



GLOMAC BERHAD

[Registration No. 198301015139 (110532-M)]

BOARD CHARTER

(revised and approved by the Board as at 29 June 2022)

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DEFINITIONS

Bursa Malaysia Securities	:	Bursa Malaysia Securities Berhad;
Board	:	Board of Directors of Glomac;
Company or Glomac	:	Glomac Berhad [198301015139 (110532-M)];
CA 2016	:	Companies Act 2016, as amended from time to time and any re-enactment thereof;
Director(s)	:	Directors for the time being of the Company and has the meaning given to it in section 2(1) of the Capital Markets and Services Act 2007;
Group	:	Glomac and its subsidiary companies;
Listing Requirements	:	Main Market Listing Requirements of Bursa Malaysia Securities including any amendments thereto that may be made from time to time;
Malaysian Code on Corporate Governance	:	Malaysian Code on Corporate Governance, as issued by the Securities Commission Malaysia, and as duly amended from time to time.

1.0 INTRODUCTION

- 1.1 The Board recognises the importance of corporate governance and is committed to continue applying high standards of corporate governance throughout the Group in safeguarding the interest of all stakeholders as well as enhancing shareholders' value and financial performance of the Group.
- 1.2 The Board has a duty to be effective stewards and guardians of the Company, not just in setting strategic direction and overseeing the conduct of business, but also in ensuring that the Company conducts itself in compliance with laws and ethical values, and maintains and effective governance structure to ensure appropriate management of risks and level of internal controls.
- 1.3 In addition, the Board has responsibility to the Group's customers, employees, suppliers and to the environment and communities where it operates, all of whom are fundamental to a successful business.

2.0 OBJECTIVE

- 2.1 The objectives of this Board Charter are to ensure that all Board members acting collectively on behalf of the Company are aware of their duties and responsibilities as Board members and the various legislations and regulations affecting their conduct and that the principles and practices of good corporate governance are applied in all their dealings in respect, and on behalf of, the Company.
- 2.3 This Board Charter is not an "all inclusive" document and should be read as a broad expression of principles and shall constitute and form an integral part of each Director's duties and responsibilities.
- 2.4 This Board Charter would also act as a source of reference and primary induction literature to provide insights to prospective Board members and senior management.

3.0 THE BOARD

3.1 Structure

- 3.1.1 The Company is led and controlled by the Board which assumes overall responsibility for corporate governance, strategic direction and investments made by the Group.
- 3.1.2 The Board is led by a Chairman who is responsible for instilling good governance practices, leadership and effectiveness of the Board.
- 3.1.3 The positions of the Chairman and the Group Managing Director/Chief Executive Officer are separate and clearly defined herein.

3.2 Size and Composition

- 3.2.1 The Board shall comprise a minimum of two (2) Directors and a maximum of ten (10) Directors of which one of whom shall be a woman Director. At least two (2) or one-third (1/3), whichever is higher, of the total Board members, shall comprise Independent Directors (as defined herein).
- 3.2.2 In the event of any vacancy in the Board, resulting in non-compliance with subparagraph 3.2.1 above, the Company must fill in the vacancy within three (3) months.
- 3.2.3 The Board composition shall reflect a balance of Executive and Non-Executive Directors with a mix of suitably qualified and experienced professionals which bring with them a broad range of skills, experience and knowledge required to successfully direct and supervise the Company's business activities, which are vital to the success of the Group. In addressing this, the Board shall consider the recommendation of the Nomination Committee pertaining to the nominees for directorships in the Company. The Board shall, from time to time, examine its size and composition as well as the impact of its number and diversity, including skills, experience, gender, age, cultural background and ethnicity, on the Board's effectiveness.
- 3.2.4 The Executive Directors are responsible for implementing policies of the Group overseeing the Group's operations and developing the Group's business strategies established by the Board.

3.3 Appointment and Re-election

- 3.3.1 The appointment of a new Director is a matter for consideration and decision by the full Board upon appropriate recommendation from the Nomination Committee. In making these recommendations, the Nomination Committee will consider the required mix of skills, experience and diversity, including time-commitment, gender, age, cultural background and ethnicity, where appropriate, which the Directors bring to the Board taking into consideration of the Directors' Fit and Proper Policy.
- 3.3.2 In identifying candidates for the appointment of new Directors, the Board may utilise independent sources in addition to considering recommendation from existing Board members, management or major shareholders.
- 3.3.3 The directorships held by any Board member at any one time shall not exceed five (5) in listed companies, or such other numbers prescribed by the relevant regulatory bodies.
- 3.3.4 All Directors shall notify the Chairman before accepting any new directorship and the notification shall include the indication of time that will be spent on the new appointment. Board members should not accept positions on other Board committees or working groups where a conflict of interest is likely to arise, without first declaring that interest.

- 3.3.5 The Company Secretary has the responsibility of ensuring that the relevant procedures pertaining to the appointments of new Directors are properly executed. The Company Secretary is to advise the new Director of his/her principal duties and responsibilities and explains the restrictions to which he/she is subject to in relation to price sensitive information and dealings in the Company's securities. Thereafter, all Directors are provided with appropriate briefings on the Company's affairs as well as regular updates on corporate governance, Listing Requirements, the CA 2016 and other relevant regulations.
- 3.3.6 In accordance with the Company's Constitution, at least one-third (1/3) of the Directors, or the number nearest to one-third (1/3), shall retire from office every year provided always that all Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election in the annual general meeting ("**AGM**").
- 3.3.7 The fit and proper assessment on any person identified to be appointed as a Director or to continue holding the position as a Director of the Company shall be conducted prior to the initial appointment or proposed re-election/re-appointment as a Director. The fit and proper assessment on a Director may also be conducted whenever the Board becomes aware of information that may materially compromise a Director's fitness and propriety.
- 3.3.8 The Nomination Committee and the Board, in conducting the above fit and proper assessment, shall be guided by the Directors' Fit and Proper Policy as described below.

Directors' Fit and Proper Policy

- (a) In assessing a person's fitness and propriety, the Board through its Nomination Committee, shall consider all relevant factors based on the following overarching criteria:
1. Character and integrity;
 2. Experience and competence; and
 3. Time and commitment.
- (b) The Nomination Committee shall determine the specific factors for its consideration in a fit and proper assessment, having regard to the circumstances and requirements relevant to the Company. Amongst the key factors that underpin the above overarching criteria as outlined below, which would be assessed by the Nomination Committee taking into account of their relative importance.

