



## **DIRECTORS' FIT AND PROPER POLICY**

### **1.0 PURPOSE AND SCOPE OF APPLICATION**

The Policy sets out Puncak Niaga Holdings Berhad's Directors' Fit and Proper Policy ("the Policy") in relation to the appointment and re-election of the Directors of Puncak Niaga Holdings Berhad and its Group ("Puncak Niaga Holdings Berhad Group") to ensure that the Directors of Puncak Niaga Holdings Berhad ("the Company") and its Group possess the requisite criteria and qualities to effectively discharge their duties as Directors of Puncak Niaga Holdings Berhad Group as prescribed in paragraph 2.20A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements.

The Policy shall be read in conjunction with the Board Charter and the Board Diversity Policy of the Company.

### **2.0 POLICY STATEMENT**

Puncak Niaga Holdings Berhad is unreservedly committed to upholding the principles of good corporate governance and ensuring that the Directors of Puncak Niaga Holdings Berhad Group are individuals with the requisite qualities, competence and integrity to discharge their fiduciary duties and responsibilities as Directors of Puncak Niaga Holdings Berhad Group.

### **3.0 FIT AND PROPER CRITERIA**

The Board and the Nomination Committee of the Company shall be responsible for conducting the assessments on the fitness and propriety of the Directors of the Company and its Group on a continuing basis, including the appointment and re-election of Directors of its Group on an annual basis by ensuring that these individuals who are either a Board candidate or Director have demonstrated and met the following fit and proper criteria relating to:-

#### **3.1 Character, Personal Integrity and Reputation**

Possesses personal qualities such as honesty, integrity, diligence, independence of mind and fairness and display an ongoing disciplined commitment to high ethical standards:

- Is not or has been the subject of any proceedings of a disciplinary or criminal nature or any investigation which might lead to such proceedings by the regulatory authorities or any court of law in Malaysia or elsewhere.



- Is not in contravention or convicted by a court of law of any written laws relating to dishonesty, bribery, fraud, corruption or malpractice in Malaysia or elsewhere where the conviction involved a finding that the Board candidate or Director had been personally found to have committed such acts.
- Is not in contravention of any requirements or standards of any regulatory body or professional body regulating the profession of the Board candidate or Director.
- Is not engaged or associated with any business practices which are deceitful, oppressive or other improper conduct which may discredit the Board candidate's or Director's personal professional conduct, honesty or integrity.
- Is not an individual who was a director or had held a position of responsibility in the management of a company that has gone into receivership, insolvency or involuntary liquidation or convicted by a court of law whether in Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a corporation
- Is an individual with financial integrity who manages his or her own personal debts and personal financial affairs prudently and has not been the subject of a judgment debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.
- Is an individual of good reputation in the professional, financial, business community and industry.

### **3.2 Experience and Competence**

- Possesses the requisite qualifications, skills, ability to carry out the duties and responsibilities as Directors and have the appropriate knowledge, understanding and experience of the conduct of the business, as well as the laws, customs and values that governs the activities of Puncak Niaga Holdings Berhad Group.
- Possesses general management skills, financial literacy as well as understanding of good corporate governance, enterprise risk management and sustainability issues.
- Attends continuous training and professional development to keep abreast with the latest developments, best practises and knowledge in the industry, regulatory framework, global trends.
- Possesses the relevant skills, experience, professionalism and industry knowledge to meet the Company's strategic objectives and the demands of the evolving landscape of the business segments of Puncak Niaga Holdings Berhad Group.



### 3.3 Time and Commitment

- Devotes the time and commitment to fully discharge the duties and responsibilities as a Director of Puncak Niaga Holdings Berhad Group effectively after taking into consideration other external directorships or positions held or other commitments which are not within Puncak Niaga Holdings Berhad Group, if any.
- Participates actively in the Board's activities.
- Objectively discharges duties and responsibilities at all times in the best interests of Puncak Niaga Holdings Berhad Group and keeps abreast of the responsibilities as a Director of Puncak Niaga Holdings Berhad Group and of the conduct, business activities and developments of the Company and its Group.
- Is committed to achieving the highest level of ethical business conduct and promotes a good corporate governance culture which reinforces ethical, prudent and professional behaviour within the Company and its Group.

Date: 1 June 2022