

# CORPORATE GOVERNANCE OVERVIEW STATEMENT



The Board of Directors (“the Board”) of Globetronics Technology Bhd. (“GTB” or “the Company”) is cognisant of the role it plays in ensuring that the Company and its subsidiaries (“GTB Group” or “the Group”) operate in a manner which is consistent with the highest standards of corporate governance. GTB will continue to refine its existing governance practice and process, to ensure robustness and efficiency, at Board level and throughout the Group, with an aim to enhance sustainable long-term value for the shareholders and other stakeholders. ■ ■

The Board is pleased to present the Corporate Governance Overview Statement (“CG Statement” or “Statement”) for the financial period ended 30 June 2025 (“FPE 2025”), which is prepared pursuant to Paragraph 15.25 of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and Malaysian Code on Corporate Governance 2021 (“MCCG”) issued by Securities Commission Malaysia.

This CG Statement is supplemented by a CG Report which provides a detailed application of each principle as set out in the MCCG. The CG Report can be found on the Company’s website at [www.globetronics.com.my](http://www.globetronics.com.my) as well as Bursa Malaysia’s website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

This CG Statement together with the CG Report demonstrates the Board’s commitment in promoting and maintaining good corporate governance practices and outlines the extent of the Group’s applications of the three (3) principles set out in MCCG with regards to the recommendations stated under each principle for the financial period under review.

## PRINCIPLE A

## BOARD LEADERSHIP AND EFFECTIVENESS

### ⌚ BOARD RESPONSIBILITIES

The Board is responsible for creating and delivering long-term sustainable value to the shareholders, while considering the interests of all stakeholders. The Board’s primary role is to provide strategic leadership to the Group and is collectively responsible for setting directions, strategic plans and policies, ensuring alignment of resources with the strategic objectives and overseeing the overall activities of the Management in carrying out the delegated duties in achieving the Group’s corporate objectives of delivering sustainable growth and long-term value to the stakeholders.

The Board is committed to the highest standards of corporate governance and risk management, which is demonstrated in the Corporate Governance Framework of the Group, illustrated below, that is established to ensure the delegated responsibilities and duties are discharged effectively.

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As depicted in the established Corporate Governance Framework, the Board has set up four (4) Board Committees, namely:

- i. Nominating Committee ("NC");
- ii. Remuneration Committee ("RC");
- iii. Audit and Risk Management Committee ("ARMC"); and
- iv. Employees' Share Option Scheme ("ESOS") Committee.

In an effective discharge of its oversight responsibilities, the Board has delegated certain functions and responsibilities to the aforesaid Board Committees, with each operates under its own Terms of Reference ("TOR") and within the authority delegated by the Board. The respective Board Committees report to the Board on matters deliberated and their recommendations thereon. The ultimate responsibility for decision making on all matters, however, lies with the Board. The details of TOR for the respective Board Committees are reviewed periodically and updated if needed, to ensure it remains relevant to the Company's operating environment and compliance with the rules and regulations.

On 29 October 2025, subsequent to FPE 2025, the Board reviewed the TOR of ARMC, NC and RC and a copy of the TOR of each Committee is available for reference on the Company's website at [www.globetronics.com.my](http://www.globetronics.com.my).

The Board delegated the implementation of the approved business plan, strategies, policies and procedures, management of the Company's affairs and running of the Group's day-to-day business to the Chief Executive Officer ("CEO") with the support from Executive Directors and Management, subject to an agreed limit of authority approved by the Board.

In fostering a strong corporate governance culture in the Company, the Executive Chairman and CEO are held by different individuals with distinct roles clearly documented in the Board Charter. The separation of power and roles of the Executive Chairman and CEO engender accountability and facilitate clear division of responsibilities to ensure that there is a balance of control, power and authority in the Company. The Chairman is primarily responsible for the leadership and governance of the Board in ensuring Board effectiveness, smooth functioning and conduct of the Board, while the CEO focuses on development of business, execution of Board's decision, strategic plan and policies and day-to-day management of the Group's operations including making operational decisions, with clear authority delegated by the Board.

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The Chairman of the Board is not a member of any Board Committees. However, he is invited to attend the Board Committee meetings and his participation is limited to hearing the deliberations to understand the rationale behind the recommendations without having the same points repeated at the Board meetings. He does not participate in any decision-making process of the Board Committees. This approach facilitates more efficient Board discussions, without compromising the independence and objectivity of recommendations put forward by the Board Committees.