1. Character and Integrity

(i)	Probity	<ul style="list-style-type: none"> • He/she is compliant with the legal obligations, regulatory requirements and professional standards, where applicable. • He/she has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law.
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(ii)	Personal Integrity	<ul style="list-style-type: none"> • He/she has not perpetrated or participated in any business practices which are deceitful, oppressive, improper (whether unlawful or not), or which otherwise reflect discredit on his/her professional conduct. • His/her service contract (i.e., in the capacity of management or as a Director) had not been terminated in the past due to concerns on his/her personal integrity. • He/she has not abused other positions (that he/she has held) in a manner that contravenes the principles of good governance.
(iii)	Financial Integrity	<ul style="list-style-type: none"> • He/she manages personal debts or financial affairs satisfactorily. • He/she demonstrates the ability to fulfill personal financial obligations as and when they fall due.
(iv)	Reputation	<ul style="list-style-type: none"> • He/she is of good repute in the financial and business community. • He/she has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past ten (10) years. • He/she has not been substantially involved in the management of a business or company which has failed, where the failure has been occasioned in part by deficiencies in that management.

2. Experience and Competence

(i)	Qualifications, trainings and skills	<ul style="list-style-type: none"> • He/she possesses education qualification that is relevant to the skill set that such Director is earmarked to bring or to bear onto the boardroom (i.e., a match to the Board skill set matrix). • He/she has a considerable understanding on the working of a corporation. • He/she possesses general management skills as well as understanding of corporate governance, and appreciation of sustainability issues. • He/she keeps knowledge current based on continuous professional development. • He/she possesses leadership capabilities and a high-level of emotional intelligence.
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(ii)	Relevant experience and expertise	<ul style="list-style-type: none"> • He/she possesses relevant experience and expertise with due consideration given to past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.
(iii)	Relevant past performance or track record	<ul style="list-style-type: none"> • He/she had a career of occupying a high-level position in a relevant organisation, and was accountable for driving or leading the organisation's governance, business performance or operations. • He/she possesses commendable past performance record as gathered from the results of the Board Effectiveness Evaluation.

3. Time and Commitment

(i)	Ability to discharge role having regard to other commitments	<ul style="list-style-type: none"> • He/she is able to devote time as a Board member, having factored other outside obligations including concurrent board positions held by the Director across listed issuers and non-listed entities (including not-for-profit organisations).
(ii)	Participation and contribution in the Board or track record	<ul style="list-style-type: none"> • He/she demonstrates willingness to participate actively in Board activities. • He/she demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom. • He/she manifests passion in the vocation of a Director. • He/she exhibits ability to articulate view independently, objectively and constructively. • He/she exhibits open mindedness to the views of others and ability to make considered judgement after hearing the views of others.

- (c) A person who has been identified for appointment as a Director or for re-appointment/re-election within the Company shall be required to make the fit and proper declaration in the form as set out in Appendix 5 of this Board Charter or in such other form as the Nomination Committee may from time to time prescribe or approve.

3.4 Independent Directors

3.4.1 An Independent Director shall be a Director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of the Company. Without limiting the generality of the foregoing and subject to the definition of Independent Director in the Listing Requirements, an Independent Director shall be one who:

- (a) is not an Executive Director of the Company;
- (b) is not, and has not been within the last three (3) years, an officer of the Company or any related corporation of the Company. For this purpose, "officer" has the meaning given in section 2 of the CA 2016 but excludes a Director who has served as an Independent Director in the Company for a cumulative period of less than twelve (12) years;
- (c) is not a major shareholder of the Company or any related corporation of the Company;
- (d) is not a family member of any Executive Director, officer or major shareholder of the Company or any related corporation of the Company.

For this purpose, "family member" means the spouse, parent, brother, sister, child (including adopted and step child) and the spouse of the brother, sister or child (including adopted and step child);

- (e) is not acting as a nominee or representative of any Executive Director or major shareholder of the Company or any related corporation of the Company;
- (f) has not within the last three (3) years been engaged as adviser by the Company or any related corporation of the Company under such circumstances as prescribed by Bursa Malaysia Securities or is not presently a partner, Director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the Company or any related corporation of the Company under such circumstances as prescribed by Bursa Malaysia Securities;
- (g) has not engaged within the last three (3) years in any transaction with the Company or any related corporation of the Company under such circumstances as prescribed by Bursa Malaysia Securities or is not presently a partner, Director or major shareholder, as the case may be of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the Company or any related corporation of the Company under such circumstances as prescribed by Bursa Malaysia Securities; or

- (h) has not served as an Independent Director of the Company or any related corporation of the Company for a cumulative period of more than twelve (12) years from the date of his/her appointment as an Independent Director of the Company.
- 3.4.2 The Independent Directors fulfill a pivotal role in corporate accountability by providing independent view, advice, judgement, experience and objectivity (without being subordinated to operational considerations) to ensure a balanced and unbiased decision-making process to ensure that the long-term interests of all stakeholders are well protected.
- 3.4.3 An Independent Director shall, upon his/her appointment, give to Bursa Malaysia Securities a letter of confirmation that he/she is an Independent Director as defined under paragraph 1.01 of the Listing Requirements.
- 3.4.4 An Independent Director shall also provide to the Company an annual declaration of his/her independence in the form as the Nomination Committee may from time to time prescribe or approve.
- 3.4.5 Upon completion of a cumulative term of nine (9) years, an Independent Director may continue to serve on the Board subject to the Director's re-designation as a non-Independent Director. The Board may, subject to the assessment of the Nomination Committee on an annual basis, recommend the retention of such Director as an Independent Director, subject to valid justification and approval of the Company's shareholders at an AGM.

