



## GLOMAC BERHAD

Registration No: 198301015139 (110532-M)  
(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirty-Sixth Annual General Meeting (“36th AGM”) of Glomac Berhad (“Glomac” or “the Company”) will be held on a fully virtual basis at the Broadcast Venue at Board Room, Glomac Berhad, Level 15, Menara Glomac, Glomac Damansara, Jalan Damansara, 60000 Kuala Lumpur, Wilayah Persekutuan on Monday, 26 October 2020 at 10.00 a.m. for the following purposes:-

#### AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 April 2020 together with the Reports of the Directors and the Auditors thereon.  
**Please refer to Note A**
- To approve the payment of a single-tier final dividend of 1.0 sen per ordinary share for the financial year ended 30 April 2020.  
**(Ordinary Resolution 1)**
- To approve the payment of Directors’ fees amounting to RM240,000 payable to the Directors from 27 October 2020 until the date of the next Annual General Meeting of the Company to be held in year 2021.  
**(Ordinary Resolution 2)**
- To approve the payment of Directors’ benefits payable to the Directors of an amount of up to RM180,000 from 27 October 2020 until the date of the next Annual General Meeting of the Company to be held in year 2021.  
**(Ordinary Resolution 3)**
- To re-elect the following Directors who are retiring in accordance with Clause 118 of the Company’s Constitution, and being eligible, have offered themselves for re-election:-
  - Datuk Ali bin Abdul Kadir; and  
**(Ordinary Resolution 4)**
  - Shan Choo.  
**(Ordinary Resolution 5)**
- To re-elect Datuk Bazlan bin Osman who is retiring in accordance with Clause 117 of the Company’s Constitution, and being eligible, has offered himself for re-election.  
**(Ordinary Resolution 6)**
- To re-appoint Messrs. Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.  
**(Ordinary Resolution 7)**

#### Special Businessess

To consider and, if thought fit, with or without any modification, to pass the following resolutions:-

#### 8. Retention of Dato’ Ikhwan Salim bin Dato’ Haji Sujak as an Independent Non-Executive Director

“THAT Dato’ Ikhwan Salim bin Dato’ Haji Sujak who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years be and is hereby retained as an Independent Non-Executive Director of the Company.”  
**(Ordinary Resolution 8)**

#### 9. Retention of Datuk Ali bin Abdul Kadir as an Independent Non-Executive Director

“THAT Datuk Ali bin Abdul Kadir who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as an Independent Non-Executive Director of the Company.”  
**(Ordinary Resolution 9)**

#### 10. Authority to issue shares pursuant to the Companies Act 2016

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad (“Bursa Malaysia Securities”) and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;

THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities;

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”  
**(Ordinary Resolution 10)**

#### 11. Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Renewal of Existing Shareholders’ Mandate”)

“THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (“Glomac Group”) to enter into recurrent related party transactions of a revenue or trading nature as set out in Part A of the Circular/Statement to Shareholders dated 28 August 2020, which are necessary for the day-to-day operations of Glomac Group to be entered into by Glomac Group provided that such transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company;

THAT such approval shall, commence immediately upon the passing of this ordinary resolution and continue to be in force until:-

- the conclusion of the first Annual General Meeting of the Company following the general meeting at which such mandate was passed at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next Annual General Meeting after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND THAT the Board of Directors of the Company and/or any of them be and is hereby authorised to complete and to do all such acts and things including executing such documents as may be required to give effect to the transactions contemplated and/or authorised by this resolution.”  
**(Ordinary Resolution 11)**

#### 12. Proposed Renewal of Share Buy-Back Authority

“THAT subject to the compliance with Section 127 of the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia Securities”) and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-

- the aggregate number of shares to be purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company including shares previously purchased and retained as treasury shares (if any); and
- the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase;

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:-

- cancel all the shares so purchased; and/or
- retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Malaysia Securities; and/or
- retain part thereof as treasury shares and cancel the remainder; and/or
- transfer the shares so purchased for the purposes of or under an employees share scheme; and/or
- transfer the shares so purchased as purchase consideration;

in such manner as permitted or prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Malaysia Securities and any other relevant authority for the time being in force;

THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company at which such resolution was passed, at which time it will lapse unless by an ordinary resolution passed at that Meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next Annual General Meeting of the Company after that date is required by law to be held; or
- the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting;

whichever occurs first;

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”  
**(Ordinary Resolution 12)**

13. To transact any other ordinary business for which due notice shall have been given.

#### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS ALSO HEREBY GIVEN** that the single-tier final dividend of 1.0 sen per ordinary share in respect of the financial year ended 30 April 2020 will be payable on 28 December 2020 to depositors who are registered in the Record of Depositors at the close of business on 17 December 2020, if approved by members at the forthcoming Thirty-Sixth Annual General Meeting on 26 October 2020.

