



BINA DARULAMAN BERHAD

Registration No. 199501003751 (332945-X)

DIRECTORS FIT AND PROPER POLICY ("DFP")

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CONTENTS

<u>Items</u>	<u>Page</u>
Abbreviation	2
1. Introduction	3
2. Fit and Proper Criteria	3 - 5
2.1.1 Character and Integrity	
2.1.2 Experience and Competence	
2.1.3 Time and Commitment	
3. Assessment of Board Candidate	5 - 6
4. Review Policy	6
5. Applicability	6
6. Annexure 1	7 - 11

ABBREVIATION

BNREC	:	Board Nomination Remuneration & ESOS Committee
Company/BDB	:	Bina Darulaman Berhad
DFP	:	Director's Fit & Proper Policy
Subsidiaries	:	Subsidiary companies of BDB
MMLR	:	Main Market Listing Requirements

1. INTRODUCTION

The Directors' Fit and Proper Policy served as the guide for the BNREC and the Board for the appointment of directors and re-election of directors of the Company and its subsidiaries.

2. FIT AND PROPER CRITERIA (as per BURSA Corporate Governance Guide 4th Edition)

2.1 In assessing whether a person is fit and proper to be appointed/re-elected, the following criteria shall be considered: -

2.1.1 Character and Integrity

(i) Probity

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

(ii) Personal Integrity

- has not perpetrated or participated in any business practices which are deceitful, oppressive, improper (whether unlawful or not), or which 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 about personal integrity; and
- has not abused other positions (i.e. political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance.

(iii) Financial Integrity

- manages personal debts or financial affairs satisfactorily;
- has no pending or unsettled compound with the authorities and company(s) of which he is the board member other than BDB Group of Companies; and
- has no pending winding-up proceedings of which he served as a board member other than BDB Group of Companies.

- demonstrates the ability to fulfil personal financial obligations as and when they fall due.

(iv) Reputation

- is of good repute 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; and
- has no reputational risk to the company based on the past records of his employment and/or directorship.

2.1.2 Experience and competence

(i) 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. match to the board skill and matrix).
- has a satisfactory past performance or expertise relevant to the business of the Company and its subsidiaries.
- keep knowledge current based on continuous professional development.
- possesses leadership capabilities and a high-level emotional intelligence.

(ii) 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.

2.1.3 Time and Commitment

(i) Ability to discharge 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, (must be in line with Paragraph 15.06 of the MMLR restricts a director of a listed issuer from holding more than five (5) directorships in the listed issuer) and non-listed entities (including not-for-profit organizations).

(ii) Participation and Contribution in the Board and 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; and
- exhibits open-mindedness to the views of others and the ability to make a considered judgment after hearing the views of others.

3. ASSESSMENT OF BOARD CANDIDATE

- 3.1 The BNREC will assess each person for a new appointment or re-appointment of Directors based on the criteria set under Item 2.1 of the DFP before recommending to the Board for approval. The BNREC has the power not to recommend to the Board the re-appointment of retiring Directors who do not meet the requirements as stated in this policy.
- 3.2 For the appointment of a new Director, the person shall be required to complete the Prospective Directors Information as set out in Annexure 1 and or in such other form as the BNREC may determine from time to time.

- 3.3 The results of the assessments are part of the Company's internal documents and shall not be disclosed or provided to any other party.

4. REVIEW OF POLICY

- 4.1 As guided by the Board Charter the Policy should be periodically reviewed and updated taking into consideration the needs of the Company as well as any development in laws, rules, and regulations that may have an impact on the Company's sustainability.
- 4.2 The BNREC is responsible for regular reviews of the Policy and making any recommended changes as and when it is deemed fit. The Policy shall be aligned to any legal or regulatory changes and the best practices under the Malaysian Code of Corporate Governance.
- 4.3 The changes to the terms of the Policy shall be subject to the approval of the Board.

5. APPLICABILITY

The DFP Policy applies to the appointment and re-election of directors and their subsidiaries also serves as a guide for the selection of candidates as the Company's nominee directors on the board of joint venture companies and associates companies.

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ANNEXURE 1

DIRECTOR'S NOTICE UNDER SECTIONS 57, 58, 59, 198, 219, AND 221 OF THE
COMPANIES ACT 2016

The Company Secretary
BINA DARULAMAN BERHAD
LEVEL 9 & 10, MENARA BDB,
NO.88 LEBUHRAYA DARULAMAN,
05100 ALOR SETAR, KEDAH DARUL AMAN.

I, _____ (NRIC: _____) being a Director of **Bina Darulaman Berhad**, as required under Section 219 of the Companies Act, 2016 hereby submit the following for inclusion in the Company's Register of Directors' shareholdings, etc. and Register of Directors, Managers and Secretaries.

1. **Section 221 - Disclosure of interest in contracts, PROPERTY, OFFICES, etc.**

- (a) Pursuant to Section 221(4) of the Companies Act, 2016, I hereby give general notice that I am an officer and/or member of the corporations/firms listed in **Appendix 1** attached hereto and that I am to be regarded as interested in any contract, which may, after the date of this notice, be made or proposed to be made with any of the corporations or firms.
- (b) In accordance with Section 221 (6) of the Companies Act, 2016, I hereby declare that, I hold the office as disclosed above and possess the property set out hereunder whereby whether directly or indirectly duties or interests might be created in conflict with my duties or interests as director and I declare this fact and the nature, character and extent of the conflict in accordance with the provisions of Section 221 (6) to Section 221 (8) of the Companies Act, 2016.