3.5 Senior Independent Director

- 3.5.1 The Board identifies and appoints from amongst its members a Senior Independent Director, to whom the concerns of Directors and shareholders may be conveyed if there are reasons that contact through normal channel with the Chairman or the Group Managing Director/Chief Executive Officer have failed to resolve them.
- 3.5.2 The Senior Independent Director's roles and responsibilities include but not limiting to the following:
 - (a) serves as a sounding Board for the Chairman;
 - (b) serves as an intermediary between the Independent Directors and the Group Chairman or Group Managing Director/Chief Executive Officer, when necessary;
 - (c) serves as the point of contact for consultation and direct communication with shareholders and other stakeholders on areas that cannot be resolved through normal channel of contact with the Chairman or Group Managing Director/Chief Executive Officer;
 - (d) leads the succession planning and appointment of Directors, and oversee the development of a diverse pipeline for the Board and management succession, including the future Chairman, Executive Directors and Group Managing Director/Chief Executive Officer; and

- (e) lead the annual review of Board effectiveness, ensuring that the performance of each individual Director and Chairman are independently assessed.

3.6 Directors' Assessment/Board Evaluation

- 3.6.1 The Board recognises the importance of assessing the effectiveness of individual Directors, the Board as a whole and its Committees including individual Audit Committee members.
- 3.6.2 The Board shall review and evaluate its own performance and the performance of its Committees and the Board as a whole on an annual basis through its Nomination Committee.
- 3.6.3 The Board shall also undertake to assess the independence of the Independent Directors on an annual basis.

3.7 Duties and Responsibilities

3.7.1 Board's Duties and Responsibilities

The Board assumes, amongst others, the following duties and responsibilities:

- (i) promoting good corporate governance culture within the Company which reinforces ethical, prudent and professional behaviour, together with senior management;
- (ii) reviewing, approving and monitoring the overall strategies and direction of the Group, including sustainability of the Group's businesses;
- (iii) overseeing and evaluating the conduct and performance of the Group's businesses;
- (iv) identifying and managing principal risks facing the Group and ensuring the implementation of appropriate systems to manage these risks;
- (v) reviewing the adequacy of the Group's internal control policy and safeguarding the assets of the Company;
- (vi) ensuring appropriate corporate disclosure policy and procedures are in place for effective dissemination of information which is comprehensive, accurate and timely, and leverage on information technology, where applicable;
- (vii) reviewing and monitoring the systems of risk management and internal controls, continuous disclosures, legal and regulatory compliance and other significant corporate policies; and
- (viii) succession planning, including appointing, training, fixing the compensation of and, where appropriate, replacing members of the Board.

3.7.2 Board's Reserved Matters

The following are matters which are specifically reserved for the Board:

- (i) corporate plans, programmes and new ventures;
- (ii) conflicts of interest issues relating to a substantial shareholder or a Director;
- (iii) material acquisitions and disposition of assets;
- (iv) investments in capital projects;
- (v) risk management policies; and
- (vi) corporate announcement to regulators.

3.7.3 Responsibilities between the Chairman and the Group Managing Director/Chief Executive Officer

3.7.3.1 The positions of the Chairman and the Group Managing Director/Chief Executive Officer are held by different individuals. There is also a clear division of responsibilities between the Chairman and the Group Managing Director/Chief Executive Officer to ensure a balance of power and authority.

3.7.3.2 The Chairman is responsible in ensuring effectiveness and standard of conduct, whilst the management of the Group's businesses, implementation of policies and the day-to-day running of the businesses are the responsibilities of the Group Managing Director/Chief Executive Officer.

3.7.3.3 The Chairman of the Board shall not be a member of any Board committees such as Audit Committee, Nomination Committee, Remuneration and Employees' Share Scheme Committee or Risk Management and Sustainability Committee to ensure there is a check and balance as well as objective review by the Board.

3.7.3.4 The responsibilities of the Chairman, amongst others, are as follows:

- (i) providing leadership for the Board so that the Board can perform its responsibilities effectively;
- (ii) leading the Board in setting the values and standards of the Company;
- (iii) ensuring efficient organisation and conduct of the Board's function and meeting;
- (iv) ensuring effective communication with shareholders and relevant stakeholders;
- (v) facilitating the effective contribution of Non-Executive Directors and ensuring constructive relations be maintained between Executive and Non-Executive Directors; and

- (vi) leading the Board in establishing and monitoring good corporate governance practices.

3.7.3.5 The responsibilities of the Group Managing Director/Chief Executive Officer, amongst others, are as follows:

- (i) overseeing the day-to-day operations to ensure the smooth and effective running of the Group;
- (ii) setting the overall strategic policy and direction of the Group's business operations based on effective risk management controls;
- (iii) ensuring that the financial management practice is performed at the highest level of integrity and transparency and that the business and affairs of the Group are carried out in an ethical manner and in compliance with the relevant laws and regulations; and
- (iv) implementing the policies, strategies and decisions adopted by the Board.

3.8 Board Meetings

3.8.1 Board meetings for the ensuing year are scheduled at the start of each financial year to enable the Board to plan their schedules accordingly. The Board meets at least four (4) times in a year with additional meetings being convened as and when necessary. Board members are expected to achieve at least 50% attendance of total Board meetings held in any applicable financial year.

3.8.2 Senior management and external advisers may be invited at the Board meetings, when necessary, to furnish the Board with explanations and comments on the relevant agenda items.

3.8.3 Any Director may participate at a Board or Board committee meeting by way of telephone and/or video conferencing or by means of other communication equipment in which event such Director shall be deemed to be physically present at the meeting and shall be taken into account in ascertaining the presence of a quorum at the meeting. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly notwithstanding the fact that he/she is not physically present at the venue where the meeting is to be held. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.

3.8.4 The quorum necessary for the transaction of business of the Directors' meeting shall be two (2).

3.8.5 Prior to the Board meetings, all Directors will receive the agenda items together with a set of Board papers timely in advance of such meeting convened, containing information relevant to the business of the meeting. This allows the Directors to obtain further

explanations/clarifications from management, where necessary, to facilitate informed decision-making.

- 3.8.6 Besides these Board meetings, the Board shall also exercise control on matters that require its approval by way of circular resolutions and informal meetings with sufficient information required to make an informed decision. Proceedings of the relevant meetings and the resolutions reached shall be properly recorded and duly minuted.

3.9 Board Committees

- 3.9.1 The Board reserves the right to establish Board committees from time to time in the discharge of its duties and responsibilities. Where a Board committee is formed, specific terms of reference shall be established in writing to cover matters such as the objectives, composition, functions and authority of the Board committee.

- 3.9.2 The following Board committees shall be established with specific terms of reference to assist the Board in the execution of its duties and responsibilities:

(i) Audit Committee

The terms of reference of the Audit Committee are annexed hereto as **Appendix I**.

