

**THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused this Circular/Statement prior to its issuance as it is an exempt document pursuant to Practice Note 18 of Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular/Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from, or in reliance upon the whole or any part of the contents of this Circular/Statement.



**GLOMAC BERHAD**

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

**PART A**

**CIRCULAR TO SHAREHOLDERS**

***IN RELATION TO THE***

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE**

**PART B**

**STATEMENT TO SHAREHOLDERS**

***IN RELATION TO THE***

**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The resolutions in respect of the above proposals will be tabled as special businesses at the Thirty-Ninth Annual General Meeting ("**39<sup>th</sup> AGM**") of the Company to be held on a virtual basis at the broadcast venue at the Board Room, Glomac Berhad, Level 15, Menara Glomac, Glomac Damansara, Jalan Damansara, 60000 Kuala Lumpur through live streaming and online remote voting using remote participation and voting facilities via Securities Services e-Portal on Wednesday, 25 October 2023 at 10.00 a.m. or at any adjournment thereof. The Notice of the 39<sup>th</sup> AGM together with the Proxy Form and the Administrative Details for the 39<sup>th</sup> AGM are available at the Company's website at <https://www.glomac.com.my/shareholders-meeting/>.

A member entitled to attend and vote at the 39<sup>th</sup> AGM is entitled to appoint one (1) or more persons to be his proxy to attend and vote on his behalf. If you intend to appoint a proxy to attend and vote at the 39<sup>th</sup> AGM on your behalf, you may complete the Proxy Form and deposit it to SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia not later than forty-eight (48) hours before the time set of holding the 39<sup>th</sup> AGM. The proxy appointment may also be lodged electronically via the Securities Services e-Portal at <https://sshbs.net.my/>. All the resolutions set out in the Notice of 39<sup>th</sup> AGM are to be voted by poll. The lodging of the Proxy Form will not preclude you from attending and voting at our 39<sup>th</sup> AGM should you subsequently wish to do so.

Should you wish to personally participate at the Meeting remotely, please register electronically via the Securities Services e-Portal at <https://sshbs.net.my/> by the registration cut-off date and time. For more information, please refer to the Administrative Details for the 39<sup>th</sup> AGM.

**IMPORTANT DATES:**

Last date and time for lodging the Proxy Form : Monday, 23 October 2023 at 10:00 a.m.

Date and time of the 39<sup>th</sup> AGM : Wednesday, 25 October 2023 at 10:00 a.m.

This Circular/Statement is dated 30 August 2023

## DEFINITIONS

---

For the purpose of this Circular/ Statement, except where the context otherwise requires, the following definitions shall apply:

Act	:	The Companies Act 2016, as amended from time to time and any re-enactment thereof
AGM	:	Annual General Meeting
Board	:	Board of Directors of Glomac
Bursa Depository	:	Bursa Malaysia Depository Sdn. Bhd. [Registration No. 198701006854 (165570-W)]
Bursa Securities or the Exchange	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Circular	:	Circular/Statement to Shareholders dated 30 August 2023
Code	:	Malaysian Code on Take-overs and Merger 2016, as amended from time to time and any re-enactment thereof
Director(s)	:	Director(s) of Glomac or its subsidiary (as the case may be) and shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007, and for the purpose of the Proposed Renewal of Existing Shareholders' Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a director or a chief executive of Glomac or its subsidiary or holding company
EPS	:	Earnings per share
FYE	:	Financial year ended/ending, as the case may be
Glomac or Company	:	Glomac Berhad [Registration No: 198301015139 (110532-M)]
Glomac Group or Group	:	Collectively Glomac and its subsidiaries
Glomac Share(s)	:	Ordinary share(s) in Glomac
Interested Directors and Interested Major Shareholders	:	Collectively, Tan Sri Dato' Mohamed Mansor bin Fateh Din, Datuk Fong Loong Tuck and Datuk Seri Fateh Iskandar bin Tan Sri Dato' Mohamed Mansor
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities including any amendment thereto that may be made from time to time
LPD	:	1 August 2023, being the latest practicable date which shall not be more than 30 days prior to the date of this Circular

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

## DEFINITIONS

---

- Major Shareholder(s) : A person who has an interest or interests in one (1) or more voting shares in the Company and the aggregate number of those shares, is:
- (i) 10% or more of the total number of voting shares in the Company; or
  - (ii) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company

For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act. For the purpose of the Proposed Renewal of Existing Shareholders’ Mandate, it includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a Major Shareholder of the Company or any other corporation which is its subsidiary or holding company

- Market Day : Any day on which the stock market of Bursa Securities is open for the trading of securities

- N/A : Net assets attributable to ordinary equity holders of Glomac

- Person(s) Connected : In relation to a Director or Major Shareholder (referred to as “**said Person**”), who falls under any one (1) of the following categories:

- (i) a family member of the said Person (for the purpose of this definition, “**family**” means and includes spouse, parent, child including an adopted child or stepchild, brother, sister and the spouse of his child including an adopted child or stepchild, brother or sister);
- (ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;
- (iii) a partner of the said Person;
- (iv) a person, or where the person is a body corporate, the body corporate or its director(s) who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
- (v) a person, or where the person is a body corporate, the body corporate or its director(s), in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
- (vi) a body corporate in which the said Person, or persons connected with him are entitled to exercise or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
- (vii) a body corporate which is a related corporation (for the purpose of this definition, “**related corporation**” means a corporation which is the holding company of another corporation; a subsidiary of another corporation; or a subsidiary of the holding company of another corporation) of the said person

## DEFINITIONS

---

Prevailing Laws	:	Any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the Proposed Renewal of Share Buy-Back Authority
Proposals	:	Collectively, the Proposed Renewal of Existing Shareholders' Mandate and the Proposed Renewal of Share Buy-Back Authority
Proposed Renewal of Share Buy-Back Authority	:	Proposed renewal of authority of a share buy-back exercise of up to 10% of the total number of issued shares of Glomac
Proposed Renewal of Existing Shareholders' Mandate	:	Proposed renewal of existing shareholders' mandate for Glomac and/or its subsidiaries to enter into RRPTs
Purchased Shares	:	Glomac Shares that have been purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority
Recurrent Related Party Transaction(s) or RRPT(s)	:	Recurrent related party transaction(s) of a revenue or trading nature which are necessary for day-to-day operations and are entered into or to be entered into by the Group in the ordinary course of business which involves the interest, direct or indirect of Related Party(ies)
Related Party(ies)	:	Director(s), Major Shareholder(s) or person(s) connected with such Director(s) or Major Shareholder(s) of Glomac Group as defined herein
RM and sen	:	Ringgit Malaysia and sen respectively, being the lawful currency of Malaysia
Rules of Bursa Depository	:	The rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act 1991

All references in this Circular to “we”, “us”, “our” and “ourselves” are to Glomac and, where the context requires otherwise, to Glomac and its subsidiaries collectively. All references to “you” in this Circular are to the shareholders of Glomac who are entitled to attend and vote at the 39<sup>th</sup> AGM and whose names appear in our Record of Depositors on 18 October 2023.

