CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	1503
COMPANY NAME	**:**	GuocoLand (Malaysia) Berhad (“Company”)
FINANCIAL YEAR	**:**	June 30, 2022

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE
Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA
Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board of Directors ("Board") assumes responsibility for effective stewardship and control of the Company and has established terms of reference ("TOR") to assist in the discharge of this responsibility. In discharging its responsibilities, the Board has established functions which are reserved for the Board and those which are delegated to management. The key roles and responsibilities of the Board are set out in the Board Charter which is published on the Company's website, www.guocoland.com.my ("Website"). The key roles and responsibilities of the Board broadly cover reviewing and approving corporate policies and broad strategies, overseeing and evaluating the conduct of the Group's businesses, identifying principal risks and ensuring the implementation of appropriate systems to manage those risks, and reviewing and approving key matters such as financial results, investments and divestments, acquisitions and disposals, and major capital expenditure.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman is a Non-Executive Director. He leads the Board and ensures its smooth and effective functioning and has specific responsibilities as set out in the Board Charter as published on the Company's Website.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	There is a clear division of responsibilities between the Chairman of the Board and the Group Managing Director ("GMD"). This division of responsibilities between the Chairman and the GMD ensures an appropriate balance of roles, responsibilities and accountability.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.4

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

Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.			
Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Board is not a member of any of the Board Committees.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.5

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is supported by Company Secretaries who are qualified to act under Section 235 of the Companies Act 2016. They are Associate Members of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) and hold practicing certificates issued by Companies Commission of Malaysia ("CCM"). The Company Secretaries attend programmes and seminars to keep themselves abreast with inter alia, regulatory requirements, company law and corporate governance.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	Prior to Board and Board Committee meetings, Directors are provided with minutes of previous meeting(s). The agenda together with meeting reports and reference materials are disseminated electronically via 'Board PAC', an iPad-based solution which stores meeting documents digitally in a secured manner.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Practice 2.1
The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

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

Application	:	Applied	
Explanation on application of the practice	:	The key roles and responsibilities of the Board are set out in the Board Charter and published on the Company's Website. The last review of the Board Charter by the Board was carried out in August 2022.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Practice 3.1
The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

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

Application	:	Applied
Explanation on application of the practice	:	The Board observes and adopts the Code of Ethics for Company Directors established by CCM ("Director Code"). The Group is committed to good business ethics and integrity as set out in the Group Code of Conduct and Ethics ("Code"). To this, the Group commits to a high standard of professionalism and ethics in the conduct of business and professional activities. The Code serves as guiding principles in the day to day activities of the Group and reminds employees to maintain at all times the highest standards of conduct and to always demonstrate professional and personal integrity in the conduct of business activities and in dealings with stakeholders, customers, colleagues and regulators. The Code is applicable to: • all employees who work in the Group across the jurisdictions in which the Group operates – including but not limited to permanent, part-time and temporary employees; and • any other persons permitted to perform duties or functions within the Group – including but not limited to vendors, service providers, contractors, secondees, interns, industrial attachment and agency staff. As the Code forms part of the terms and conditions of employment, employees are required to adhere to a high standard of professionalism and ethics in the conduct of their business and professional activities. With the adoption of MS ISO 37001:2016 as the Group's Anti-Bribery and Corruption Management System, the Board has approved an Anti-Bribery and Corruption Policy ("ABC Policy") which is part of the Group's commitment to conducting business ethically in compliance with the Malaysian Anti-Corruption Commission Act 2009 and all applicable anti-bribery and

	corruption laws of every country in which the Group operates. All employees, Directors (executive and non-executive) and any person who performs services for and on behalf of the Group, which includes contractors, subcontractors, consultants, suppliers, agents, intermediaries and representatives of the Group are required to adhere to the ABC Policy. Pursuant to the Group Self-Declaration Policy, all employees are required to submit an annual declaration on their compliance with the Code and the ABC Policy. New employees are required to make the self-declaration upon joining. The Director Code, Code and ABC Policy are available on the Company's Website.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 3.2
The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied	
Explanation on application of the practice	:	The Company has a Whistleblowing Policy and it provides a structured channel for all employees of the Group and any other persons providing services to, or having a business relationship with, the Group, to report any concern on any improper conduct or wrongful act committed within the Group. The Whistleblowing Policy is published on the Company's Website.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 4.1
The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