(ii) Nomination Committee

The terms of reference of the Nomination Committee are annexed hereto as **Appendix II**.

(iii) Remuneration and Employees' Share Scheme Committee

The terms of reference of the Remuneration and Employees' Share Scheme Committee are annexed hereto as **Appendix III**.

(iv) Risk Management and Sustainability Committee

The terms of reference of the Risk Management and Sustainability Committee are annexed hereto as **Appendix IV**.

- 3.9.3 These Board committees are tasked to examine specific areas and issues and report to the Board on their deliberations together with recommendations. However, the ultimate responsibility for the final decision on all matters lies with the Board.

- 3.9.4 Independent Directors play a leading role in these Board committees. Management and third parties are co-opted to the Board committees as and when required.

3.10 Directors' Training and Continuing Education

- 3.10.1 The Group acknowledges that continuous education is vital for the Board members to gain insight into the state of economy, technological advances, regulatory updates and management strategies to enhance the Board's skills and knowledge in discharging its responsibilities.

- 3.10.2 All Directors appointed to the Board, apart from attending the Mandatory Accreditation Programme accredited by Bursa Malaysia Securities, shall continue to attend other relevant trainings and seminars organised by the relevant regulatory and professional bodies to further enhance their business acumen and professionalism in discharging their duties to the Group.
- 3.10.3 The Nomination Committee will assess the training needs of the Directors from time to time. The Board shall disclose in the annual report the trainings attended by the Directors.

4.0 COMPANY SECRETARY

- 4.1 The Board shall appoint the Company Secretary, who plays an important advisory role, and ensures that the Company Secretary fulfils the functions for which he/she has been appointed.
- 4.2 The Company Secretary appointed should be suitably qualified and competent in order to support the Board in carrying out its roles and responsibilities.
- 4.3 All Directors shall have full access to the advice and services of the Company Secretary.
- 4.4 The key role of the Company Secretary is to provide unhindered advice and services for the Directors as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance.
- 4.5 Other primary responsibilities of the Company Secretary shall include:
- (i) advising the Board on matters related to corporate governance and the Listing Requirements;
 - (ii) ensuring that the Board procedures and applicable rules are observed;
 - (iii) records of the Board and ensuring effective management of the Company's statutory records;
 - (iv) preparing comprehensive minutes to document Board proceedings and ensuring conclusions are accurately recorded;
 - (v) assisting communications between the Board and management;
 - (vi) providing full access and services to the Board and carrying out other functions as deemed appropriate by the Board from time to time;
 - (vii) preparing agenda items and coordinating the preparation of the Board papers;
 - (viii) serving as the focal point for stakeholders' communication and engagement on corporate governance issues.

5.0 ACCESS TO INFORMATION AND INDEPENDENT ADVICE

- 5.1 The Directors shall have full and unrestricted access to all information pertaining to the Group's business affairs, whether as a full Board or in their individual capacity, to enable them to discharge their duties.
- 5.2 The Board as well as any Director is entitled to obtain independent professional advice relating to the affairs of the Group or to his/her responsibilities as a Director. Notwithstanding the aforementioned, if a Director considers such advice necessary for the discharge of his/her duties and responsibilities as a Director and for the benefit of the Company, such Director shall obtain the Board's prior approval, and in seeking such advice, the request shall be made in writing to the Board. The Board shall deliberate on such request and at its absolute discretion determine if the Director concerned shall be permitted to seek independent professional advice. The cost of the advice shall be reimbursed by the Company. The Board or the Director, as the case may be, shall ensure that the costs are reasonable so far as is practicable.

6.0 INVESTOR RELATIONS AND STAKEHOLDER COMMUNICATION

6.1 Communications between the Company and Investors

- 6.1.1 The Company maintains an open channel of communication with its shareholders, institutional investors and the investing public at large with the objectives of inter alia, providing a clear and complete picture of the Group's performance and position as possible.
- 6.1.2 The Company values feedbacks and dialogues with its investors and believes that a constructive and effective investor relationship is an essential factor in enhancing value for its shareholders.
- 6.1.3 In addition to various announcements made during the year, the timely release of annual reports, circulars/statements to shareholders, press releases and financial results on a quarterly basis provides shareholders and investors with an overview of the Group's performance and operations.
- 6.1.4 The Company may hold analyst results briefings immediately after the announcement of quarterly results to Bursa Malaysia Securities. The Company also actively responds to requests for discussions with institutional shareholders and analysts, locally and abroad, to provide them better insights of the Group.
- 6.1.5 The Group also takes a proactive approach in reaching out to the investing community via visits to project sites, small group meetings, luncheons and participating in roadshows and investors conferences and such activities are usually spearheaded by the Executive Directors.
- 6.1.6 Such approaches will allow shareholders and investor communities to make more informed investment decisions based not only on past performance but also the future direction of the Group.

- 6.1.7 In addition, the Company's website, www.glomac.com.my is accessible for the shareholders, investors and members of the public to obtain information on the Group's announcements, corporate information, operations, financial performance and other matters affecting shareholders' and investors' interests.
- 6.1.8 The Board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the Board, key 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. Minutes of the general meeting should be circulated to shareholders no later than thirty (30) business days after the general meeting.
- 6.1.9 The Board shall adopt the following measures in relation to the effective communication with the shareholders of the Company during the general meeting:
- (a) Notice of AGM should be given to the shareholders at least twenty-eight (28) days prior to the AGM.
 - (b) The notice should provide further explanations for the resolutions proposed to enable shareholders to make an informed decision in exercising their voting rights.

6.2 Annual General Meeting

- 6.2.1 The AGM of the Company serves as the principal forum that provides the opportunity for shareholders to raise questions pertaining to issues in the annual report, audited financial statements, and corporate developments in the Group, the resolutions being proposed and on the businesses of the Group.
- 6.2.2 The AGM is an important event of the Company in its corporate calendar of which all Directors and key senior management should attend.
- 6.2.3 The Chairman as well as the Group Managing Director/Chief Executive Officer and the external auditors, if so required, will respond to the shareholders' questions during the AGM.
- 6.2.4 The Chairman encourages active participation by the shareholders during the AGM.
- 6.2.5 In addition, a press conference will generally be held after such AGM whereat, the Directors would explain and clarify any issues posed by the members of the media regarding the Company.