The Board has adopted a formal Board Charter which serves as an essential reference document, guiding Directors in the effective discharge of their fiduciary duties. It outlines the duties and responsibilities of the Board, the role of Chairman, CEO and individual Directors, including those functions delegated to Board Committees and Management.

The Board had on 29 October 2025 reviewed the Board Charter and a copy of the updated Board Charter is available on the Company's website at [www.globetronics.com.my](http://www.globetronics.com.my).

In the ordinary course, five (5) Board meetings are planned throughout the calendar year to consider important corporate matters and events, amongst others, business plan and strategies, financial performance, quarterly results announcements, declaration of dividends, risk management framework, succession planning, sustainability matters, corporate responsibility activities and functioning of the Board and Board Committees. Additional ad hoc meetings will be convened in between the scheduled meetings, if needed, to consider urgent matters or proposals. The CEO and Senior Management and/or external advisors may be invited to attend Board meetings to advise and provide the Board with further information and clarification on any issues raised by the Directors to enable them to arrive at a considered decision.

Members of the Board and the Board Committees are provided with the proper agenda and meeting materials prior to the meetings with sufficient time given for them to review and seek clarification, where necessary. This allows full deliberation and effective discussion on the issues/matters to be considered at the respective meetings. All key matters discussed, including decisions and conclusions reached at the Board and Board Committee meetings are documented by the Company Secretaries.

In addition, they have full and unrestricted access to Senior Management and the Company Secretaries on all matters requiring information for deliberation. The Company Secretaries advise the Board on any updates relating to statutory and regulatory requirements pertaining to the duties and responsibilities of Directors and governance matters. They have years of working experience with sufficient skills, knowledge and resources to advise the Board on governance and regulatory matters. The Company Secretaries have and will constantly keep themselves abreast, through continuous training on regulatory changes and development.

The Directors also have the consent of the Board, whether through the Board or in his/her individual capacity, to take independent professional advice at the Company's expense where necessary, in furtherance of their duties. A Director may consult the Chairman prior to seeking any independent professional advice.

During FPE 2025, the Board met ten (10) times. All Directors adhered to the minimum attendance requirement of at least 50% of Board meetings, as mandated by the MMLR. The Board is satisfied that each Director has devoted sufficient time to effectively discharge his/her responsibilities during the financial period under review. Their attendance at both Board and Board Committee meetings is set out in the table below:

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	Board	ARMC	NC	RC	ESOS Committee
<b>Total meetings</b>	<b>10</b>	<b>8</b>	<b>1</b>	<b>-</b>	<b>-</b>
Mr. Ng Kok Yu (Resigned as Executive Chairman on 21 February 2024)	1/1	Not applicable ["N/A"]	N/A	N/A	N/A
Mr. Ng Kok Choon (Resigned as Executive Director on 10 May 2024)	2/2	N/A	N/A	N/A	N/A
Mr. Ng Kok Khuan (Resigned as Non-Independent Non-Executive Director on 21 February 2024)	1/1	N/A	N/A	N/A	-(1)
Ms. Ong Huey Min (Resigned as Independent Non-Executive Director on 21 February 2024)	1/1	1/1 <sup>(2)</sup>	1/1 <sup>(2)</sup>	-(2)	N/A
Mr. Khoo Kay Leong (Resigned as Independent Non-Executive Director on 21 February 2024)	1/1	1/1 <sup>(3)</sup>	1/1 <sup>(3)</sup>	N/A	-(3)
Tuan Haji Mohammad Hazani bin Haji Hassan (Resigned as Independent Non-Executive Director on 21 February 2024)	1/1	1/1 <sup>(4)</sup>	1/1 <sup>(4)</sup>	-(4)	N/A
Datin Suryani binti Ahmad Sarji (Resigned as Independent Non-Executive Director on 21 February 2024)	1/1	N/A	N/A	-(5)	-(5)
Mr. Liaw Way Gian (Appointed as Executive Director on 8 February 2024 and redesignated as Executive Chairman on 21 February 2024)	10/10	N/A	N/A	N/A	N/A
Mr. Ku Chong Hong (Appointed as Executive Director on 8 February 2024 and redesignated as Executive Director/Chief Financial Officer on 10 May 2024)	10/10	N/A	N/A	N/A	-(6)
Ms. Heng Charng Yee (Resigned as Executive Director on 22 October 2024 and CEO on 31 December 2024)	4/4	N/A	N/A	N/A	N/A
Dato' Sri Zaini bin Jass (Appointed as Independent Non-Executive Director on 21 February 2024)	9/9	7/7 <sup>(7)</sup>	N/A <sup>(7)</sup>	-(7)	N/A
Mr. Chiew Jong Wei (Appointed as Independent Non-Executive Director on 21 February 2024)	9/9	7/7 <sup>(8)</sup>	N/A	N/A	-(8)
Mr. Gan Sheng Yih (Appointed as Independent Non-Executive Director on 21 February 2024)	8/9	N/A	N/A <sup>(9)</sup>	-(9)	N/A
Mr. Kang Wei Luen (Appointed as Executive Director on 8 February 2024 and resigned on 22 October 2024)	4/4	N/A	N/A	N/A	-(10)
Mr. Tan Teik Hsiung (Appointed as Independent Non-Executive Director on 21 February 2024 and resigned on 30 July 2025)	8/9	6/7 <sup>(11)</sup>	N/A <sup>(11)</sup>	-(11)	-(11)
Ms. Pu Seong En (Appointed as Independent Non-Executive Director on 28 May 2025 and resigned on 30 July 2025)	0/1	N/A	N/A	N/A	N/A