In this Circular, words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting any gender shall, where applicable, include all genders. Reference to persons shall also include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

## TABLE OF CONTENTS

### **PART A – PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE**

	<b>PAGE</b>
1.0 INTRODUCTION	2
2.0 DETAILS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE	3
3.0 PRINCIPAL ACTIVITIES OF GLOMAC GROUP	4-6
4.0 CLASSES OF RELATED PARTIES	6
5.0 DETAILS OF RECURRENT RELATED PARTY TRANSACTIONS CONTEMPLATED UNDER THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE	6-10
6.0 RATIONALE OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE	10
7.0 INTEREST OF INTERESTED DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED	11-12
8.0 FINANCIAL EFFECTS	12
9.0 APPROVAL REQUIRED	12
10.0 BOARD OF DIRECTORS' STATEMENT AND RECOMMENDATION	12
11.0 AGM	12-13
12.0 FURTHER INFORMATION	13

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

## TABLE OF CONTENTS

### PART B – PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

	<b>PAGE</b>
1.0 INTRODUCTION	15
2.0 RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY	15
3.0 RETAINED PROFIT	16
4.0 DURATION AND FUNDING	16
5.0 TREATMENT OF PURCHASED SHARES	16-17
6.0 PURCHASES, REALES, CANCELLATION AND TRANSFER OF TREASURY SHARES MADE IN THE PREVIOUS TWELVE (12) MONTHS	17
7.0 HISTORICAL SHARE PRICES	18
8.0 POTENTIAL ADVANTAGES AND DISADVANTAGES	18
9.0 SHAREHOLDINGS OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS	19
10.0 PUBLIC SHAREHOLDING SPREAD	20
11.0 IMPLICATIONS RELATING TO THE CODE	20
12.0 EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY	20-21
13.0 DIRECTORS' STATEMENT	21
14.0 DIRECTORS' RECOMMENDATION	21
15.0 APPROVAL REQUIRED	21
16.0 FURTHER INFORMATION	21

#### APPENDICES

APPENDIX I	FURTHER INFORMATION
APPENDIX II	INFORMATION OF GLOMAC SHARES PURCHASED AND RETAINED AS TREASURY SHARES MADE IN THE PREVIOUS TWELVE (12) MONTHS UP TO LPD

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

**PART A**

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE  
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS'  
MANDATE**



**GLOMAC BERHAD**

[Registration No. 198301015139 (110532-M)]  
(Incorporated in Malaysia)

**Registered Office**

Level 15  
Menara Glomac  
Glomac Damansara  
Jalan Damansara  
60000 Kuala Lumpur  
Wilayah Persekutuan

30 August 2023

**Board of Directors:**

Tan Sri Dato' Mohamed Mansor bin Fateh Din (*Group Executive Chairman*)

Datuk Fong Loong Tuck (*Group Executive Vice Chairman*)

Datuk Seri Fateh Iskandar bin Tan Sri Dato' Mohamed Mansor (*Group Managing Director/Chief Executive Officer*)

Ms Shan Choo (*Independent Non-Executive Director*)

Encik Mohd Razlan bin Mohamed (*Independent Non-Executive Director*)

Encik Mohd Adzahar bin Abdul Wahid (*Independent Non-Executive Director*)

**To : The Shareholders of Glomac**

Dear Sirs/Madam,

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE**

---

**1.0 INTRODUCTION**

- 1.1 At the Thirty-Eighth AGM of the Company held on 19 October 2022, the Board had obtained a mandate from shareholders of the Company to enter into RRPTs with Related Parties on the terms set out in the circular to shareholders dated 30 August 2022 ("Existing Shareholders' Mandate for RRPT").
- 1.2 In accordance with the Listing Requirements, the Existing Shareholders' Mandate for RRPT shall lapse at the conclusion of the forthcoming AGM of the Company unless a new mandate for RRPTs is obtained from the shareholders of the Company.
- 1.3 On 16 August 2023, the Board announced its intention to seek shareholders' approval for the Proposed Renewal of Existing Shareholders' Mandate at the Thirty-Ninth ("39<sup>th</sup>") AGM of the Company to be held on Wednesday, 25 October 2023.
- 1.4 The purpose of Part A of this Circular is to provide you with the relevant information on the Proposed Renewal of Existing Shareholders' Mandate and to seek your approval on the resolution relating thereof to be tabled at the forthcoming 39<sup>th</sup> AGM of the Company to be convened and held on a virtual basis at the broadcast venue at the Board Room, Glomac Berhad, Level 15, Menara Glomac, Glomac Damansara, Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 25 October 2023 at 10.00 a.m. or at any adjournment thereof.



**YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF PART A OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE TO BE TABLED AT THE 39<sup>TH</sup> AGM OF THE COMPANY.**

## **2.0 DETAILS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE**

### **Provisions under the Listing Requirements**

2.1 Pursuant to Paragraph 10.09(2) of the Listing Requirements, the Company may seek shareholders' mandate with regard to RRPTs subject to the following :

- i. the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- ii. the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the following threshold:
  - a) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transactions is RM1 million or more; or
  - b) the percentage ratio of such Recurrent Related Party Transactions is 1% or more, whichever is the higher;
- iii. the Company's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to the Exchange together with a checklist showing compliance with such information;
- iv. in a meeting to obtain shareholders' mandate, the relevant Related Party must comply with the following requirements set out in Paragraph 10.08(7) of the Listing Requirements :
  - a. a Related Party with any interest, direct or indirect ("Interested Related Party"), must not vote on the resolution in respect of the RRPT;
  - b. an Interested Related Party who is a Director or Major Shareholder must ensure that Persons Connected with it abstain from voting on the resolution in respect of the RRPT; and
  - c. where the Interested Related Party is a Person Connected with a Director or Major Shareholder;  
  
such persons stated in paragraphs (b) and (c) above, as the case may be, must not vote on the resolution in respect of the RRPT.
- v. the Company immediately announces to Bursa Securities when the actual value of RRPTs entered into by the Company, exceeds the estimated value of the RRPTs disclosed in the circular by 10% or more, and must include the information as prescribed by Bursa Securities in its announcement.

2.2 It is envisaged that in the ordinary course of business of the Group, transactions of revenue or trading nature between the Group and the Related Parties are likely to occur with some degree of frequency which are necessary for our day-to-day operations and could arise at any time.

2.3 In view of the frequent nature of such transactions, the Directors are seeking the shareholders' approval for the Proposed Renewal of Existing Shareholders' Mandate, which will allow the Group, in the ordinary course of business, to enter into the categories of Recurrent Related Party Transactions referred to in Section 5.1 of Part A of this Circular with the Related Parties stated in Section 5.1.1 of Part A of this Circular, provided that such transactions are made at arm's length, on the Group's normal commercial terms and on terms that are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of our minority shareholders.

2.4 Disclosures shall be made in the Company's Annual Report in accordance with Section 3.1.5 of Practice Note 12 of the Listing Requirements providing a breakdown of the aggregate value of Recurrent Related Party Transactions conducted pursuant to the Proposed Renewal of Existing Shareholders' Mandate during the financial year, stating:

- (i) the type of Recurrent Related Party Transactions made; and
- (ii) the names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with our Group.

