statements), letter to shareholders and proxy form, were announced on the websites of JC&C and SGX. These documents were published on 28th March 2024, at least 28 days before the AGM date and within 90 days of JC&C's financial year end of 31st December 2023. Shareholders were also invited to submit their questions for the AGM in advance.