<sup>(1)</sup> Resigned as member of ESOS Committee on 21 February 2024.

<sup>(2)</sup> Resigned as Chairman of ARMC and member of RC and NC on 21 February 2024.

<sup>(3)</sup> Resigned as Chairman of NC and member of ARMC and ESOS Committee on 21 February 2024.

<sup>(4)</sup> Resigned as Chairman of RC, member of ARMC and NC on 21 February 2024.

<sup>(5)</sup> Resigned as Chairwoman of ESOS Committee and member of RC on 21 February 2024.

<sup>(6)</sup> Appointed as Chairman of ESOS Committee on 22 October 2024.

<sup>(7)</sup> Appointed as member of ARMC, NC and RC on 5 April 2024 and subsequently resigned as ARMC member on 16 July 2025.

<sup>(8)</sup> Appointed as Chairman of ARMC and member of ESOS Committee on 5 April 2024.

<sup>(9)</sup> Appointed as member of NC and RC on 5 April 2024 and subsequently resigned on 16 July 2025.

<sup>(10)</sup> Appointed as Chairman of ESOS Committee on 5 April 2024 and resigned on 22 October 2024.

<sup>(11)</sup> Appointed as Chairman of NC and RC and member of ARMC and ESOS Committee on 5 April 2024 and subsequently resigned on 16 July 2025.

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In its efforts to cultivate good ethical business conduct to promote transparency, integrity, accountability and social responsibility, the Board has adopted a Principles of Business Conduct Policy which serves as a key reference for governing the conduct of Directors and employees across the Group.

To further reinforce a culture of integrity, the Board also provides an avenue for employees to report their genuine concerns about any unlawful or unethical behaviour or any suspected violation of the Principles of Business Conduct Policy through its Whistleblowing Policy and Procedures. The Group treats all reports confidentially and genuine whistleblowers will be protected from any reprisal within GTB Group as a direct consequence of the disclosure. There was no whistleblowing case reported during FPE 2025.

In relation to the Malaysian Anti-Corruption Commission 2009 (Amendment 2018) ("MCCA Act"), the Group emphasises its zero-tolerance position on bribery and corruption in ensuring good standards of ethical behaviour is cascaded across all levels of the Group to prevent unethical practices and consequently, support the delivery of long-term sustainable success of the Group. All employees are required to participate in an online refresher course on anti-corruption and bribery conducted internally once every two (2) years.

The stand-alone Anti-Corruption and Anti-Bribery Policy that was established to set out the Group's zero-tolerance approach against all forms of bribery, corruption and politicking and the Principles of Business Conduct and the Whistleblowing Policy and Procedures are published on the Company's website under the Corporate Governance section.