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

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

Application	:	Applied
Explanation on application of the practice	:	The Group had in place various initiatives and efforts to address sustainability risks and opportunities in an integrated and strategic manner to support the Group long term strategy and success. The Board is responsible for the overall direction, supervision and control of the Group and its management, as well as deciding on the Group's strategy with recommendation from the Board Audit Risk Management Committee ("BARMC"). The Board, together with BARMC, also maintains oversight of the sustainability governance matters and work cohesively to ensure sustainability is embedded in the Group with adequate resources in place to address the material sustainability issues. A Sustainability Committee, which is chaired by the GMD and its members comprising of senior management, together with a Sustainability Working Committee comprising of managers/senior officers from Business Units and Support Units, are in place to act as the main enabler of the Group's sustainability strategies and initiatives. The GMD provides updates to the Board on a quarterly basis. A detailed Sustainability Statement is published in the Company's 2022 Annual Report.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

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

Practice 4.2
The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied	
Explanation on application of the practice	:	The Group believes that meaningful partnerships with businesses, society and governments can enable collective actions and develop opportunities to achieve a healthier planet, and a more inclusive and sustainable economy. The Group engages with its internal and external stakeholders through a variety of means. The feedback and insights from the stakeholders are vital to the Group and are integrated into the Group's business strategy and sustainability approach. Further details can be obtained from the Sustainability Statement in the 2022 Annual Report of the Company.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 4.3
The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	The Board receives reports regularly and provides oversight on sustainability issues which are relevant to the Group and put in place appropriate sustainability strategy, priorities and targets to support the objectives of the Group. During the financial year ended 30 June 2022 ("FY2022"), the Board had participated in various training programmes to keep abreast of latest changes and developments relating to sustainability, including climate related risks and opportunities.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 4.4
Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	The assessment of the Board is conducted on yearly basis. The assessment of the Board has included the performance of the Board in addressing the Company's material sustainability risks and opportunities. In addition, the Company has included in the assessment of the senior management ("SM"), among others, sustainability risks.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 4.5- Step Up
The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.		
Application	:	Adopted
Explanation on adoption of the practice	:	Senior management of the Group, namely the GMD, who is also the chairperson of the Sustainability Committee, oversees the integration of sustainability throughout the Group with the support of the Sustainability Working Committee.

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

Practice 5.1
The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied	
Explanation on application of the practice	:	The NC conducts annual review of the composition of the Board in terms of appropriate size, required mix of skills, experience and core competencies and balance of Independent Directors ("ID" or "IDs"). The NC also assesses the quality and integrity, competency and capability, time and commitment of Director who is subject to re-election at the annual general meeting ("AGM") and upon satisfactory evaluation, recommends to the Board for shareholders' approval.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 5.2
At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board currently comprises seven (7) Directors, three (3) of whom are independent. The Board is of the view that the current composition of the IDs is adequate for the Board to function objectively and effectively. The IDs are able to exercise sound judgement without fear or favour and provide check and balance with their unbiased views so as to foster objectivity in Board's deliberations and decisions. The IDs have performed their oversight role effectively and understood their responsibilities to stakeholders.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 5.3
The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

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

Application	:	Not applicable - Step Up 5.4 adopted	
Explanation on application of the practice	:		
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

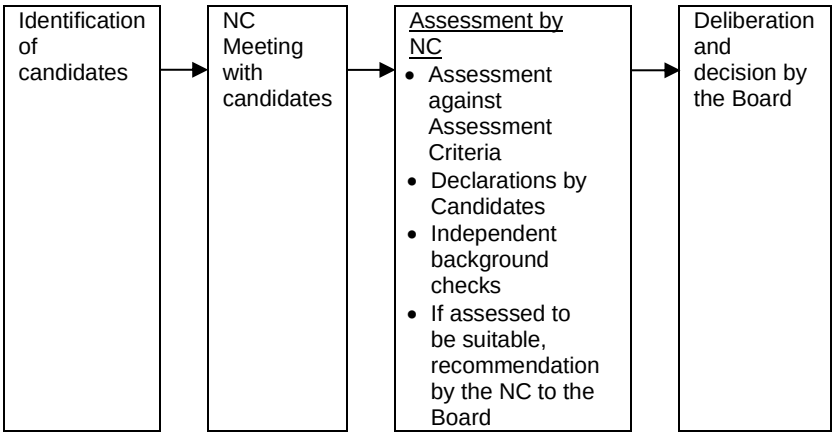
Practice 5.4 - Step Up
The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.		
Application	:	Adopted
Explanation on adoption of the practice	:	The Company has in place an Independence of Directors Policy ("ID Policy") which sets out, among others, the tenure of IDs of the Company. The tenure of IDs shall not exceed a cumulative term of nine (9) years from the date of his or her first appointment in the Company. The ID may retire at the AGM immediately preceding or following the expiry of the 9-year term unless prior thereto, a suitable incumbent has been identified to replace the ID before the AGM. The tenure of all IDs on the Board does not exceed 9 years.

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

Practice 5.5
Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

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

Application	:	Applied
Explanation on application of the practice	:	The nomination, assessment and approval process for new Board appointment is as follows:  All candidates to the Board are assessed by the NC prior to their appointments, taking into account, inter alia, the strategic and effective fit of the candidates for the Board, the overall desired Board composition, including Board diversity and the required mix of skills, expertise, knowledge and experience in the industry, market and segment to enhance the Board's overall effectiveness and having regard to the candidates' attributes, qualifications, management, leadership, independence and time commitment, before they are recommended to the Board for approval. The Company maintains a pool of potential Board candidates from internal and external introductions, recommendations and independent sources with Director databases in its search for suitable Board candidates. The Board has in place a Fit and Proper Policy which sets out the fit and proper criteria for the appointment and re-election of Directors of the Board. In evaluating any new appointment of SM, the Company is guided by the Group Recruitment Policy where all potential candidates are given equal opportunity regardless of gender, race, and

	religion and/or whether or not one has disability. SM positions are awarded based on qualifications, experience and potential. Generally, in the assessment and selection of SM, the following factors will be considered in determining the role-profile fit: (a) skills, knowledge, expertise and industry experience; (b) past contribution and performance; and (c) character, professionalism and integrity. Each and every candidate for SM role has to go through a screening process where his/her competency and potential are assessed through a mix of interviews, aptitude test, competency and/or psychometric assessments in order to ensure the candidate has the right personal profile to be successful in the role. Pre-employment and Post-employment screenings are also performed to determine past performance track records, conduct, and behaviour of the selected candidate. For SM positions, final approval for hiring would be obtained from the Group President & Chief Executive Officer of GuocoLand Limited ("GLL"), the holding company of GLM, in addition to the review and approval of the GLL Group HR and GMD to ensure hiring decisions are made objectively in the best interests of the Company taking into account multiple perspectives and insights. Where required, Board's approval is also obtained for certain roles.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 5.6
In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

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

Application	:	Applied	
Explanation on application of the practice	:	In identifying for suitable Board candidates, the Company maintains a pool of potential Board candidates from internal and external introductions, recommendations and independent sources with director databases, including databases for women directors.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 5.7
The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied	
Explanation on application of the practice	:	The Annual Report of the Company contains the profile of each Director and the disclosure includes the required information as prescribed by the Main Market Listing Requirements. In addition, the explanatory notes of the Notice of the AGM provides the relevant information of the Directors who are standing for re-election and the statement of the Board on its recommendation to support the re-election of Directors.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 5.8
The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the NC is an Independent Non-Executive Director.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 5.9
The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	There is 1 woman Director, representing 14.29% of woman participation on Board.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	The Board will work towards meeting the target of 30% women participation on Board.	
Timeframe	:	Others	Assessment in 2023

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

Practice 5.10
The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company has in place a Board Diversity Policy. In evaluating any new appointment of SM, the Company is guided by the Hong Leong Group Recruitment Policy where all potential candidates are given equal opportunity regardless of gender, race, and religion and/or whether or not one has disability. SM positions are awarded based on qualifications, experience and potential.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	The Board will work towards formalising a policy for SM.	
Timeframe	:	Others	Assessment in 2023

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

Practice 6.1
The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

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

Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.		
Application	:	Applied
Explanation on application of the practice	:	A formal evaluation process has been put in place to assess the effectiveness of the Board as a whole, Board Committees as a whole and the contribution and performance of each individual Director, Board Committee member, chief executive and chief financial officer on an annual basis ("Annual Board Assessment"). For newly appointed chairman, directors, chief executive and chief financial officer, the Annual Board Assessment will be conducted at the next annual assessment exercise following the completion of one (1) year of service. Assessment criteria for Board as a whole include, inter alia, the effectiveness of the Board composition in terms of size and structure vis-à-vis the complexity, size, scope and operations of the Company, the core skills, competencies and experience of the Directors, and the Board's integrity, competency, responsibilities and performance. The assessment criteria for Board Committees include the effectiveness of the respective Board Committees' composition in terms of mix of skills, knowledge and experience to carry out their respective roles and responsibilities per the Board Committees' TOR and the contribution of Board Committee members. Each individual Director is assessed on, inter alia, the effectiveness of his/her competency, expertise and contributions. The skills, experience, soundness of judgment as well as contributions towards the development of business strategies and direction of the Company and analytical skills to the decision-making process are also taken into consideration. The NC will deliberate and present the results of the Annual Board Assessment to the Board. The results of the assessment form one of the criteria of the NC's recommendation to the Board for the re-election of Directors at the Annual General Meeting.

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

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

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

Practice 7.1
The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The level of remuneration of Non-Executive Directors reflects the scope of responsibilities and commitment undertaken by them, industry benchmark as well as complexity of the Group's businesses. GLM adopts Hong Leong Group's total compensation philosophy which promotes high performing culture, alignment of corporate values and vertical and horizontal equity. The rewards strategy is consistent with the Hong Leong Group Rewards Programmes that provides competitive remuneration and benefits package, as well as ample career progression opportunities for employees. The Company rewards employees by establishing a remuneration framework comprising of both short-term and long-term incentives that are performance linked. The incentives framework includes performance linked variable bonus while long-term incentives in the form of Executive Share Scheme are incorporated in the remuneration framework for the key management team. The remuneration framework ensures that employees are paid competitively against the industry and talent market the company is operating in; delivered via a combination of cash and non-cash elements such as shares or share-linked instruments. Key performance indicators and specific Key Results Areas (KRA) including both financial and non-financial measures are set each financial year to assess the performance of the GMD and key management team.

	Remuneration Process Another critical part of remuneration delivery process is the review and approving structure. Each year, variable remuneration pool is reviewed and approved by the management of GuocoLand Limited. The pool will be allocated to the business units and functions corresponding to their respective performance. Remuneration of each individual is then formulated based on the business performance and contribution of the individual. The GMD remunerations will also be tabled to the Board for consideration and approval. Remuneration Structure GMD and senior management ("SM") The remuneration structure for the GMD and SM varies in accordance with the job grades and the operational/functional responsibilities, and is weighted towards performance related elements that take into account individual, functional and corporate performance. The components of the remuneration include the following:- (a) *Fixed remuneration* The fixed remuneration includes the following:- (i) basic salary (including the statutory contribution to the Employees Provident Fund) which is based on duties, responsibilities and job grade; and (ii) others. (b) *Variable remuneration* The variable remuneration of the GMD and SM depend on the performance of the Group for the relevant financial year, which is determined based on the individual key performance areas and aligned to the Hong Leong Vision, guided by the Group Reward Handbook. It includes one or a combination of the following:- (i) cash based; (ii) share and share linked instruments; and (iii) others.

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	The Board will work towards formalising its remuneration policy and procedures for Directors and SM.	
Timeframe	:	Others	Assessment in 2023

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

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

Practice 7.2
The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company does not have a Remuneration Committee ("RC"). The Board is of the view that it is not necessary for the Company to establish a RC for the time being given the current size of the Board. The Board as a whole functions as the RC.	
		The Board has undertaken an annual review on the need for a RC and continues to hold the view that the Board has effectively functioned as the RC.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	The Board will continue to undertake an annual review on the need for a RC to be established.	
Timeframe	:	Others	Yearly Assessment in 2023

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

Practice 8.1
There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	The remuneration to be received by each of the Director for FY2022 is set out in the tables below: Note: During FY2022, Directors and Officers of Guoco Group Limited, together with its subsidiaries (the "GGL Group", which includes GLM and its subsidiaries) are covered under the Directors' and Officers' Liability Insurance in respect of liabilities arising from acts committed in their respective capacity as, inter alia, Directors and Officers of the GGL Group subject to the terms of the policy. The total amount of Directors and Officers Liability Insurance effected for the Directors and Officers of the GGL Group was USD15 million. The total amount of premium paid for the Directors' and Officers' Liability Insurance by the GGL Group was RM152,385 and the apportioned amount of the said premium paid by the Company was RM30,288.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Mr Tang Hong Cheong	Non-Executive Non-Independent Director	80	-	-	-	-	-	80	140	-	-	-	-	-	140
2	Mr Tan Wee Bee	Executive Director	-	-	-	-	-	-	-	-	96	1,860	310	35.2	-	2,301.2
3	Mr Cheng Hsing Yao (Zheng Xinyao)	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4	Mr Peter Ho Kok Wai	Independent Director	126	-	-	-	-	-	126	126	-	-	-	-	-	126
5	Encik Zulkiflee bin Hashim	Independent Director	116	-	-	-	-	-	116	116	-	-	-	-	-	116
6	Ms Patricia Chua Put Moy	Independent Director	116	-	-	-	-	-	116	116	-	-	-	-	-	116
7	Mr Quek Kon Sean	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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

Practice 8.2
The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

<table>
<tr><td>Application :</td><td colspan="2">Departure</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2"></td></tr>
<tr><td>Explanation for departure :</td><td colspan="2">It is not in the interest of the Group to disclose detailed remuneration components of the top five (5) SM in bands of RM50,000 on a named basis in view of confidentiality and security reasons. In addition, the Group is operating in a very competitive environment where talent retention is a challenge.

The Company has disclosed the remuneration of the top five (5) SM of the Group (who are not Directors or the GMD of the Company) from an alternative perspective which is intended to achieve a similar outcome by segregating into categories as disclosed below for FY2022:

<table>
<tr><th>Categories</th><th>Remuneration (RM'000)</th></tr>
<tr><td>Salaries and bonuses and defined contribution retirement plan</td><td>2,341</td></tr>
<tr><td>Estimated money value for benefits-in-kind</td><td>44</td></tr>
<tr><td>Total</td><td>2,385</td></tr>
</table>
</td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2">The Board will continuously assess the implications in respect of such disclosure for future consideration.</td></tr>
<tr><td>Timeframe :</td><td>Others</td><td>Yearly Assessment in 2023</td></tr>
</table>

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

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

Practice 8.3 - Step Up
Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.1
The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied	
Explanation on application of the practice	:	The Board Audit & Risk Management Committee ("BARMC") comprises three (3) members who are IDs. The Chairman of the BARMC is not the Chairman of the Board.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.2
The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied	
Explanation on application of the practice	:	The BARMC has observed Practice 9.2 and incorporated such policy into the Company's Board Audit & Risk Management Committee Charter. None of the present BARMC members are former audit partners in the last three (3) years before their appointment as BARMC members.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.3
The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied	
Explanation on application of the practice	:	The BARMC has adopted a process and procedure for assessment of new appointment or re-appointment of external auditors and the criteria used in such assessment. The BARMC has obtained written assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up
The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	All members of the BARMC are IDs.

