



MITRAJAYA HOLDINGS BERHAD
Registration No. 199301013519 (268257-T)

FIT AND PROPER POLICY

1.0 INTRODUCTION

MITRAJAYA HOLDINGS BERHAD (“MHB” or “Company”) is committed to applying the Practice 5.5 of the Malaysian Code on Corporate Governance 2021 where the appointment of Directors of the Company and its subsidiary companies as well as Senior Management (collectively referred to as “Key Responsible Persons”) are to be based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender. Directors appointed should be able to devote the required time to serve the board effectively. The Board shall consider the existing board positions held by a director, including on boards of its subsidiary companies. Any appointment that may cast doubt on the integrity and governance of the Company or its subsidiary companies should be avoided.

Individuals acting as “Key Responsible Persons” are required to possess the competence, character, diligence, honesty, integrity and judgement to perform properly the duties of that position, in tandem with good corporate governance practices. Accordingly, the Company must prudently manage the risk to its business or financial standing that persons acting in Key Responsible Person positions are fit and proper.

The purpose of the Fit and Proper Policy for Key Responsible Persons (the “Policy”), is to set out the Company’s approach to the assessment of the fitness and propriety of persons who hold, or who are to be appointed or elected to, a Key Responsible Person position.

2.0 DEFINITIONS

The following definitions shall apply throughout this Policy unless the context requires otherwise:

“Board”	:	Board of Directors of the Company
“Company”	:	MITRAJAYA HOLDINGS BERHAD
“Directors”	:	Directors of the Company and its subsidiary companies
“MHB Group” or “Group”	:	MITRAJAYA HOLDINGS BERHAD and its subsidiary companies
“Key Responsible Persons”	:	key persons that are accountable or responsible for the management and oversight of MHB Group. These comprise: (i) directors of MHB Group; (ii) chief executive officers (CEO) of MHB including CEO or Managing Director (MD) of subsidiary companies; (iii) any person performing a senior management function who has primary or significant responsibility for the management and performance of significant business activities of MHB Group; and (iv) any person who has primary or significant responsibility for key control functions.
“NC”	:	Nomination Committee

3.0 RESPONSIBILITY

3.1 The Board's Commitment and Responsibility

In the application of this Policy, the Board and NC are primarily responsible for ensuring that all Key Responsible Persons fulfil fit and proper requirements and for conducting assessments of the fitness and propriety of directors and the CEO as well as CEO/MD of subsidiary companies. For other Key Responsible Persons, decisions on appointments and assessments of fit and proper may be made by the CEO or a designated committee under the delegated authority of the Board and NC.

The Board is committed to ensuring that each person who holds a Key Responsible Person position has the appropriate skill and experience commensurate with the role that they hold, and will make all final determinations on the fitness and propriety of responsible persons.

3.2 Nomination Committee ("NC") Responsibility

The NC is responsible for the assessment of existing directors or candidates for nomination or appointment as a director or senior management of the Company, and making recommendations to the Board on these matters.

4.0 FIT AND PROPER CRITERIA

For the purpose of establishing whether a person is fit and proper to hold a Key Responsible Person position, the Company shall have regard to the person's:

- (i) Probity, personal integrity and reputation - person must have the personal qualities such as honesty, integrity, diligence, independence of mind and fairness.
- (ii) Competence and capability - person must have the necessary skills, experience, ability and commitment to carry out the role.
- (iii) Financial integrity - person must manage his debts or financial affairs prudently.
- (iv) Time and commitment – person must have the time and commitment to attend to the Group's business.

These qualities are demonstrated over time and demand a disciplined and on-going commitment to high ethical standards. The Company will also look into past behaviour as insight into a person's future conduct. In the Company's assessment of a person's probity, reputation and integrity, the Company shall place emphasis on factors that are necessary and relevant to assess whether a person can hold a position of leadership in the Group.

The assessment of the above criteria shall have regard to the considerations set out below in paragraph 4.1 to 4.4 of this Policy.

4.1 Probity, Personal Integrity and Reputation

In assessing a person's level of probity, integrity and reputation to hold a position of a Key Responsible Person, the NC of MHB should consider matters including, but not limited to the following:

Character and integrity	
(i) Probity	<ul style="list-style-type: none"> • 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
(ii) Personal Integrity	<ul style="list-style-type: none"> • 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 on personal integrity • 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) Reputation	<ul style="list-style-type: none"> • 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

4.2 Competence and capability

In assessing a person's competency and capability to hold a position of a Key Responsible Person, the NC of MHB should consider matters including, but not limited to the following:

Experience and competence	
(i) Qualifications, training and skills	<ul style="list-style-type: none"> • 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 on the workings of a corporation • possesses general management skills as well as 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
(ii) Relevant experience and expertise	<ul style="list-style-type: none"> • possesses relevant experience and expertise with due consideration given to past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.
(iii) Relevant past performance or track record	<ul style="list-style-type: none"> • 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

4.3 Financial Integrity

Financial integrity is demonstrated by a person who manages his own financial affairs properly and prudently.