6.3 Extraordinary General Meeting

- 6.3.1 The Directors will consider requisition by shareholders to convene an extraordinary general meeting or any other urgent matters requiring immediate attention of the Company.

7.0 ACCOUNTABILITY AND AUDIT

7.1 Financial Reporting

- 7.1.1 The Board aims to provide and present a clear, balanced and comprehensive assessment of the Group's financial performance and prospects at the end of the financial year, primarily through the annual financial statements, quarterly announcement of results to shareholders as well as the Chairman's statement and the Management Discussion and Analysis in the annual report.
- 7.1.2 The Board ensures that its financial statements are prepared in accordance with the CA 2016 and applicable approved accounting standards, so as to give a true and fair view of the state of affairs of the Group.
- 7.1.3 The Board is assisted by the Audit Committee to oversee the Group's financial reporting processes and the quality of its financial reporting.

7.2 Internal Control and Risk Management

- 7.2.1 The Board recognises the importance of a sound risk management and internal control system for good corporate governance. The Board acknowledges its overall responsibility for identifying principal risks within the Group and ensuring the implementation of appropriate systems to manage these risks, as well as reviewing the adequacy and integrity of the Group's internal control system.
- 7.2.2 The internal audit function is considered an integral part of the assurance framework within the Group. The internal audit function plays an intermediary role in that it assists in the discharge of the oversight function which is delegated by the Board to the Audit Committee.
- 7.2.3 The Group outsources its internal audit function to a professional third party, which has adequate resources and appropriate standing to undertake its activities independently and objectively to provide reasonable assurance to the Audit Committee regarding the adequacy and effectiveness of risk management, internal control and governance systems. The internal auditors report directly to the Audit Committee.

7.3 Relationship with External Auditors

- 7.3.1 The Board maintains a transparent relationship with its external auditors and seeks their professional advice to ensure that accounting standards are complied with. The Audit Committee discusses with the external auditors on the nature and scope of the audit and reporting obligations before the audit commences.

- 7.3.2 The Audit Committee ensures that the management provides timely responses on all material queries raised by the external auditors after the audit in respect of the accounting records, financial accounts or systems of control.
- 7.3.3 The Audit Committee may meet up with the external auditors without the presence of the Executive Director or management to discuss on audit findings, audit plan and the Company's financial statements.
- 7.3.4 Appointment of the Company's external auditors is subject to approval of the Company's shareholders at general meetings. The Company's external auditors shall retire during the AGM every year and be re-appointed by shareholders for the ensuing year.

8.0 CODE OF ETHICS AND CONDUCT ("THE CODE")

- 8.1 In line with good corporate governance practices, the Board has made a commitment to uphold the highest standards of professionalism. This Code sets out the broad principles and standard of business ethic and conduct of the Group:
- (i) Compliance at all times with the Code and the Board Charter.
 - (ii) Observe high standards of corporate governance at all times.
 - (iii) Adhere to the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
 - (iv) Act in good faith and in the best interests of the Company and the Group.
 - (v) Not misuse information gained in the course of duties for personal gain or for political purposes, nor seek to use the opportunity of the service as Directors to promote their private interests or those of connected persons, firms, businesses or other organisations.
 - (vi) Uphold accountability at all times. This includes ensuring that the Company's resources are properly safeguarded and the Company conducts its operations as economically, efficiently and effectively as possible at all time.
 - (vii) Board members should not accept positions on Board committees or working groups where a conflict of interest is likely to arise, without first declaring that interest.
 - (viii) Declaration of any personal, professional or business interests that may conflict with Directors' responsibilities. Guidance on declaration and registration of interests is given in the section entitled "Declaration of Interests" below.
 - (ix) Follow the guidelines on acceptance of gifts and hospitality as stated in the section entitled "Guidelines on Acceptance of Gifts" below.

8.2 Declaration of Interests

8.2.1 Subject to the requirements of any acts, rules or regulations that are in force from time to time and in addition to such mandatory requirements, members of the Board are required to notify the Company Secretary any changes to the following:

- (a) Shareholding in the Company and its related corporations, whether direct or indirect; and
- (b) Directorships or interests in any other corporations.

8.2.2 In addition to the above, member of the Board who has a material interest, either directly or through a partner, spouse or close relative, in matters being considered by, or likely to be considered by the Board should declare that interest. Such declarations should describe the interest clearly and state whether it carries direct or indirect financial benefits.

8.2.3 Relevant interests in this context are as follows:

- (a) Executive and non-executive directorships of, significant shareholdings in, or employment by, public or private companies likely or possibly seeking to do business with the Company.
- (b) Ownership or part-ownership of, or employment by, businesses or consultancies likely or possibly seeking to do business with the Company.

8.3 Register of Interests

8.3.1 A formal register of interests is to be established. The register should include details of all directorships and other relevant interests declared by Board members and members of senior management.

8.3.2 The register should be kept up-to-date under the purview of the Company Secretary.

8.4 Conduct in Meetings

8.4.1 Any Board member who has a clear and substantial interest in a matter under consideration by the Board should declare that interest at any meeting where the matter is to be discussed, whether or not that interest is already recorded in the register of interests. The Board member concerned shall abstain from deliberation and voting during the relevant discussion or decision.

8.5 Guidelines of Acceptance of Gifts

8.5.1 The following set our guidelines on acceptance of gifts:

- a) The conduct of individuals must not create suspicion of any conflict between their position as a member of the Board and any private interest;
- b) Board members acting as such must not give the impression that they have been influenced by a benefit to show favour or disfavour to any person or organisation having dealings with the Company;
- c) Board members must not accept any benefit as an inducement or reward for taking any action (or specifically not taking any action) in their official capacity as a Board member; and
- d) Gifts other than of token value should generally be refused.

9.0 WHISTLE BLOWING POLICY AND PROCEDURES

The Whistle Blowing Policy and Procedures provide an avenue for any Director, officer, employee and members of the public to report instances of unethical, unlawful or undesirable conduct on a confidential basis without fear of intimidation or reprisal. Nothing in this policy shall interfere with other established operational policies and processes. All disclosures pursuant to this policy are to be made to the Group Managing Director/Chief Executive Officer and/or Audit Committee. The Board shall be apprised of disclosure matters which are serious in nature or of grave repercussions.

10.0 REVIEW OF THE BOARD CHARTER

10.1 The Board Charter and the terms of reference of the Board Committees shall be periodically reviewed and may be amended by the Board to ensure that they remain consistent with the Board and the Company's objectives, current laws and best practices.

Appendix I

Terms of Reference of the Audit Committee

1. Composition

- i) The Audit Committee shall consist of not less than three (3) members, all of whom shall be Non-Executive Directors, with a majority being Independent Directors.
- ii) At least one (1) member of the Audit Committee must meet the criteria set by Bursa Malaysia Securities Berhad's Listing Requirements as follows:-
 - a. Must be member of the Malaysian Institute of Accountants; or
 - b. If he is not a member of the Malaysian Institute of Accountants, he must have at least three (3) years' working experience and –
 - (i) He must have passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
 - (ii) He must be a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967; or
 - c. Fulfills such other requirements as prescribed or approved by the Exchange.
- iii) All members of the Audit Committee should be financially literate and are able to understand matters under the purview of the Audit Committee, including the financial reporting processes.
- iv) The Chairman of the Audit Committee shall be an Independent Director, and he shall not hold office as Chairman of the Board.
- v) No alternate director shall be appointed as a member of the Audit Committee.
- vi) In the event of any vacancy in Audit Committee, the Board of Directors shall, within three (3) months of that event, fill the vacancy.
- vii) No former partners of the external auditors of Glomac Group shall be appointed as a member of the Audit Committee unless a cooling-off period of at least three (3) years have been observed.

2. Meetings and Quorum

- i) The Audit Committee shall meet at least four (4) times a year, with additional meetings convened as and when necessary and attended by the Department Head charged with the responsibility of the Group's financial reporting. Attendance of other Directors and employees at any particular Audit Committee Meeting will be at the invitation of the Audit Committee. The presence of the Internal and External Auditors for a meeting will be requested if required.
- ii) The quorum for any meeting shall be two (2) members of which the majority must be Independent Directors.
- iii) Circular Resolutions signed by all members shall be valid and effective as if it had been passed at the meeting of the Audit Committee.

- iv) The Chairman of the Audit Committee shall report on its activities to the Board.

3. Secretary to Committee and Minutes

The Company Secretary shall be the secretary of the Audit Committee and as a reporting procedure the minutes shall be circulated to all members of the Board.

4. Authority

- i) The Audit Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee for the purpose of discharging its functions and responsibilities.
- ii) The Committee is also authorised to obtain legal or other independent professional advice and to ensure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

5. Duties and Responsibilities

The duties and responsibilities of the Audit Committee shall be:

- i) To review the Company's and the Group's Quarterly and Annual financial statements before submission to the Board. The review shall focus on:
- any changes in accounting policies and practices
 - major judgmental areas
 - significant and unusual events
 - the going concern assumption
 - compliance with accounting standards and other legal requirements
 - compliance with Main Market Listing Requirements
- ii) To review with the external auditors their audit plan, scope and nature of audit for the Company and the Group.
- iii) To assess the adequacy and effectiveness of the systems of internal controls and accounting control procedures of the Company and the Group by reviewing the external auditors' management letters and management response.
- iv) To hear from the external auditors' problems and reservations arising from their interim and final audits.
- v) To review the internal audit plan, consider the major findings of internal audit, fraud investigations and actions and steps taken by management in response to audit findings and to review the adequacy of the competency of the internal audit function.
- vi) To review any related party transactions that may arise within the Company or the Group.

- vii) To consider the appointment of the external auditors, their suitability, objectivity and independence, the terms of reference of their appointment and any question of resignation or dismissal including whether there is reason (supported by grounds) to believe that the external auditors are not suitable for re-appointment, including making an assessment of their independence where external auditors also provide non-audit services.
- viii) To review the independence and objectivity of the internal audit personnel to ensure that the activities of the internal audit function are free from conflict of interest.
- ix) To undertake such other responsibilities as may be agreed to by the Committee and the Board.

Appendix 2

Terms of Reference of the Nomination Committee

1. **Composition**

- i) The Nomination Committee shall comprise at least three (3) Non-Executive Directors, a majority of whom are Independent Directors.
- ii) The chair of the Nomination Committee should be the senior independent director identified by the Board.
- iii) In the event of any vacancy in the Nomination Committee, the Board of Directors shall, within three (3) months of that event, fill the vacancy.

2. **Meetings and Quorum**

- i) The Nomination Committee shall meet at least once a year. However, additional meetings may be called at any time at the discretion of the Chairman of the Nomination Committee.
- ii) The quorum for any meeting shall be two (2) members, of which the majority must be Independent Directors.
- iii) Circular Resolutions signed by all members shall be valid and effective as if it had been passed at the meeting of the Nomination Committee meeting.
- iv) The Chairman of the Nomination Committee shall report on its activities to the Board.

3. **Secretary to Committee and Minutes**

The Company Secretary shall be the secretary of the Nomination Committee and as a reporting procedure the minutes shall be circulated to all members of the Board.

4. **Authority**

- i) The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee for the purpose of discharging its functions and responsibilities.
- ii) The Committee is also authorised to obtain legal or other independent professional advice and to ensure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

5. Duties and Responsibilities

The duties and responsibilities of the Nomination Committee shall be:

- i) To identify and nominate for the approval of the Board, candidates to fill Board vacancies as and when they arise. In identifying Board candidates, the Nomination Committee may refer to sources from existing Board members, major shareholders of the Company, independent search firms as well as available directories of corporate director. In making its recommendations, the Nomination Committee shall also assess and consider the following attributes or factors and be guided by the Directors' Fit and Proper Policy:-
 - Skills, knowledge, expertise;
 - Professionalism;
 - Commitment (time commitment) to effectively discharge his/her role as a Director with due diligence;
 - Contribution and performance;
 - Background, character, integrity and competence;
 - The existing number of directorships held by the candidate;
 - Boardroom diversity including gender diversity; and
 - The size of the Board.
- ii) To make recommendations to the Board on the Directors to fill the seats of Board Committees;
- iii) To assess the eligibility of the Directors who are reappointed arising from a casual vacancy or retire by rotation and subjected to re-appointment at the Company's annual general meetings;
- iv) To assist the Board in reviewing on an annual basis the required mix of skills and experience and diversity, including gender, where appropriate, of the Directors of the Board/Board Committees;
- v) To recommend the appropriate Board balance and size of non-executive participation;
- vi) To establish procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and contribution of each individual Director and Board Committee member including Independent Non-Executive Directors as well as the Group Managing Director/Chief Executive Officer. The assessments and evaluations are properly documented;
- vii) To review annually, the term of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee and members have carried out their duties in accordance with their Terms of Reference.
- viii) To assess the attendance and continuous professional development needs of the Directors;
- ix) To review and make recommendations to the Board on succession planning policies for the Board and Senior Management; and
- x) To assess annually the independence of the Independent Non-Executive Directors.

Appendix 3

Terms of Reference of the Remuneration and Employees' Share Scheme Committee

1. Composition

- i) The Remuneration and Employees' Share Scheme Committee shall comprise at least three (3) Directors, a majority of whom are Independent Non-Executive Directors.
- ii) The Remuneration and Employees' Share Scheme Committee will elect an Independent Non-Executive Director from amongst them as its Chairman. Individual Directors do not participate in the decisions regarding their individual remuneration.
- iii) In the event of any vacancy in the Remuneration and Employees' Share Scheme Committee, the Board of Directors shall, within three (3) months of that event, fill the vacancy.

2. Meetings and Quorum

- i) The Remuneration and Employees' Share Scheme Committee shall meet at least once a year. However, additional meetings may be called at any time at the discretion of the Chairman of the Remuneration and Employees' Share Scheme Committee.
- ii) The quorum for all Remuneration and Employees' Share Scheme Meetings shall be two (2) members, a majority of whom shall be Non-Executive Directors.
- iii) The Group Managing Director / CEO, if not a member of the Remuneration and Employees' Share Scheme Committee, may be invited to attend the Remuneration and Employees' Share Scheme Committee meetings.

3. Secretary to Committee and Minutes

The Company Secretary shall be the secretary of the Committee and as a reporting procedure the minutes shall be circulated to all members of the Board.

4. Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee for the purpose of discharging its functions and responsibilities.

The Committee is also authorised to obtain legal or other independent professional advice and to ensure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

5. Duties and Responsibilities

The duties and responsibilities of the Remuneration and Employees' Share Scheme Committee shall be as follows:

a. **With regards to remuneration matters:-**

- i) To review the annual remuneration packages of each individual Director (both Executive and Non-Executive) such that the levels of remuneration are sufficient to attract and retain the Directors needed to run the Company successfully;
- ii) To recommend to the Board the remuneration packages of the Directors (both Executive and Non-Executive) of the Company, which includes the fees and benefits payable to the Directors of the Company (including any compensation for loss of employment of director or former director).

Pursuant to Section 230 of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors including any compensation for loss of employment of a director or former director of the Company shall be approved at a general meeting; and

b. **With regards to the Employee Share Scheme:-**

- i) Do all acts and things and in such manner as it in its discretion, deems fit and enter into any transaction, agreement, deed, document or arrangement and make such rules and regulations, impose such terms and conditions which are to be done by the Board pursuant to the Bye-Laws of the Company's Employee Share Scheme ("By-Laws");
- ii) To determine all questions of policy and expediency that may arise in the administration of the Employee Share Scheme, and generally the exercise of such powers and performance of such act as are deemed necessary or expedient to promote the best interests of the Company in accordance with the By-Laws;
- iii) To develop and maintain the Company's policies and implementation guidelines in relation to the granting of the Employee Share Options and RSG shares in light of the overall remuneration philosophy in accordance with the By-Laws;
- iv) To approve and determine the manner in which the Employee Share Options and RSG shares are granted to and subsequently vested/exercised by the Eligible Employees in accordance with the provisions of the By-Laws; and
- v) To perform such other duties and functions as may be requested by the Board for the purpose of administering the Company's Employee Share Scheme pursuant to the provisions of the By-Laws.

6. Remuneration of the Board and Senior Management

- a. In determining the level of remuneration, the Remuneration and Employees' Share Scheme Committee will take into account all factors which it deems necessary in order to attract, retain and motivate the Directors and Senior Management of high caliber who are able to provide the necessary skills and experience as required. The level of remuneration shall commensurate with the responsibilities for the effective management and operations of the Company and should also be in alignment with the business strategy and long-term objectives of the Company.
- b. A detailed disclosure of the remuneration of the individual Directors shall appear in the Company's Annual Report, having regards to the interest of all parties including the Company, the Directors and the shareholders.
- c. Directors who are shareholders shall abstain from voting at general meetings to approve their own fees.

Appendix 4

Terms of Reference of the Risk Management and Sustainability Committee

1. Objectives

The principal objective of the Risk Management and Sustainability Committee (“**the Committee**”) is to assist the Board of Directors (“**Board**”) in their responsibilities in identifying, assessing and monitoring key business and sustainability risks and recommending the risk management policies and strategies for the Company. In addition, the Committee shall assist the Board to fulfil its corporate governance, risk management, and statutory responsibilities in order to manage the overall risk exposure in the Company and its group of companies (“**Group**”).

The Committee shall also assist the Board in fulfilling its oversight responsibility in relation to the Group’s objectives, policies and practices pertaining to sustainability.

2. Composition of members

The Board shall elect the Committee members from amongst themselves, comprising no fewer than three (3) members, of which a majority of whom are independent.

If a member of the Committee ceases to be a member with the result that the number of members is reduced below three (3), the Board shall, within three (3) months of that event, appoint such number of new member(s) as may be required to make up the minimum number of three (3) members.

No alternate Director of the Board shall be appointed as a member of the Committee.

3. Chairman

The Chairman of the Committee shall be elected from among the Committee members who shall be an Independent Director. The Chairman of the Committee shall be approved by the Board.

In the absence of the Chairman, the members of the Committee can elect from amongst themselves as the Chairman of the meeting.

4. Secretaries

The Secretaries of the Committee shall be the Company Secretaries of the Company.

The Secretaries shall be responsible for keeping the minutes of meetings of the Committee.

5. Meetings

The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least two (2) times a year or more frequently as deemed necessary.

The Chairman or any member of the Committee may call for additional meetings at any time at their discretion.

Reasonable notice period of the Committee meetings shall be given to all the Committee members unless the Committee waives such requirement.

The Committee may hold a meeting at one (1) or more venues within or outside Malaysia using any technology that gives the Committee members as a whole a reasonable opportunity to participate. Any member of the Committee may participate at the Committee meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such member shall be deemed to be present at the meeting. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the members attending the meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.