A Depositor shall qualify for entitlement only in respect of:-

- Securities transferred into the Depositor’s Securities Account before 4:30 p.m. on 17 December 2020 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad (“Bursa Malaysia Securities”) on a cum entitlement basis according to the Rules

of Bursa Malaysia Securities .

#### By Order of the Board

ONG SHAW CHING (MIA 7819) (SSM PC NO.: 202008003578)  
CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC NO.: 201908002648)  
CHIN MUN YEE (MAICSA 7019243) (SSM PC NO.: 201908002785)  
Company Secretaries

Kuala Lumpur  
28 August 2020

#### Explanatory Notes:-

##### 1. Item 1 of the Agenda

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements for the financial year ended 30 April 2020. Hence, this Agenda item is not put forward for voting.

##### 2. Ordinary Resolutions 2 & 3 - Payment of Directors’ Fees and Directors’ Benefits

Pursuant to Section 230(1) of the Companies Act 2016, the fees and benefits payable to the Directors of the Company will have to be approved by the Company’s shareholders at a general meeting.

Ordinary Resolution 2 is proposed to seek the shareholders’ approval for the payment of Directors’ fees payable to the Directors amounting to RM240,000 from 27 October 2020 until the next Annual General Meeting of the Company to be held in year 2021.

Ordinary Resolution 3 is proposed to seek the shareholders’ approval for the payment of Directors’ benefits payable to the Directors of an amount of up to RM180,000 from 27 October 2020 until the date of the next Annual General Meeting of the Company to be held in year 2021.

##### 3. Ordinary Resolutions 4 to 6 - Re-election of Directors

In determining the eligibility of the Directors to stand for re-election at the forthcoming 36th AGM, the Nomination Committee (“NC”), guided by the requirements of Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities and recommended Datuk Ali bin Abdul Kadir and Shan Choo, for re-election as Directors pursuant to Clause 118 of the Constitution of the Company, and Datuk Bazlan bin Osman for re-election as Director pursuant to Clause 117 of the Constitution of the Company (“Retiring Directors”). The Board of Directors (“Board”) has conducted a separate assessment and being satisfied with the performance/contribution of the Retiring Directors. Therefore, the Board recommended the same be tabled to the shareholders for approval at the forthcoming 36th AGM of the Company under Ordinary Resolutions 4, 5 and 6 respectively.

The evaluation criteria adopted as well as the process of assessment by the Board have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2020 of the Company. All the Retiring Directors have consented to their re-election, and obtained from deliberations and voting in relation to their individual re-election at the NC and Board Meetings, respectively.

##### 4. Ordinary Resolution 8 - Retention of Dato’ Ikhwan Salim bin Dato’ Haji Sujak as an Independent Non-Executive Director

Dato’ Ikhwan Salim bin Dato’ Haji Sujak (“Dato’ Ikhwan”) was appointed as a Senior Independent Non-Executive Director on 9 February 2000 and has served the Board for a cumulative term of more than twelve (12) years.

The Board through its NC, after having assessed the independence of Dato’ Ikhwan, still regards him to be independent based amongst others, the following justifications and recommended that Dato’ Ikhwan to be retained as an Independent Non-Executive Director subject to the approval from the shareholders of the Company:-

- he has fulfilled the criteria of the definition of Independent Non-Executive Director as set out under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and had expressed his willingness to continue in office as an Independent Non-Executive Director of the Company;
- his vast experience would enable him to provide the Board with a diverse set of experience, expertise and independent judgement as well as to provide constructive opinion in the Board’s deliberations;
- he has served the Company as an Independent Non-Executive Director for a cumulative term of more than twelve (12) years during which he had acted in good faith and in the best interest of the Company, exercising his independent judgement during deliberations and decision making during the Company’s meetings and is familiar with the Company’s business operations; and
- he has proven to be a reliable Independent Non-Executive Director with his professionalism aptitude and outlook of business perspective, devoted sufficient time and attention to his professional obligations for informed and balance decision making and had also exercised due care during his tenure in the best interest of the Company and the shareholders .