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.5
Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

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

Application :	Applied	
Explanation on application of the practice :	The members of the BARMC collectively possess the necessary skills and knowledge to discharge their duties and are financially literate. The profiles of the members are provided in the Annual Report. The Chairman of the BARMC is a Chartered Accountant. The BARMC members had during FY2022 attended various training programmes and seminars organised by relevant regulatory authorities and professional bodies to broaden their knowledge and to keep abreast with the relevant developments in finance/accounting, anti-bribery and corruption management, laws and regulations, risk management, corporate governance, environment, social and governance (ESG), cyber security and business environment, including the impact on COVID-19.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 10.1
The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	The Board recognises its overall responsibility for the adequacy and effectiveness of the Group's system of internal controls and risk management framework to safeguard shareholders' investment and the Group's assets. The Board exercises its oversight of risk management and internal control through the BARMC which meets on a quarterly basis and supported by an adequately resourced Internal Audit ("IA") Department. Management is accountable to the Board for the risk management and internal control system and for the implementation of processes to identify, evaluate, monitor and report risks and controls. The Board adopts MS ISO 31000:2010 as its risk management framework. The Group's system of risk management and internal control are designed to meet the Group's particular needs, to efficiently and effectively manage risks that may impede the achievement of the Group's business objectives, and to provide information for accurate reporting and ensure compliances with regulatory and statutory requirements. Key business risks and risks exceeding tolerance levels would be escalated to the BARMC and if necessary, to the Board for deliberation. Further details can be obtained from the Statement on Risk Management and Internal Control in the 2022 Annual Report of the Company.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure	:		
Timeframe	:		

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

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

Practice 10.2
The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied
Explanation on application of the practice	:	The Board has entrusted the BARMC to provide oversight of the Group's system of risk management and internal control. The BARMC is assisted by the IA Department in this role. The Board adopts MS ISO 31000:2010 as its risk management framework. The Group's system of risk management and internal control is designed to manage and mitigate, rather than eliminate the risk of failure to achieve the Group's business and corporate objectives within the risk appetite established by the Board and management. In addition, for bribery and corruption risks, the Group adopts MS ISO 37001:2016 (Anti-Bribery Management System) and the Guidelines on Adequate Procedures pursuant to Subsection (5) of Section 17A under the Malaysian Anti-Corruption Commission Act 2009 to prevent, detect and respond to bribery and corruption risks. These systems can therefore provide only reasonable and not absolute assurance against material misstatement, loss or fraud. On an on-going basis, each operating company's head and authorised risk owners have clear accountabilities to monitor its existing risks, identify emerging risks and update the enterprise-wide risk registers, maintain the adequacy, effectiveness and relevance of action plans and control systems to manage risks, and prepare risk management report on a quarterly basis for reporting to the BARMC. Key business risks and risks exceeding tolerance levels would be escalated to the BARMC and if necessary, to the Board for deliberation. Further details on the risk management and internal control systems are provided in the Statement on Risk Management & Internal Control in the 2022 Annual Report of the Company.
Explanation for departure	:	

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

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

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

Practice 10.3 - Step Up
The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	The IA function is carried out in-house by the IA Department of GLM. The provision of the IA services is part of the shared services of companies within the GLM Group. The IA Department, led by the Head of IA, reports directly to the BARMC which has the authority to decide among others the appointment and removal; scope of work; and performance evaluation of the internal audit function. During the financial year, BARMC had approved the IA Department's FY2022 Audit Plan, reviewed the audit scope planned based on the risk assessment conducted, as well as the audit resource requirements. The IA Department has performed its approved audits as guided by the Audit Charter. The IA function is performed with impartiality, proficiency and due professional care. IA reports, incorporating the audit findings, audit recommendations and management's responses were presented to the Committee. Follow-up audit was conducted and the status of implementation on the agreed recommendations was reported to the Committee. Further information can be obtained from the BARMC Report in the 2022 Annual Report of the Company.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 11.2
The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	**a) Independence and Objectivity** It is a requirement stated in the IA Charter that all IA personnel have no operational responsibility and authority over the activities of its audits in order to maintain its independence and objectivity. The IA Department is guided by its audit charter which defines the organisational status, accountability, independence and objectivity, responsibilities, the professional proficiency and ethics. The BARMC is responsible for deciding on the appointment, remuneration, appraisal, transfer and dismissal of the GLM's Head of IA, and to provide oversight on the adequacy of resources. **b) Internal Audit Resources** There was a total of 3 staff in the IA Department during FY2022. As for continuous professional development, the IA personnel had kept abreast with developments in the profession, industry and regulations by attending internal and external training courses. **c) Head of Internal Audit** The Head of IA is Mr Tan Ying Jau. He was an articled student of the Malaysian Institute of Certified Public Accountants and started his career with KPMG. He has extensive working experience of six (6) years of external audit, three (3) years of Finance operations and twenty-one (21) years of internal audit with public listed companies. **d) Internal Audit Framework** The IA Department is guided by the International Professional Practicing Framework of the Institute of Internal Auditors and applies appropriate auditing standards in assessing the integrity and effectiveness of internal controls and compliance with the established policies and procedures; and is committed

	to continuously monitoring and improving the internal audit function. Further information can be obtained from the Board Audit & Risk Management Committee Report in the 2022 Annual Report of the Company.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board acknowledges the importance of regular and effective communication with shareholders and investors. The annual reports, circulars to shareholders, quarterly financial reports and the various announcements made through Bursa Malaysia Securities Berhad's website during FY2022, enable shareholders and investors to have an overview of the Group's performance and operation. Additionally, the Company uses its Website to provide easy access of relevant information to its shareholders. The AGM provides an opportunity to shareholders to seek and clarify any issues and to have a better understanding of the Group's performance. Shareholders are encouraged to meet and communicate with the Board at the AGM and to vote on all resolutions. The chief financial officer/financial controller and the external auditors are also available to respond to shareholders' queries during the AGM.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

Practice 12.2
Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	-	
Timeframe	:	Others	-

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Company despatches its notice of Annual General Meeting ("AGM") to shareholders at least 28 days before the AGM to enable them to consider the resolutions and make an informed decision in exercising their voting rights at the AGM.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 13.2
All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied	
Explanation on application of the practice	:	All Directors are committed to attend General Meetings of the Company, which are scheduled in advance, save for unforeseeable circumstances. The Chair of Board Committees are aware of their respective scope of responsibilities and will respond to questions addressed to them at General Meetings.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 13.3
Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied	
Explanation on application of the practice	:	The 97th AGM of the Company held on 11 November 2021 was conducted in full virtual manner through live streaming and online voting using Remote Participation and Electronic Voting ("RPEV") facilities. All Directors, the GMD and CFO attended the AGM virtually to engage with shareholders and address issues of concern raised by the shareholders. With the RPEV facilities, shareholders were able to exercise their right as members of the Company to participate (including posing questions to the Board and/or Management of the Company before or during the AGM) and vote at the 97th AGM. For members who were unable to attend the 97th AGM, they were able to appoint their respective proxies or the Chairman of the meeting to vote on their behalf via RPEV facilities.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 13.4
The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.		
Application	:	Applied
Explanation on application of the practice	:	Shareholders were provided adequate opportunity to submit questions to the Board prior to the AGM to glm-gmeeting@guocoland.com and during live streaming of the AGM through the online platform provided by an independent service provider. During the AGM, questions from shareholders which were raised during the meeting as well as the Company's response to the same were shared with all shareholders during the Question & Answer session at the AGM. Minutes of AGM and a summary of the key pertinent matters discussed at the AGM are also published on the Company's Website.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 13.5
The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.		
Application	:	Applied
Explanation on application of the practice	:	In light of Covid-19 pandemic and in the interest of the health and safety of all stakeholders, the 97th AGM of the Company was held remotely via live streaming and online voting using RPEV facilities. The members were provided with a copy of the Administrative Notes to assist them with the step-by-step guide on the RPEV. The RPEV allowed the members to participate online, using smartphone, tablet or computer and to view the live webcast of the AGM. The members were encouraged to submit questions to the Board in advance of the AGM through a dedicated email address. All general enquiries prior to the AGM or request for technical assistance to participate in the AGM were required to contact the dedicated persons listed in the Administrative Notes. During the AGM, questions from shareholders which were raised during the meeting as well as the Company's response to the same were shared with all shareholders during the Question & Answer session at the AGM. Minutes of AGM and a summary of the key pertinent matters discussed at the AGM are also published on the Company's Website.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 13.6
Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.			
Application	:	Applied	
Explanation on application of the practice	:	The minutes of the AGM have been uploaded on the Company's Website within 30 business days after the AGM.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Click or tap here to enter text.