Questions arising at any meeting of the Committee shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of the Committee shall have a second or casting vote.

6. Quorum

A quorum shall consist of at least two (2) members.

7. Circular Resolutions

A resolution in writing signed or approved by email, letter, telegram, telex, telefax or digital messaging services by all the Committee members and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. All such resolutions shall be described as "Risk Management and Sustainability Committee Members' Resolutions in Writing" and shall be forwarded or otherwise delivered to the Secretaries without delay, and shall be recorded by him in the Company's minutes book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Committee members.

8. Minutes

Minutes of each meeting shall be kept at the registered office and distributed to each member of the Committee and also to the other members of the Board.

The Minutes of the Committee meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence of the proceedings of the meeting duly held.

9. Reporting

The Chairman of the Committee shall report to the Board on the proceedings of each meeting and on matters as it considers appropriate within its terms of reference at least two (2) times a year, but more frequently if it so wishes, either formally in writing or verbally.

The Committee shall report to the Board on any specific matters referred to it by the Board.

10. Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It has free access to all information and documents it requires for the purpose of discharging its functions and responsibilities.

The Committee is also authorised to obtain legal or other independent professional advice as it considers necessary as well as to appoint Risk Management and Sustainability Sub-Committees.

11. Duties and responsibilities

The duties and responsibilities of the Committee are as follows:-

11.1 communicate the Board's vision, strategy, policy, responsibilities, and reporting lines to all personnel across the Group.

11.2 act in line with the directions of the Board.

11.3 in addition to paragraph 11.4 and 11.5 below, consider and examine such other matters as the Committee considers appropriate.

11.4 Risk Management

11.4.1 identify and communicate to the Board, critical risks (present or potential) the Group faces, their changes, and Management's action plans to manage the risks.

11.4.2 perform risk oversight and review risk profile and organisational performance.

11.4.3 aggregating the Group's risk position and quarterly reporting to the Board on the risk situation/status.

11.4.4 set performance measures for the Group.

11.4.5 provide guidance to the business units and departments on the Group's risk appetite and capacity, and other criteria which, when exceeded, trigger an obligation to report upward to the Board.

11.4.6 review the existing controls that may reduce the key risk factors of the Company.

11.4.7 review and assess the adequacy of risk management and internal control policies and framework for identifying, measuring, monitoring and controlling risks as well as the extent to which these are operating effectively.

11.4.8 promote better governance culture and ethical behaviour within the Group by ensuring that structured policies and procedures on anti-corruption are in place and place greater emphasis on corruption as part of annual risk assessment of the Group.

- 11.4.9 ensure adequate infrastructure, resources and systems are in place for an effective risk management, i.e. ensuring that the staff who is responsible for implementing the risk management systems perform those duties independently.
- 11.4.10 review the management's periodic reports on risk exposure, risk portfolio composition and risk management activities.

11.5 **Sustainability Management**

- 11.5.1 provide oversight and input to Management to ensure that the Group's strategies, goals and principles pertaining to sustainability are aligned with, promote and encourage the Group's commitment towards sustainability.
- 11.5.2 advise on the Group's Sustainability Report and other reports (if any) prior to reporting to the Board, including assessment of issues material to the achievement of sustainability by the Group and efforts to address the material issues.
- 11.5.3 review issues relating to sustainability arising from independent audits and assurance reports as well as any matters highlighted by the consultants.
- 11.5.4 consider and recommend to the Board positioning on relevant emerging sustainability issues.
- 11.5.5 provide the Board with assurance on the quality and technical content of the sustainability information used by the Board and of the sustainability information issued publicly by the Group.
- 11.5.6 oversee the stakeholder dialogue process and its outcomes, addressing social and environmental matters with regard to the strategic sustainability goals, in particular, matter that may affect the Group's reputation.

12. **Frequency of Review**

The Committee, with the assistance of Management, shall review the adequacy and relevance of the Terms of Reference as and when required and may from time to time recommend the proposed changes to the Board as it deems appropriate to reflect new best practices and new regulatory requirements.

Appendix 5

DIRECTORS' DECLARATION OF FIT AND PROPER

Name NRIC/Passport No.:

do hereby solemnly affirm and declare the following:-

No.	Criteria	Yes	No
Probity, Personal Integrity and Reputation			
1.	I have not been the subject of any proceedings of a disciplinary or criminal nature, or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;		
2.	I have not contravened any provision made by or under any written law designated to protect members of the public against financial loss due to dishonesty, incompetence or malpractice;		
3.	I have not contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;		
4.	I or any business in which I have a controlling interest or exercise significant influence, have not been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;		
5.	I have not been engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on my professional conduct;		
6.	I have not been dismissed, asked to resign or have resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions on my honesty and integrity;		
7.	I have not been associated, in ownership or management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a licence to conduct any trade, business or profession, or has had that registration, authorisation, membership or licence revoked, withdrawn or terminated;		

No.	Criteria	Yes	No
8.	I have not held a position of responsibility in the management of a business that has gone into receivership, insolvency, or involuntary liquidation while I was connected with that business;		
9.	I have not been a director of, or have been directly concerned in the management of, any corporation which is being or has been wound up by a court or other authority competent to do so within or outside Malaysia, or of any licensed institution, the licence of which has been revoked under any written law;		
10.	In the past, I have not acted unfairly or dishonestly in my dealing with customers, employer, auditors and regulatory authorities;		
11.	I have not at any time shown a strong objection or lack of willingness to cooperate with regulatory authorities and failure to comply with legal, regulatory and professional requirements and standards, including compliance with tax requirements and obligations;		
12.	I have not contributed significantly to the failure of an organization or a business unit;		
13.	I have not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices; and		
14.	I am free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of my judgement when acting in the capacity of a Director of Glomac Berhad and/or Glomac Group of Companies which would be disadvantageous to Glomac or Glomac's interest.		
Financial Integrity			
15.	I am and will be able to fulfil my financial obligations, whether in Malaysia or elsewhere, as and when they fall due;		
16.	To my knowledge, I have not been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.		
17.	I have not made arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction.		

* Where you have not ticked 'YES', please explain and/or provide the relevant documents

Explanation for items not ticked "Yes"	
No.	Explanation

.....
(Signature)
Name:
Date: