

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5020
COMPANY NAME : GLOMAC BERHAD
FINANCIAL YEAR : April 30, 2023

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors (the "Board") of Glomac Berhad ("Glomac" or the "Company") recognises the importance of adopting robust corporate governance standards in its efforts to enhance shareholders' value, whilst ensuring probity and safeguarding other stakeholders' interest.</p> <p>In tandem with its value creation role, the Board assumes an active role in the development and oversight of the overall strategic direction of the Company and its subsidiaries ("the Group"). The Board establishes the Group's goals and strategic directions, setting goals and targets for management and monitoring the achievement of goals and targets. During the year under review, the Board and Senior Management reviewed the Group's strategy in light of the ever-present risks associated with the COVID-19 pandemic. As with the preceding year, the Board deliberated on the impact of the pandemic on the property industry as a whole and to understand the key trends in adapting to the "new normal".</p> <p>In order to effectively measure and monitor the performance and progress of Management towards achieving the strategic objectives of the Group, the Board has established a set of Key Performance Indicators that incorporates both quantitative and qualitative elements. The quarterly financial results and budget reports are amongst others, tabled to the Board during Board meetings to keep Directors apprised on the latest operational developments and any significant issues pertaining to the Group.</p> <p>Additionally, the Board directs its efforts to identify and evaluate principal risks surrounding the Group as outlined in the Statement on Risk Management and Internal Control, whilst ensuring the implementation of appropriate systems to manage these identified risks. The risk management and internal control framework has been developed with a view of ingraining ethical, prudent, and professional</p>

	<p>behaviour across every level of the Group's operations. In this regard, the Board, as the pivot of corporate governance, is committed to fostering a healthy corporate culture by setting the "tone at the top".</p> <p>In pursuit of the business objectives, the Board is mindful of its responsibility on the environmental, economic, and social aspects of business sustainability. Notably, the Group leverages technology to promote environmental sustainability for selected development projects. Adequate measures are also taken to ensure the safety and livelihood of its employees as well as corporate social responsibility contributions. The details of the Company's sustainability activities and performance are discussed in the Sustainability Statement of the Annual Report.</p> <p>On the stakeholder engagement front, the Board continuously ensures that effective channels of communication are maintained to provide stakeholders with appropriate platforms to channel pertinent views or concerns, as outlined in the Sustainability Statement.</p>			
Explanation for departure	:			
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>				
Measure	:			
Timeframe	:	<table border="1"> <tr> <td></td><td></td></tr> </table>		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is led by Tan Sri Dato' Mohamed Mansor bin Fateh Din, the Group Executive Chairman, who is also the Founder of the Group. He was appointed to the Board on 1 April 1986.</p> <p>The Chairman is responsible for leading and ensuring effective conduct of the Board. In fulfilling the role, he amongst others carries out the following:</p> <p>The Chairman is responsible for leading and ensuring effective conduct of the Board. In fulfilling the role, he amongst others carries out the following:</p> <ul style="list-style-type: none">• Providing leadership for the Board so that the Board can perform its responsibilities effectively;• leading the Board in setting the values and standards of the Company;• ensuring efficient organisation and conduct of the Board's function and meeting.• ensuring effective communication with shareholders and other relevant stakeholders;• facilitating the effective contribution of Non-Executive Directors and ensuring constructive relations are maintained between the Executive and Non-Executive Directors;• encouraging active participation and allowing dissenting views to be freely expressed; and• leading the Board in establishing and monitoring good corporate governance practices in the Company. <p>The Chairman is deputised by the Group Executive Vice Chairman, namely Datuk Fong Loong Tuck. The responsibilities of the Chairman are codified in the Board Charter, which is available on Glomac's website (Investor Relations section) at www.glomac.com.my</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the need to have a clear delineation of authority and responsibilities between the Group Executive Chairman and Group Managing Director ("MD")/Chief Executive Officer ("CEO") of Glomac. This division ensures that there is a balance of power and authority between oversight and executive functions.</p> <p>The Board is led by Tan Sri Dato' Mohamed Mansor bin Fateh Din, the Group Executive Chairman while the position of the Group MD/CEO is helmed by Datuk Seri Fateh Iskandar bin Tan Sri Dato' Mohamed Mansor.</p> <p>As outlined under Practice 1.2, the Group Executive Chairman is responsible for leading and ensuring effective conduct of the Board.</p> <p>The Group MD/CEO's responsibilities include :</p> <ul style="list-style-type: none">• overseeing the day-to-day operations to ensure the smooth and effective running of the Group;• seeing the overall strategic policy and direction of the Group's business operations based on the effective risk management controls;• ensuring that the financial management practice is performed at the highest level of integrity and transparency and that the businesses and affairs of the Group are carried out in an ethical manner and in compliance with the relevant laws and regulations; and• implementing the policies, strategies and decision adopted by the Board. <p>The respective duties and responsibilities of the Group Executive Chairman and Group MD/CEO are encapsulated in the Board Charter, which is available on Glomac's website (Investor Relations section) at www.glomac.com.my.</p> <p>The Board is cognisant of the need for heightened checks and balances given that the Group Executive Chairman, Tan Sri Dato' Mohamed Mansor bin Fateh Din and Group MD/CEO, Datuk Seri Fateh Iskandar bin Tan Sri Dato' Mohamed Mansor are related immediate family members. As a testament to the Board's efforts to ensure no single individual has unfettered powers in making decision, the Board has appointed a Senior Independent Non-Executive Director, Dato' Ikhwan Salim bin Dato' Haji Sujak to act as a sounding Board to the Chairman and a conduit for Independent Directors. Additionally, the higher</p>

	<p>proportion of Non-Executive Directors present on the Board could help to mitigate any possible conflict of interest between the policy-making process and the day-to-day management of the Group.</p> <p>The Board also adopts the “Board Reserved Matters” in the Board Charter to ensure clear demarcation of responsibilities between the Board, Board Committees and Management. The key matters specifically reserved for the Board are as follows :</p> <ul style="list-style-type: none"> • corporate plans, programs and new ventures; • conflict of interest issues relating to a substantial shareholder or a Director; • material acquisitions and disposition of assets; • investments in capital projects; • risk management policies; and • corporate announcement to regulators. <p>Note : Dato’ Ikhwan Salim bin Dato’ Haji Sujak has resigned on 1 July 2023.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees’ meetings, by way of invitation, then the status of this practice should be a ‘Departure’.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>The Executive Chairman of the Company, YBhg. Tan Sri Dato’ Mohamed Mansor bin Fateh Din is not a member of Audit Committee, Nomination Committee or Remuneration Committee. During the year under review, he also did not attend any of these Board Committees meetings as an invitee.</p> <p>The Board is cognisant that having the same individual assuming the positions of Chairman of the Board as well as Chairman or member of Board Committees may give rise to excessive self-review risks. This may have the effect of compromising the impartiality of Board-level deliberations.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied
Explanation on application of the practice	:	<p>Throughout the financial year reported, the Board is assisted by three (3) professionally qualified and competent Company Secretaries :</p> <ol style="list-style-type: none">Ms. Chua Siew Chuan (MAICSA 0777689) (SSM PC No.: 201908002648);Ms. Chin Mun Yee (MAICSA 7019243) (SSM PC No.: 201908002785);Puan Lilyrohayu Binti Ab. Hamid @ Kassim (MAICSA 7044674) (SSM PC No.: 202008001385) <p>The Board is regularly apprised and advised by the Company Secretaries on statutory and regulatory requirements as well as pertinent governance matters. The primary responsibilities of the Company Secretaries include :</p> <ul style="list-style-type: none">advising the Board on matters related to corporate governance and the Listing Requirements of Bursa Malaysia Securities Berhad;ensuring that the Board procedures and applicable rules are observed;maintaining records of the Board and ensuring effective management of the Company's statutory records;preparing comprehensive minutes to document Board proceedings and ensuring conclusions are accurately recorded;assisting communications between the Board and Management;providing full access and services to the Board and carrying out other functions as deemed appropriate by the Board from time to time;preparing agendas and coordinating the preparation of the Board papers; andserving as the focal point for stakeholders' communication and engagement on corporate governance issues. <p>In order to upskill themselves and keep abreast with the latest developments in the corporate governance realm, the Company Secretaries have attended relevant trainings and continuous professional development programs during the year under review. The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in discharging their functions.</p>

	<p>The findings from the Board Effectiveness Evaluation (“BEE”) conducted during the year indicate that the level of support given by the Company Secretaries to the Board has been satisfactory in terms of effectiveness, adequacy and timely execution of actions.</p> <p>Note : Puan Lilyrohayu binti Ab. Hamid has resigned on 12 April 2023.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	<p>All the Board members are furnished with the notice and meeting agenda accompanied with a set of Board papers, few days in advance of the meeting, in which the Board deems as reasonable. This enables the Directors to have sufficient time to review the Board papers and to obtain further explanation or clarification to facilitate decision making process and meaningful discharge of their duties.</p> <p>Exceptions may be made in certain ad-hoc or urgent instances whereby Directors unanimously consent to a shorter notice period and elapsed timeframe for the provision of meeting materials.</p> <p>In order to ensure Directors are well-informed of the proceedings that took place, the minutes of the meetings are recorded by the Company Secretaries and circulated to the Board members within a reasonable timeframe upon conclusion of the relevant meeting. The minutes of meetings record the decisions, including dissenting comments made, rationale for decisions and conclusions. The Chairman of the Board meetings signs the minutes as a correct record of the proceedings and thereafter, the said minutes of all proceedings are kept in the statutory book at the registered office of the Company to be made available for inspection under the Companies Act 2016.</p> <p>In addition to the provision of meeting materials, the Directors in consultation with the Chairman and based on the agreed-upon procedures may also obtain independent professional advice if necessary at the Company's expense in the furtherance of their duties (as stated in the Board Charter and Paragraph 15.04 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad).</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
------------------	---	--	--

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has formalised a Board Charter which serves as the primary guiding literature and a frame of reference which specifically delineates matters on governance for Directors.</p> <p>The Board Charter inter alia outlines the following :</p> <ul style="list-style-type: none"> • Key matters reserved for the Board; • Responsibilities of the Board, Board Committees and individual Directors; • Responsibilities of the Group Executive Chairman and Group MD/CEO; • Structure and composition of the Board; • Appointments and re-election of Directors; • Directors' assessment/Board evaluation; • Supply of information and Directors' rights; • Communication between the Company and stakeholders; • Accountability and audit; • Directors' training and continuing education; and • Values, ethics and principles. <p>The Board Charter is periodically reviewed and updated based on the prevailing regulatory promulgations and corporate governance enumerations (last updated in June 2022). The Board Charter is available on Glomac's website (Investor Relations section) at www.glomac.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
------------------	---	--	--

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>In tandem with Glomac's commitment to uphold the high standards of professionalism, the Board has formalised a Code of Conduct and Ethics (the "Code") which sets out broad principles and standards of business ethics and conduct. Salient considerations of the Code have been embedded in the Board Charter and Employee Handbook to amplify the expected standards of behaviour for Directors and Management respectively.</p> <p>The Code amongst others covers the following areas :</p> <ul style="list-style-type: none">• Principles such as selflessness, integrity, objectivity, accountability, openness, honesty and leadership;• Compliance with rules, laws and regulations (including but not limited to abuse of power, corruption, insider trading and money laundering); and• Safeguards in relation to conflicts of interest. <p>The Code and Employee Handbook are disseminated to employees of the Group and embedded as part of Glomac's onboarding session to all new employees.</p> <p>The Board ensures the implementation of appropriate internal systems to support, promote and ensure the compliance of the Code.</p> <p>The Code is further supplemented with the institution of an Anti-Bribery Policy in year 2022 . The Anti-Bribery and Corruption Policy covers areas pertaining to gifts, donations and sponsorships; support letters; facilitation payments; conflict of interest; and sanctions for non-compliance. The Anti-Bribery and Corruption Policy is premised on a supply-chain wide perspective covering dealings with third parties such as agents, suppliers and vendors, contractors, sub-contractors and distributors. Any breaches to the Anti-Bribery and Corruption Policy shall be treated as a serious misconduct or offence leading to disciplinary actions taken against the offender.</p>

	<p>The Code is reviewed periodically by the Board and published on Glomac's website at www.glomac.com.my.</p> <p>Furthermore, in understanding the importance of driving objective and meritorious appointments at the leadership level, a Directors' Fit and Proper Policy was formalised to set out the Company's approach to the assessment of the fitness and propriety of individuals who hold, or who are to be appointed or elected to the Board. The Board via its Nomination Committee, will consider all relevant factors based on the following criteria :</p> <ul style="list-style-type: none"> • Character and integrity; • Experience and competence; and • Time and commitment. <p>The Code and Directors' Fit and Proper Policy are published on Glomac's website at www.glomac.com.my.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	<p>Recognising the important of protecting whistleblowers, the Board has formalised a set of Whistleblowing Policy and Procedures (the “Policy”) that is applicable to all employees and stakeholders (i.e. shareholders/customers/suppliers) of the Group to raise legitimate concerns relating to potential breaches of business conduct and non-compliance with legal and regulatory requirements as well as other malpractices.</p> <p>As outlined in the said Policy, stakeholders are called upon to escalate bona fide concerns to immediate superiors (applicable to employees), Head of Human Resources and/or Senior Independent Non-Executive Director of the Group for matters that are amongst others related to the following :</p> <ul style="list-style-type: none">• Improprieties in matters of financial reporting;• Fraud;• Corruption, bribery and blackmail;• Criminal offences;• Unethical behaviour, malpractices and illegal acts or failure to comply with regulatory requirements;• Miscarriage of justice;• Sexual harassment;• Endangerment of individual’s health and safety; and• Concealment of any or combination of the above. <p>The Audit Committee oversees the implementation of whistleblowing procedures. The Audit Committee has been tasked with the review of whistleblowing reports either made through the Company following established communication and feedback channels or through any other means. The Audit Committee emphasises good faith in reporting and protection from reprisal as well as confidentiality of the whistleblower’s identity.</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied
Explanation on application of the practice	:	<p>As an organisation, Glomac is committed to drive responsible and sustainable business practices throughout the organisation.</p> <p>At the management level, sustainability is championed by a group of middle and senior management from various business units and departments. They are responsible for ensuring the Group's continued progress and improvement in the areas of economic, environment, social and governance ("EESG") and implementing action plans and communicating them to stakeholders.</p> <p>At the Board level, the Company's sustainability efforts are overseen by the Risk Management and Sustainability Committee (RMSC). The RMSC ensures the effective management of sustainability practices within the Group. The RMSC supervises the implementation of sustainability strategies, which are aligned with riskmanagement processes to ensure a common design and purpose in all actions and decisions. Further details on responsibilities of the RMSC are encapsulated within the Committee's Terms of Reference, made available on the Company's website.</p> <p>Further, the Board and Senior Management proactively govern Glomac's materiality processes, including conducting a robust review of the materiality assessment exercise which is conducted from time to time prior to approval of Glomac's materiality matrix. The Board has oversight on the materiality of risks and how it should be addressed across Glomac's business through development of long-term strategies, policies, processes and measures.</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is cognisant of the fact that Glomac's internal and external stakeholders should be apprised with instructive information on sustainability matters. Through established engagement platforms, the Company keeps stakeholders updated on its journey towards a sustainable future including its milestones, strategies, priorities as well as action plans. Glomac will also continue to conduct half-year engagement sessions with market analysts and fund managers which would also provide coverage on sustainability related matters.</p> <p>To this end and consistent with preceding financial years, Glomac has produced a Sustainability Statement that is incorporated within the Annual Report and communicates the Company's identified material sustainability risks, mitigating actions and opportunities.</p> <p>The preparation of the Sustainability Report is guided by Bursa Malaysia Sustainability Guide and the accompanying toolkits as well as the Global Reporting Initiative Standards.</p> <p>Glomac's sustainability progress and achievements have been mapped against the United Nations 2030 Agenda for Sustainable Development, linking the United Nations Sustainable Development Goals (SDGs) with identified material sustainability matters and this allowed the Company to concentrate on areas that have the greatest impact.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is cognisant that Directors are expected to have a strong understanding and be able to engage in robust discussions with Management in addressing sustainability-related strategies and risks. Whilst Directors are not expected to be sustainability-focused experts, they should manifest adequate sustainability proficiency to provide guidance on sustainability-related matters.</p> <p>To this end, the Board keeps itself abreast of sustainability developments by way of formal training sessions, industry talks, presentation of updates to promulgations, structured reading and deliberations. During the financial year under review, the Board members proactively attended webinars and conferences covering a wide range of key sustainability topics, including on the subject matters of climate change and cybersecurity.</p> <p>In addition, Management apprised the Board on the latest sustainability developments through presentations and key considerations are also embedded in the proposals and papers escalated for the Board's attention.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	<p>As part of the Company's Board effectiveness evaluation exercise for 30 April 2023, the Board was formally assessed on its performance with regard to material sustainability risks and opportunities through questionnaire method.</p> <p>The Board adopts an approach that encourages a culture of organisational, team and individual performance and significantly incentivising individuals who deliver sustained performance which is consistent with strategic goals. As such and in relation to Senior Management, a weighted proportion of the key performance indicators ("KPIs") are pegged to sustainability considerations with a nexus to executive compensation packages. The sustainability-linked KPIs contain a mix of short-term and long-term parameters.</p> <p>On the performance evaluation of the Board and senior management, the Nomination Committee will evaluate the Board and senior management with a prepared list of questionnaires called Board Effectiveness Evaluation which is customised from the Corporate Disclosure Guide. Such evaluation has covered the performance of the Board and senior management in addressing the Company's material sustainability risks and opportunities in general.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledge the importance of refreshing the Board composition periodically.</p> <p>Nomination Committee ("NC") will conduct assessment and evaluation on the performance, contribution and the tenure of each director once every year as well as the independency of each Independent Non-Executive Director. The results of the assessment and evaluation that conducted will be reported to the Board with proper recording in the minutes of meeting. Based on the results of assessment and evaluation conducted by NC, the Board will consider when propose the retiring director to be re-elected in the forthcoming annual general meeting and to adjust the tenure of each director accordingly when necessary.</p> <p>The Nomination Committee reviews the broader composition and balance of the Board and its Committees, their alignment with the Company's strategic objectives, and the need for progressive refreshing of the Board.</p> <p>On an annual basis, the Nomination Committee reviews the tenure of each Director and carries out a Board Effectiveness Evaluation ("BEE") to ensure that the Board as a whole and the Board Committees have been effective and fulfilling its roles and responsibilities. The performance and contribution of each individual Director are also assessed as part of the BEE process.</p> <p>In addition, the independence of all Non-Executive Directors is reviewed by the Nomination Committee annually, with reference to their independence of character and judgement and whether any circumstances or relationships exist which could affect their judgement.</p> <p>For those Directors who are retiring and eligible for re-election, the Nomination Committee would only make recommendations for their re-election upon their satisfactory evaluation of their performance and contribution to the Board and the Board Committees, together with the overall balance of knowledge, skills, experience and diversity. The Nomination Committee also considers the time commitment of each Director and whether each re-election would be in the best interest of the Company.</p>

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

	The Nomination Committee, after taking into account the satisfactory performance and contributions of directors as stated in the Notice of AGM, resolved to recommend their re-election at the 39th Annual General Meeting of the Company scheduled to be held in October 2022.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Applied
Explanation on application of the practice	:	<p>During financial year ended 30 April 2023, the Board comprises six (6) Directors with half of the Board (i.e. three (3) of them) being Independent Directors. The profiles of the Directors are as set out in the Annual Report.</p> <p>In order to reinforce the element of board independence, the Senior Independent Non-Executive Director, Dato' Ikhwan Salim bin Dato' Haji Sujak who had served more than 12 years in Glomac, has resigned on 1 July 2023 to be in line with the latest ruling under the Bursa Malaysia rules which took effect on 30 June 2023.</p> <p>In replacement thereof, Encik Mohd Adzahar bin Abdul Wahid was appointed on 1 June 2023 to complement the boardroom dynamics and well-balanced composition.</p> <p>Independent Directors are free to meet without the presence of Management on a regular basis, to candidly share concerns about the Group and exchange views on potential improvements in governance.</p> <p>Independent Directors are also subjected to an objective and subjective "test of independence" conducted on an annual basis or as and when a disclosure is made by Directors of any new interest or relationship that may impede their ability to act independently and objectively.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Applied
Explanation on application of the practice	:	<p>During the year under review as at 30 April 2023, there is only one remaining Independent Director on the Board who had served the Company for more than nine (9) years since his initial appointment, namely, Dato' Ikhwan Salim bin Dato' Haji Sujak, Senior Independent Non-Executive Director who was appointed on 9 February 2000.</p> <p>Pursuant to the latest ruling by Bursa Malaysia which becomes effective on 30 June 2023, Dato' Ikhwan has resigned on 1 July 2023.</p> <p>Meanwhile, Datuk Ali bin Abdul Kadir has retired after the conclusion of the 38th Annual General Meeting held last year.</p> <p>To conclude, as at 1 July 2023, none of the Independent Directors in the Company has exceeded a cumulative term limit of nine (9) years.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board through its Nomination Committee, undertake a periodic review of the Board composition so as to ascertain its continued effectiveness in addressing the needs of the Group. The Board is cognisant that a diverse leadership team, with varied perspectives and expertise cemented in its composition, will strengthen the strategy formulation process and ultimate line of defence for the Group.</p> <p>All appointments to the Board and its various Board Committees together with Senior Management are assessed and considered by the Nomination Committee. In making its recommendations, due consideration is given to the required mix of skills, knowledge, expertise, experience, professionalism and integrity that the proposed candidate(s) shall bring to complement the Board and/or Board Committees.</p> <p>The Nomination Committee's Terms of Reference outlines that the appointment of each Director should be based on the following attributes :</p> <ul style="list-style-type: none">• Skills, knowledge, expertise;• Professionalism;• Level of commitment (time) that the recommended candidate can contribute to the existing Board and Group;• Contribution and performance;• Background, character, integrity and competence;• The existing number of directorships held by the candidate;• Boardroom diversity including gender diversity; and• Size of the Board. <p>The Nomination Committee's Terms of Reference is available on Glomac's website at www.glomac.com.my.</p> <p>Presently, the Board is composed of individuals with a cross section of skill sets, knowledge and experience (e.g. property development, accounting/finance/economics/banking, business administration, legal,</p>

	<p>civil engineering, construction and engineering), cultural background (Malay and Chinese) and age (range between 55 to 83).</p> <p>The appointment of Senior Management is also based on a set of objective criteria with due consideration accorded to diversity in various aspects. The appointments of Senior Management, namely the Executive Directors, have a track record of building businesses, and conducting themselves with integrity.</p> <p>The Board is committed to provide fair and equal opportunities and to nurture diversity within the Group.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied
Explanation on application of the practice	:	<p>The candidates for the appointment of Executive Directors are usually promoted or re-designated from existing board members or management as the candidates must be someone who are familiar and well verse with the Group's operations.</p> <p>The candidates for the appointment of Non-Independent Directors are usually recommended by the major shareholders as these candidates are associated with the major shareholders.</p> <p>The candidates for the appointment of Independent Directors will always rely on external source to ensure that appointed Directors are independent and have no relationship with the Executive Director and major shareholders.</p> <p>All appointments to the Board are assessed and considered by the Nomination Committee. In making these recommendations, due consideration is given to the required mix of skills, knowledge, expertise, experience, professionalism and integrity that the proposed candidate(s) shall bring to complement the existing Board. Candidates are thoroughly assessed based on their competence, integrity, character, time commitment and experience as stated in Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.</p> <p>The Board may identify candidates for appointment as new directors through the business network of the Board members, external independent professional advisors and institutions and independent talent search. All Directors are expected to be individuals with integrity, professional ethics, sound business judgement as well as devotion of time and efforts to the Group's business and affairs.</p>

Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	<p>Nomination Committee (“NC”) will evaluate each director who opt for re-election and/or re-appointment as a Director of the Company at an Annual General Meeting (“AGM”). Upon the NC satisfactory evaluation on the prescribed Directors’ performance and contribution, recommendation on the re-election and/or re-appointment of such Directors will be brought for the further endorsement of the Board for further approval of shareholders at an AGM.</p> <p>In respect thereto, pursuant to Main Market Listing Requirements, a detailed particulars of such re-election and/or re-appointment of directors will be incorporated into the Annual Report of the Company for shareholders’ information and decision making. Shareholders may download such information from the Company’s website for reference.</p> <p>There are two (2) Directors who retire pursuant to Clauses 118 and one (1) Director who retire pursuant to Clause 117 of the Company’s Constitution, have opted for re-election at the forthcoming AGM of the Company.</p> <p>The Board provides its statement of recommendation for the re-election of directors in the Explanatory Notes in the Notice of 39th AGM of the Company.</p> <p>The evaluation criteria adopted and the process of assessment by the Board had been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2023 of the Company.</p> <p>In determining the eligibility of the Directors to stand for re-election at the forthcoming 39th Annual General Meeting, the Nomination Committee is guided by the requirements of Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities.</p>
Explanation for departure	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges that the Nomination Committee is a key gatekeeper in the process of recruiting Directors, evaluating their performance and driving the continuous performance of the whole Board.</p> <p>In this regard, the Board believes that the Senior Independent Non-Executive Director, whom serves as a sounding Board to the Chairman and acts as an intermediary for the Non-Executive Directors, is well-placed to lead the succession planning and appointment of Board members, as well as the annual review of Board effectiveness taking into account a broad range of perspectives.</p> <p>During the year under review, the Chairman of the Nomination Committee, Dato' Ikhwan Salim is a Senior Independent Non-Executive Director. He was appointed as Chairman of the Nomination Committee on 9 February 2000. His profile is stated in the Directors Profile under the Company's Annual Report 2023.</p> <p>After the resignation of Dato' Ikhwan on 1 July 2023, Encik Mohd Adzahar bin Abdul Wahid took over as Chairman of NC.</p> <p>Since the resignation of Dato' Ikhwan, the Board has not identified any Independent Non-Executive Director as Senior Independent Non-Executive Director.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>During the period under review, the Board consists of one (1) woman Director, Ms. Shan Choo, who was appointed on 3 July 2017 as part of the Board's commitment towards constituting a gender-diverse Board. After her appointment, woman Director makes up 17% of the Board.</p> <p>In order to ensure that the Board incorporates diverse perspectives into its discussions, the Board takes additional effort to consider reports and feedback received from Management team which is composed of a healthy representation of female individuals. Through these efforts, the Board is able to harness diverse insights and viewpoints, including those from female individuals.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board regards the incorporation of gender diversity in the Board as its long-standing aspiration and acknowledges that a gender-diverse Board will help to avert "blind spots" and mitigate "groupthink". Whilst the Board has yet to formalise a policy with regards to gender diversity, the Board regards the incorporation of gender diversity in the boardroom as its longstanding aspiration. Nevertheless, steps taken in the past to recruit women Directors have not been favourable. The Board has since recalibrated its approach in this regard and will continue to drive recruitment efforts with an emphasis on gender diversity.	
	:	Steps have been taken to ensure that the selection and recruitment practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered and that there are no conscious or unconscious biases that might discriminate against female candidates. The Board will also endeavour to establish a diversity policy for the Board and Senior Management in the near future.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	<p>The Board of Directors Effectiveness Evaluation (BEE) for the period under review had been carried out internally by the Nomination Committee (“NC”), with the facilitation of the Group Company Secretaries. The BEE Y2023 aimed to assist the Board to further enhance its overall performance moving forward, by focusing on the following :</p> <ol style="list-style-type: none">1. Discharging the Board's principal roles and responsibilities effectively2. Improving Board infrastructure and supporting processes3. Examining Board dynamics and relationships4. Identifying key areas for improvement5. Continuing to build upon strengths <p>To achieve the abovementioned objectives, the effectiveness of the Board and Board Committees for Y2023 was assessed via the following key areas :</p> <ol style="list-style-type: none">1. Overall Board Effectiveness2. Key Priorities & Areas of Focus of the Board3. Board Responsibilities4. Board Composition5. Board Committees6. Board Conduct7. Board Interaction and Communication8. Board Chair9. Board Administration & Process <p>For Individual Director Evaluation, a questionnaire was specifically designed to evaluate the effectiveness of performance, personality and quality aspects of individual directors in the following areas :</p> <ol style="list-style-type: none">1. Board dynamics and participation2. Leadership, integrity and objectivity3. Knowledge and expertise <p>The results of the BEE Y2023 are generally positive. Pursuant to the</p>

	<p>analysis on the results of BEE Y2023 including feedback obtained from the individual Directors, the Key Strengths of the Board are visible in the following areas :</p> <ol style="list-style-type: none"> 1. Positive Board culture and dynamic where there is active debate, questioning and participation. 2. Highly and broadly diverse and knowledgeable Directors due to 7 board composition having a diverse mix of experience and expertise. 3. Effective demonstration of leadership by Board Chair, particularly when managing discussions and encouraging contributions and insights from Directors. 4. Board Committees have provided strong support to the Board, and the respective Chairs have been effective in encouraging active debate. 5. Effective oversight in key areas of responsibilities, notably in the areas of risk management, governance, compliance, crisis management and communication with regulators and stakeholders. 6. Governing the Company's operations e.g. understanding and technical knowledge of specific industry/ Company's activities/ processes <p>In order to further elevate the Board and Board Committees' effectiveness and performance, the Nomination Committee had focused on some feedbacks raised by the Directors and Management during the course of the BEE Y2023 exercise, to identify key areas for improvements moving forward.</p> <p>The individual results of the Directors' Self and Peer Assessment were provided to the NC Chairman and subsequently Chairman of the Board for their further action, where necessary.</p> <p>Thereafter the overall action plans on the above focus areas were developed and tabled to the Board for consideration and inclusion in the Board's actionable improvement plans to be undertaken during Y2024 onwards.</p> <p>Independent expert may be engaged to facilitate the assessment of the Board when necessary.</p>
--	---

Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Remuneration & Employees' Share Scheme Committee ("RESSC") is responsible for recommending to the Board, inter alia, the remuneration of the Executive Directors and senior management, in all its forms, drawing from outside advice when necessary. With the availability of Directors remuneration policy and market survey information from external sources or human resources consultants, the RESSC ensures that the remuneration packages recommended are appropriate and competitive. All recommendations of the RESSC in respect of remuneration packages of the Executive Directors and senior management are referred to the Board for approval.</p> <p>The Board acknowledges that remuneration is key in attracting, retaining and motivating talented and high-calibre individuals that can successfully run and manage the business. In this regard, the Board has formalised a remuneration policy which stated transparent process for approving policy and procedures on the remuneration of Directors and Senior Management.</p> <p>In determining the level and component parts of Directors' remuneration, the RESSC takes into consideration the demands, complexities and performance of the Group as well as the skills and experience that are required of Directors.</p> <p>The RESSC is responsible for recommending to the Board, inter alia, the remuneration of the Executive Directors, in all its forms, drawing from outside advice as necessary. With the availability of Directors remuneration policy and market survey information from external sources or human resources consultants, the RESSC ensures that the remuneration packages recommended are appropriate and competitive.</p>

	<p>As a matter of best practice of corporate governance, upon the advice by Company Secretary, the interested Executive Directors are prohibited and have abstained themselves from participating in deliberations and decisions regarding their individual remuneration. In addition, this is properly recorded in the minutes of meetings.</p> <p>The policies and procedures serve as guidelines for the Board in remunerating Directors and senior Management with a view to attract, retain and motivate talented and high-calibre individuals. The Board has established a Remuneration and Employees’ Share Scheme (“ESS”) Committee to assist the Board in its oversight function on matters pertaining to Directors’ and Senior Management’s remuneration. The Independent Non-Executive Director comprises a majority of Independent Directors.</p> <p>The Policy on the Remuneration of Directors and Senior Management is embedded within the Board Charter and Terms of Reference of the Remuneration and ESS Committee, which are published on Glomac website at www.glomac.com.my.</p>	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established a Remuneration and Employees' Share Scheme Committee (RESSC) which is chaired by Dato' Ikhwan Salim bin Dato' Haji Sujak (Senior Independent Non-Executive Director) and comprises of majority of Independent Directors.</p> <p>The key functions of the RESSC include the following :</p> <ul style="list-style-type: none">• Review the annual remuneration packages of each individual Director (both Executive and Non-Executive) and Senior Management personnel such that the levels of remuneration are sufficient to attract and retain them in helping the Company successfully; and• 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. Shareholders' approval is sought at the Annual General Meeting ("AGM") for the Directors' fees and benefits payable to the Directors. <p>The Terms of Reference of RESSC is disclosed on Glomac website at www.glomac.com.my.</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	<p>In line with best corporate governance practice, the disclosure of the Directors' remuneration on a named basis has been made in the Annual Audited Financial Statements over the years. The detailed disclosure of remuneration comprising of directors' fees and other emoluments/salary for the year under review payable and/or paid respectively to the Directors are disclosed in aggregated detail as listed out in the table below.</p> <p>In accordance with Section 230 Companies Act 2016, directors' remuneration is required to be tabled for shareholders' approval at the Annual General Meeting.</p> <p>The remuneration received by each director, including both Executive Directors and Non-Executive Directors is set out in the tables below.</p> <p>The disclosure is made on a group level and listed issuer level, in accordance with Paragraph 11, Part A, Appendix 9C of Bursa Securities Main Market Listing Requirements.</p>

[illegible]

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Departure												
Explanation on application of the practice	:	<p>Remuneration paid to the top (5) Senior Management (excluding the Executive Directors) of Glomac for the financial year ended 30 April 2023 are as follows :</p> <table><tr><th>Top Five Senior Management</th><th>Number of Senior Management</th></tr><tr><td>From RM200,000 to RM250,000</td><td>1</td></tr><tr><td>From RM250,001 to RM300,000</td><td>1</td></tr><tr><td>From RM300,001 to RM350,000</td><td>1</td></tr><tr><td>From RM400,000 to RM450,000</td><td>1</td></tr><tr><td>From RM451,000 to RM500,000</td><td>1</td></tr></table> <p>At this particular juncture, the Board is of the opinion that the disclosure of an additional Senior Management personnel’s identity and their remuneration package would not be in the best interest of Glomac due to competitive considerations. The Board has taken the reporting approach of a no named basis for Senior Management as the Board is of the opinion that such disclosure would be disadvantageous to the Group’s business interests, given the highly competitive conditions in the property industry where sourcing and poaching of executives is rampant.</p> <p>The components of the remuneration of Senior Management, which include their salary, bonus, benefits in-kind and other emoluments are subject to the Personal Data Protection Act (PDPA) 2010 and as such the Company opts not to disclose the personal data of our Senior Management personnel to the public at large.</p>	Top Five Senior Management	Number of Senior Management	From RM200,000 to RM250,000	1	From RM250,001 to RM300,000	1	From RM300,001 to RM350,000	1	From RM400,000 to RM450,000	1	From RM451,000 to RM500,000	1
Top Five Senior Management	Number of Senior Management													
From RM200,000 to RM250,000	1													
From RM250,001 to RM300,000	1													
From RM300,001 to RM350,000	1													
From RM400,000 to RM450,000	1													
From RM451,000 to RM500,000	1													

	<p>The Board implements a robust process to ensure that the remuneration of Senior Management is commensurate with the performance of Glomac, with due consideration given to attracting, retaining and motivating Senior Management to lead and manage Glomac effectively. Board based remuneration benchmarking is undertaken to ensure that the remuneration accorded to Senior Management lies within market norms. Excessive remuneration pay-outs are not made to Senior Management personnel in any instance.</p> <p>The disclosure of the Executive Directors' remuneration packages has already been made pursuant to Practice 8.1 and this allows stakeholders to make a discernible link between remuneration of Senior Management and the performance of Glomac.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied
Explanation on application of the practice	:	<p>Ms Shan Choo, who is an Independent Director, serves as the Chairman of the Audit Committee ("AC") whilst Tan Sri Dato' Mohamed Mansor serves as the Chairman of the Board. Having the positions of the Chairman of the Board and Chairman of the AC assumed by different individuals allows the Board to review the AC's findings and recommendations with unfettered objectivity. The Chairman of the AC functions as the Company's independent watchdog to ensure the integrity of finance controls and combined assurance.</p> <p>Ms Shan Choo was appointed as Chairman of the Audit Committee on 19 October 2022. She brings with her significant experience in accounting, regulatory compliance and financial services, and graduated with Bachelor of Economics (Monash University) and accounting qualification as a Certified Public Accountant (Australia) or better known as CPA Australia as well as a member of the Malaysian Institute of Accountants (MIA). The possession of sound financial and regulatory understanding placed her in a good stead to lead deliberations during the Audit Committee meetings.</p> <p>As the Chairman of the Audit Committee, she leads the Audit Committee in providing oversight on financial reporting matters, internal audit and external audit, related party transactions and conflict of interest situations whilst ensuring the adequacy and effectiveness of risk management and internal control systems.</p> <p>Ms Shan Choo has over 30 years of experience in capital markets, commercial banking, corporate finance, securities and stockbroking.</p> <p>Her previous boardroom exposures include having stints at RHB Asset Management Sdn. Bhd., RHB Islamic International Asset Management Bhd, and SapuraOMV Upstream (Holdings) Sdn. Bhd. (formerly known as Sapura Upstream Sdn. Bhd.), a subsidiary company within the Sapura Group.</p>
Explanation for departure	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied
Explanation on application of the practice	:	<p>The Audit Committee maintains a formal and transparent measures to govern its relationship with the Company's external auditor.</p> <p>The Company observes a policy that requires a former key audit partner to observe a cooling-off period of at least three (3) years before a former key audit partner could be appointed as a Director (including a member of the Audit Committee), in order to safeguard the integrity and independence of the audit process. The said policy is embedded within the Terms of Reference of the Audit Committee.</p> <p>To date, Glomac has not appointed any formerkey audit partner either as a director or as an employee of the Company.</p> <p>The Terms of Reference of AC is available at the Company's website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board understands its role in upholding the integrity of financial reporting by the Company. Accordingly, the Audit Committee has put in place relevant policies and procedures to oversee the financial reporting process of the Company and assess the suitability, objectivity and independence of the external auditor.</p> <p>In the event of non-audit services are to be provided by the external auditor, the Audit Committee will consider the following :</p> <ul style="list-style-type: none">• suitability (in terms of skills and experience);• nature of non-audit services and the significance of fee in relation to the audit fee; and• safeguards to eliminate or reduce any threat to objectivity and independence of the engagement team to an acceptable level, taking into consideration the standards of the International Federation of Accountants and By-Laws of the Malaysian Institute of Accountants (MIA). <p>During the year under review, the external auditor has provided an assurance to the Audit Committee of Glomac, confirming the independence of the external audit team throughout the conduct of the audit engagement with the Group, in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>The said external audit firm has served as Glomac's external auditor for the 18th consecutive financial year. Nevertheless, throughout the said tenure, Glomac has worked with three (3) different audit engagement teams. The rotation of the Engagement Partners and team members allows the quality of the audit to be preserved with the requisite objectivity and professional scepticism.</p>

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Applied
Explanation on adoption of the practice	:	<p>During the period under review, the Audit Committee comprised of three (3) members, all of whom are Independent Non-Executive Directors. The composition of the AC is as follows :</p> <ol style="list-style-type: none">1. Ms. Shan Choo (Chairman / Independent Non-Executive Director)2. Dato' Ikhwan Salim bin Dato' Haji Sujak (Member / Senior Independent Non-Executive Director) <i>resigned on 1 July 2023</i>3. Encik Mohd Razlan bin Mohamed (Member / Independent Non-Executive Director)4. Datuk Bazlan bin Osman (Member / Independent Non-Executive Director) <i>resigned on 31 March 2023</i>5. Encik Mohd Adzahar bin Abdul Wahid (Member / Independent Non-Executive Director) <i>appointed on 19 June 2023</i> <p>The Board is cognisant that independence is the cornerstone of a well-functioning Audit Committee. An Audit Committee that can critically and impartially apply a probing view on pertinent matters is key to safeguarding the integrity of the Group's audit and financial reporting processes.</p> <p>The Board expects the Audit Committee members to uphold professional scepticism, vigilance and moral courage when discharging their duties.</p>

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	<p>All members of the Audit Committee are financially literate which allows them to have sound understanding of accounting and finance in order to perform the duties that have been entrusted to it by the Board.</p> <p>The Audit Committee is chaired by Ms Shan Choo, an Independent Director who is a member of CPA Australia as well as a member of Malaysian Institute of Accountants. In addition, all AC members are able to read, analyse and interpret the quarterly results and year-end financial statements from the external auditors in order to effectively discharge their functions.</p> <p>As Ms. Shan Choo and Datuk Bazlan bin Osman are qualified accountants, Glomac has fulfilled Paragraph 15.09(1)(c) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which calls for at least one (1) member of the Audit Committee to be a member of MIA or equivalent.</p> <p>Meanwhile another member, Dato' Ikhwan Salim bin Dato' Haji Sujak, possess a Bachelor of Science degree in Economics/Accounting as well as relevant industry experience. His expert opinion provides the Audit Committee with valuable input on the industry and operational drivers that are impacting the financial performance of the Company.</p> <p>Another member is Encik Razlan bin Mohamed, who holds a Bachelor of Science (cum laude) degree in Civil and Environmental Engineering from Duke University, USA and an MBA in Finance & Marketing from Rice University, USA. He has vast working experience in financial services industry serving the corporate banking, investment banking, credit rating and asset management sectors.</p> <p>The Company is committed to ensure that its Directors and Board Committees receive continuous education and further training updates from time to time. The Board shall, on a continuous basis, evaluate and</p>

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.

The company's financial statement is a reliable source of information.

	<p>determine the training needs of its members and subject matters of training that aid the Directors in the discharge of their duties.</p> <p>In order to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules, the Audit Committee members have attended pertinent programs during the year under review.</p> <p>The trainings attended by the Audit Committee members during the year under review are as disclosed in the Corporate Governance Overview Statement of Annual Report.</p> <p>The Board had on 19 June 2023, appointed Encik Mohd Adzahar bin Abdul Wahid (Independent Non-Executive Director) as an additional Audit Committee member.</p> <p>Note : Datuk Bazlan bin Osman has resigned on 31 March 2023. Dato' Ikhwan Salim bin Dato' Haji Sujak has resigned on 1 July 2023.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has formalised an Enterprise Risk Management ("ERM") framework which primarily consists of procedures to identify, assess, evaluate, respond, report and monitor risks across the Group, covering operational, financial and compliance risks.</p> <p>The Board affirms its overall responsibility for the Group's ERM and internal control, and for reviewing the adequacy and operating effectiveness of the said framework. A hybrid, Board-Management Risk Management Committee ("Board-Management RMC") was previously established to operationalise the framework. Reports from the Board-Management RMC were subsequently escalated to the Audit Committee and the Board for further deliberation.</p> <p>Subsequently, on 24 July 2020 the Board adopted Step-Up 10.3 of MCCG and established a Risk Management Committee ("RMC") which comprises solely of Independent Directors, to oversee the Company's risk management framework and policies. The RMC responsible for assessing and evaluating risks that may impede the Group from achieving its strategic and operational objectives, as well as developing action plans to mitigate such risks. The RMC meets periodically to deliberate on the risks' updates. The Senior Independent Non-Executive Director and the Group MD/CEO participate in these meetings. Reports from Management are tabled at the RMC, and they are subsequently escalated to the Board for further deliberation. The Risk Management Committee was recently reconfigured as Risk Management and Sustainability Committee ("RMSC") to place an added heft of oversight on sustainability matters.</p> <p>The key elements of the Group's systems of internal control are as follows:</p> <ul style="list-style-type: none">• implementation of Code of Conduct and Ethics and Anti-Bribery Policy as well as Whistleblowing Policy and Procedures;• policies and procedures with clear description on limits of authority, responsibility and accountability across the Group; and• internal policies and procedures for key processes detailing the process for business planning, performance monitoring and reporting, whilst ensuring continuous quality control and improvement across the Group.

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied	
Explanation on application of the practice	:	The Board has disclosed the key features of its risk management and internal control system as well as its adequacy and effectiveness in the Statement of Risk Management and Internal Control in the Company's Annual Report 2023. The said Statement provides a comprehensive overview of the key elements of the Group's risk management and internal control systems including assignment of authority and responsibility, planning, monitoring and reporting procedures and policies. The Statement of Risk Management and Internal Control also summarises the responsibilities held by the respective personnel at the Board and Management level in maintaining the risk management and internal control system. The Statement also outlines the differentiated roles and functions of those entrusted with maintaining risk management and internal control systems. Measures being put in place to manage and mitigate risks are also articulated in the Statement.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Adopted												
Explanation on adoption of the practice	:	<p>The Board has established a Risk Management Committee on 24 July 2020 which comprises solely of Independent Directors. It was later reconfigured on 29 March 2022 as Risk Management and Sustainability Committee.</p> <p>The members of the Risk Management and Sustainability Committee during the period under review are as follows :</p> <table><tr><th>No.</th><th>Directorship</th><th>Name</th></tr><tr><td>1.</td><td>Chairman of Risk Management Committee, Independent Non-Executive Director.</td><td>Encik Mohd Razlan bin Mohamed</td></tr><tr><td>2.</td><td>Independent Non-Executive Director</td><td>Ms Shan Choo</td></tr><tr><td>3.</td><td>Independent Non-Executive Director</td><td>Encik Mohd Adzahar bin Abdul Wahid</td></tr></table> <p><u>Change in the chairmanship of RMSC which incurred during the year under review:</u></p> <ul style="list-style-type: none">• Ms Shan Choo who was appointed as Chairman of RMSC since 24 July 2020 was redesignated as Member on 30 November 2022.• The Board had appointed Encik Mohd Razlan bin Mohamed (Independent Non-Executive Director) as an additional Risk Management and Sustainability Committee member on 29 June 2022 and Encik Mohd Adzahar bin Abdul Wahid on 19 June 2023. <p>The Terms of Reference of Risk Management and Sustainability Committee can be viewed at the Company's website, www.glomac.com.my under Investor Relations.</p>	No.	Directorship	Name	1.	Chairman of Risk Management Committee, Independent Non-Executive Director.	Encik Mohd Razlan bin Mohamed	2.	Independent Non-Executive Director	Ms Shan Choo	3.	Independent Non-Executive Director	Encik Mohd Adzahar bin Abdul Wahid
No.	Directorship	Name												
1.	Chairman of Risk Management Committee, Independent Non-Executive Director.	Encik Mohd Razlan bin Mohamed												
2.	Independent Non-Executive Director	Ms Shan Choo												
3.	Independent Non-Executive Director	Encik Mohd Adzahar bin Abdul Wahid												

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied
Explanation on application of the practice	:	<p>The Audit Committee, as delegated by the Board is responsible to monitor, oversee, review and evaluate the effectiveness and adequacy of the Group's risk management and internal control, financial management and reporting. This shall include ensuring the effectiveness and objectivity of the external auditors and internal auditors which report directly to the Audit Committee.</p> <p>The Company has outsourced its internal audit function to an independent professional firm, KPMG Management & Risk Consulting Sdn. Bhd. ("KPMG"). The internal audit function has adequate resources and appropriate standing to undertake its work independently and objectively to provide reasonable assurance to the Audit Committee with regard to the adequacy and effectiveness of risk management, internal control and governance processes.</p> <p>The Audit Committee reviews and approves the Annual Internal Audit Plan. During the reporting year, the Annual Internal Audit Plan covers areas such as project management and leasing management activities with a view of addressing principal business risks inherent in the Group's key processes. The outsourced IA function carried out audits in accordance with the risk-based internal audit plan reviewed and approved by the AC. The results of their review presented in the Internal Audit Report, which include a summary of internal audit findings and management's responses, were discussed with Senior Management and subsequently presented to the AC.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.2

The board should disclose—

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company outsourced its internal audit function to an independent professional firm, KPMG Management & Risk Consulting Sdn. Bhd. The Engagement team is headed by Mr. Mohd Khaidzir Shahari, an Executive Director and Head of Risk Consulting of KPMG. Mr. Mohd Khaidzir Shahari is a Chartered Accountant, Malaysian Institute of Accountants; Certified Global Management Accountant; Certified Internal Auditor, The Institute of Internal Auditors Inc; and Chartered member, Institute of Internal Auditors Malaysia. Mr. Mohd Khaidzir Shahari has accumulated over 24 years of experience in areas relating to governance, risk and controls.</p> <p>There was a total of four (4) personnel which were deployed by KPMG Management & Risk Consulting Sdn. Bhd. for the internal audit works during the financial year ended 30 April 2023. All the personnel deployed by KPMG Management & Risk Consulting Sdn. Bhd. are free from any relationships or conflicts of interest, which could impair their objectivity and independence during the course of the work.</p> <p>The internal audit work was carried out based on the KPMG Internal Audit Methodology, which is closely aligned with the International Professional Practices Framework of the Institute of Internal Auditors, of which final communication of internal audit plan, processes and results of the internal audit assessment are supported by sufficient, reliable and relevant information which signify a satisfactory conclusion of the internal audit work.</p> <p>During the financial year ended 30 April 2023, the total internal audit cost incurred is approximately RM75,000, excluding ancillary expenses and taxes.</p>

Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company provides an open channel of communication with its shareholders, institutional investors and the investing public at large with the objectives of inter alia, providing timely, clear and complete information of the Group's operations, updates, performance and new development based on permissible disclosures. The Company values feedbacks and dialogues with its investors, and believes that a constructive and effective investor relationship is essential to enhance shareholders' value.</p> <p>Communication with shareholders is also maintained by way of immediate announcements made in connection with material developments in the Company's business and operations in addition to the timely issuance of quarterly and annual reports. Whilst the Company is endeavour to provide as much information as possible to its shareholders and other stakeholders, it is mindful of the legal and regulatory framework governing the release and disclosure of material and/or price-sensitive information. Information which is price sensitive or those which may be regarded as undisclosed material information about the Group will not be disclosed until after the prescribed announcement has been released to Bursa Malaysia Securities Berhad.</p> <p>The Board endeavours to ensure that communication with the Group's stakeholders is conducted in a continuous and forthcoming manner. In a demonstration of this commitment, the Board has adhered to Corporate Disclosure Policy published by Bursa Malaysia which is aimed at developing an effective Investor Relations Program and strategy to communicate fairly and accurately, the corporate vision, strategies, developments, financial plans and prospects to investors, financial community and other stakeholders. Investor relations, corporate governance and other corporate information are made available from the Company's website. The Company has also established its corporate disclosure policies and procedures which outline its commitment to ensure that all stakeholders including current and prospective shareholders have timely access to all publicly available information, and thus, allowing them to make decisions in an informed manner.</p>

	<p>The Board is aware of its accountability to its stakeholders, and that constant communication with stakeholders enables the Company to understand stakeholders’ concerns and to take these concerns into account when making decision. The Corporate Disclosure Policy provides guidance to the Board and Management on providing accurate, timely and balanced disclosure to the Group’s stakeholders whilst simultaneously encouraging a two-way dialogue between the Company and its stakeholders.</p> <p>As part of the ongoing efforts to foster an iterative relationship with its stakeholders, the Company endeavours to ensure that its corporate website contains all material information necessary to facilitate the stakeholders’ decision-making process. Shareholders may on their own volition also register for alerts on Investor Relations from Glomac through the website which will enable them to receive e-mails as and when there is new corporate information posted on the website.</p> <p>The Board, as part of its efforts to foster and cultivate a closer association with its stakeholders, also ensures that the Company’s website contains all material information for the benefit of the shareholders and other stakeholders and as such has designated dedicated sections for investor relations and corporate governance on the Company’s website, whereby informationsuch as the Company’s announcements to the regulatory authorities, Board Charter and the Company’s Annual Report may be accessed. The Board endeavours to ensure that corporate announcements, press releases and quarterly financial results on group financials and operational reviews are published on the website as soon as practicable.</p> <p>As part of its Investor Relations Program, the Company conducts analyst briefing sessions on a semi-annual basis, immediately after the announcements of relevant quarterly results to Bursa Malaysia Securities Berhad to apprise institutional investors and research analysts on the Group’s operations and financial performance.</p> <p>The Annual General Meeting also serves as a principal forum to communicate and engage with shareholders.</p>	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Not Applicable	
Explanation on application of the practice	:	This practice is inapplicable to the Company in view that the Company does not currently fall within the “Large Companies” definition.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board considers the Annual General Meeting ("AGM") as an invaluable platform for shareholders to engage with the Board and Management of the Company in a productive and constructive two-way dialogue. As such, the Board strives to ensure that shareholders are accorded with sufficient time to prepare and accord due consideration to the resolutions that will be discussed and decided upon at the AGM. The Board acknowledges that it is imperative to provide shareholders with sufficient time and information to consider the proposed resolutions so as to allow shareholders to make informed decisions when voting during AGM.</p> <p>In line with the recommendations of the Malaysian Code on Corporate Governance, the Notice of AGM of the Company has always been given to the shareholders not less than 28 days prior to the meeting.</p> <p>The notice of AGM in the previous years 2021 and 2022 were disseminated more than 28 days prior to the meeting.</p> <p>In addition, the notice of AGM in year 2023 is disseminated more than 28 days prior to the meeting, which will be held on 25 October 2023. By applying Practice 13.1 of MCCG, Glomac has exceeded the minimum notice period required in Section 316(2) Companies Act 2016 as well as Paragraph 7.15 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.</p> <p>Additional time is given to the shareholders to enable them to consider the resolutions and make an informed decision in exercising their voting rights at the AGM.</p> <p>Glomac's notice for the forthcoming AGM equips shareholders with the necessary information such as time, date and broadcast venue of the AGM and resolutions requiring shareholders' approval as well as the voting procedures at the AGM. The notice was disseminated to shareholders electronically and was also submitted as an announcement on Bursa Malaysia Securities Berhad's website. The notice of AGM is also published in a nationally circulated newspaper. The Notice of the AGM is also available at the Company's website at https://www.glomac.com.my/shareholders-meeting/.</p>

Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied	
Explanation on application of the practice	:	<p>The general meetings of the Company are usually attended by all Directors. Explanations are provided during shareholders' meetings in relation to the queries that are posted by shareholders and Minority Shareholders Watch Group (if any), and clarifications are made to the proposed resolutions on key corporate proposals to enable shareholders to make informed decisions. All Directors were present at the 38th AGM held last year.</p> <p>The Group Executive Chairman and Chairman of all Board Committees are fully aware of their respective scope of responsibilities and come prepared to address any questions raised by shareholders, stakeholders and analysts . The Chairman of Board Committees supplemented the discussions on matters that fall under the purview of the respective Committees. The Company's external auditors of the Company and the key management will also attend such general meetings and be available to answer questions raised where appropriate.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate—

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board always ensure the general meetings be held at an easily accessible venue to facilitate high shareholders' attendance.</p> <p>Since the outbreak of the COVID-19 pandemic in 2020, the Company has conducted its General Meetings via online shareholders' participation and electronic voting. Electronic voting devices had been utilised to provide a more efficient and accurate outcome of the voting results.</p> <p>The voting procedures were conducted by poll administrator and an independent scrutineer was appointed to validate the votes casted.</p> <p>A step-by-step Administrative Notes was issued to assist shareholders on the registration, participation and voting using the Remote Participation and Electronic Voting Facilities. The Administrative Notes are also published in the Company's website prior to the Extraordinary General Meeting and Annual General Meeting in addition to the announcement on Bursa Malaysia Securities Berhad to encourage shareholders' participation.</p> <p>As an alternative to present in person, shareholders are also allowed to appoint any person(s) as their proxies to attend, participate, speak and vote in his/her stead at a general meeting. As for voting in absentia and remote shareholders' participation, the existing proxy form authorising proxies or Chairman of meeting as an alternative measure adopted by the Company.</p> <p>The general meetings are conducted in accordance with Section 327 Companies Act 2016 and Clause 67 of the Company's Constitution, as well as with reference to the Guidance on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia.</p> <p>At the 38th Annual General Meeting ("AGM") held on 19 October 2022, the Company had leveraged technology to facilitate for the conducting of the Remote Participation and Voting ("RPV").</p>

	<p>The entire AGM proceedings are held through RPV facilities provided by SS E Solutions Sdn. Bhd. at Securities Services e-Portal https://sshsb.net.my/. The Administrative Details of the upcoming 39th AGM as well as Securities Services e-Portal Administrative Guide with detailed registration and voting procedures are shared with the Shareholders and the same are also published in the Company's website.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.

Application	:	Applied
Explanation on application of the practice	:	<p>Glomac seeks to foster a symbiotic relationship with shareholders as underpinned by the tenet of transparency. To this end, Glomac encourages a culture of candour, allowing for elaborate questions from shareholders to be addressed appropriately by Glomac.</p> <p>Simply put, Glomac does not filter challenging questions as the Board is cognisant that shareholders are reposed with the right to have their questions appropriately addressed.</p> <p>As with the preceding AGM, Glomac's 38th AGM dated 19 October 2022 provided shareholders with a convenient method of submitting questions to the Board prior to the AGM date. Questions can also be raised via typed text on a real-time or "live" basis during the general meeting.</p> <p>During the 38th AGM, Glomac addressed all pertinent questions, received prior to and on day of the meeting, on multifarious matters. Due to the high volume of the questions posted by shareholders, the Board will endeavour to answer those questions which are relevant and provide a good response to the shareholders.</p> <p>A report on the current main business activities of the Group will be presented to the shareholders at the AGM for their information. Videos on the business activities of the Group will also be played for the information of shareholders during vote casting session.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure :		
Timeframe :		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, 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.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

Application	:	Applied
Explanation on application of the practice	:	<p>Since year 2020, the Board has adopted to conduct the entire general meeting virtually through the Remote Participation and Electronic Voting Facilities provided by the SS E Solutions Sdn. Bhd., which allows shareholders to post their questions to the Board using the messaging tool provided in the RPC Facility.</p> <p>On 19 October 2022, Glomac conducted its 38th Annual General Meeting (“AGM”) through live streaming and online remote voting.</p> <p>A detailed Administrative Notes is issued to shareholders to guide them on the registration for the general meetings until successfully login to the RPV Facility to participate in the general meetings. A dedicated Office Helpdesk was provided by the SS E Solutions Sdn. Bhd. to allow shareholders to make any enquiries prior to the meeting or to seek any technical assistance to participate at the general meetings.</p> <p>Shareholders or their proxies are advised/informed to attend, post questions via real time submission of typed texts and vote via the technology platform.</p> <p>During the general meeting, the Board endeavoured to address all questions posed by shareholders. The questions received from shareholders are shown live in their native form to further promote transparency. Due to the high volume of the questions posted by shareholders, only the selected relevant questions will be answered by the Board and made visible to shareholders.</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>			
Application	:	Applied	
Explanation on application of the practice	:	<p>The minutes of Glomac’s 38th Annual General Meeting which was held on 19 October 2022 was made easily accessible on Glomac’s website within30 days upon conclusion of the meeting. This represents the Board’s awareness of the importance of the timely release of general meeting minutes for the perusal of shareholders.</p> <p>Furthermore, it is the practice of the Company to publish the minutes of the general meetings at the Company’s website within 30 days for the inspection of shareholders.</p> <p>The minutes of general meetings had recorded all questions posted by shareholders and answered by the Board, the poll results and other proceeding matters of the general meetings accurately and precisely.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange

Click or tap here to enter text.