In assessing a person's financial integrity, the NC must consider all relevant factors, including but not limited to the following:

- (i) whether the person has been and will be able to fulfil his financial obligations, whether in Malaysia or elsewhere, as and when they fall due; and
- (ii) whether the person has been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.

The fact that a person may be of limited financial means does not in itself, affect the person's ability to satisfy the financial integrity criteria.

4.4 Time and commitment

In assessing the time and commitment which a Key Responsible Person can allocate to the MHB Group, the NC of MHB should consider matters including, but not limited to the following:

Time Management and commitment	
(i) Ability to discharge role having regard to other commitments	<ul style="list-style-type: none">• able to devote time as a board member, having factored other outside obligations including concurrent board positions held by the director across listed issuers and non-listed entities (including not-for-profit organisations).
(ii) Participation and contribution in the board or track record	<ul style="list-style-type: none">• demonstrates willingness to participate actively in board activities• demonstrates 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 ability to articulate views independently, objectively and constructively• exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others

5.0 PROCESS FOR ASSESSING FITNESS AND PROPRIETY

5.1. Before appointment

Assessment of a person's fitness and propriety must be made before a person is appointed to a Key Responsible Person position. Where a person is considered not fit and proper for a Key Responsible Person position, MHB or the Group must ensure that person is not appointed to that position.

5.2. Attestations and Verification

A person nominated for Key Responsible Person position must provide the Fit and Proper Attestation in Appendix A.

5.3. Annual Declaration

On an annual basis, each Key Responsible Person will be required to declare that he or she remains a fit and proper person. Where an existing Key Responsible Person no longer satisfies the fit and proper requirements, MHB or the Group must take all steps to remove that person from the responsible person position. A Key Responsible Person must be removed from office immediately he or she becomes disqualified from managing corporations under Section 198 of the Companies Act 2016.

6.0 IMPLEMENTATION, REVISION AND UPDATES

This Policy is to be reviewed by the Board on an annual basis or as required. Any intervening changes or addition will be by way of circular.

This Policy was adopted on 13th April 2022.

FIT AND PROPER ATTESTATION

APPENDIX A

I attest that I have never:

1. failed to discharge my responsibilities as a director or manager of, or a professional service provider to, a body corporate, statutory body, partnership, trust, or commercial or professional enterprise of any kind (entity) with diligence, honesty, integrity or judgement;
2. been the subject of criticism, discipline, punishment, adverse findings, directions or orders, by a court, tribunal, official inquiry, regulatory agency, complaints handling body, dispute resolution body, or professional or industry body concerning my conduct in relation to the management of an entity; or commercial or professional activities;
3. been the subject of civil or criminal proceedings, or enforcement action, in relation to the management of an entity; or commercial or professional activities;
4. been expelled or excluded from, or refused admission to, a professional or industry body, or a clearing house or exchange;
5. been involved with the affairs of an entity that was expelled or excluded from, or refused admission to, a professional or industry body, or a clearing house or exchange;
6. been refused a licence or authorisation relating to a commercial or professional activity, or had such a licence or authorisation revoked;
7. been involved with the affairs of an entity that was refused a licence or authorisation relating to a commercial or professional activity, or had such a licence or authorisation revoked;
8. had my appointment terminated, or resigned or been asked to resign, from a position as director or manager of, or professional service provider to, an entity in circumstances which reflected adversely on my competence, character, diligence, honesty, integrity or judgement in discharging my responsibilities in the position;
9. seriously or persistently failed to manage my debts or financial affairs in accordance with contractual or other legal obligations in circumstances where such failure caused loss to others;
10. been, or acted as, a director or manager of, or professional advisor to, an entity that:
 - 10.1. was, or later came to be, insolvent;
 - 10.2. was, or later came to be, under insolvency administration;
 - 10.3. was, or later came to be, under statutory or judicial management; or
 - 10.4. failed to repay, or otherwise failed to meet its financial obligations to, creditors or beneficiaries;
 - 10.5. and engaged in unreasonable or unlawful conduct that caused or contributed to the insolvency, placement under insolvency administration or statutory or judicial management, or failure to repay or otherwise meet obligations to creditors or beneficiaries;
11. contravened any regulatory requirement or professional standard relating to the management of an entity; or commercial or professional activities;
12. been unreasonably or improperly obstructive of, or misleading or untruthful in dealing with, a court, tribunal, official inquiry, regulator, complaints handling body, dispute resolution body, or professional or industry body; OR
13. breached a fiduciary obligation or other legal or professional obligation involving trust or conflict of interest or perpetrated or participated in negligent, deceitful or otherwise discreditable business or professional practices.

I consent to each of Elders and its controlled entities collecting and using sensitive information about me to fulfil its obligations to assess and monitor my fitness and propriety as a responsible person, as required under the Fit and Proper Policy.

Name : _____

Signature : _____

Date :

FIT AND PROPER ATTESTATION (continuation)

I have the following qualifications to make in relation to my attestation above:

Comments

[Directors and Candidates for Director Only]

I have considered my other commitments and have determined that I have sufficient time available to me to fulfil my responsibilities to MHB Group.

My existing commitments and approximate time required to fulfil these commitments are: