

# **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 7113  
**COMPANY NAME** : TOP GLOVE CORPORATION BHD  
**FINANCIAL YEAR** : August 31, 2021

## **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.

<b>Application</b>	: Applied.
<b>Explanation on application of the practice</b>	<p>The Board is mindful of its accountability to its shareholders and stakeholders in creating sustainable value and long term success in the Company's business. The Board also committed in ensuring it provides effective leadership and effective discharge of its Board's functions in the interests of the Company in achieving the following aspirations:</p> <p><b>Top Glove Vision</b> To be your world class partner in gloves and healthcare products</p> <p><b>Top Glove Mission</b> Ensuring safe human protection globally</p> <p><b>Top Glove Corporate Values</b> R : Respect I : Integrity V : Value E : Empowerment R : Relationship</p> <p>The Board comprised members who possessed wide spectrum of skills and experience and specialised in the glove manufacturing and various business sectors.</p> <p>The Board is responsible to observe the following principles in establishing clear roles and responsibilities:</p> <ul style="list-style-type: none"> <li>• Establish clear functions reserved for the Board and those delegated to Board Committees and Management.</li> <li>• Establish clear roles and responsibilities in discharging its fiduciary and leadership functions.</li> <li>• Formalise ethical standards through a Code of Conduct and ensure its compliance.</li> <li>• Ensure that the Company's strategies promote sustainability, which includes Environmental, Social and</li> </ul>

Governance.

- Have procedures to allow its members access to information and advice.
- Ensure the capital and resources of the Company be allocated as to achieve the Company's goals in a manner best serving the interests of the shareholders and stakeholders.

### **Setting Strategic Direction, Business Plans and Budgets**

The Board took cognisance of the importance of long term value creation in setting its strategic plan. The Board had during its Board Away Day held in April 2021 facilitated by the Corporate Advisor, reinforced its strategy and aspiration becoming a sustainable Fortune Global 500 Company by year 2030.

The Board together with the Senior Management were divided into groups during the Board Away Day to brainstorm the desired outcomes needed to be reinforced in achieving its goal by having reality check and focus on the action plans to be undertaken to overcome all these challenges.

The action plan concluded will be reviewed during the Executive Committee ("EXCO") meeting held once every two (2) months and its implementation is monitored by Corporate Strategy Team. Strategies implementation progress will also be updated to the Board during the quarterly Board meeting. The Board bring objectivity by scrutinise the Management's implementation in ensuring the goals and targets set for Management are met and in line with the Company's long term objectives.

During the Board Away Day, the Board also performed current reality assessment on the alignment of roles between Executive and Non- Executive Directors to manage the different expectations from both parties.

In August 2021, the Board reviewed and approved the Annual Group Financial Budget for the financial year ending 31 August 2022 ("FY2022") and the key business units' strategic plans. The Board deliberated and challenged the Management's views and assumptions for the proposed FY2022 targets and strategic plans and also provided their feedbacks and guidance for further refinement.

### **Delegation of Board's Function**

The Board delegates its review function to its Committees. The Corporate Governance Framework of the Company is disclosed on page 143 of the Integrated Annual Report 2021 ("IAR"). The Chairman of the Board Committees and Executive Committee ("EXCO") shall report the proceedings, findings and recommendations to the Board on any matters that require the Board's attention and approval at the Board meeting.

**1. Board Audit Committee (“BAC”)**

BAC assisted the Board in reviewing the adequacy and effectiveness of the accounting and reporting practices of the Group and the Group’s Internal Control System with the support from the Internal Audit Department.

**2. Board Risk Committee (“BRC”)**

BRC assisted the Board to identify, assess and monitor key business risks and oversee the Enterprise Risk Management Framework adopted by the Group. BRC reviews, monitors and assess the risk appetite and risk tolerance for the Group and provide quarterly updates to the Board on the Group’s risk exposures.

To enhance effectiveness and efficiency, the Board had on 1 December 2020 dissolved the Board Investment Committee (“BIC”) and integrate the BIC function into the BRC.

**3. Board Nomination and Remuneration Committee (“BNRC”)**

BNRC supported the Board in overseeing the nomination of new nominees to the Board and Board Committees, assessing the Board and Board Committees’ performance, overseeing the succession planning of the Directors, Board Chairman, Board Committees and Senior Management as well as reviewing the remuneration packages of the Directors and Senior Management.

**4. Board Sustainability Committee (“BSC”)**

BSC was formed to assist the Board to oversee the Group’s sustainability strategy and initiatives covering environmental, social and governance aspects. A Sustainability Charter was developed to assist and guide the Board, BSC and Management in the implementation of its sustainability strategy throughout the Group’s value chain towards delivering the Group’s commitment to do well by doing good.

**5. EXCO**

The EXCO is formed by the Executive Chairman with the support from other Senior Executives who are responsible for the day-to-day management and business operations of the Group. The formation of EXCO is to ensure the Board’s decision, strategies, business plans, budgets, policies and procedures are implemented to achieve the Group’s objective of delivering long term shareholders value creation.

EXCO will also provide direction and guidance and overseeing the Group management’s performance. Formation of EXCO also facilitated decision-making timeliness on important strategic and major operational issues encountered by the Group. To ensure effective oversight and monitoring of the EXCO function, the EXCO meetings minutes were tabled at quarterly Board meeting for notation. Major issues requiring the attention of the Board will also be highlighted during the quarterly Board meeting.

	<p>The detailed terms of reference for each Board Committees outlining their roles and responsibilities are available on the Company's website at <a href="https://www.topglove.com/governance-manual/">https://www.topglove.com/governance-manual/</a>.</p> <p>During the current year under review, the respective Board Committees had reviewed and adopted the revised Terms of Reference to be in line with both the Main Market Listing Requirements as well as the Malaysian Code on Corporate Governance 2021.</p> <p>The Company have in place a robust and open line of communication with its stakeholders. The details of stakeholder engagement are available in the Corporate Governance Overview Statement on pages 166 to 169 of the IAR.</p> <p>The Board promotes good corporate governance culture within the Group which emphasised on the importance of embracing the integrity and ethical values across the organisation, including the integrity in Company's financial and non-financial reporting to ensure its reliability.</p>	
<b>Explanation for departure</b>		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>		
<b>Timeframe</b>		

## 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.

<b>Application</b>	:	Applied.
<b>Explanation on application of the practice</b>	:	<p>The Executive Chairman of the Board, Tan Sri Dr Lim Wee Chai, provides effective leadership role to the Board and steers the Board to be fully committed to maintain high standard of corporate governance whilst pursuing its corporate objectives in enhancing shareholders' values and competitiveness.</p> <p>Under his leadership, the Board is fully aware of the importance of governance and will continue delivering sustainable performance and instilling best corporate governance practices in building a sustainable business.</p> <p>The Chairman ensures that a regular dialogue with his fellow Board members relating to all strategic and operational matters is maintained and will consult with the fellow Board members promptly over any matter that gives him cause for major concern.</p> <p>The Chairman ensures that no Director, whether Executive or Non-Executive, dominates discussion and he also encourages active participation and allows dissenting views to be freely expressed during Board meetings and recorded in the meeting minutes.</p> <p>The Chairman with the assistance of the Company Secretary established the Board meeting agenda for the scheduled Board meetings.</p> <p>The roles and responsibilities of the Chairman has been specified in Paragraph 4.3 of the Board Charter, which is available on the Company's website at <a href="https://www.topglove.com/governance-manual/">https://www.topglove.com/governance-manual/</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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.

<b>Application</b>	:	Applied.
<b>Explanation on application of the practice</b>	:	<p>The position of the Chairman is held by Tan Sri Dr Lim Wee Chai, Executive Chairman, while the position of Chief Executive Officer is held by Dato' Lee Kim Meow, Managing Director.</p> <p>The roles and responsibilities of the Executive Chairman and Managing Director are distinctive and have been clearly segregated to further enhance and preserve a balance of authority and accountability to avoid unfettered powers of decision making.</p> <p>The Executive Chairman is primarily responsible for the orderly conduct of the Board meetings and ensure effectiveness of the Board and manage the interface between the Board and Management. The Managing Director will assist the Executive Chairman in the effectiveness of implementation of the Board strategies, making operational decisions and monitoring the day-to-day running of the businesses, including defining the limits of Management's responsibilities.</p> <p>For better safeguard the interest of our stakeholders, the Board is balanced by a majority of Independent Non-Executive Directors ("INED") on the Board to foster greater objectivity in the Boardroom in view that the Chairman assume executive role.</p> <p>In addition, the Board Chairman is not a member of any of the Board Committees nor be invited to attend any of the Board Committees' meeting. This had better enhance the check and balance function as well as objective review by the Board on all matters recommended by the Board Committees.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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 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.

<b>Application</b> :	Applied.
<b>Explanation on application of the practice</b> :	<p>Our Company Secretaries are qualified Chartered Secretaries under Section 235 of the Companies Act 2016. The Company Secretaries constantly keep themselves abreast with the regulatory changes and corporate governance development through attending the relevant conferences and training programmes.</p> <p>The Board has full access to the advice and service of the Company Secretaries for the Board's affairs and the businesses. The Company Secretaries will highlight all compliance and governance issues that required the Board's attention.</p> <p>The Company Secretaries act as facilitator in communicating the key decisions and policies between the Board, Board Committees and Senior Management and ensure the required actions from the Board to Management are followed through.</p> <p>The Company Secretaries are also responsible for ensuring the Board procedures are followed, that the applicable rules and regulations for the conduct of the affairs of the Board are complied with and for all matters associated with the maintenance of the Board or otherwise required for its efficient operation.</p> <p>The Company Secretary is also tasked to facilitate the induction of new Directors and the ongoing professional developments of all Directors. During the Board's induction programme, the Company Secretary and the Management team briefed new director on the business and operations of the Group to familiarise themselves with the relevant knowledge for the discharge of their duties and functions as Director of the Company.</p> <p>The Board through the BNRC has determined the training needs of the Directors based on outcome derived from the annual Board performance and effectiveness evaluation. The Company Secretary constantly sourced for suitable development programme for the respective Directors in accordance to the training need analysis.</p>



	<p>The Company Secretaries served as a central point for stakeholder communication involving engagement with the shareholders, public bodies and regulators. Various surveys and feedback were sought from the stakeholders in FY2021 for continuous improvements of the Company.</p> <p>Company Secretaries also play an important role to ensure the due processes and proceedings of the general meetings are in place and that minutes are properly recorded, particularly on the questions raised by the shareholders.</p> <p>During the year under review, the Board is satisfied with the performance and level of support given by the Company Secretaries to the Board in the discharge of Board's functions.</p>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## 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

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.

<b>Application</b> :	Applied.
<b>Explanation on application of the practice</b> :	<p>The Board will meet at least seven (7) times in each financial year with additional meetings convened as and when required. Dates of Board and Board Committees' meeting are determined well in advance to facilitate Directors' time planning. In FY2021, total 10 Board meetings were held with full attendance from the Board.</p> <p>The Company Secretaries, in consultation with the Board and Board Committee Chairman identified the annual Board and Board Committee meeting agenda. Additional agenda item will be added from time to time at the request of the Chairman, the Board, or the Management.</p> <p>The notice was circulated within fourteen (14) days prior to the scheduled meeting and the meeting materials (non-financial nature) were disseminated to the Directors digitally within seven (7) days prior to the meeting whereas the financial meeting materials in average within two (2) days prior to the meeting.</p> <p>The meeting materials are issued in advance to facilitate informed decision making. The Managing Director and Executive Directors would lead the presentation of board papers and provide comprehensive explanations of business plans, business performance, potential merger and acquisitions and other pertinent issues.</p> <p>Any proposal and recommendation put forth by Management will be deliberated and discussed by the Board before a decision is made. All matters raised, discussions, deliberations, decisions and conclusions including dissenting views made at the meeting with clear actions to be taken by responsible parties were recorded in the minutes.</p> <p>The draft minutes of meeting, to accurately reflect the deliberation and decision of the Board, will be circulated to all Directors for comments within seven (7) working days after the meeting. The Directors will revert with comments, if any, to the draft minutes within seven (7) working days after the minutes is circulated. The draft minutes will then be tabled at the following meeting for confirmation.</p>

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

## 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.

<b>Application</b>	: Applied.
<b>Explanation on application of the practice</b>	<p>The Board Charter clearly established the functions reserved for the Board, Directors' roles and responsibilities and those delegated to Management. It served as a primary reference and induction literature in providing the Board members and Management insights into the functions, governance and conduct of the Board.</p> <p>The core areas of the Board Charter are as follows:</p> <ol style="list-style-type: none"> <li>(a) Company vision, mission and aspirations</li> <li>(b) Board governance process and procedures</li> <li>(c) Board and Management relationship</li> <li>(d) Board and Shareholders relationship</li> <li>(e) Stakeholders relationship</li> </ol> <p>The Board will link the Company's governance and management functions through the Executive Committee. All Board authority conferred on Management is delegated through the Executive Committee so that the authority and accountability of Management is considered to be the authority and accountability of the Executive Committee so far as the Board is concerned.</p> <p>The Board reserves its consideration and approval for the following matters/issues:</p> <ol style="list-style-type: none"> <li>(i) Strategy and management</li> <li>(ii) Structure and capital</li> <li>(iii) Financial reporting and controls</li> <li>(iv) Risk management and internal controls</li> <li>(v) Contracts</li> <li>(vi) Communications</li> <li>(vii) Board membership and other appointments</li> <li>(viii) Remuneration</li> <li>(ix) Delegation of authority</li> <li>(x) Corporate governance matters</li> <li>(xi) Policies</li> </ol> <p>The Board Charter also explained the roles of the Executive Directors, Independent Directors, Board Chairman, Senior INED</p>

and Company Secretary.

The Board Charter is periodically reviewed by the Board to ensure that it remains consistent with the Board's objectives, current laws and practices. During the current year under review, the Board had reviewed and adopted the revised Board Charter to be in line with the Malaysian Code on Corporate Governance 2021.

The Board Charter is made available on the Company's website at <https://www.topglove.com/governance-manual/>.

In FY2021, all Directors have collectively or individually attended/participated in the following professional development programmes/seminars/forums/ conferences:

Professional development programmes/ seminars/ forums/ conferences attended	Directors
<b>A. Corporate Governance</b>	
1. Board Case Study on Fiduciary Duties	Tan Sri Dr Lim Wee Chai Lim Cheong Guan Lim Hooi Sin Dato' Lim Han Boon Azrina Arshad Datuk Dr Norma Mansor Datuk Noripah Kamso Sharmila Sekarajasekaran Tan Sri Rainer Althoff Lim Andy
2. Engagement Session with The Institutional Investors Council Malaysia (IIC)	Tan Sri Dr Lim Wee Chai Dato' Lee Kim Meow Lim Cheong Guan Dato' Lim Han Boon Tan Sri Rainer Althoff Datuk Noripah Kamso Datuk Dr Norma Mansor Sharmila Sekarajasekaran Azrina Binti Arshad Lim Hooi Sin Lim Andy
3. ICDM: PowerTalk Global Series: On Board: The Insider's Guide to Surviving Life in the Boardroom	Dato' Lim Han Boon
4. ICDM: How to be an Effective NED in a Disruptive World	Dato' Lim Han Boon Azrina Arshad Datuk Dr Norma Mansor Datuk Noripah Kamso Sharmila Sekarajasekaran Tan Sri Rainer Althoff
5. C4 Centre: Breaking the Chain of Corruption: Whistleblower Protection	Sharmila Sekarajasekaran

6. Bursa Malaysia: Governance Symposium 2020	Sharmila Sekarajasekaran
7. MCCG Revision 2021 : Changing the Game in Corporate Governance	Tan Sri Rainer Althoff
8. ICDM Conference: Launch of the Malaysian Board Practices Review Report 2020	Tan Sri Rainer Althoff Azrina Arshad
<b>B. Information Technology</b>	
1. Global Technology Governance Summit 2021: The Future of Digital Infrastructure by World Economic Forum	Tan Sri Dr Lim Wee Chai
2. The Introduction & Importance of Industrial Revolution (IR 4.0) Talk	Dato' Lee Kim Meow Lim Cheong Guan
3. Outsourcing Malaysia: Hyper Collaboration the New Normal	Dato' Lim Han Boon
4. Outsourcing Malaysia: Why Malaysia is still the Best Location for Digital Services	Dato' Lim Han Boon
5. LBS Bina Group - Compass Mind Asia: Digitalization: The Transformation of Business	Dato' Lim Han Boon
6. Introduction to Industrial Revolution forum	Dato' Lim Han Boon Azrina Arshad Sharmila Sekarajasekaran Tan Sri Rainer Althoff
7. Outsourcing Malaysia: Flip the Switch on your Service Strategy	Dato' Lim Han Boon
8. PIKOM Digital Summit 2021	Dato' Lim Han Boon
9. Webinar on Future of Work	Datuk Dr Norma Mansor
10. Disruptive Technologies	Dato' Lim Han Boon Datuk Noripah Kamso Tan Sri Rainer Althoff
11. Accelerated Digital Transformation of Legacy Companies	Tan Sri Rainer Althoff
12. 2nd Annual Disruption Proof Manufacturing	Tan Sri Rainer Althoff
13. World AI Show - Harness the Power of AI in Malaysia	Tan Sri Rainer Althoff
<b>C. Financial and Capital Market</b>	
1. World Economic Forum Regional Action Group for Asia Pacific	Tan Sri Dr Lim Wee Chai
2. UBS Greater China Conference 2021: China Economic Outlook: New Challenges, New Trends	Tan Sri Dr Lim Wee Chai
3. UBS Greater China Conference 2021: Economy of Wellness: The \$4.5tn business of health and well-being	Tan Sri Dr Lim Wee Chai
4. Bank of Singapore presents Beyond 2021: The Great Reset	Tan Sri Dr Lim Wee Chai
5. World Economic Forum: Regional Action Group for Asia Pacific Meeting	Tan Sri Dr Lim Wee Chai
6. Pelan Jana Semula Ekonomi Negara (PENJANA)	Dato' Lee Kim Meow
7. Strategic Institute for Asia Pacific: The Malaysian Economic Summit 2020	Dato' Lim Han Boon
8. BNM Governors Address on the	Datuk Dr Norma

	Malaysian Economy and Panel Discussion	Mansor
9.	JCI: MEA Economics Webinar: Navigating Malaysia's Policy Challenges of the Covid-19 Pandemic and the High-Income Hurdle	Datuk Dr Norma Mansor
10.	KSI & ECKL: The Malaysian Economic Summit 2021	Tan Sri Rainer Althoff
<b>D. Leadership and Business Management</b>		
1.	Top Glove Youth Leadership Submit	Tan Sri Dr Lim Wee Chai Dato' Lee Kim Meow
2.	2020 Singapore Summit Conference	Tan Sri Dr Lim Wee Chai
3.	FMM Penang & OCBC Power Talk 2020: Managing your business in Covid-19 times: Lessons and Opportunities in supply chain management	Tan Sri Dr Lim Wee Chai Dato' Lee Kim Meow
4.	APEC CEO Dialogues 2020	Tan Sri Dr Lim Wee Chai
5.	Forbes Asia Forum	Tan Sri Dr Lim Wee Chai
6.	Forbes Asia CEO	Tan Sri Dr Lim Wee Chai
7.	H.S.H. Prince Live Broadcast : Insights of the Princely Family of Liechtenstein	Tan Sri Dr Lim Wee Chai
8.	Leadership Talk : DHL	Tan Sri Dr Lim Wee Chai Dato' Lee Kim Meow Lim Cheong Guan
9.	2021 Board Away Day: Towards creating emotionally intelligent organisations: a dialogue with Prof Manfred Kets de Vries	Tan Sri Dr Lim Wee Chai Puan Sri Tong Siew Bee Dato' Lee Kim Meow Lim Cheong Guan Lim Hooi Sin Dato' Lim Han Boon Azrina Arshad Datuk Dr Norma Mansor Datuk Noripah Kamso Sharmila Sekarajasekaran Tan Sri Rainer Althoff Lim Andy
10.	World Economic Forum: Asia Pacific CEO Roundtable with Klaus Schwab	Tan Sri Dr Lim Wee Chai
11.	Leadership Talk : Huawei	Tan Sri Dr Lim Wee Chai Lim Cheong Guan Dato' Lim Han Boon
12.	21 <sup>st</sup> Century Leadership and Skills in dealing with Post Covid19 Pandemic Workshop by Tan Sri Megat Zaharuddin	Tan Sri Dr Lim Wee Chai Puan Sri Tong Siew Bee Lim Cheong Guan
13.	Asia's Most Anticipated Leadership Summit	Dato' Lee Kim Meow

