



DIRECTORS' FIT & PROPER CRITERIA POLICY

Policy Statement

This Policy serves to guide the Nomination & Remuneration Committee in reviewing and assessing the candidates to be appointed to the Board of Directors, including those seeking re-election/re-appointment. Each individual Director will undergo a self-assessment and a fit & properness criteria evaluation by the Board of Directors on an annual basis.

The purpose of establishing this Policy is to ensure the Directors have the character, experience, integrity, competence, and time to discharge the roles of a Company Director effectively.

Fit & Proper Criteria

The fit and proper criteria of a Director includes but is not limited to the following:

1.0 Character and Integrity

1.1 Probity

- is compliant with legal obligations, regulatory requirements and professional standards.
- has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court.

1.2 Personal integrity

- has not perpetrated or participated in any business practices that are deceitful, oppressive improper (whether unlawful or not), or otherwise reflect discredit on his professional conduct.
- service contract (i.e. in the capacity of management or director) had not been terminated in the past due to concerns on personal integrity.
- has not abused other positions (i.e. political appointment) to facilitate government relations for the company in a manner that contradicts the principles of good governance.

1.3 Financial integrity

- manages personal debts or financial affairs satisfactorily.
- demonstrates an ability to fulfil personal financial obligations as and when they fall due.

1.4 Reputation

- is of good reputation in the financial and business community.
- has not been the subject of civil or criminal proceedings or enforcement action in managing or governing an entity for the past 10 years.
- has not been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in that management.

2.0 Experience and competence

2.1 Qualifications, training and skills

- possesses education qualification that is relevant to the skill set that the director is earmarked to bring to bear onto the boardroom (i.e. a match to the board skill set matrix).
- has a considerable understanding of the workings of a corporation.
- possesses general management skills as well as an understanding of corporate governance and sustainability issues.
- keeps knowledge current based on continuous professional development.
- possesses leadership capabilities and a high level of emotional intelligence.

2.2 Relevant experience and expertise

- possesses relevant experience and expertise with due consideration given to the past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.

2.3 Relevant past performance or track record

- had a career of occupying a high-level position in a comparable organisation and was accountable for driving or leading the organisation's governance, business performance or operations.
- possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

3.0 Time and commitment

3.1 Ability to discharge the role having regard to other commitments



- able to devote time as a board member, having factored in other outside obligations, including concurrent board positions held by the director across listed issuers and non-listed entities (including not-for-profit organisations).

3.2 Participation and contribution to the board or track record

- demonstrates a willingness to participate actively in board activities.
- demonstrates a willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom.
- manifests passion in the vocation of a director.
- exhibits the ability to articulate views independently, objectively and constructively.
- exhibits open-mindedness to the views of others and the ability to make a considered judgment after hearing the opinions of others.

Review of the Policy

The NRC shall recommend any change to the policy as the NRC deems appropriate to the Board of Directors for approval.

The policy terms shall be assessed, reviewed, and updated where necessary, i.e., changes to the Malaysian Code on Corporate Governance, Main Market Listing Requirement of Bursa Malaysia Securities Berhad, or other regulatory requirements.