### 3.0 PRINCIPAL ACTIVITIES OF GLOMAC GROUP

Glomac is principally involved in property development, construction, and investment holding. The principal activities of its subsidiaries as at the LPD are as follows :

Name of Company	Principal Activities	Shareholdings (%)
<b>PROPERTY DEVELOPMENT &amp; INVESTMENT</b>		
Anugerah Armada Sdn. Bhd.	Property Development and Investment	100
Dunia Heights Sdn. Bhd.	Property Development and Investment	100
Elmina Equestrian Centre (Malaysia) Sdn. Bhd.	Property Development and Investment	100
Glomac Alliance Sdn. Bhd. ("GASB")	Property Development and Investment	100
Glomac Consolidated Sdn. Bhd.	Property Development and Investment	100
Glomac City Sdn. Bhd.	Property Development and Investment	100
Glomac Damansara Sdn. Bhd.	Property Development and Investment	100
Glomac Enterprise Sdn. Bhd.	Property Development and Investment Holding	100
Glomac Jaya Sdn. Bhd.	Property Development and Investment	100
Glomac Maju Sdn. Bhd.	Property Development and Investment	100
Glomac Rawang Sdn. Bhd.	Property Development and Investment	100
Glomac Regal Sdn. Bhd.	Property Development and Investment	100
Glomac Resources Sdn. Bhd.	Property Development and Investment	100
Glomac Segar Sdn. Bhd.	Property Development and Investment Holding	100
Glomac Sutera Sdn. Bhd.	Property Development and Investment	100
Glomac Vantage Sdn. Bhd.	Property Development and Investment	100
Precious Quest Sdn. Bhd.	Property Development and Investment	100
Regency Land Sdn. Bhd.	Property Development and Investment	100
Glomac Kristal Sdn. Bhd.	Property Development and Investment	100
FDM Development Sdn. Bhd.	Property Development and Investment	100

Name of Company	Principal Activities	Shareholdings (%)
Berapit Properties Sdn. Bhd.	Property Development and Investment	100
Kelana Kualiti Sdn. Bhd.	Property Development and Investment	100
Magical Sterling Sdn. Bhd.	Property Development and Investment	100
Glomac Nusantara Sdn. Bhd.	Property Development and Investment	100
Glomac Al Batha Sdn. Bhd.	Property Development and Investment Holding	51
Glomac Al Batha Mutiara Sdn. Bhd.	Property Development and Investment	51
<b>PROPERTY INVESTMENT</b>		
Glo Damansara Sdn. Bhd.	Property Investment	100
Bangi Integrated Corporation Sdn. Bhd.	Property Investment	100
Berapit Pertiwi Sdn. Bhd.	Property Investment	100
Glomac Utama Sdn. Bhd.	Property Investment	60
Glomac Realty Sdn. Bhd.	Property Investment	100
Kelana Centre Point Sdn. Bhd.	Property Investment	100
<b>INVESTMENT HOLDING</b>		
Glomac Australia Pty Ltd.	Investment Holding	100
Glomac Power Sdn. Bhd.	Investment Holding	85.7
<b>CAR PARK OPERATIONS AND MANAGEMENT</b>		
Prominent Excel Sdn. Bhd.	Car Park Operators and Managers	60
<b>PROPERTY MANAGEMENT SERVICES</b>		
Glomac Property Services Sdn. Bhd.	Property Management Services	100
Kelana Property Management Sdn. Bhd.	Property Management Services	100
<b>PROJECT MANAGEMENT SERVICES</b>		
Glomac Group Management Services Sdn. Bhd.	1. Property Development 2. Project Management 3. Investment Holding	100
<b>CONSTRUCTION</b>		
Glomac Bina Sdn. Bhd.	Building Contractor	100
<b>DORMANT</b>		
Berapit Development Sdn. Bhd.	Property development and investment holding	100
BH Interiors Sdn. Bhd.	Provision of Renovation Works	100
Glomac Land Sdn. Bhd.	Property Development and Investment	100
Glomac Leisure Sdn. Bhd.	Property Development and Investment	100
Glomac Real Estate Sdn. Bhd.	Property Development and Investment Holding	100
Magic Season Sdn. Bhd.	Property Development and Investment	100
Magnitud Teknologi Sdn. Bhd.	Property Development and Investment	100
OUG Square Sdn. Bhd.	Property Development and Investment Holding	100
Prisma Legacy Sdn. Bhd.	Building Contractor	100
Prima Sixteen Sdn. Bhd.	Property Development and Investment Holding	100
Sungai Buloh Country Resort Sdn. Bhd.	Management and Operation of Clubhouse	100
Glomac Thailand Sdn. Bhd.	Investment Holding	100

<b>Name of Company</b>	<b>Principal Activities</b>	<b>Shareholdings (%)</b>
Glomac Cekap Sdn. Bhd.	Property Development and Investment	100
FDA Sdn. Bhd.	Property Development and Investment Holding	70
Glomac Excel Sdn. Bhd.	Car Park Operator	60
Glomac Technology Sdn. Bhd.	Investment Holding, Renewable Energy and Sustainable Building	51
Glomac Restaurants Sdn. Bhd.	Investment Holding	100
Kelana Seafood Centre Sdn. Bhd.	Management and Operation of Restaurant	100

#### **4.0 CLASSES OF RELATED PARTIES**

The Proposed Renewal of Existing Shareholders' Mandate will apply to the Recurrent Related Party Transactions entered into by the Glomac Group which involves the interest direct or indirect of the following classes of Related Parties :

- i. Directors;
- ii. Major Shareholders; and
- iii. Persons Connected to Directors and/or Major Shareholders.

#### **5.0 DETAILS OF RECURRENT RELATED PARTY TRANSACTIONS CONTEMPLATED UNDER THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE**

##### **5.1 NATURE OF THE RRPTS AND CLASS OF RELATED PARTIES**

5.1.1 The details of and nature of RRPTs which will be entered by Glomac Group and the Related Parties are set out below :

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

No.	Related Party (Seller/Provider)	Related Party (Buyer/Recipient)	Name of interested Related Parties	Nature of transaction	Estimated aggregate value of Recurrent Related Party Transactions as disclosed in the previous year's circular <sup>(1)</sup> (RM)	Actual value transacted from 19 October 2022 up to LPD <sup>(2)</sup> (RM)	Estimated aggregate value for future Recurrent Related Party Transactions from 25 October 2023 (date of 39 <sup>th</sup> AGM) to next AGM <sup>(3)</sup> (RM)
1	Glomac Group	Glomac Bina Sdn. Bhd. <sup>(A)</sup>	Interested Directors and Interested Major Shareholders	Award of contracts and/or projects for construction works	150,000,000	16,664,000	150,000,000 (Please refer to Note A)
2	Glomac Group	Directors and/or Major Shareholders of Glomac Group And/or Persons Connected to them	Interested Directors and/or interested Major Shareholders of Glomac Group and/or Persons Connected to them	Sale of properties by our Group in the ordinary course of business	**	-	**

**Notes:**

<sup>(1)</sup> The estimated value of each Recurrent Related Party Transaction as disclosed in the preceding year's circular to shareholders dated 30 August 2022.

<sup>(2)</sup> The actual value transacted from 19 October 2022 (the date on which the Existing Shareholders' Mandate for RRPT was obtained) up to the LPD.

<sup>(3)</sup> The estimated aggregate value of each Recurrent Related Party Transaction from 25 October 2023, being the date of the AGM this year until the next AGM, based on best estimates by our management using historical trends and projected business growth. The actual transacted value may vary, exceed or lower than, the estimates shown above.

\*\* Estimates of the value of this category of transactions cannot be ascertained given the various types of properties sold by our Group, which varies from project to project. However, in accordance with Practice Note 12, Paragraph 3.3(a) of the Listing Requirements, any one (1) of the percentage ratios for the transactions must not exceed 10%.