	14. Media Coaching Session with Teneo	Dato' Lee Kim Meow
	15. Baton Global: Managing the Speed of Change ~ Mark Gallagher	Dato' Lim Han Boon
	16. Singapore Institute of Management: Government in Business ~ Leading or Lagging	Dato' Lim Han Boon
	17. ICDM PowerTalk Series 2021: Positive Agenda: Leadership in Covid-Exit	Dato' Lim Han Boon Azrina Arshad Sharmila Sekarajasekaran Tan Sri Rainer Althoff
	18. Quo Vadis : The Existential Challenges of Leaders : Q & A with Prof Manfred Kets de Vries (INSEAD)	Azrina Arshad
	19. Simposium Wanita Negara ~Wanita: Mendepani Cabaran, Menuju Kesejahteraan	Datuk Dr Norma Mansor
	20. PowerTalk Global Series: The Regenerative Business of the Future	Tan Sri Rainer Althoff
	21. A day of Drucker 'Tackling Today's Challenges with the Father of Management	Tan Sri Rainer Althoff
	22. Asian Leadership Conference 2021 & 4th Asia Leadership Forum	Tan Sri Rainer Althoff
<b>E. Risk Management</b>		
	1. Scenario Planning Workshop Series for BOD and Management	Tan Sri Dr Lim Wee Chai Puan Sri Tong Siew Bee Dato' Lee Kim Meow Lim Cheong Guan Lim Hooi Sin Dato' Lim Han Boon Azrina Arshad Datuk Dr Norma Mansor Datuk Noripah Kamso Sharmila Sekarajasekaran Tan Sri Rainer Althoff Lim Andy
	2. Managing Risk in the New Normal	Dato' Lim Han Boon Datuk Dr Norma Mansor Tan Sri Rainer Althoff
	3. Risk Management and Risk Governance in The New Normal: Considerations for Boards	Dato' Lim Han Boon Tan Sri Rainer Althoff
	4. ICDM: Risk Management Committee	Datuk Dr Norma Mansor
	5. The Role of the Management Committee in Managing Risk	Datuk Dr Norma Mansor
	6. Fraud Risk Management workshop	Tan Sri Rainer Althoff
<b>F. Human Resources</b>		
	1. R.I.V.E.R: Corporate Values Training for BODs	Dato' Lee Kim Meow Dato' Lim Han Boon Azrina Arshad Datuk Dr Norma Mansor Datuk Noripah Kamso



	2. Job Analysis & Job Evaluation Exercise Training by Mr Keek Seng Bee	Dato' Lee Kim Meow Lim Cheong Guan
	3. Talent Pool Engagement Session	Lim Cheong Guan
	<b>G. Legal</b>	
	1. The Economist: General Counsel Insight Hour – Accelerating Trends: Transforming efficiency in legal teams post covid-19	Sharmila Sekarajasekaran
	2. Centre for International Sustainable Development Law: Advancing Sustainable Trade and Investment through International Law	Sharmila Sekarajasekaran
	<b>H. Sustainability</b>	
	1. Principles of protecting the Human Rights by SUHAKAM	Lim Cheong Guan
	2. Malaysian Accounting Standard Board: Engagement session on IFRS Foundation Consultation Paper on Sustainability Reporting	Dato' Lim Han Boon
	3. BlackRock Asia Corporate Director Forum on Governance and Sustainability	Dato' Lim Han Boon Sharmila Sekarajasekaran
	4. Climate Governance Malaysia: Primer on Climate Governance	Azrina Arshad
	5. Climate Governance Malaysia: Inaugural Climate Change Governance Initiative Global Summit	Azrina Arshad
	6. Climate Governance Malaysia: Directors' Duties & Climate Change: Part IV of CGM's Primers in Climate Governance	Azrina Arshad
	7. APEC Workshop on Social Protection for Digital Platform Workers - Overview on Social Security/Social Protection	Datuk Dr Norma Mansor
	8. ILO Webinar: Preventing forced labour in Malaysia through responsible business practices	Sharmila Sekarajasekaran
	9. The Cooler Earth Summit: ESG Financing for Business	Sharmila Sekarajasekaran
	10. Climate Governance Malaysia: Sustainability Best Practices: government's view and what businesses are doing	Sharmila Sekarajasekaran
	11. MASB seeks views on IFRS Foundations Consultation Paper on Sustainability Reporting	Sharmila Sekarajasekaran
	12. UNGC: Design Thinking for Sustainability ~ Innovation Workshop	Sharmila Sekarajasekaran
	13. EPF's Internal Sustainability Day & Launch of Sub Investment Policy	Sharmila Sekarajasekaran
	14. Climate Governance Malaysia: Understanding Increasing Investor Expectations for Climate Governance	Sharmila Sekarajasekaran
	15. HK Institute of Certified Public Accountants: ESG Reporting: Investor-grade ESG Reporting & Assurance	Sharmila Sekarajasekaran
	16. Climate Governance Initiative Global Summit: Executive Compensation and Climate Targets	Sharmila Sekarajasekaran

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

## 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.

<b>Application</b>	: Applied.
<b>Explanation on application of the practice</b>	<p>The Company had established the Directors' Code of Conduct and Ethics and the Employees' Code of Conduct reflecting underlying values required to be upheld by personnel in the organisation.</p> <p>During the current year under review, the Board had reviewed and adopted the revised Directors' Code of Conduct and Ethics to be in line with the Malaysian Code on Corporate Governance 2021.</p> <p>Directors are expected to conduct themselves with the highest ethical standards, to behave ethically and professionally at all times to promote and protect reputation and performance of the Company. As part of the enforcement, Directors are required to submit their declaration adhering and observing the provisions in the Directors' Code of Conduct and Ethics annually.</p> <p>The Employees' Code of Conduct was adopted by the Company and updated on 1 July 2020. It provides important guidelines on the acceptable behaviours as an employee of the Company as well as the guidelines relating to the standards and ethics that all employees under Top Glove Group of Companies are expected to uphold in the course of employment and when representing the Company for business dealings with external parties. All the employees are required to read, understand and acknowledge the Employees' Code of Conduct.</p> <p>The Company has taken a very strong stand against bribery and corruption and has adequate anti-corruption and anti-bribery policies and practices integrated into our organisation. In reflecting our commitment to uphold integrity and prevent corruption in the conduct of our businesses, we established the Top Glove Prevention and Anti-Corruption Committee in 2009.</p> <p>The Group's Managing Director, who is also the Chairman of the Top Glove Prevention, oversees Anti-corruption and Anti-</p>

Corruption Committee (TGPAC) and he spearheads Corporate Integrity in initiating and improvising integrity and work cultures. In 2020, Corporate Integrity formerly known as HIT Unit (Honesty, Integrity, and Transparency) was established to maintain, oversee and provide guidance on the Anti-Bribery Management System (“ABMS”) implementation covering the Company, group and factories level.

Deepening our commitment to uphold the practice of integrity, Top Glove Sdn Bhd (Factory 9) became the first company from private sector to be certified with ISO 37001:2016: ABMS in November 2017. Corruption and bribery risk assessment has been put in place since then. The Company has in FY2020 extended and expanded the ISO 37001:2016 ABMS certification to Top Glove Corporation Bhd in response to Corporate Liability Provision Section 17A and Malaysian Anti-Corruption Commission Adequate Procedures that was enforced on 1st June 2020. In 2021, despite the Covid-19 pandemic, Top Glove commitment towards ethical standards remains firm in which more entities under Top Glove Group of Companies shall be certified with ISO 37001 to ensure our business fulfil governance ethics requirements.

To kick start Top Glove’s new found integrity cultures, the Company founder, Tan Sri Dr Lim Wee Chai took the Corruption-Free Pledge [better known as Ikrar Bebas Rasuah (“IBR”)] together with Federation of Malaysian Manufacturers (FMM) members on July 2018. In September 2018, Top Glove employees in the managerial level performed the IBR led by Dato’ Lee Kim Meow, the Managing Director of the Company and witnessed by a Malaysian Anti-Corruption Commission officer. Following the success of this event, the Company has decided to implement the corruption-free pledge for all Top Glove employees starting January 2019. Hence, in August 2020, another Corruption-Free Pledge led by Dato’ Lee Kim Meow was conducted together with the Board and Senior Management as well as our Corporate Advisors, which serve as reminder in upholding the highest standards of integrity and preventing corruption in our business conducts.

In addition, continuous promotion throughout year 2021 has been made vigorously such as the displayed of W.H.I.T.E. (5 Healthy Well, Honesty, Integrity, Transparency, Educate) banner and bunting on Top Glove’s plants and premises. Top Glove celebrates its own special W.H.I.T.E. Integrity Day on every first Wednesday of the month where all staff are encouraged to wear white shirt and Integrity Survey is commenced to further catalyse the awareness on Top Glove Business Ethics Culture. Training via eLearning supported by technology on all employees in integrity and anti corruption subjects is the crucial aspect in making sure the compliance towards anti corruption laws, regulations and requirements is fulfilled.

Furthermore, strengthening Top Glove Whistleblowing Policy & Procedures, external whistleblowing provider is appointed to

protect whistleblower identity when reporting via [tg@whistleblower.com.my](mailto:tg@whistleblower.com.my). This is to ensure internal and external stakeholders continue to place robust faith in Top Glove's business practices and cultures.

We refrain from accepting personal gifts or any forms of inducements from suppliers or third parties as consideration for granting those contracts. As a responsible and conscientious company, we hold the view that every contract should be awarded based on the merits of the case and obey purchasing guidelines set by company in which we practice comparison prices to procure and pay when dealing with suppliers.

Similarly, we do not give personal gifts or any forms of inducement to gain an unfair advantage with customers. A "No Gift Poster" is displayed prominently at the entrance of all our business premises.

Strengthening our stand, in FY2020, we have improvised our TG Gift Declaration online system in terms of reporting structure to guarantee its transparency and accuracy. Top Glove restricted its staff from receiving any personal gifts except for corporate gift marked with company's logo and is compulsory to declare in the online system. Forward FY2021, the data taken from online system is analysed and the result is presented for reference and policy improvisation.

Apart from that, Top Glove established the Letter of No Gift Policy, which is an effort to remind our guests to not bring any gifts when visiting Top Glove's premises. It is also an initiative to reduce personal gifts received over the years.

The Company have introduced Top Glove's Anti Bribery & Anti Corruption Handbook in January 2020 to help its employees, customers, vendors and business associates to understand better the Top Glove's corporate values of honesty, integrity and transparency and its efforts to deter any corruption acts.

As a recognition of our robust anti-corruption & bribery practices, Top Glove was selected as the sole private sector representative to receive the National Anti-Corruption Plan (NACP: 2019 to 2023) from the Prime Minister in 2019.

Further demonstrating our commitment to advancing the government's vision towards a corruption-free nation, we also initiated the Top Glove Anti-Corruption Plan in which we adopt and adapt the applicable initiatives.

Our commitment in this area is enshrined in our W.H.I.T.E. Integrity Cultures; 5 Healthy Wells (Clean Well, Eat Well, Work Well, Exercise Well, and Sleep Well), Honesty, Integrity, Transparency and Educate aligned together with Corporate Values: Respect, Integrity, Value, Empowerment and Relationship.

	The Directors' Code of Conduct and Ethics and the Employees' Code of Conduct are made available on the Company's website at <a href="https://www.topglove.com/governance-manual/">https://www.topglove.com/governance-manual/</a> .	
<b>Explanation for departure</b>		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>		
<b>Timeframe</b>		

## 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.

<b>Application</b>	: Applied.
<b>Explanation on application of the practice</b>	<p>The Board believes that having a Whistleblowing Policy and Procedures in place strengthens, supports good management and at the same time demonstrates accountability, good risk management and sound corporate governance practice. A Whistleblowing Policy and Procedure were adopted by the Board in 2010 and further updated in FY2020. It is available on the Company's website at <a href="https://www.topglove.com/corporate-integrity/">https://www.topglove.com/corporate-integrity/</a>.</p> <p>The Board aims to provide a platform and to act as a mechanism for parties (such as staffs, business associates and members of the public) to channel their complaints or to provide information on fraud, wrongdoings or non-compliance to any rule or procedure by employees or Management of the Company. The Whistleblowing Policy and Procedure outline when, how and to whom a concern may be properly raised, distinguishes a concern from a personal grievance and allows the whistleblower the opportunity to raise a concern outside their management line and in confidence. The identity of the whistleblower is kept confidential and protection is accorded to the whistleblower against any form of reprisal or retribution.</p> <p>Any concern raised will be investigated by the Top Glove Prevention and Anti-Corruption Committee and Whistleblowing Committee. All whistleblowing cases received, and follow-up actions taken are required to be reported to the BAC on quarterly basis and significant cases will be highlighted to the Board.</p> <p>In FY2020, BAC has appointed an independent service provider to manage the whistleblowing email server with the objective to protect the whistleblower identity.</p> <p>All whistleblowing report can be made through (1) email to <a href="mailto:tg@whistleblower.com.my">tg@whistleblower.com.my</a> or (2) via mailbox to PO BOX #911, L2-08, Level 2, Cheras Leisure Mall, Jalan Manis 6, Taman Segar, 56100 Kuala Lumpur, Malaysia. Identity of the whistleblower is concealed and only the Designated Senior Officer would have the access to the email content received from the whistleblower.</p>

	<p>In addition to the whistleblowing channel, the Company also establish a TG Care Line (an internal helpline) for employees to report sexual harassment and bullying case to the Group Human Resource Industrial Relation Team. TG Care Line also serve as a Counselling Service Care Line where it will be connected to an inhouse qualified counsellor for counselling and support services.</p>	
<b>Explanation for departure</b>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>		
<b>Timeframe</b>		



## Intended Outcome

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

### Practice 4.1

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

<b>Application</b>	: Applied.		
<b>Explanation on application of the practice</b>	: More than half of the current Board of the Company comprises INEDs.  The Board Composition as at 31 August 2021 was as follows:		
	<b>Designation</b>	<b>Number of Director</b>	<b>Percentage (%)</b>
	Executive Director (including Executive Chairman)	4	33.33
	Non-Independent Non-Executive Director ("NINED")	1	8.33
	INED	7	58.33
	<b>Total</b>	<b>12</b>	<b>100</b>
	Independent Directors Committee ("IDC") consisted of all the INEDs of the Company was formed in year 2019, led by the Senior INED. The establishment of IDC will provide an avenue for all Independent Directors to have a session amongst themselves to deliberate matters in relation to the Company's business strategy and operations in enhancing shareholders' value by providing independent view and recommendation to the Board and Management.		
	IDC had met periodically with and/or without the presence of Executive Directors and/or the Management. IDC's recommendation will then be put forth to the Board for deliberation and endorsement. In addition to the regular meeting amongst IDs, a WhatsApp chat group amongst IDs and Management had also been created to apprise of the latest development of issues/events and also to speed up the information sharing.		
	In FY2021, IDC met five (5) times to deliberate among others, the following matters:		
	<ol style="list-style-type: none"> <li>1. Sustainability roadmap including ESG compliance</li> <li>2. Digital transformation roadmap</li> <li>3. Organisation strategic direction, roadmap and blueprint</li> <li>4. Labour issues and social compliance</li> </ol>		

	<p>5. Whistleblower treatment  6. Share buy back strategies  7. Dividend policy  8. Shareholder activism and Board Governance  9. Strategic / Crisis communication and management  10. Proposed listing in the Hong Kong Stock Exchange  11. Succession planning for Board and Key Management Personnel</p> <p>In addition, the IDC visited the workers hostels and initiate quarterly engagement sessions with the Company's migrant workers with the presence of the Management to ensure that proper actions were carried out by the Management to ensure the wellbeing of the workers are taken care of particularly in curbing the Covid-19 cases within the organisation.</p> <p>The BNRC reviews the independence of the Directors annually according to the criteria on independence set out in the Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("Main LR") and Practice Notes of the Main LR. In addition to the annual review by the BNRC of the Directors' independence, each INED also submits an annual declaration regarding his/her independence.</p> <p>All the INEDs satisfied the independency test under the Main LR and are also independent from the substantial shareholders of the Company, not being substantial shareholders themselves or directly associated with any substantial shareholder.</p> <p>The majority number of INEDs help to ensure effective check and balance of the Board's function as the INEDs are often the carers of the minority shareholders in providing constructive feedbacks to the proposals of the Company. Besides, none of the Independent Director of the Company act as director of the subsidiary companies to avoid any potential conflict of interest situation.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

## Intended Outcome

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

### Practice 4.2

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 justify and seek annual shareholders' approval. If the board continues to retain the independent director after the twelfth year, the board should seek annual shareholders' approval through a two-tier voting process.

<b>Application</b> :	Not applicable : Step Up 4.3 adopted	
<b>Explanation on application of the practice</b> :		
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

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

### Practice 4.3 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years.

<b>Application</b>	: Adopted.
<b>Explanation on adoption of the practice</b>	<p>The Board had during its meeting on 9 June 2021 resolved to limit the tenure of its Independent Directors to nine (9) years without further extension to facilitate Board renewal and enhancing the effectiveness of the Board. To further elevate its commitment to higher corporate governance, the Board had during its meeting held on 17 September 2021 resolved that upon completion of nine (9) years tenure, an Independent Director will vacate his/her Board seat from the Company. The Independent Directors' Tenure Policy had been revised accordingly to reflect the Board's decision.</p> <p>In view thereof, Dato' Lim Han Boon who has served on the Board for more than nine (9) years and obtained shareholders' approval to be retained as an INED of the Company until the conclusion of the coming Twenty Third Annual General Meeting ("23<sup>rd</sup> AGM") to be held in January 2022 had decided to retire during the 23<sup>rd</sup> AGM.</p> <p>On the other hand, Tan Sri Rainer Althoff's nine (9) years tenure with the Company will expire on 14 March 2022. For good governance practice, Tan Sri Rainer Althoff has expressed his intention to retire during the 23<sup>rd</sup> AGM despite him not yet serve the Board for full nine (9) years term.</p> <p>To further strengthen the Board's independence, Puan Sri Tong Siew Bee, the NINED of the Company who has served on the Board for more than 21 years and who retires by rotation in accordance with Article 94 of the Company's Constitution, has notified the Board that she does not wish to seek for re-election as Director and shall retire as Director at the conclusion of the 23<sup>rd</sup> AGM.</p>

## Intended Outcome

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

### Practice 4.4

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.

<b>Application</b> :	Applied.																				
<b>Explanation on application of the practice</b>	<p>The Company takes diversity not only at the Board level but also at the operational level throughout the Group as it is an essential measure of good governance, critically attributing to a well-functioning organisation and sustainable development of the Company. Diversity encapsulates not only gender but also age, ethnicity, professional experiences, business experiences, skills, knowledge and cultural background, if well-managed, can drive performance and strengthen governance.</p> <p>Despite the importance of Boardroom diversity, the Board is of the view that the selection criteria of a Director, based on effective blend of competencies, skills, extensive experience and knowledge in areas identified by the Board, should remain a priority, not compromising on qualification, experience and capabilities.</p> <p>The Board carried out Board skill matrix analysis on annual basis, which is essential as an indicator to gain an understanding of the extent to which the Board comprises Directors with the appropriate “Fit and Proper” criteria, skills, knowledge, competence and experience necessary to meet the needs of the Company covering the envisaged and optimal skill set matrix for the future of the Company, as well as the Board’s current skill set.</p> <p>The BNRC will review the desired skill sets to ensure alignment with the objectives, strategic direction and emerging challenges faced by the Company. The result will be used as reference for Board’s refreshment, succession planning and development. Selection of candidates will be based on a range of diversity perspectives, including but not limited to professional experiences, business experiences, skills, knowledge, gender, age, ethnicity and educational background.</p> <p>The table below shows the results of the Board skill matrix assessment carried out in FY2021:</p> <table border="1" data-bbox="477 1566 1472 1892"> <thead> <tr> <th data-bbox="477 1566 1203 1598">Current Board Skillset</th> <th data-bbox="1203 1566 1472 1598">Board Average Rating</th> </tr> </thead> <tbody> <tr> <td data-bbox="477 1598 1203 1629">1. Corporate Chief Executive Officer /Managing Director</td> <td data-bbox="1203 1598 1472 1629">75%</td> </tr> <tr> <td data-bbox="477 1629 1203 1661">2. Corporate governance, risk management and internal controls</td> <td data-bbox="1203 1629 1472 1661">73%</td> </tr> <tr> <td data-bbox="477 1661 1203 1692">3. Accounting and financial reporting</td> <td data-bbox="1203 1661 1472 1692">70%</td> </tr> <tr> <td data-bbox="477 1692 1203 1724">4. Other corporate experience</td> <td data-bbox="1203 1692 1472 1724">70%</td> </tr> <tr> <td data-bbox="477 1724 1203 1755">5. Sustainability</td> <td data-bbox="1203 1724 1472 1755">67%</td> </tr> <tr> <td data-bbox="477 1755 1203 1787">6. Human capital or talent management</td> <td data-bbox="1203 1755 1472 1787">67%</td> </tr> <tr> <td data-bbox="477 1787 1203 1818">7. International or regional business experience</td> <td data-bbox="1203 1787 1472 1818">67%</td> </tr> <tr> <td data-bbox="477 1818 1203 1850">8. Operations and Quality Management</td> <td data-bbox="1203 1818 1472 1850">65%</td> </tr> <tr> <td data-bbox="477 1850 1203 1881">9. Industry experience</td> <td data-bbox="1203 1850 1472 1881">62%</td> </tr> </tbody> </table>	Current Board Skillset	Board Average Rating	1. Corporate Chief Executive Officer /Managing Director	75%	2. Corporate governance, risk management and internal controls	73%	3. Accounting and financial reporting	70%	4. Other corporate experience	70%	5. Sustainability	67%	6. Human capital or talent management	67%	7. International or regional business experience	67%	8. Operations and Quality Management	65%	9. Industry experience	62%
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10. Information technology or digital strategy	62%
11. Legal and regulatory	60%
12. Public sector or governmental body experience	60%

The Board took cognisance that optimal Board size would enable effective oversight, delegation of responsibilities and productive discussions amongst Board members.

The Board Diversity Policy was updated by the Board in June 2019 and is made available on the Company's website at <https://www.topglove.com/governance-manual/>.

Aside from achieving gender diversity aspect, the Board also aspires to achieve significant benefits by focusing on individual talents, abilities and experiences to meet the Group's objectives of being the world's leading glove manufacturer; hence, requiring a Board with broader range of competence, skills and experience.

The Company ensures that recruitment and selection practices at all levels are appropriately structured so that a diverse range of candidates are considered to promote gender and other forms of diversity in the organisation. Below sets the summary of the gender, ethnicity and age mix of our Management team, excluding workers (data compiled as at 1 October 2021):

#### A) Gender

Category	Total Headcount	Male Employees		Female Employees	
		Headcount	%	Headcount	%
All Staff	5,809	2,984	51	2,825	49
Management staff (Manager & above)	655	312	48	343	52
Directors on Board	12	7	58	5	42

#### B) Ethnicity

Category	Malay		Chinese		Indian		Others	
	Headcount	%	Headcount	%	Headcount	%	Headcount	%
All Staff	3,029	52	1,421	24	616	11	743	13
Management staff (Manager & above)	139	21	410	63	51	8	55	8
Directors on Board	3	25	7	58	1	8	1	8

#### C) Age

Category	70 & Above		60 to 69		50 to 59		40 to 49		30 to 39		20 to 29		Below 20	
	Headcount	%	Headcount	%	Headcount	%	Headcount	%	Headcount	%	Headcount	%	Headcount	%
All Staff	0	-	18	*	143	2	326	6	898	15	4414	76	10	*
Management staff (Manager & above)	3	*	14	2	55	8	171	26	322	49	90	14	-	-
Directors on Board	1	8	7	58	4	33	-	-	-	-	-	-	-	-

\*Negligible

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

**Intended Outcome**

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

**Practice 4.5**

The board discloses in its annual report the company’s policies on gender diversity, its targets and measures to meet those targets. For Large Companies, the board must have at least 30% women directors.

<b>Application</b>	:	Applied.
<b>Explanation on application of the practice</b>	:	For FY2021, the Board has five (5) female Directors, representing 42% of the total Board members. It provides the Board with gender diversity that will add value to the Board’s deliberations from the different perspectives and insights of the female Directors.  The Board maintains the pursuit of its target of at least 30% women participation on the Board as outlined in its Board Diversity Policy. The Board will take necessary measures to ensure women candidates are sought in its recruitment exercise for Board.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



## Intended Outcome

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

### Practice 4.6

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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The policies and procedures for Board appointments are set out in the Board Charter.</p> <p>In the process of recruiting new Board Members, the BNRC is guided by a clear set of board skill matrix criteria and will conduct a review and assess the suitable board candidates for the Board and Board Committees.</p> <p>Apart from its own networks in sourcing suitable candidates for the Board, the Board also takes into consideration the potential candidates from other independent sources such as 30% Club Malaysia, Malaysian Alliance of Corporate Directors and Institute of Corporate Directors Malaysia. From time to time, BNRC is approached by the independent sources on the potential Board candidates. BNRC will deliberate and determine the suitability based on the Board skill matrix before putting forth its recommendation to the Board for further deliberation.</p> <p>For the recruitment of new Board member, BNRC will give its feedback on the profile of the said Board candidate. BNRC will identify and evaluate the potential candidates before engaging and interviewing the shortlisted candidates. The engagement and interview sessions enable the BNRC to make an appropriate assessment of their background, experience, personality and time commitment. Thereafter, BNRC will put forth its recommendation to the Board for the Board's approval.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	The Board is open to engaging independent sources whenever it is necessary.
<b>Timeframe</b>	:	

## Intended Outcome

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

### Practice 4.7

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

<b>Application</b>	:	Applied.
<b>Explanation on application of the practice</b>	:	To achieve higher efficiency and effectiveness for Board Committees, the Board had merged both Nomination Committee and Remuneration Committee and renamed as BNRC in October 2017.  The BNRC is chaired by Datuk Dr Norma Mansor, our INED, in line with the MCCG recommendation.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.1**

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 and its outcome.

For Large Companies, the board engages independent experts periodically to facilitate objective and candid board evaluations.

<p><b>Application</b> :</p>	<p>Applied.</p>
<p><b>Explanation on application of the practice</b></p>	<p>KPMG Management &amp; Risk Consulting Sdn Bhd (“KPMG”) has been appointed by the Company to facilitate the Board Effectiveness Evaluation (“BEE”) for FY2021. Prior to the engagement of KPMG, the annual BEE were conducted internally and facilitated by the Company Secretary.</p> <p>The BEE methodology conducted by KPMG in FY2021 is as follows:</p> <p>The questionnaire assessment topics covered the following key areas:</p> <ol style="list-style-type: none"> <li>1. Board of Directors’ Assessment</li> <li>2. Board Skills Matrix</li> <li>3. Directors’ Self and Peer Assessment</li> <li>4. Independent Directors’ Assessment</li> <li>5. Board Committees’ Assessment</li> <li>6. Internal Audit function’ Assessment</li> <li>7. External Auditors Performance and Independence Assessment</li> </ol>

	<p>The one-to-one interviews session covered the following key areas:</p> <ol style="list-style-type: none"> <li>1. Views on Chairman and the Board</li> <li>2. Strategy and Risk Management and Group Governance</li> <li>3. Boardroom administration and information flow</li> <li>4. Board dynamics and composition</li> <li>5. General, critical-mission issues and news</li> </ol> <p>Based on the assessment in FY2021, the overall results were generally positive. Board is satisfied with the overall performance of individual Director, effectiveness of the Board and Board Committees and independency of Independent Directors.</p>	
<b>Explanation :</b>		
<b>for departure</b>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure :</b>		
<b>Timeframe :</b>		

## 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 6.1

The board has in place 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 policies and procedures are periodically reviewed and made available on the company's website.

<b>Application</b>	:	Applied.																																											
<b>Explanation on application of the practice</b>	:	<p>The Remuneration Policy and Procedures for Directors and Senior Management was updated and adopted by the Board in September 2021 to structure the component parts of remuneration packages for Directors and Senior Management to attract, motivate, reward and retain the right talent in pursuing and drive the Company's long term goals and ensuring business sustainability and growth.</p> <p>During FY2021, BNRC conducted comparative analysis of the Directors' remuneration structure, benchmarked with the market best practices, local and regional peers including other factors in ensuring that the remuneration are able to commensurate with the performance of the Company as well as the Directors.</p> <p>The following table outlines the remuneration structure for Non-Executive Directors ("NED") of the Company for FY2021, subject to approval of the shareholders at the forthcoming 23<sup>rd</sup> AGM:</p> <table border="1"> <thead> <tr> <th colspan="2"></th> <th rowspan="2">Annual Director Fees (RM)</th> <th colspan="2">Meeting Allowance* (RM)</th> </tr> <tr> <th colspan="2"></th> <th>Board/ Board Committee Chairman</th> <th>Board/ Board Committee Member</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Board</td> <td>NED</td> <td>120,000</td> <td>N/A</td> <td>1,500</td> </tr> <tr> <td>Senior INED</td> <td>128,000</td> <td>N/A</td> <td>1,500</td> </tr> <tr> <td colspan="2">BAC</td> <td>7,000</td> <td>1,200</td> <td>1,000</td> </tr> <tr> <td colspan="2">BRC</td> <td>7,000</td> <td>1,200</td> <td>1,000</td> </tr> <tr> <td colspan="2">BNRC</td> <td>4,000</td> <td>1,200</td> <td>1,000</td> </tr> <tr> <td colspan="2">BSC</td> <td>4,000</td> <td>1,200</td> <td>1,000</td> </tr> <tr> <td colspan="2">IDC</td> <td>N/A</td> <td>N/A</td> <td>500</td> </tr> </tbody> </table> <p>Notes :</p> <p>* Meeting allowances are paid on per meeting basis, IDC meeting allowance are limited to four (4) meetings for each</p>			Annual Director Fees (RM)	Meeting Allowance* (RM)				Board/ Board Committee Chairman	Board/ Board Committee Member	Board	NED	120,000	N/A	1,500	Senior INED	128,000	N/A	1,500	BAC		7,000	1,200	1,000	BRC		7,000	1,200	1,000	BNRC		4,000	1,200	1,000	BSC		4,000	1,200	1,000	IDC		N/A	N/A	500
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IDC		N/A	N/A	500																																									

	<p>financial year.</p> <p>The Board and BNRC will regularly assess the remuneration structure of the Board compensation to ensure it is compatible with market best practices as well as aligned with the business strategy and long term objectives of the Company.</p> <p>The Remuneration Policy and Procedures for Directors and Senior Management is available on the Company's website at <a href="https://www.topglove.com/governance-manual/">https://www.topglove.com/governance-manual/</a>.</p>	
<b>Explanation for departure</b>		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>		
<b>Timeframe</b>		

**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 6.2**

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.

<b>Application</b>	:	Applied.
<b>Explanation on application of the practice</b>	:	For effectiveness and efficiency reasons, the Board has merged both Nomination Committee and Remuneration Committee and renamed as BNRC comprised all INEDs.  The duties and responsibilities of the BNRC are clearly stated in its Terms of Reference, which is available on the Company's website at <a href="https://www.topglove.com/governance-manual/">https://www.topglove.com/governance-manual/</a> .
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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 7.1

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.

<b>Application :</b>	Applied.																																																																																																																																																																									
<b>Explanation : on application of the practice</b>	<p>The details of the Directors' remuneration comprising remuneration received/receivable from the Company and subsidiaries respectively in FY2021 are as follows:</p> <p>1) Received from Top Glove</p> <table border="1"> <thead> <tr> <th></th> <th>Salaries</th> <th>Fees</th> <th>Bonus</th> <th>ESGP</th> <th>ESOS</th> <th>Other Emolument</th> <th>Benefit -in- kind</th> <th>Total</th> </tr> <tr> <th></th> <th>RM</th> <th>RM</th> <th>RM</th> <th>RM</th> <th>RM</th> <th>RM</th> <th>RM</th> <th>RM</th> </tr> </thead> <tbody> <tr> <td colspan="9"><b>Executive Directors</b></td> </tr> <tr> <td>Tan Sri Dr Lim Wee Chai</td> <td>2,974,889</td> <td>150,000</td> <td>0</td> <td>0</td> <td>1,274,922</td> <td>340,034</td> <td>51,305</td> <td><b>4,791,150</b></td> </tr> <tr> <td>Dato' Lee Kim Meow</td> <td>0</td> <td>130,000</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td><b>130,000</b></td> </tr> <tr> <td>Lim Hooi Sin</td> <td>0</td> <td>120,000</td> <td>0</td> <td>0</td> <td>246,824</td> <td>0</td> <td>0</td> <td><b>366,824</b></td> </tr> <tr> <td>Lim Cheong Guan</td> <td>686,540</td> <td>120,000</td> <td>0</td> <td>0</td> <td>235,194</td> <td>80,194</td> <td>22,345</td> <td><b>1,144,273</b></td> </tr> <tr> <td colspan="9"><b>NEDs</b></td> </tr> <tr> <td>Dato' Lim Han Boon</td> <td>0</td> <td>148,000</td> <td>0</td> <td>0</td> <td>0</td> <td>37,375</td> <td>0</td> <td><b>185,375</b></td> </tr> <tr> <td>Tan Sri Rainer Althoff</td> <td>0</td> <td>127,000</td> <td>0</td> <td>0</td> <td>0</td> <td>24,725</td> <td>0</td> <td><b>151,725</b></td> </tr> <tr> <td>Datuk Noripah Kamso</td> <td>0</td> <td>140,000</td> <td>0</td> <td>0</td> <td>0</td> <td>37,650</td> <td>0</td> <td><b>177,650</b></td> </tr> <tr> <td>Sharmila Sekarajasekaran</td> <td>0</td> <td>135,000</td> <td>0</td> <td>0</td> <td>0</td> <td>34,625</td> <td>0</td> <td><b>169,625</b></td> </tr> <tr> <td>Datuk Dr Norma Mansor</td> <td>0</td> <td>131,000</td> <td>0</td> <td>0</td> <td>0</td> <td>30,625</td> <td>0</td> <td><b>161,625</b></td> </tr> <tr> <td>Azrina Arshad</td> <td>0</td> <td>135,000</td> <td>0</td> <td>0</td> <td>0</td> <td>32,725</td> <td>0</td> <td><b>167,725</b></td> </tr> <tr> <td>Lim Andy</td> <td>0</td> <td>371,500</td> <td>0</td> <td>0</td> <td>0</td> <td>2,000</td> <td>0</td> <td><b>373,500</b></td> </tr> <tr> <td colspan="9"><b>NINED</b></td> </tr> <tr> <td>Puan Sri Tong Siew Bee</td> <td>0</td> <td>124,000</td> <td>0</td> <td>0</td> <td>0</td> <td>20,250</td> <td>0</td> <td><b>144,250</b></td> </tr> <tr> <td><b>Total</b></td> <td><b>3,661,429</b></td> <td><b>1,831,500</b></td> <td><b>0</b></td> <td><b>0</b></td> <td><b>1,756,940</b></td> <td><b>640,203</b></td> <td><b>73,650</b></td> <td><b>7,963,722</b></td> </tr> </tbody> </table>									Salaries	Fees	Bonus	ESGP	ESOS	Other Emolument	Benefit -in- kind	Total		RM	RM	RM	RM	RM	RM	RM	RM	<b>Executive Directors</b>									Tan Sri Dr Lim Wee Chai	2,974,889	150,000	0	0	1,274,922	340,034	51,305	<b>4,791,150</b>	Dato' Lee Kim Meow	0	130,000	0	0	0	0	0	<b>130,000</b>	Lim Hooi Sin	0	120,000	0	0	246,824	0	0	<b>366,824</b>	Lim Cheong Guan	686,540	120,000	0	0	235,194	80,194	22,345	<b>1,144,273</b>	<b>NEDs</b>									Dato' Lim Han Boon	0	148,000	0	0	0	37,375	0	<b>185,375</b>	Tan Sri Rainer Althoff	0	127,000	0	0	0	24,725	0	<b>151,725</b>	Datuk Noripah Kamso	0	140,000	0	0	0	37,650	0	<b>177,650</b>	Sharmila Sekarajasekaran	0	135,000	0	0	0	34,625	0	<b>169,625</b>	Datuk Dr Norma Mansor	0	131,000	0	0	0	30,625	0	<b>161,625</b>	Azrina Arshad	0	135,000	0	0	0	32,725	0	<b>167,725</b>	Lim Andy	0	371,500	0	0	0	2,000	0	<b>373,500</b>	<b>NINED</b>									Puan Sri Tong Siew Bee	0	124,000	0	0	0	20,250	0	<b>144,250</b>	<b>Total</b>	<b>3,661,429</b>	<b>1,831,500</b>	<b>0</b>	<b>0</b>	<b>1,756,940</b>	<b>640,203</b>	<b>73,650</b>	<b>7,963,722</b>
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2) Received on Group Basis								
	Salaries	Fees	Bonus	ESGP	ESOS	Other	Benefit	Total
	RM	RM	RM	RM	RM	Emolument	-in-kind	RM
	RM	RM	RM	RM	RM	RM	RM	RM
<b>Executive Directors</b>								
Tan Sri Dr Lim Wee Chai	2,974,889	150,000	0	0	1,274,922	340,034	51,305	4,791,150
Dato' Lee Kim Meow	779,458	130,000	197,955	67,936	0	194,652	28,874	1,398,875
Lim Hooi Sin	742,230	120,000	0	0	246,824	46,018	0	1,155,072
Lim Cheong Guan	686,540	120,000	0	0	235,194	80,194	22,345	1,144,273
<b>NEDs</b>								
Dato' Lim Han Boon	0	148,000	0	0	0	37,375	0	185,375
Tan Sri Rainer Althoff	0	127,000	0	0	0	24,725	0	151,725
Datuk Noripah Kamso	0	140,000	0	0	0	37,650	0	177,650
Sharmila Sekarajasekaran	0	135,000	0	0	0	34,625	0	169,625
Datuk Dr Norma Mansor	0	131,000	0	0	0	30,625	0	161,625
Azrina Arshad	0	135,000	0	0	0	32,725	0	167,725
Lim Andy	0	371,500	0	0	0	2,000	0	373,500
<b>NINED</b>								
Puan Sri Tong Siew Bee	208,216	124,000	0	0	52,038	28,614	28,881	441,749
<b>Total</b>	<b>5,391,333</b>	<b>1,831,500</b>	<b>197,955</b>	<b>67,936</b>	<b>1,808,978</b>	<b>889,237</b>	<b>131,405</b>	<b>10,318,344</b>
<b>Explanation :</b> <b>for departure</b>								
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>								
<b>Measure :</b>								
<b>Timeframe :</b>								

## 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 7.2

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.

<b>Application</b> :	Not applicable – Practice 7.3 Step Up adopted.	
<b>Explanation on application of the practice</b> :		
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## 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 7.3 - Step Up

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

<b>Application</b> :	Adopted.						
<b>Explanation on adoption of the practice</b> :	Detailed remuneration of each of the key senior management on a named basis is disclosed as below :						
	<b>No.</b>	<b>Name</b>	<b>Salary (RM)</b>	<b>Bonus (RM)</b>	<b>Benefit in-kind (RM)</b>	<b>Other emoluments (RM)</b>	<b>Total (RM)</b>
	1.	Tan Sri Lim Wee Chai	As disclosed under the Directors' Remuneration in Practice 7.1.				
	2.	Dato' Lee Kim Meow					
	3.	Lim Hooi Sin					
	4.	Lim Cheong Guan					
	5.	Wong Chong Ban	430,999	1,095	11,161	261,371	<b>704,626</b>
	6.	Ng Yong Lin	448,027	0	90	270,703	<b>718,820</b>
	7.	Lew Sin Chiang	363,120	0	6,636	185,362	<b>555,118</b>
	8.	Cheoh Hooi Gaik	646,639	0	0	392,187	<b>1,038,826</b>
	9.	Hue Kon Fah	405,123	0	8,848	161,299	<b>575,270</b>
	10.	Lam Yat Hing	565,424	0	9,028	367,589	<b>942,041</b>

**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 8.1**

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

<b>Application</b>	:	Applied.	
<b>Explanation on application of the practice</b>	:	The BAC comprises four (4) members, all of whom are INEDs. The Chairman of the BAC is Dato' Lim Han Boon, our Senior INED, who is not the Chairman of the Board. This has ensured the overall effectiveness and independence of the BAC.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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 8.2**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In line with the recommendation of MCCG 2021, the Terms of Reference of BAC has been revised to include the cooling off period of at least three (3) years before any former partner of the external audit firm and/or the affiliate firm (including those providing advisory services, tax consulting, etc.) could be appointed as BAC member to safeguard the independence and objectivity of the External Auditors of the Company.</p> <p>The Terms of Reference of the BAC is available on the Company’s website for reference.</p> <p>To date, the Company has not appointed any former audit partner to be a member of the BAC.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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 8.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor.

<b>Application</b>	: Applied.
<b>Explanation on application of the practice</b>	<p>The BAC is assigned to assess, review and supervise the performance, suitability and independence of External Auditors pursuant to the External Auditors Assessment Policy adopted by the BAC, which is available in the Company's website.</p> <p>Pursuant to the External Auditors Assessment Policy, the External Auditors are precluded from providing any service that may impair their independent or conflict with their role as External Auditors.</p> <p>During FY2021, BAC met with the External Auditors twice without the presence of the Management to discuss any areas of external audit concern as well as the performance of the External Auditors.</p> <p>The BAC shall obtain a 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.</p> <p>In September 2021, Ernst &amp; Young ("EY") presented the External Auditors' report to the BAC and provided a written assurance that they have been independent throughout the audit engagement in accordance with the terms of all relevant professional and regulatory requirements in respect of the audited financial statements of the Group for the financial year 2021.</p> <p>The BAC was satisfied with the suitability of EY based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group.</p> <p>Having regard to the outcome of the annual assessment of external auditors, the Board had in September 2021 approved the BAC's recommendation and the shareholders' approval will be sought at the 23<sup>rd</sup> AGM on the appointment of EY as external auditors of the Company for the financial year ended 31 August 2022.</p>

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

## 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 8.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted.															
<b>Explanation on adoption of the practice</b>	:	<p>The BAC comprises four (4) members, all of whom are INEDs and led by the Senior INED.</p> <p>The composition of the BAC as at 31 August 2021 was as follows:</p> <table border="1"><thead><tr><th></th><th><b>Members</b></th><th><b>Designation</b></th></tr></thead><tbody><tr><td>1.</td><td>Dato' Lim Han Boon</td><td>Senior INED/ Chairman</td></tr><tr><td>2.</td><td>Datuk Noripah Kamso</td><td>INED/ Member</td></tr><tr><td>3.</td><td>Sharmila Sekarajasekaran</td><td>INED/ Member</td></tr><tr><td>4.</td><td>Azrina Arshad</td><td>INED/ Member</td></tr></tbody></table>		<b>Members</b>	<b>Designation</b>	1.	Dato' Lim Han Boon	Senior INED/ Chairman	2.	Datuk Noripah Kamso	INED/ Member	3.	Sharmila Sekarajasekaran	INED/ Member	4.	Azrina Arshad	INED/ Member
	<b>Members</b>	<b>Designation</b>															
1.	Dato' Lim Han Boon	Senior INED/ Chairman															
2.	Datuk Noripah Kamso	INED/ Member															
3.	Sharmila Sekarajasekaran	INED/ Member															
4.	Azrina Arshad	INED/ Member															



## 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 8.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate 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.

<b>Application</b> :	Applied.
<b>Explanation on application of the practice</b> :	<p>All the members of the BAC are financially literate and have vast working experience with requisite skills and knowledge from various industries. The BAC members' profiles are available in the IAR on pages 18, 23, 24 and 26. The BAC had carried out their duties in accordance with the Terms of Reference of the BAC.</p> <p>The BAC Chairman, Dato' Lim Han Boon, is a member of the Malaysian Institute of Accountants, the Chartered Management Institute, United Kingdom ("UK") and fellow of the Association of Chartered Certified Accountants, UK, which fulfilled the financial expertise required by the Main LR.</p> <p>During the FY2021, all members of the BAC have continued to participate in training programmes to equip themselves and to effectively discharge their duties as BAC members. The BAC members have constantly kept themselves updated of both local and international affairs and changes in regulations affecting the Company through advisories from regulatory bodies, the Management and through self-reading.</p> <p>The BAC members' training details are stated in Practice 2.1 above.</p> <p>The BAC members are also updated by the Company Secretaries and Auditors on any change to new accounting and auditing standards as well as applicable laws and regulations that may have impact on the Company businesses via email and at every BAC meeting.</p>
<b>Explanation for departure</b> :	

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

## 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 9.1

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

<b>Application</b>	: Applied.
<b>Explanation on application of the practice</b>	<p>The Board is committed to establishing and maintaining a sound, effective and efficient system of risk management and internal control to safeguard the shareholders' investment and the Group's assets. There is an on-going review process undertaken by the Board to ensure adequacy and integrity of the system assisted by both BAC and BRC.</p> <p>The system of risk management and internal control is designed to identify and manage the Group's risk within the acceptable risk tolerance, rather than to eliminate the risk of failure in achieving the Group's corporate objective in accordance with the Group's strategy.</p> <p>The Board regards risk management as an integral part of all business operations. Hence, the Board explicitly assumes the responsibility of identifying principal risks and ensures the implementation of a dynamic system to manage risk exposure within the acceptable level of tolerance.</p> <p>To fulfil its oversight responsibility, the BAC is committed to review the adequacy and effectiveness of the Group's internal control system. The Group's Internal Audit Department undertakes the obligation to provide control assurance services to the Group.</p> <p>BRC was entrusted by the Board to identify, assess and monitor key business risks and oversee the Enterprise Risk Management activities of TG Group to safeguard shareholders' investments and the Company's assets. Risk Management Committee was formed to facilitate the group wide risk management initiative at Management level.</p> <p>In addition, the Group had also set up a Risk Management department to lead, direct, coordinate and ensure adherence to the Enterprise Risk Management framework as well as to work closely with the respective risk owners from the business units of all the Company's operating countries, local and overseas.</p>

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

## 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 9.2

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

<b>Application</b>	:	Applied.
<b>Explanation on application of the practice</b>	:	<p>The Board has disclosed the features of its risk management and internal control framework and the adequacy and effectiveness of this framework in the Statement on Risk Management and Internal Control of the IAR 2021 on pages 172 to 175.</p> <p>The BRC is reviewing and monitoring the Group's risk management framework and activities and putting in place necessary measures to manage and mitigate the risk.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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 9.3 - 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.

<b>Application</b>	: Adopted.															
<b>Explanation on adoption of the practice</b>	<p>During FY2021, the Board had resolved to restructure the Board Committees' composition to ensure that the composition is effective and best fit the Company's need.</p> <p>To fulfil its oversight responsibility, the Board, as a whole or through delegation to the BRC, which was formed since year 2013, reviews the adequacy and integrity of the Group's risk management framework and policies which encapsulates the key processes or risk identification, assessment, mitigation, monitoring and reporting.</p> <p>The composition of the BRC as at 31 August 2021 comprised all INEDs as shown below:</p> <table border="1"><thead><tr><th></th><th><b>Members</b></th><th><b>Designation</b></th></tr></thead><tbody><tr><td>1.</td><td>Datuk Noripah Kamso</td><td>INED/ Chairman</td></tr><tr><td>2.</td><td>Dato' Lim Han Boon</td><td>Senior INED/ Member</td></tr><tr><td>3.</td><td>Tan Sri Rainer Althoff</td><td>INED/ Member</td></tr><tr><td>4.</td><td>Datuk Dr Norma Mansor</td><td>INED/ Member</td></tr></tbody></table> <p>The Risk Management Committee, formed since year 2013 comprises the head of various departments, to assess risk contained at the respective business unit level. Risk Assessment Report deliberated by the Risk Management Committee will be compiled and submitted to BRC for review.</p>		<b>Members</b>	<b>Designation</b>	1.	Datuk Noripah Kamso	INED/ Chairman	2.	Dato' Lim Han Boon	Senior INED/ Member	3.	Tan Sri Rainer Althoff	INED/ Member	4.	Datuk Dr Norma Mansor	INED/ Member
	<b>Members</b>	<b>Designation</b>														
1.	Datuk Noripah Kamso	INED/ Chairman														
2.	Dato' Lim Han Boon	Senior INED/ Member														
3.	Tan Sri Rainer Althoff	INED/ Member														
4.	Datuk Dr Norma Mansor	INED/ Member														

## 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 10.1

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

<b>Application</b>	:	Applied.
<b>Explanation on application of the practice</b>	:	<p>The Group has in place an in-house Internal Audit Division (“IAD”) which provides the Board, through BAC, with independent assessment and assurance on the adequacy and effectiveness of the Group’s system and internal controls. The IAD reports directly to the BAC in order to preserve its independence and objectivity.</p> <p>A rolling three (3) years internal audit plan, with specific audit scopes identified from the audit universe, is tabled regularly to the BAC for approval. Guided by the approved plan, internal audit assignment is carried out to evaluate the adequacy, effectiveness and efficiency of the internal control system of the areas under review.</p> <p>Significant internal audit findings and status update on outstanding management action plan will be reported by the head of IAD to the BAC on quarterly basis. If deemed necessary, relevant Management personnel will be invited to attend the BAC meeting to provide explanation and propose an action plan on the unresolved issues. Follow up audits will be conducted by IAD to ensure that preventive and corrective action plans were being implemented by the Management.</p> <p>Details of the internal audit function are set out in the Statement on Risk Management and Internal Control on pages 174 and 175 of the IAR.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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 10.2

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.

<b>Application</b>	: Applied.
<b>Explanation on application of the practice</b>	<p>The IAD carries out the Internal Audit function, of which the Head of Internal Audit reports directly to the BAC. The IAD is independent of the activities audited and also independent from everyday internal control process.</p> <p>IAD exhibit the highest level of professional objectivity in gathering, evaluating, and communicating information about the activity or process being examined. Internal auditors make a balanced assessment of all the relevant circumstances and are not unduly influenced by their own interests or by others in forming judgments. The IAD staff have to declare that they are free from any relationships or any conflict of interest which could impair their objectivity and independence prior to every audit engagement.</p> <p>The principal objective of the IAD is to undertake regular reviews of the systems of controls, procedures and operations so as to provide reasonable assurance that the internal control system is sound, adequate and satisfactory.</p> <p>IAD objectives, authorities, responsibilities and independence are outlined in Internal Audit Charter that published at <a href="https://www.topglove.com/governance-manual/">https://www.topglove.com/governance-manual/</a>. The Internal Audit function is carried out aligned to International Standards for the Professional Practice of Internal Auditing (Standards).</p> <p>Currently, the IAD is led by Lim Lung Fui @ Jack, a member of Malaysian Institute of Accountants who has over twenty (20) years of experience in operational and financial audit. For FY2021, the number of internal audit personnel was ten (10) comprising degree holders and professionals from backgrounds such as accounting, finance and auditing who equipped with the required proficiency and competency to discharge their roles effectively. The IAD staff recruitment is ongoing considering the Company's rapid business expansion.</p>



	<p>The Board via the BAC will review the Internal Audit function such as:</p> <ul style="list-style-type: none"> <li>• review the adequacy of the scope, functions, competency and resources of the Internal Audit function, and that it has the necessary authority to carry out its work;</li> <li>• review the Internal Audit programmes, processes and results of the Internal Audit process and, where necessary, ensure that appropriate actions are taken on the recommendations of the Internal Audit function;</li> <li>• review any appraisal or assessment of the performance of the members of the Internal Audit function;</li> <li>• approve any appointment or termination of senior staff members of the Internal Audit function; and</li> <li>• take cognisance of resignations of Senior Internal Audit staff members and provide the resigning staff member an opportunity to submit his reasons for resigning.</li> </ul>	
<b>Explanation for departure</b>		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>		
<b>Timeframe</b>		

## 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 11.1

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

<b>Application</b>	: Applied.															
<b>Explanation on application of the practice</b>	<p>The Company recognised the importance of timely and equal dissemination of material information to the shareholders, investors and public at large. The Corporate Disclosure Policy was adopted by the Board that serve as guidance to the Board and all the staff of the Company on the Company's disclosure requirements and practices. The Corporate Disclosure Policy is available on the Company's website at <a href="https://www.topglove.com/governance-manual/">https://www.topglove.com/governance-manual/</a>.</p> <p><b>Investor Relations</b></p> <p>The Investor Relations ("IR") team has been scheduling regular engagement sessions with investors and is usually attended by the Executive Director and the IR team.</p> <p>As part of the stakeholders' engagement activities, various online surveys and feedbacks were sought from the stakeholders in FY2021 in seeking input for continuous improvement of the Company.</p> <p>The IR team also attends conferences, non-deal roadshows, and one-on-one meeting with equity analysts, fund managers and institutional shareholders to provide updates on the Company's quarterly financial performance, corporate and regulatory developments as well as to discuss on strategic matters and address issues that the investing community may have with respect to the businesses or operations of the Company.</p> <p>Some of the investor conferences and roadshows attended by our IR team in FY2021 are as follows:</p> <table border="1" data-bbox="574 1682 1362 1894"> <thead> <tr> <th>No.</th> <th>Event</th> <th>Date</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>27th Annual CITIC CLSA Flagship Investors' Forum</td> <td>09/09/2020</td> </tr> <tr> <td>2</td> <td>J.P. Morgan's Asia Pacific CEO-CFO Conference</td> <td>10/09/2020</td> </tr> <tr> <td>3</td> <td>Jefferies Asia Forum</td> <td>16/09/2020</td> </tr> <tr> <td>4</td> <td>UBS OneASEAN Conference 2020</td> <td>24/09/2020</td> </tr> </tbody> </table>	No.	Event	Date	1	27th Annual CITIC CLSA Flagship Investors' Forum	09/09/2020	2	J.P. Morgan's Asia Pacific CEO-CFO Conference	10/09/2020	3	Jefferies Asia Forum	16/09/2020	4	UBS OneASEAN Conference 2020	24/09/2020
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4	UBS OneASEAN Conference 2020	24/09/2020														

5	Nomura Virtual Malaysia Corporate Day 2020	08/10/2020
6	2020 HSBC Global Emerging Markets Forum	20/10/2020
7	2020 ASEAN Capital Market Cooperation Seminar	30/10/2020
8	Daiwa Investment Conference Hong Kong 2020	10/11/2020
9	ICA Asia Pacific Healthcare Corporate Day	10/11/2020
10	Goldman Sachs Asia Pacific Healthcare Conference	17/11/2020
11	Credit Suisse Asia Frontier Markets and ASEAN Virtual Conference	18/11/2020
12	CGS-CIMB 13th Annual Malaysia Virtual Corporate Day	05/01/2021
13	Credit Suisse 12th Annual ASEAN Conference	07/01/2021
14	DBS Vickers Pulse of Asia Conference 2021	07/01/2021
15	Shariah Investing Corporate Conversation 2021	08/02/2021
16	Auerbach Grayson GEM Medical/Healthcare Day	17/02/2021
17	14th Annual Daiwa Investment Conference (DIC) Tokyo 2021	24/02/2021
18	17th Annual CITIC CLSA Japan Forum 2021	25/05/2021
19	Citi Pan-Asia Regional Investor Conference 2021	03/06/2021
20	Nomura Investment Forum Asia 2021	04/06/2021
21	Bursa-Daiwa-Affin Hwang Malaysia Corporate Day	10/06/2021
22	Credit Suisse Asia Healthcare Corporate Day	10/06/2021
23	UBS OneASEAN Virtual Conference 2021	17/06/2021
24	ICA Asia Pacific Opportunities Summit 2021	22/06/2021
25	Morgan Stanley Virtual Flagship ASEAN Conference	30/06/2021
26	Bursa Malaysia Virtual Bursa Marketplace Fair 2021	10/07/2021
27	Macquarie ASEAN Virtual Conference	26/08/2021

Visit <https://www.topglove.com/ir-overview-en> for more information on the Investor Relations of the Company.

#### Website

The Group has established a comprehensive website at <https://www.topglove.com> which includes a dedicated section on IR with constant updates on latest news to further enhance communication with various stakeholders.

To better serve stakeholders of the Company, a feedback page on the website provides an avenue for stakeholders to suggest improvements to the Company via email:

[invest@topglove.com.my](mailto:invest@topglove.com.my).

### **Integrated Annual Report**

The Integrated Annual Report remains as a vital and convenient source of essential information for investors, shareholders and other stakeholders.

All Annual Reports of the Company are made available at the Company's website: <https://www.topglove.com/annual-report/>.

### **General Meeting**

Another key avenue of communication with its shareholders is the Company's Annual General Meeting ("AGM"), which serves as the principal forum for dialogue with shareholders where they may raise questions or seek clarifications on the Company's businesses and reports from the Directors.

Visit <https://www.topglove.com/investor-relations-event> for more information on the General Meeting of the Company.

### **Corporate Announcement**

All announcements are made via Bursa Link and SGXNET. Examples of announcements are the quarterly financial results, circulars, corporate exercises, corporate changes and others. The Board is entrusted to review and approve the announcements in ensuring its full compliance with regulatory authorities' disclosure requirements.

The Board reviews and approves all quarterly and other important announcements. The Company announces its quarterly and full year results within the mandatory period. The financial statements and press releases including material and price sensitive information are disseminated and publicly released via Bursa Link and SGXNET on a timely basis to ensure effective dissemination of information relating to the Group.

Date scheduled for release of its quarterly results will be announced 7 days prior to the release of quarterly results via Bursa Link and SGXNET. In FY2021, all the quarterly results were announced via Bursa Link and SGXNET immediately after the Board's approval between 12.30pm and 1.30pm. Analyst and media briefing via conference call will usually be held on the same day of release of quarterly results to Bursa Securities or an actual briefing will be held within a week after the release of the quarter results chaired by the Executive Chairman, Managing Director and Executive Director.

	<p>All announcements are made available at the Company's website: <a href="https://www.topglove.com/investor-relations-event">https://www.topglove.com/investor-relations-event</a>.</p> <p><b>Analyst and Media Briefings</b></p> <p>Analyst and media briefings for FY2021 were held virtually on the same date after the release of quarterly financial results, chaired by the Executive Chairman, Managing Director and Executive Director. This briefing provides an avenue for fund managers, research analysts and media to have dialogues with the Group's Management to facilitate the receiving of a balanced and complete view of the Group's performance and challenges at the timeliest manner.</p> <p>Visit <a href="https://www.topglove.com/ir-overview-en">https://www.topglove.com/ir-overview-en</a> for more information on the investor presentation.</p> <p><b>Newsroom and Press Release</b></p> <p>Visit <a href="https://www.topglove.com/newsroom">https://www.topglove.com/newsroom</a> to stay up to date with the latest news on the Company's performance and industry perspectives</p> <p><b>Social Media</b></p> <p>The Company also established its social media platforms with strict monitoring for better engagement with its stakeholders.</p> <p>Further details on Top Glove's stakeholder engagement activities were set out on pages 166 to 169 of the IAR.</p>
<p><b>Explanation for departure</b></p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b></p>	
<p><b>Timeframe</b></p>	

## 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 11.2

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

<b>Application</b>	:	Applied.
<b>Explanation on application of the practice</b>	:	<p>The Company had since FY2020 embarked on its integrated reporting journey to provide a more holistic views of the Group's business and value creation in meeting the needs of various stakeholders and achieve business benefits. This Integrated Annual Report was prepared based on globally recognised frameworks.</p> <p>The Integrated Annual Report remains as a major channel of communication disclosing information not only on the Group's businesses, financials and additional information such as the Company's Mission and Vision, but also on operations performance, outlooks and senior management team. The Board constantly improves the contents of the Integrated Annual Report to incorporate developments, amongst others, in corporate governance and reports of Board Committees and ensures the accuracy of the information as the Integrated Annual Report is a vital and convenient source of essential information for investors, shareholders and other stakeholders.</p> <p>The Board and Board Committees oversee the production of the Integrated Annual Report and review its contents before it is published.</p> <p>Integrated Annual Reports of the Company are available at the Company's website: <a href="https://www.topglove.com/annual-report/">https://www.topglove.com/annual-report/</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

### Practice 12.1

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

<b>Application</b>	:	Applied.
<b>Explanation on application of the practice</b>	:	<p>The Company issued its AGM documents to all shareholders of the Company which includes the notice of AGM at least 28 days prior to the AGM. In addition to sending the notice, the Company also published the Notice of AGM on its website and released via Bursa Link and SGXNET.</p> <p>The Notice of 2022 AGM and other relevant AGM documents are issued to the shareholders on 12 November 2021, which is more than 28 days' notice prior to the 2022 AGM to be held on 6 January 2022. Multiple reminders will also be sent to shareholders with email address to remind and encourage them to register and participate in the virtual AGM of the Company.</p> <p>The Notice of AGM provides detailed explanation for resolutions proposed along with any background information and reports or recommendations that are relevant, where required and necessary, to enable shareholders to make informed decisions regarding the AGM business agenda of the Company. The Board has ensured that each item of special businesses included in the notice of the AGM is accompanied by a full explanation of the effects of the proposed resolution.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

### Practice 12.2

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

<b>Application</b>	: Applied.
<b>Explanation on application of the practice</b>	<p>The dates of AGM, Board and Board Committees' Meetings for each financial year were fixed in advance for the whole year to ensure all Directors/Committees members' dates are booked and also enable Management's planning for the whole financial year.</p> <p>The Chairman of the BAC, BNRC, BRC, BSC and the External Auditors were present at the last virtual AGM and will endeavour to be present at the forthcoming virtual AGM to assist the Directors in addressing queries raised by the shareholders. Based on the past, the Company's AGM has been well attended.</p> <p>At the Twenty Second AGM held on 6 January 2021, all twelve (12) Directors attended the AGM. Lim Hooi Sin, Lim Andy and Puan Sri Tong Siew Bee joined the virtual AGM remotely via video call.</p> <p>During the AGM, a presentation is given by the Chairman, Managing Director and Executive Director to explain the Group's strategy, performance and major developments to shareholders. The Board encourages shareholders to participate in the Questions and Answers session at every general meeting.</p> <p>Shareholders and proxies are allowed to submit their questions prior to the AGM through email to <a href="mailto:topglovecosec@topglove.com.my">topglovecosec@topglove.com.my</a>. The questions received in advance from Minority Shareholder Watch Group as well as the shareholders were addressed during the meeting.</p> <p>For questions received through typed text in the online meeting platform on the meeting day, the appointed moderators will select the questions relevant to the meeting agenda and project it on the screen to be visible to all meeting participants. Directors will endeavoured to answer all questions received during the meeting. For questions that are not able to be dealt with during the AGM due to time constraint, the Management will respond through email after the AGM. Shareholders were also given a suggestion form to provide their valuable feedback and comments to the Management for any further improvement and consideration.</p> <p>The Board ensures that sufficient opportunities are given to shareholders to raise issues relating to the affairs of the</p>



	<p>Company and that adequate responses are given.</p> <p>Outcome of the AGM on all resolutions proposed at the AGM is submitted to Bursa Securities immediately after the AGM. The extract of minutes of general meetings (including the attendance of Directors, questions raised by shareholders and the respective responses, outcome of the voting results and the replies to the Minority Shareholder Watch Group's questions) are made available to the shareholders and public for reference at <a href="https://www.topglove.com/investor-relations-event">https://www.topglove.com/investor-relations-event</a>.</p>	
<b>Explanation for departure</b>		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

### Practice 12.3

Listed companies with a large number of shareholders or which have meetings in remote locations should leverage technology to facilitate–

- including voting in absentia; and
- remote shareholders' participation at General Meetings.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>AGM serves as the principal forum for dialogue with shareholders where they may raise questions or seek clarifications on the Company's businesses and reports from the Directors. In light of the Covid-19 pandemic, the Company had since year 2020 started to hold its general meetings virtually in compliance with the guidance on the conduct of general meetings for listed issuers issued by the Securities Commission Malaysia, including any amendments that have been made from time to time.</p> <p>At its virtual AGM held on 6 January 2021, the Company had leveraged on technology to facilitate remote shareholders' participation and electronic voting via the remote participation and voting facilities provided by SS E Solutions Sdn Bhd through the Securities Services ePortal platform at <a href="https://sshsb.net.my/">https://sshsb.net.my/</a>. In addition, the Company has appointed an independent scrutineer to validate the votes cast at the AGM.</p> <p>A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.</p> <p>The Administrative Details of the AGM as well as the Securities Services ePortal user guide with detailed registration and voting procedures were shared with the Shareholders and the same were also published in the Company's website.</p>
<b>Explanation for departure</b>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	

<b>Timeframe</b> :		
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**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.*

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