In terms of sustainability, the Board acknowledges the importance of delivering durable and sustainable value as well as maintaining the confidence of its stakeholders. The Board together with the Management is responsible for the oversight and strategic management of the Group's sustainability matters. The Company is currently undergoing a period of transition under the new management and is looking to establish a Sustainability Steering Committee at the Management level in the next reporting cycle. The Management is looking forward in establishing the Sustainability Subcommittees for each of the Environment, Economic, Social and Governance dimensions.

The Group communicates its sustainability strategies and priorities to stakeholders via the Sustainability Statement on pages 30 to 60 of this Annual Report.

### ➔ BOARD COMPOSITION

The Board of GTB has ultimate responsibility for the general affairs, direction, culture, performance and long-term success of the Group's business. As of 30 June 2025, the Board comprised seven (7) Directors, of whom two (2) are Executive Directors and five (5) are Non-Executive Directors, all of whom are Independent Directors. The Board composition complies with Paragraph 15.02(a) of the MMLR, which requires at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, to be Independent Directors. The Company is also in conformity with Practice 5.2 of MCCG whereby half of the Board comprises Independent Directors, which is sufficient to provide effective oversight of Management.

There were changes to the Board composition subsequent to FPE 2025. As of the date of this CG Statement, the Board is made up of seven (7) male and one (1) female members comprising three (3) Executive Directors and five (5) Independent Non-Executive Directors. This fulfills the Practice 5.2 of MCCG, requirements of Paragraph 15.02(a) as well as Paragraph 15.02(b), which requires at least one (1) woman director to be appointed for the Company.

The Board recognises the importance of boardroom diversity and the practice of the MCCG pertaining to the establishment of a diversity policy in skills, experiences, knowledge, age, gender, ethnicity and education background. In this regard, the Board has in place a Diversity Policy applicable to the Board of Directors and employees of GTB Group. The policy is available for reference on the Company's website at [www.globetronics.com.my](http://www.globetronics.com.my). Having an appropriate mix of experience, expertise, diversity and independence is essential for GTB Board. Such diverse attributes allow for differences in opinion and perspectives to be considered in the decision-making process. These distinctions are considered when deciding on the Board composition.

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The details of Directors' background, experiences and qualifications are set out on pages 10 to 17 under the Profile of Directors of the Annual Report. The skill sets of the Board as of 30 June 2025 is depicted below:



## Nominating Committee

As of 30 June 2025, the NC comprised three (3) members, all of whom are Independent Non-Executive Directors, as follows:

Name	Designation	Directorate
Mr. Tan Teik Hsiung	Chairman	Independent Non-Executive Director
Dato' Sri Zaini bin Jass	Member	Independent Non-Executive Director
Mr. Gan Sheng Yih	Member	Independent Non-Executive Director

On 16 July 2025, Mr. Tan Teik Hsiung and Mr. Gan Sheng Yih resigned as Chairman and member of NC respectively, and Datuk Puvanesan a/l Subenthiran and Ms. Ang Pei Gaik were appointed as Chairman and member of NC in place thereof on even date, after their appointment as Director of the Company effective 1 July 2025.

The composition of NC as at the date of this CG Statement is as follows:

Name	Designation	Directorate
Datuk Puvanesan a/l Subenthiran	Chairman	Independent Non-Executive Director
Ms. Ang Pei Gaik	Member	Independent Non-Executive Director
Dato' Sri Zaini bin Jass	Member	Independent Non-Executive Director

The NC assists the Board in its responsibilities to oversee the selection and assessment of Directors to ensure the Board has appropriate size and composition, diversity and independence, evaluate potential candidates to be appointed as Director and Senior Management, recommend on the re-election and/or retention of Directors, undertake the assessment of training needs of Directors and perform annual evaluation on effectiveness of the Board, Board Committees and Individual Directors including Independent Directors.

NC reviewed the size and composition of the Board, and the skills and core competencies of its members, to ensure an appropriate balance and diversity. The Board, through assessment conducted by NC, concluded that the current Board comprises of a balanced mix of skills, knowledge and experience in the relevant areas to enable the Board to carry out its responsibilities in an effective and efficient manner.

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In terms of the tenure of Independent Director, the Board is aware that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years as recommended by MCCG and twelve (12) years as mandated under the MMLR. An Independent Director may continue to serve the Board upon completion of nine (9) years tenure subject to re-designation as a Non-Independent Non-Executive Director. However, if the Board intends to retain the Director as an Independent Director after he/she has served a cumulative term of nine (9) years but less than twelve (12) years, the Board must justify the decision and seek shareholders' approval through two-tier voting at general meeting as prescribed under MCCG. Once an Independent Director has served a cumulative term of his/her twelfth year, he/she will either be re-designated as a Non-Independent Non-Executive Director or retire as Director.

NC reviewed and assessed the independence of Independent Directors and their tenure of service. In terms of independence, it was concluded that all the Independent Directors continue to display the essential characteristics of independence and each of them fulfills the definition and criteria of independence as per MMLR. As of 30 June 2025, and up to the date of this CG statement, none of the Independent Directors of the Company have served the Board for a cumulative term limit of nine (9) years.

As entrusted by the Board, NC assesses the suitability of candidates for new appointments and re-election to the Board so as to ensure the Board continues to be effective with the right composition, which would enable it to be better equipped to respond to challenges that may arise. The process for the nomination and selection of a Director involves identification of potential candidates for consideration, evaluation of suitability of candidates based on agreed upon criteria, conduct background check, meeting up with candidate, if deemed necessary, before final deliberation by NC. The NC and the Board are further guided by the Directors' Fit and Proper Policy in the review of potential candidates, based on amongst others, candidate's character, personal integrity, financial integrity, good reputation in the financial and business community, competence and commitment to serve the Company with diligence. The NC will recommend the candidate(s) to be approved by the Board and appointed by the Board.

NC also recommends the re-appointment and re-election of Directors at the annual general meeting ("AGM") to the Board for its approval pursuant to relevant Articles of the Company's Constitution. In assessing Directors' eligibility for re-election and re-appointment, the NC considers their

competencies, commitment, contribution and performance based on the Board's annual evaluation, fit and proper assessment of the Directors within the scope of the Company's Fit and Proper Policy, and their ability to act in the best interests of the Company.

In accordance with Article 105, all Directors are subject to retire by rotation at least once every three (3) years and are eligible for re-election at the AGM.

A total of two (2) Directors is subject to retirement pursuant to the Article 105 of the Company's Constitution and are eligible for re-election, have offered themselves for re-election at the forthcoming Twenty-Eighth AGM ("28<sup>th</sup> AGM") to be held in November 2025, namely:

1. Mr. Liaw Way Gian; and
2. Mr. Ku Chong Hong.

The Company's Constitution also provides that any Director appointed to fill a casual vacancy or as an additional member of the Board shall hold office until the conclusion of the forthcoming AGM immediately after his/her appointment and be eligible for re-election. Therefore, Mr. Leong Seng Wui, Datuk Puvanesan a/l Subenthiran and Ms. Ang Pei Gaik, who were appointed on 1 July 2025, are due for retirement at the 28<sup>th</sup> AGM in accordance with Article 112 of the Company's Constitution and being eligible, have offered themselves for re-election.

In terms of training needs, NC together with the Board will continue to evaluate and determine the training needs of the Directors by identifying and encouraging Board members to attend various external professional training/development programs or seminars. The list of training programs attended by the Directors of the Company during FPE 2025, as part of their continuing professional development, is disclosed in Practice 1.1 of the CG Report.

The Board, through NC, conducted an annual evaluation of the Board's effectiveness and composition, including effectiveness of the Board Committees and each individual Director for FPE 2025 internally through distribution of relevant customised evaluation forms to each Director for completion. Based on the outcome of the evaluation, the Board is of the view that the composition of the Board and respective Board Committees is well balanced and able to operate effectively in discharging their duties and responsibilities. It is the Board's intention to continue to review annually its performance and that of its committees.

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## ➔ REMUNERATION

### Remuneration Committee

As of 30 June 2025, the RC comprised three (3) members, all of whom are Independent Non-Executive Directors, as follows:

Name	Designation	Directorate
Mr. Tan Teik Hsiung	Chairman	Independent Non-Executive Director
Dato' Sri Zaini bin Jass	Member	Independent Non-Executive Director
Mr. Gan Sheng Yih	Member	Independent Non-Executive Director

Subsequent to FPE 2025, Mr. Tan Teik Hsiung and Mr. Gan Sheng Yih resigned as Chairman and member of RC respectively, on 16 July 2025. In replacement thereof, Datuk Puvanesan a/l Subenthiran was appointed as RC Chairman and Ms. Ang Pei Gaik as member of RC on the same day.

The composition of RC as at the date of this CG Statement is as follows:

Name	Designation	Directorate
Datuk Puvanesan a/l Subenthiran	Chairman	Independent Non-Executive Director
Ms. Ang Pei Gaik	Member	Independent Non-Executive Director
Dato' Sri Zaini bin Jass	Member	Independent Non-Executive Director

The RC is responsible for recommending to the Board the remuneration packages for Directors as well as Senior Management. The Board has in place a Remuneration Policy and Procedure for Directors and Senior Management to ensure the remuneration offered by the Company remains competitive to attract, retain, motivate and reward individuals with the required credentials, skills, talent and experience to manage the business of the Group.

The Remuneration Policy and Procedure for Directors and Senior Management is made available for reference on the Company's website at [www.globetronics.com.my](http://www.globetronics.com.my).

The remuneration package for Executive Directors, CEO and Senior Management is structured to link rewards with corporate and individual performance. In the case of Non-Executive Directors, the level of remuneration reflects the experience and level of responsibilities undertaken by a particular Non-Executive Director concerned.

The Board has overall responsibility to approve the remuneration for Executive Directors and CEO. The Executive Directors concerned abstain from deliberation and voting on decision in respect of their own remuneration. The fees for services of Non-Executive Directors are reviewed and determined by the Board. The said fees are subject to shareholders' approval at the AGM. Individual Directors who have shareholding in the Company will abstain from voting on his/her own fees at the general meeting.

Specific disclosures of Directors' remuneration and Senior Management's remuneration in relation to Practice 8.1 and 8.2 of the MCCG are provided in the CG Report.

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## Employee Share Options Scheme Committee

As of 30 June 2025, the ESOS Committee comprised three (3) members, all of whom are Independent Non-Executive Directors, as follows:

Name	Designation	Directorate
Mr. Ku Chong Hong	Chairman	Executive Director/Chief Financial Officer
Mr. Tan Teik Hsiung	Member	Independent Non-Executive Director
Mr. Chiew Jong Wei	Member	Independent Non-Executive Director

Subsequent to FPE 2025, Mr. Tan Teik Hsiung resigned as member of ESOS Committee on 16 July 2025. In replacement thereof, Ms. Ang Pei Gaik was appointed as member of ESOS Committee on the same day.

The composition of ESOS Committee as at the date of this CG Statement is as follows:

Name	Designation	Directorate
Mr. Ku Chong Hong	Chairman	Executive Director/Chief Financial Officer
Ms. Ang Pei Gaik	Member	Independent Non-Executive Director
Mr. Chiew Jong Wei	Member	Independent Non-Executive Director

The ESOS Committee was established to assist the Board in their responsibilities to implement and administer the ESOS scheme in accordance with the By-Laws of the ESOS.

## PRINCIPLE B

## EFFECTIVE AUDIT AND RISK MANAGEMENT

The Board is responsible for assessing the integrity of the Group's financial information and the adequacy and effectiveness of the Group's internal control and risk management processes. The Board delegates these specific matters to the Audit and Risk Management Committee to assist in the discharge of its responsibilities.

### ⊕ AUDIT AND RISK MANAGEMENT COMMITTEE

The Board comprises three (3) Independent Non-Executive Directors. During FPE 2025, eight (8) meetings were held, and a summary of the activities carried out by ARMC and Internal Audit function during the financial period under review is set out in the ARMC Report on pages 80 to 83 of this Annual Report.

None of the ARMC members were former audit partners who are required to observe a cooling-off period of at least three (3) years before being appointed as ARMC members in accordance with the TOR of ARMC.

Based on the External Auditors Policy, ARMC also reviewed the suitability, objectivity and independence of the external auditors. The review process covered the assessment and evaluation of their performance, quality of work, non-audit services provided, and timeliness of services provided.

The Board performed an annual assessment of the ARMC's effectiveness in carrying out its duties as set out in the TOR. The Board is satisfied that the ARMC has effectively discharged its duties in accordance with its TOR. All members of the ARMC are financially literate and able to comprehend matters under the committee's purview including the financial reporting process.

Information about the ARMC, including its work in FPE 2025 is set out in the AMRC Report.

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## ⌚ RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board recognises the importance of risk management and internal controls in the overall management process. An ongoing process has been established for identifying, evaluating and managing risks faced by the Group. A detailed narrative of the Group's risk management and internal control framework is presented in the Statement on Risk Management and Internal Control of this Annual Report.

### PRINCIPLE C

### INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

## ⌚ COMMUNICATION WITH STAKEHOLDERS

The Company remains committed to delivering high standards of corporate disclosure and transparency in communications with the shareholders, investors and stakeholders, except where commercial confidentiality dictates otherwise. In this aspect, the Company adheres to the Corporate Disclosure Guide and Best Practices as proposed by Bursa Malaysia and has in place a Corporate Disclosure Policy and Procedures for purpose of reinforcing the Company's commitment to continuous disclosure obligations with an aim of ensuring that all communications to the stakeholders regarding the Company's business, operations, financial performance and corporate developments are informative, timely, factual and accurate, consistent and broadly disseminated in accordance with all applicable legal and regulatory requirements. The said policy is available for reference on the Company's website at [www.globetronics.com.my](http://www.globetronics.com.my).

The Board's primary contact with all shareholders is via the Chief Financial Officer ("CFO"), who has regular dialogue and meetings with institutional investors, analysts and fund investors. The Chairman and the CEO, as appropriate, also meet with various institutional shareholders from time to time. The outcomes of the meetings that require the attention of the board are reported to the Board to ensure that the Board keeps in touch with shareholders' views and expectations. In FPE 2025, CFO attended various meetings with fund managers and analysts including conference calls and/or video conferences as well as with regional and Malaysian investors and analysts. These meetings continue to keep the investment community abreast of the Group's strategic developments and financial performance.

The information published at the Company's website and announcements made to Bursa Malaysia are the key sources of information for the shareholders and stakeholders.

Announcements and financial results released to Bursa Malaysia on a quarterly basis are posted on the Company's website, which provide shareholders and stakeholders with an overview of the Group's performance and operations. The Company's website also serves as a forum for the shareholders and stakeholders to communicate with the Company. Requests for information or feedback on the Company can be forwarded to its dedicated Corporate Finance team through the same website.

## ⌚ CONDUCT OF GENERAL MEETINGS

The Company's AGM and/or Extraordinary General Meeting are the principal forum for shareholders to directly engage and interact with the Board and Senior Management. The Board encourages shareholders' active participation at the Company's AGM and endeavours to ensure all Board Members, Senior Management and the Company's External Auditors are in attendance to respond to shareholders' enquiries. At the AGM, an overview of the Company's performance for the financial year/period under review is presented. Shareholders are encouraged to present their views or seek more information about the Company's financial performance and operations in general. Additionally, shareholders are given the opportunity to ask questions regarding resolutions being proposed before putting the resolutions to vote.

The Company's Twenty-Seventh AGM ("27<sup>th</sup> AGM") was conducted fully virtual on 8 May 2024 through live streaming and online remote participation by using Remote Participation and Voting Facilities, which was in compliance with Section 327 of the Companies Act 2016. During the 27<sup>th</sup> AGM, the shareholders were provided with a brief review of the Company's financial and business performance. All questions received from the shareholders were addressed by the CEO. The Chairman of the Company and other eight (8) Directors of the Company were present at the 27<sup>th</sup> AGM.

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Notice of the 27<sup>th</sup> AGM detailing the resolutions to be tabled and explanations on the resolutions was circulated to shareholders before the date of the meeting which is in line with Section 316(2) of the Companies Act 2016. The advance notice enables the shareholders to go through the Annual Report, consider the proposed resolutions to be resolved and make necessary preparations for the AGM.

Voting at the 27<sup>th</sup> AGM was conducted by poll for all resolutions, in accordance with Paragraph 8.29A of the MMLR. Poll results were announced to Bursa Malaysia on the same day. The minutes of 27<sup>th</sup> AGM were made available on the Company's website within 30 business days after the AGM.

The Company's 28<sup>th</sup> AGM will be held at Olive 4-8, Olive Tree Hotel Penang, 76, Jalan Mahsuri, Bandar Sunway Tunas, 11950 Bayan Lepas, Pulau Pinang on Friday, 28 November 2025 at 9.00 a.m..

The Corporate Governance Overview Statement was approved by the Board on 29 October 2025.