<sup>(A)</sup> During FYE 30 April 2023, Glomac Bina Sdn. Bhd. is a 51% subsidiary of Glomac. However, on 17 July 2023, Glomac's shareholding in Glomac Bina has increased to 100%, hence such transaction is no longer regarded as RRPT. Details of the shareholdings of the Related Parties in Glomac Bina Sdn Bhd are disclosed in item 7.1 below. Under Chapter 1 and Chapter 10 of the Listing Requirements, the definition of "major shareholder" includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon – (i) a major shareholder of the listed issuer as defined under Paragraph 1.01 or any other corporation which is its subsidiary or holding company. Hence, the estimated aggregate value for future Recurrent Related Party Transactions is disclosed from 25 October 2023 until 16 January 2024 that requires the shareholders' approval at the 39<sup>th</sup> AGM.

5.1.2 The values of the transactions stated above are merely estimates and they may vary due to the nature of the transactions. Our Directors, Major Shareholders and/or Persons Connected to them who would be purchasing the properties sold by Glomac Group could not be ascertained at this point in time. The transactions of the properties will be carried out at arm's length basis on transaction prices and on terms not more favourable to the Related Parties than those generally available to the public. Disclosure will be made in our Company's Annual Report in accordance with the Practice Note 12 of the Listing Requirements.

## 5.2 AMOUNT DUE AND OWING TO GLOMAC GROUP BY RELATED PARTIES

5.2.1 As at FYE 30 April 2023, the breakdown of the principal sum and interest for the total outstanding amount due under the Recurrent Related Party Transactions which exceeded the following credit term are as follows:

Exceeded credit terms for	Outstanding trade receivables from Related Parties	
	Principal (RM)	Interest (RM)
a period of 1 year or less	30,540	9,488
a period of more than 1 year to 3 years	268,062	16,289
a period of more than 3 years to 5 years	-	-
a period of more than 5 years	-	-

5.2.2 Management monitors the outstanding debts on a regular basis and follow-up on the status of the cases and takes appropriate action to recover the outstanding amounts with reminder letters and phone calls.

5.2.3 The Board is of the opinion that the outstanding debts exceeding the credit period do occur in the normal course of business and that the outstanding debts are collectable, no event of default has occurred and has proven to be creditworthy debtors.

## 5.3 DISCLOSURES AND REVIEW PROCEDURES FOR THE RECURRENT RELATED PARTY TRANSACTIONS

5.3.1 Glomac has implemented the review and disclosure procedures for the RRPTs to ensure that the RRPTs are undertaken on transaction prices and on an arm's length basis and are based on normal commercial terms, which are consistent with the Glomac Group's usual business practices and policies, and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of minority shareholders of the Company.

To monitor the RRPTs, the following review and disclosure procedures have been implemented and will continue to be in force for the period under which the Proposed Renewal of Existing Shareholders' Mandate is sought for :

- (i) All companies within our Group shall only enter into the Recurrent Related Party Transactions after taking into account the pricing, level of services and quality of products as compared to market prices and industry standards against at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities as comparison, wherever possible, to determine whether the price and terms offered to/by the related third parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the pricing of any Recurrent Related Party Transactions entered into will be determined based on prevailing market rates under usual commercial terms, business practices and policies or otherwise in accordance with other applicable industry norms/consideration and are not to the detriment of minority shareholders;

- (ii) The terms of any transaction proposed to be entered into between our Company or any of our subsidiaries involving the interest of a Related Party will be submitted to our Senior Management and the Group Managing Director/Chief Executive Officer of our Company for review;
- (iii) All Recurrent Related Party Transactions, which are not within the shareholders' mandate and have the value of more than RM1,000,000 or 1% of the percentage ratio (as defined under Paragraph 10.02(g) of the Listing Requirements), shall be acknowledged by our Audit Committee before the transactions are entered into;
- (iv) If a member of our Board or our Audit Committee has an interest (whether direct or indirect) in any particular transaction, he or she will have to abstain from any deliberation and also voting on the matter at the Audit Committee meeting or Board meeting in respect of that transaction;
- (v) Proper records shall be maintained to capture all the Recurrent Related Party Transactions entered into pursuant to the shareholders' mandate to ensure accurate disclosure thereof. Disclosure shall be made in the Annual Report of our Company of the aggregate value of transactions conducted in accordance with the given mandate;
- (vi) All transactions entered/to be entered into pursuant to the Proposed Renewal of Shareholders' Mandate have been/will be tabled to the Audit Committee on a quarterly basis for its review of compliance with the above. In its review of such transactions, the Audit Committee may, as it deems fit, request for additional information pertaining to the transactions.
- (vii) Our Audit Committee shall continuously review the adequacy and appropriateness of the procedures, as and when required and the relevant audit reports to ascertain that the guidelines and the procedures established to monitor the Recurrent Related Party Transactions are complied with.

#### **5.4 STATEMENT BY THE AUDIT COMMITTEE**

There is no specific threshold for approval of Recurrent Related Party Transactions within our Company. All Recurrent Related Party Transactions are reviewed and authorised by the Executive Directors of our Company, provided always that such Executive Directors have no interest in the transaction and the said transaction has been approved pursuant to the shareholders' mandate obtained at a general meeting for Recurrent Related Party Transactions.

The Audit Committee has reviewed the procedures mentioned in Section 5.3 above and is of the view that :

- (a) the Recurrent Related Party Transactions are conducted at arm's length, on normal commercial terms of our Group and on transaction prices and terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of our minority shareholders.
- (b) Glomac Group has in place adequate procedures to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner and such procedures and processes are reviewed on a yearly basis or whenever the need arises.

#### **5.5 VALIDITY PERIOD OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

The Proposed Renewal of Existing Shareholders' Mandate if approved by the shareholders, shall take effect from the passing of the ordinary resolution proposed at the forthcoming 39<sup>th</sup> AGM and shall continue to be in force until :

- (i) the conclusion of the next AGM 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;
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

## **6.0 RATIONALE OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE**

The Proposed Recurrent Related Party Transactions that have been entered into and that will be entered into by our Group are transactions in the ordinary course of business made on arm's length basis which are necessary to meet the business needs of our Group at the best possible terms. Therefore, it is anticipated that the Recurrent Related Party Transactions are likely to continue on a frequent and recurrent basis from time to time.

The Proposed Renewal of Existing Shareholders' Mandate is intended to enhance Glomac Group's ability to pursue business opportunities, which are time-sensitive in nature and confidentiality of such transactions, and it may be impractical to seek approval from the shareholders on a case-to-case basis before entering into such RRPT. As such, the Board is seeking shareholders' mandate pursuant to Paragraph 10.09 of the Listing Requirements to allow Glomac Group to enter into such RRPT made at arm's length basis and on normal commercial term and which are in the Board's opinion, not prejudicial to the interests of the shareholders and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

By obtaining shareholders' approval for the Proposed Renewal of Existing Shareholders' Mandate, Glomac will eliminate the need to make announcements to Bursa Securities and/or to convene extraordinary general meetings from time to time to seek our shareholders' prior approvals for our Group to enter into such Recurrent Related Party Transactions. This will also reduce substantial administrative time and expenses in convening such extraordinary general meetings and allow manpower resources and time to be channeled towards attaining other corporate objectives without compromising the corporate objectives of the Group or affecting the business opportunities available to Glomac Group.

The Recurrent Related Party Transactions provide our Group the support for its operational and business needs and further enhance its ability to explore beneficial business opportunities within our Group and the Related Parties.

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**



## 7.0 INTEREST OF INTERESTED DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED

7.1 Details of the shareholdings of the Related Parties as at LPD based on the Record of Depositors are as follows :

<b>Glomac</b>				
<b>Interested Directors</b>	<b>No. of Glomac Shares held</b>			
	<b>Direct</b>	<b>%</b>	<b>Indirect</b>	<b>%</b>
	Tan Sri Dato' Mohamed Mansor bin Fateh Din (" <b>TSDMM</b> ")	161,283,317	21.01	154,256,800 <sup>(1)(2)</sup>
Datuk Fong Loong Tuck	130,874,805 <sup>(1)</sup>	17.05	2,421,000 <sup>(1)(4)</sup>	0.32
Datuk Seri Fateh Iskandar bin Tan Sri Dato' Mohamed Mansor (" <b>Datuk Seri FD Iskandar</b> ")	146,930,800 <sup>(1)</sup>	19.14	161,283,317 <sup>(3)</sup>	21.01
<b>Persons Connected to Interested Directors/Major Shareholders</b>				
Fara Eliza binti Tan Sri Dato' Mohamed Mansor ( <i>daughter of TSDMM and sister of Datuk Seri FD Iskandar</i> )	3,806,000	0.50	-	-
Fara Inez binti Tan Sri Dato' Mohamed Mansor ( <i>daughter of TSDMM and sister of Datuk Seri FD Iskandar</i> )	3,520,000	0.46	-	-
Fong Kah Kuen ( <i>son of Datuk Fong Loong Tuck</i> )	2,421,000 <sup>(1)</sup>	0.32	-	-

### Notes:

- (1) Include Glomac Shares held through nominee companies.
- (2) Deemed interested pursuant to Section 8 and Section 59(11)(c) of the Act by virtue of his son's and daughters' interests in Glomac, respectively.
- (3) Deemed interested pursuant to Section 8 of the Act by virtue of his father's interest in Glomac.
- (4) Deemed interested pursuant to Section 59(11)(c) of the Act by virtue of his son's interest in Glomac.

<b>Glomac Bina Sdn. Bhd.</b>				
<b>Interested Directors</b>	<b>No. of shares held</b>			
	<b>Direct</b>	<b>%</b>	<b>Indirect</b>	<b>%</b>
TSDMM	-	-	2,800,000 <sup>(1)</sup>	100.00
Datuk Fong Loong Tuck	-	-	2,800,000 <sup>(1)</sup>	100.00
Datuk Seri FD Iskandar	-	-	2,800,000 <sup>(1)</sup>	100.00

### Note:

- (1) Deemed interested pursuant to Section 8 of the Act via Glomac.

- 7.2 The interested Directors, namely Tan Sri Dato' Mohamed Mansor bin Fateh Din, Datuk Fong Loong Tuck and Datuk Seri Fateh Iskandar bin Tan Sri Dato' Mohamed Mansor, have abstained from making any opinion and will continue to abstain from all deliberations and voting on the resolution at the relevant meetings of our Board and at the forthcoming AGM for the award of contracts and/or projects for construction works to Glomac Bina Sdn. Bhd.
- 7.3 All Directors are also interested in the sale of properties by our Group and have abstained and will continue to abstain from all deliberations and voting on the resolution in respect of this category of transaction at the relevant meetings of our Board and at the forthcoming AGM.
- 7.4 The Interested Directors and Interested Major Shareholders have undertaken that they shall ensure that Persons Connected to them will also abstain from voting in respect of their direct and indirect shareholdings in Glomac of the resolution pertaining to this Proposed Renewal of Existing Shareholders' Mandate.
- 7.5 Save as disclosed above, insofar as our Directors are aware, none of our Directors and/or our Major Shareholders or Persons Connected to our Directors and/or our Major Shareholders has any interest direct or indirect, in this Proposed Renewal of Existing Shareholders' Mandate.

## **8.0 FINANCIAL EFFECTS**

The Proposed Renewal of Existing Shareholders' Mandate will not have any material impact on the share capital, N/A and working capital, earnings of our Group, dividends and the shareholdings of our Directors and substantial shareholders of Glomac.

## **9.0 APPROVAL REQUIRED**

The Proposed Renewal of Existing Shareholders' Mandate is subject to the approval of our shareholders at the forthcoming AGM to be convened or at any adjournment thereof. Save for the approval of the shareholders of Glomac, there are no other approvals required.

## **10.0 BOARD OF DIRECTORS' STATEMENT AND RECOMMENDATION**

- 10.1 The Board (save for the interested Directors, namely Tan Sri Dato' Mohamed Mansor bin Fateh Din, Datuk Fong Loong Tuck and Datuk Seri Fateh Iskandar bin Tan Sri Dato' Mohamed Mansor, who have abstained from giving any opinion and recommendation in respect of the Proposed Renewal of Existing Shareholders' Mandate for award of contracts and/or projects for construction works to Glomac Bina Sdn. Bhd.) is of the opinion that the Proposed Renewal of Existing Shareholders' Mandate is in the best interest of our Group and recommends that you vote in favour of the resolution for the Proposed Renewal of Existing Shareholders' Mandate to be tabled at the forthcoming 39<sup>th</sup> AGM.
- 10.2 The Directors have refrained from forming an opinion on the sale of properties by our Group and making any recommendations in respect thereof as the transacting Related Parties cannot be ascertained as at the date of this Circular.

## **11.0 AGM**

The resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate is stated in the Notice of the 39<sup>th</sup> AGM.

The 39<sup>th</sup> AGM will be held as a virtual meeting at the Broadcast Venue at the Board Room, Glomac Berhad, Level 15, Menara Glomac, Glomac Damansara, Jalan Damansara, 60000 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 25 October 2023 at 10.00 a.m. or at any adjournment thereof.

A member entitled to attend and vote at the 39<sup>th</sup> AGM is entitled to appoint one (1) or more person to be his proxy to attend and vote on his behalf. If you intend to appoint a proxy to attend and vote at the 39<sup>th</sup> AGM on your behalf, you may complete the Proxy Form and deposit it to SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not later than forty-eight (48) hours before the time set of holding the Meeting or any adjournment thereof. All

the resolutions set out in the Notice of 39<sup>th</sup> AGM are to be voted by poll. The lodging of the Proxy Form will not preclude you from attending and voting at our 39<sup>th</sup> AGM should you subsequently wish to do so. The Proxy Form can also be submitted electronically via Securities Services e-Portal at <https://sshsb.net.my/> before the Proxy Form submission cut-off time. For further information on the electronic submission of Proxy Form, kindly refer to the Administrative Details for the 39<sup>th</sup> AGM.

The Notice of the 39<sup>th</sup> AGM together with the Proxy Form and the Administrative Details for the 39<sup>th</sup> AGM are set out in the Annual Report 2023 of the Company and it is available on the Company's website at <https://www.glomac.com.my/shareholders-meeting/>.

## **12.0 FURTHER INFORMATION**

You are advised to refer to the attached **Appendix I** of this Circular for further information.

Yours Faithfully  
for and on behalf of the Board of Directors  
of **GLOMAC BERHAD**

**Shan Choo**  
Independent Non-Executive Director

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

**PART B**

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE  
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**



**GLOMAC BERHAD**

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

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

---

**1.0 INTRODUCTION**

At the Company's Thirty-Eighth AGM held on 19 October 2022 the Board had obtained mandate from our shareholders to purchase up to a maximum of 10% of its total number of issued shares through Bursa Securities. The said mandate shall, in accordance with the Listing Requirements, expires at the conclusion of our Company's forthcoming 39<sup>th</sup> AGM, unless authority for its renewal is obtained.

On 16 August 2023, the Board announced the Company's intention to seek our shareholders' approval for the Proposed Renewal of Share Buy-Back Authority exercise of up to 10% of the total number of issued shares of Glomac at the forthcoming 39<sup>th</sup> AGM of the Company.

The purpose of Part B of this Circular is to provide you with details of the Proposed Renewal of Share Buy-Back Authority, together with the Board's recommendation and to seek your approval for the ordinary resolution thereto to be tabled at the forthcoming 39<sup>th</sup> AGM of our Company. The Notice convening the 39<sup>th</sup> AGM and the Proxy Form are enclosed at the website of the Company at <https://www.glomac.com.my/shareholders-meeting/>.

**YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF PART B OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY TO BE TABLED AT THE 39<sup>TH</sup> AGM OF THE COMPANY**

**2.0 RATIONALE OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The Proposed Renewal of Share Buy-Back Authority is to grant Glomac with another option of utilising our financial resources more efficiently. The Proposed Renewal of Share Buy-Back Authority is expected to stabilise the supply and demand of Glomac Shares in the open market on Bursa Securities, thereby supporting the fundamental value of Glomac Shares. Further, the increase in EPS, if any, arising from the Proposal Renewal of Share Buy-Back Authority is expected to benefit the shareholders of the Company.

All things being equal, the Proposed Renewal of Share Buy-Back Authority, whether the Glomac Shares to be purchased are maintained as treasury shares or cancelled, will reduce the number of Glomac Shares being used for the purpose of computing EPS. Therefore, the Proposed Renewal of Share Buy-Back Authority will improve the EPS of Glomac which in turn is expected to have a positive impact on the market price of Glomac Shares.

Our Company may also retain the Purchased Shares as treasury shares with the intention to realise potential gains from the resale of treasury shares and/or to reward our shareholders through the distribution of the treasury shares as dividends.

In the event that the treasury shares are transferred to employees of the Group, this would serve as a reward to the employees of the Group.

### **3.0 RETAINED PROFIT**

As at LPD, the total number of issued shares of Glomac is 800,089,370 Glomac Shares. The Proposed Renewal of Share Buy-Back Authority will enable the Company to purchase up to maximum of 80,008,937 Glomac Shares, representing 10% of the total number of issued shares of Glomac.

Under the provision of Paragraph 12.10(1) of the Listing Requirements, the maximum amount of funds to be utilised for any purchase of Glomac Shares must not exceed the aggregate of the retained profit 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(s).

Based on the audited financial statements for the financial year ended 30 April 2023, the retained profit was RM378,818,414.

Accordingly, our Directors shall allocate an amount of funds which will not be more than the aggregate sum of the retained profit of the Company in respect of any purchase of Glomac Shares pursuant to the Proposed Renewal of Share Buy-Back Authority.

### **4.0 DURATION AND FUNDING**

The approval from our shareholders shall be effective immediately upon the passing of the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority until:

- (i) the conclusion of the next AGM of Glomac 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;
- (ii) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders of our Company in a general meeting;

whichever occurs first.

The Proposed Renewal of Share Buy-Back Authority will allow our Board to exercise the power of our Company to purchase its own ordinary shares at any time within the abovementioned time period using the funds of our Group and/or external borrowings. The amount of internally generated funds and/or external borrowings to be utilised will only be determined later depending on the availability of internally generated funds, the actual number of Glomac Shares to be purchased, the anticipated future cashflows of our Group and other cost factors.

### **5.0 TREATMENT OF PURCHASED SHARES**

The Proposed Renewal of Share Buy-Back Authority to be undertaken will be in compliance with Section 127 of the Act. The Directors will deal with the Purchased Shares in the following manner:

- (i) cancel the Purchased Shares; and/or
- (ii) retain the Purchased Shares as treasury shares; and/or
- (iii) transfer the Purchased Shares for purposes of an employees' share scheme and/or as purchase consideration; and/or
- (iv) distribute the treasury shares as dividends to the shareholders; and/or
- (v) resell the treasury shares on the market of Bursa Securities in accordance with the Listing Requirements; and/or

- (vi) deal with the Purchased Shares and/or treasury shares in any other manner as prescribed by the applicable rules, regulations and orders made pursuant to the Act, Listing Requirements and any other relevant authority for the time being in force.

If the Purchased Shares are retained as treasury shares, they may be distributed as share dividends to the shareholders or resold on Bursa Securities. If resold, the proceeds may be utilised for potential investment opportunities arising in the future or as working capital. However, our Board does not wish to cancel the Purchased Shares.

The rights attached to the treasury shares in relation to voting, dividends and participation in other distributions shall be suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purpose including substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings, and the results of votes on resolutions at meetings.

An immediate announcement will be made to Bursa Securities of any purchase of its own shares, any resale of its treasury shares or any cancellation of its Purchased Shares or treasury shares on the day of the purchase, resale, transfer or the cancellation is made.

## **5.1 PRICING**

Pursuant to Chapter 12 of the Listing Requirements, Glomac may only purchase its own shares at a price which is not more than 15% above the weighted average market price of Glomac Shares for the past five (5) Market Days immediately preceding the date of the purchase(s). In the case of a resale or transfer of treasury shares, our Company may only resell the Purchased Shares held as treasury shares on Bursa Securities or transfer the Purchased Shares at a price which is:

- (i) not less than the weighted average market price of Glomac Shares for the five (5) Market Days immediately prior to the resale or transfer; or
- (ii) a discounted price of not more than 5% to the weighted average market price of Glomac Shares for the five (5) Market Days immediately before the resale or transfer provided that:
  - a) the resale or transfer takes place not earlier than thirty (30) days from the date of purchase; and
  - b) the resale or transfer price is not less than the cost of purchase of Glomac Shares being resold or transferred.

## **6.0 PURCHASES, REALES, CANCELLATION AND TRANSFER OF TREASURY SHARES MADE IN THE PREVIOUS TWELVE (12) MONTHS**

Details of the Glomac Shares purchased and retained as treasury shares made in the previous twelve (12) months up to LPD were as listed in the attached **Appendix II**.

All of the Glomac Shares bought back by the Company during the preceding twelve (12) months up to LPD have been retained as treasury shares. Our Company did not resell or cancel or transfer any treasury shares for the preceding twelve (12) months up to LPD.

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

## 7.0 HISTORICAL SHARE PRICES

The monthly high and low market price of Glomac Shares as traded on Bursa Securities for the past twelve (12) months from August 2022 to July 2023 are as follows :

<b>2022</b>	<b>High (RM)</b>	<b>Low (RM)</b>
August	0.310	0.295
September	0.300	0.270
October	0.290	0.270
November	0.310	0.285
December	0.330	0.295
<b>2023</b>		
January	0.320	0.300
February	0.340	0.310
March	0.325	0.300
April	0.325	0.310
May	0.330	0.295
June	0.325	0.305
July	0.360	0.310

The last transacted market price of Glomac Shares as at the LPD was RM0.340 per share, prior to the printing of this Circular.

## 8.0 POTENTIAL ADVANTAGES AND DISADVANTAGES

### 8.1 POTENTIAL ADVANTAGES

The potential advantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:

- (a) Glomac may be able to stabilise the supply and demand of Glomac Shares in the open market and thereby support its fundamental value;
- (b) Stakeholders and shareholders' confidence in the stability of Glomac Shares' price is expected to be enhanced as Glomac is empowered to implement the Proposed Renewal of Share Buy-Back Authority;
- (c) There is a potential gains to the Company if the Purchased Shares which are retained as treasury shares are resold at a higher price; and
- (d) Glomac may utilise the treasury shares as future dividend payout to the shareholders and/or for resale in the open market should opportunities arise in the future.

### 8.2 POTENTIAL DISADVANTAGES

The potential disadvantages of implementing the Proposed Renewal of Share Buy-Back Authority are as follows:

- (a) it will reduce the financial resources of the Company, which may result in the Company foregoing other investment opportunities that may emerge in the future;
- (b) the cash flows of the Company may be affected if the Company decides to utilise bank borrowings to finance the purchases; and
- (c) a reduction of financial resources available for distribution in the form of cash dividends to the shareholders.



## 9.0 SHAREHOLDINGS OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Based on the Register of Substantial Shareholders and Directors' Shareholdings as at LPD and assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full (i.e. up to 10% of the total number of issued shares) and that the Purchased Shares are from shareholders other than our Directors and substantial shareholders, the effects of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the existing Directors and substantial shareholders of Glomac by virtue of Section 127 of the Act are as follows :

Directors and/or substantial shareholders	Before the Proposed Renewal of Share Buy-Back Authority				After the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect	
	No. of Glomac Shares held	*%	No. of Glomac Shares held	*%	No. of Glomac Shares held	%	No. of Glomac Shares held	%
Tan Sri Dato' Mohamed Mansor bin Fateh Din <sup>(D)</sup>	161,283,317	21.01	154,256,800 <sup>(1)(2)</sup>	20.10	161,283,317	22.40	154,256,800 <sup>(1)(2)</sup>	21.42
Datuk Fong Loong Tuck <sup>(D)</sup>	130,874,805 <sup>(1)</sup>	17.05	2,421,000 <sup>(1)(4)</sup>	0.32	130,874,805 <sup>(1)</sup>	18.18	2,421,000 <sup>(1)(4)</sup>	0.34
Datuk Seri Fateh Iskandar bin Tan Sri Dato' Mohamed Mansor <sup>(D)(SS)</sup>	146,930,800 <sup>(1)</sup>	19.14	161,283,317 <sup>(3)</sup>	21.01	146,930,800 <sup>(1)</sup>	20.40	161,283,317 <sup>(3)</sup>	22.40
Shan Choo <sup>(D)</sup>	-	-	-	-	-	-	-	-
Mohd Razlan bin Mohamed <sup>(D)</sup>	-	-	-	-	-	-	-	-
Mohd Adzahar bin Abdul Wahid <sup>(D)</sup>	-	-	-	-	-	-	-	-
Tan Sri Dato' Mohamed Mansor bin Fateh Din <sup>(SS)</sup>	161,283,317	21.01	146,930,800 <sup>(1)(5)</sup>	19.14	161,283,317	22.40	146,930,800 <sup>(1)(5)</sup>	20.40
Datuk Fong Loong Tuck <sup>(SS)</sup>	130,874,805 <sup>(1)</sup>	17.05	-	-	130,874,805 <sup>(1)</sup>	18.18	-	-
Shapadu Capital Sdn. Bhd.	87,877,210	11.45	-	-	87,877,210	12.20	-	-

### Notes:

<sup>(1)</sup> Include Glomac Shares held through nominee companies.

<sup>(2)</sup> Deemed interested pursuant to Section 8 and Section 59(11)(c) of the Act by virtue of his son's and daughters' interests in Glomac, respectively.

<sup>(3)</sup> Deemed interested pursuant to Section 8 of the Act by virtue of his father's interest in Glomac.

<sup>(4)</sup> Deemed interested pursuant to Section 59(11)(c) of the Act by virtue of his son's interest in Glomac.

<sup>(5)</sup> Deemed interested pursuant to Section 8 of the Act by virtue of his son's interest in Glomac.

\* Percentage calculated excluding 32,595,000 Glomac Shares bought back by the Company and retained as treasury shares as at the LPD based on the Record of Depositors.

<sup>(D)</sup> Director

<sup>(SS)</sup> Substantial shareholder

## **10.0 PUBLIC SHAREHOLDING SPREAD**

As at the LPD, the public shareholding spread of the Company was 30%. Glomac will not undertake any share buy-back if that will result in breach of Paragraph 8.02(1) of the Listing Requirements which requires the Company to maintain a shareholding spread of at least 25% of its total listed shares (excluding treasury shares). The Board is mindful of the shareholding spread requirement and will continue to be mindful of the requirement when making any purchase of Glomac Shares.

## **11.0 IMPLICATIONS RELATING TO THE CODE**

In the event that the Proposed Renewal of Share Buy-Back Authority results in any major shareholder and/or persons acting in concert holding more than 33% but not more than 50% of the voting shares of our Company, pursuant to the Code, the affected major shareholders and/or persons acting in concert will be obligated to make a mandatory offer for the remaining Glomac Shares not held by him.

In the event that the Proposed Renewal of Share Buy-Back Authority results in any major shareholder and/or persons acting in concert who already holds more than 33% but not more than 50% of the voting shares of our Company increasing by more than 2% in any six (6) months period, pursuant to the Code, the affected major shareholder and/or persons acting in concert will be obligated to make a mandatory offer for the remaining Glomac Shares not held by him.

However, a waiver may be granted by Securities Commission Malaysia pursuant to Section 219 of the Capital Market Services Act 2007, under Practice Note 2.9.10 of the Code, subject to the affected major shareholder complying with certain conditions, if the obligation was triggered as a result of action beyond their direct participation.

## **12.0 EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

### **12.1 SHARE CAPITAL**

The effect of the Proposed Renewal of Share Buy-Back Authority on the share capital of Glomac will depend on whether the Purchased Shares are cancelled or retained as treasury shares.

The Proposed Renewal of Share Buy-Back Authority will result in a reduction of the total number of issued shares of Glomac if the Purchased Shares are cancelled. However, the Proposed Renewal of Share Buy-Back Authority will not have any effect on the share capital of Glomac if all the Purchased Shares are to be retained as treasury shares and resold or distributed to our shareholders or transferred to the employees' share scheme.

Based on the assumption that the Glomac Shares to be purchased will be retained as treasury shares, the Proposed Renewal of Share Buy-Back Authority will not have any effect on the total number of the issued shares of Glomac.

### **12.2 N/A AND WORKING CAPITAL**

If all the Purchased Shares are cancelled, the Proposed Renewal of Share Buy-Back Authority would reduce the consolidated N/A per share of the Glomac Group when the purchase price exceeds the N/A per share of the Glomac Group at the time of purchase, and vice-versa.

The Proposed Renewal of Share Buy-Back Authority is likely to reduce the N/A per Glomac Share and will reduce the working capital of our Group, the quantum of which depends on the purchase price of the Glomac Shares at the time of the purchase.

Where our Directors resolve to retain the Purchased Shares as treasury shares, our Directors may distribute the treasury shares as share dividends to our shareholders and/or transfer the treasury shares to employees' share scheme and/or resell the treasury shares on Bursa Securities and utilise the proceeds for any feasible investment opportunity arising in the future, or as working capital.

### **12.3 EARNINGS**

The effect of the Proposed Renewal of Share Buy-Back Authority on the EPS of our Group for the FYE 30 April 2023 will depend on the effective funding cost to the Glomac Group to finance the purchase of Glomac Shares or any loss in interest income to our Company. Assuming that the Purchased Shares are retained as treasury shares, the effects on the earnings of our Group will depend on the actual selling price, the number of treasury shares resold and the effective gain or interest savings arising from the exercise.

### **12.4 DIVIDEND**

For FYE 30 April 2022, a final dividend of 1.50 sen per Glomac Share was paid on 29 December 2022.

In respect of the FYE 30 April 2023, no interim dividend has been declared and paid by Glomac. Our Board has proposed a single-tier final dividend of 1.25 sen per Glomac Share for the FYE 30 April 2023 subject to our shareholders' approval at our forthcoming 39<sup>th</sup> AGM. The dividends to be declared by Glomac in respect of the FYE 30 April 2024 would depend on, amongst others, the profitability and cash flows position of our Group.

Assuming that the Proposed Renewal of Share Buy-Back Authority is implemented, dividends would be paid on the remaining issued and paid-up share capital of Glomac (excluding the Purchased Shares). The Proposed Renewal of Share Buy-Back Authority may have an impact on our Company's dividend policy for the FYE 30 April 2024 as it would reduce the cash available which may otherwise be used for dividend payments. Nonetheless, the treasury shares purchased may be distributed as dividends to our shareholders, if our Company so decides.

### **13.0 DIRECTORS' STATEMENT**

Save for the inadvertent proportionate increase in the percentage shareholdings and/or voting rights of the shareholders in our Company as a consequence of the Proposed Renewal of Share Buy-Back Authority, none of our Directors and/or Major Shareholders and/or Persons Connected with them, has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority and the subsequent resale of treasury shares, if any.

### **14.0 DIRECTORS' RECOMMENDATION**

The Directors, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, are of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company and its shareholders. Accordingly, the Directors recommend that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 39<sup>th</sup> AGM of the Company.

### **15.0 APPROVAL REQUIRED**

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of the shareholders at the forthcoming 39<sup>th</sup> AGM to be convened or at any adjournment thereof.

### **16.0 FURTHER INFORMATION**

You are advised to refer to **Appendix I** of this Circular for further information.

## FURTHER INFORMATION

### 1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board who collectively and individually accept full responsibility for the accuracy of the information given in this Circular/Statement and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or information contained in this Circular, or other facts and information, the omission of which would make any statement in this Circular/Statement false or misleading.

### 2. MATERIAL CONTRACTS

Save as disclosed below, there are no contracts which may be material (not being contracts entered into in the ordinary course of business), which have been entered into by our Company and/or our subsidiaries during the past two (2) years preceding the date of this Circular :

On 12 April 2023, the Company had entered into a share sale agreement with its Group Executive Chairman and major shareholder, namely Tan Sri Dato' Mohamed Mansor bin Fateh Din, and Mohd Yasin Loh bin Abdullah in relation to the proposed acquisition of the remaining 49% equity interest in Glomac Bina Sdn Bhd for a total cash consideration of RM16,252,854 ("Proposed Acquisition"). The Proposed Acquisition was completed on 17 July 2023.

### 3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, as at the LPD, neither our Company nor any of our subsidiaries is engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board has no knowledge of any proceedings, pending or threatened against the Company and/or its subsidiaries or of any facts likely to give rise to any proceedings which may materially or adversely affect the financial position or business of the Group :

#### **Soon Hoe Chuan vs Glomac Berhad**

On 22 May 2020, Glomac Berhad ("the Defendant" or "the Company") has been served with a Writ of Summons and Statement of Claim dated 14 May 2020 from Soon Hoe Chuan ("the Plaintiff") ("the Suit").

The Plaintiff claimed to have been engaged by the Defendant on 19 October 2004 as the Chief Executive Officer for Glomac Alliance Sdn. Bhd. ("GASB"), a wholly-owned subsidiary of the Company. It was further alleged by the Plaintiff that he had undertaken the role of Project Manager for a particular development project ("the Project") of GASB.

On the hearing date 9 December 2020, the High Court Judge allowed Defendant's Striking Out application in Enclosure 16 with costs of RM7,000 to be paid by the Plaintiff to the Defendant subject to Allocator fees and since the striking out application by the Defendant is allowed by the Court, the application for summary judgment filed by the Plaintiff against the Defendant in Enclosure 6 is therefore dismissed with no order as to costs.

Further the Plaintiff had on 18 December 2020, filed two (2) appeals to the Court of Appeal against the High Court's decision dismissing Enclosure 6 and Enclosure 16. The appeals had since been registered as follows:

- a. The summary judgment appeal as Court of Appeal Civil Appeal No. W-02(IM)(NCvC)-1932-12/2020; and
- b. The striking out appeal as Court of Appeal Civil Appeal No. W-02(IM)(NCvC)-1933-12/2020.

On 15 November 2021, the Court of Appeal dismissed Plaintiff's appeal in relation to his summary judgment application, but allowed his appeal in relation to Glomac's striking out application. Both parties were ordered to bear their own costs and the Court directed the Plaintiff's claim to be remitted back to the High Court for trial. Both Plaintiff and Defendant have concluded oral submission 6 June 2023. The court has fixed the matter for decision on 26 September 2023.

No provision has been made in the financial statements of the Group and the Company in respect of this claim at this juncture, as the outcome of the Suit is not presently determinable.

#### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at our Registered Office at Level 15, Menara Glomac, Glomac Damansara, Jalan Damansara, 60000 Kuala Lumpur, Wilayah Persekutuan during normal business hours (except public holidays) from the date of this Circular up to and including the date of the forthcoming AGM :

- (i) the Constitution of Glomac;
- (ii) the audited consolidated financial statements for the past two (2) years up to and including FYE 30 April 2023;
- (iii) the relevant cause papers in respect of the material contract referred to in Section 2 of this Appendix I; and
- (iv) the relevant cause papers in respect of the material litigation referred to in Section 3 of this Appendix I.

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

**APPENDIX II**

**INFORMATION OF GLOMAC SHARES PURCHASED AND RETAINED AS TREASURY SHARES  
MADE IN THE PREVIOUS TWELVE (12) MONTHS UP TO LPD**

<b>Date</b>	<b>No. of Glomac Shares purchased</b>	<b>Lowest price (RM)</b>	<b>Highest price (RM)</b>	<b>Average cost including transaction costs (RM)</b>	<b>Total consideration paid (RM)</b>
11/08/2022	20,000	0.300	0.300	0.300	6,050.80
12/08/2022	20,000	0.300	0.300	0.300	6,050.80
15/08/2022	30,800	0.300	0.300	0.300	9,313.22
16/08/2022	20,000	0.295	0.295	0.295	5,950.77
19/09/2022	10,000	0.290	0.290	0.290	2,945.37
20/09/2022	20,000	0.280	0.280	0.280	5,650.68
21/09/2022	10,000	0.280	0.280	0.280	2,845.34
26/09/2022	20,000	0.280	0.280	0.280	5,650.68
27/09/2022	10,000	0.280	0.280	0.280	2,845.34
28/09/2022	20,000	0.280	0.280	0.280	5,650.68
29/09/2022	15,000	0.280	0.280	0.280	4,248.76
30/09/2022	14,000	0.280	0.280	0.280	3,967.18
03/10/2022	25,000	0.280	0.280	0.280	7,054.60
05/10/2022	10,000	0.285	0.285	0.285	2,895.36
06/10/2022	18,000	0.285	0.285	0.285	5,180.54
07/10/2022	45,000	0.285	0.285	0.285	12,925.30
12/10/2022	20,000	0.280	0.280	0.280	5,650.68
13/10/2022	80,000	0.280	0.280	0.280	22,575.62
21/12/2022	10,000	0.305	0.305	0.305	3,096.92
30/12/2022	22,000	0.320	0.320	0.320	7,096.36