Particulars of Property, (if any)

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ANNEXURE 1

2. SECTION 57 - REGISTER OF DIRECTOR

• Name	:	
• NRIC No.	:	
• Passport No. • Passport Expiry Date (For Non-Malaysia)	:	
• Date of Birth	:	
• Gender	:	
• Nationality/Race	:	
• Business Occupation	:	
• Residential address	:	
• Service Address	:	
• Office Address	:	
• Date of Appointment	:	
• Particular of other Directorships in Public Listed Companies	:	
• Particular of other Directorships in Public Companies	:	

3. SECTION 58 - DUTY TO NOTIFY OF PARTICULARS AND CHANGES OF DIRECTOR

Particulars and changes of director relating to item No. 2, shall notify the Registrar within **fourteen (14) days** from the effective date of changes.

Note:

Pursuant to Section 58 (4) of the Companies Act, 2016, the company and every officer who contravene this section commits an offence shall, on conviction, be liable to a fine not exceeding fifty thousand ringgit (RM50,000) and, in the case of a continuing offence, to a further fine not exceeding five hundred ringgit (RM500) for each day during which the offence continues after conviction.

4. SECTION 59 - REGISTER OF DIRECTORS' SHAREHOLDINGS, ETC

Particulars relating to shares, debentures, participatory interests, rights, options and contracts of the company or a related corporation and any change therein:

ANNEXURE 1
Notes:

1. 'Service Address' as defined in the Companies Act, 2016 means an address, electronic or otherwise, provided to the Company to which any communication may be sent.
2. 'Interest' covers shares, debentures and participatory interest as defined in Section 59 of the Companies Act, 2016. If you have any rights or options or have entered into any contract which would entitle you to acquire any shares, or debentures of participatory interest, please also indicate them in this column.
3. Beneficially owned by you whether registered in your name or not.
4. If you, your associates, or you or your associates hold 15% or more of the voting shares of a corporation that holds shares/debentures in this Company, declare here the shares/debentures held by the corporation in this Company.
5. Section 8 of the Companies Act, 2016 defines 'Interest in Shares'.

5. SECTION 198 - PERSONS DISQUALIFIED FROM BEING A DIRECTOR

		Yes (/)	No (X)
	<ul style="list-style-type: none"> Whether an undischarged bankrupt or there is any bankruptcy petition pending or threatened. 		
	<ul style="list-style-type: none"> Has been convicted of an offence relating to the promotion, formation or management of a corporation. 		
	<ul style="list-style-type: none"> Has been convicted of an offence involving bribery, fraud or dishonesty. 		
	<ul style="list-style-type: none"> Has been convicted of an offence under sections 213, 217, 218, 228 and 539. 		
Section 213	<ul style="list-style-type: none"> Duties and responsibilities in a good faith in the best interest of the company. 		
Section 217	<ul style="list-style-type: none"> Responsibility of a nominee director in the event of any conflict between his duty to act in the best interest of the company and his duty as nominator. 		
Section 218	<ul style="list-style-type: none"> Prohibition against improper use of a property, position, etc. 		
Section 228	<ul style="list-style-type: none"> Transaction with directors, substantial shareholders, or connected persons. 		
Section 539	<ul style="list-style-type: none"> Liability where proper accounts are not kept. 		
	<ul style="list-style-type: none"> Has been disqualified by the Court under Section 199 		

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ANNEXURE 1

6. GENERAL DISCLOSURE

Any position in Political Parties, Association, or Professional Bodies, please specify.

Please Tick Whichever Applicable		Detail
YES	NO	

7. Details of the Directors' attending the Training Programme under Paragraph 15.08 and Practice Note 5 of Listing Requirement:

Mandatory Accreditation Programme:

Date Attended:

Signature : _____

Date : _____

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ANNEXURE 1

LIST OF OTHER DIRECTORSHIPS / MEMBERSHIPS HELD IN PUBLIC AND PRIVATE COMPANIES INCLUDING DISCLOSURE OF INTEREST IN SHARES / DEBENTURES HELD DIRECTLY / INDIRECTLY IN THE COMPANIES

No.	Other Directorships of Public Listed Companies or subsidiaries of Public Listed Companies (*Listed On The Bursa Malaysia Securities Berhad)	Office Held & Date Appointed	Shares Held	
			Direct	Indirect

LIST OF OTHER DIRECTORSHIPS / MEMBERSHIPS HELD IN PUBLIC AND PRIVATE COMPANIES INCLUDING DISCLOSURE OF INTEREST IN SHARES / DEBENTURES HELD DIRECTLY / INDIRECTLY IN THE COMPANIES

No	Other Directorships of Public Company	Office Held & Date Appointed	Shares Held	
			Direct	Indirect

LIST OF OTHER DIRECTORSHIPS / MEMBERSHIPS HELD IN PUBLIC AND PRIVATE COMPANIES INCLUDING DISCLOSURE OF INTEREST IN SHARES / DEBENTURES HELD DIRECTLY / INDIRECTLY IN THE COMPANIES

No.	Other Directorships / Partnerships of Private Limited Company / Partnership / Limited Liability Partnership	Office Held & Date Appointed	Shares Held	
			Direct	Indirect

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