##### 5. Ordinary Resolution 9 - Retention of Datuk Ali bin Abdul Kadir as an Independent Non-Executive Director

Datuk Ali bin Abdul Kadir (“Datuk Ali”) was appointed as an Independent Non-Executive Director on 20 February 2009 and has served the Board for a cumulative term of more than nine (9) years.

The Board through its NC, after having assessed the independence of Datuk Ali, still regards him to be independent based amongst others, the following justifications and recommended that Datuk Ali to be retained as an Independent Non-Executive Director subject to the approval from the shareholders of the Company:-

- he has fulfilled the criteria of the definition of Independent Non-Executive Director as set out under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and had expressed his willingness to continue in office as an Independent Non-Executive Director of the Company;
- his vast experience would enable him to provide the Board with a diverse set of experience, expertise and independent judgement without the influence of the Management;
- he has served the Company as an Independent Non-Executive Director for a cumulative term of more than nine (9) years during which he had acted in good faith and in the best interest of the Company, exercising his independent judgement during deliberations and decision making during the Company’s meetings and is familiar with the Company’s business operations; and
- he has proven to be a reliable Independent Non-Executive Director with his professionalism aptitude and outlook of business perspective, devoted sufficient time and attention to his professional obligations for informed and balance decision making and had also exercised due care during his tenure in the best interest of the Company and the shareholders.

##### 6. Ordinary Resolution 10 - Authority to issue shares pursuant to the Companies Act 2016

The proposed resolution is for the purpose of seeking a renewal for the general mandate to empower the Directors of the Company pursuant to the Companies Act 2016, from the date of the 36th AGM, to issue and allot ordinary shares of not more than ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next Annual General Meeting of the Company. This authority will provide flexibility and enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

As at the date of this Notice, no new shares in the Company were issued under the provision of the general mandate granted to the Directors at the Thirty-Fifth Annual General Meeting held on 23 October 2019, which will lapse at the conclusion of the 36th AGM.

##### 7. Ordinary Resolution 11 - Proposed Renewal of Existing Shareholders’ Mandate

The proposed resolution, if passed, will enable the Company and its subsidiaries (“Glomac Group”) to enter into recurrent related party transactions of a revenue or trading nature with related parties in the ordinary course of business and necessary for the day-to-day operations of Glomac Group, based on commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Please refer to Part A of the Circular/Statement to Shareholders dated 28 August 2020 made available together with this Annual Report for more information.

##### 8. Ordinary Resolution 12 - Proposed Renewal of Share Buy-Back Authority

The proposed resolution, if passed, will empower the Directors to purchase the Company’s shares of up to ten per centum (10%) of the total number of issued shares of the Company by utilising the retained profits of the Company. This authority will, unless revoked or varied by the shareholders of the Company in general meeting, expire at the conclusion of the next Annual General Meeting.

Please refer to Part B of the Circular/Statement to Shareholders dated 28 August 2020 made available together with this Annual Report for more information.

#### NOTES:

1. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 19 October 2020 (“General Meeting Record of Depositors”) shall be eligible to attend the Meeting.

2. A shareholder of the Company entitled to attend and vote at this Meeting is entitled to appoint one (1) or more person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote at this Meeting shall have the same rights as the member to speak at the Meeting.

3. A proxy may but need not be a shareholder of the Company and a shareholder may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate, speak and vote at the Meeting shall have the same rights as the shareholder to speak at the Meeting.

As guided by the Securities Commission’s Guidance and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and subsequently revised on 15 July 2020, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate with the main venue of the Meeting via real time submission of typed texts through a text box within Securities Services e-Portal’s platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to [eservices@sshb.com.my](mailto:eservices@sshb.com.my) during the Meeting. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/relevant adviser during the Meeting. In the event of any unattended questions and/or remarks submitted, the Company will respond to the said unattended questions and/or remarks after the Meeting via email.

4. The instrument appointing a proxy shall be in writing under the hand of the shareholder/appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Common Seal or under the hand of an officer or attorney duly authorised.

5. Where a shareholder of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited to SS E Solutions Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the Meeting or any adjournment thereof. All the resolutions set out in this Notice are to be voted by poll. The form of proxy can also be submitted electronically via Securities Services e-Portal at <https://sshb.net.my> before the form of proxy submission cut-off time as mentioned above. For further information on the electronic submission of form of proxy, kindly refer to the Administrative Guide.

The Administrative Guide on the Conduct of a Fully Virtual General Meeting is available for download at <https://www.glomac.com.my/investor-relations>.