

DIRECTORS' FIT AND PROPER POLICY

1. **Overview**

This Directors' Fit and Proper Policy ("Policy") sets out the fit and proper criteria for appointment to the Board of Directors ("Board") of Titijaya Land Berhad ("the Company") and its subsidiaries and its approach to diversity on the Board.

The objective of the Policy is to guide the Nomination Committee ("NC") and the Board in their review and assessment of potential candidates for appointment as Directors as well as Directors who are seeking for re-election in the Company with the objectives of ensuring that membership of the Board fulfils the requisite fit and proper criteria and includes a diverse mixture of skills, professional and industry backgrounds, business experience and expertise, gender, ethnicity and age for effective functioning.

2. **Fit and Proper Criteria**

The considerations underpinning the "fit and proper" criteria of Directors include but not limited to the following:-

2.1 Character and Integrity

(a) Probity

- (i) Complies with professional standards, legal obligations and regulatory requirements.
- (ii) has not been misleading, obstructive or untruthful in dealings with any regulatory body or a court.
- (iii) has not been disqualified or reprimanded or removed by a professional or regulatory body in relation to matters in respect to the person's integrity, honesty or business conduct.

(b) Financial Integrity

- (i) manages financial affairs or personal debts satisfactorily.
- (ii) demonstrates ability to fulfil personal financial obligations as and when they fall due.
- (iii) has not been subjected to a judgment debt which is still unsatisfied.

(c) Personal integrity, honesty and ethical behaviour

- (i) has not participated or perpetrated in any business practices which are improper, deceitful, oppressive or which otherwise reflect discredit on his professional conduct.
- (ii) service contracts entered into the capacity of Director or management have not been terminated in the past due to concerns on personal integrity.
- (iii) has no concurrent interest or responsibilities which would impair the ability to discharge duties and responsibilities or otherwise contribute to a conflict of interest situation as Director of the Company and/or its subsidiaries.
- (iv) has not abused other positions previously held in a manner that contravenes principles of professional ethics and good governance.

2. **Fit and Proper Criteria (continued)**

2.1 Character and Integrity (continued)

(d) Reputation

- (i) is of good repute in the business and financial community.
- (ii) has not been the subject of criminal or civil proceedings or enforcement action, in governing or managing an entity for the past 10 years.
- (iii) has not been reprimanded by the Bursa Malaysia Securities Berhad, Securities Commission Malaysia, Bank Negara Malaysia, Suruhanjaya Syarikat Malaysia or any other regulatory authorities both local or abroad.
- (iv) has not been significantly involved in the management of a company or business which has failed, where that failure has been caused in part by deficiencies in that management.

2.2 Experience, Competence and Capability

(a) Qualifications, training and skills

- (i) possesses education qualification that is relevant to the skill set that the Director is expected to contribute to the Board.
- (ii) has a considerable understanding on the workings and business of a corporation.
- (iii) possesses general management skills as well as understanding of corporate governance best practices and sustainability (i.e. Environment, Social and Governance) issues.
- (iv) financial literacy, especially able to read and understand financial statements.
- (v) keeps knowledge current based on continuous professional development.
- (vi) possesses leadership capabilities and a high level of emotional intelligence.

(b) Relevant experience and expertise

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

(c) Relevant past performance or track

- (i) had careers occupying a top management position in a comparable organisation and was accountable for driving or leading the organisation's governance, business performance or operations.
- (ii) possesses commendable past performance records as gathered from the results of the board effectiveness evaluation.

2. **Fit and Proper Criteria (continued)**

2.3 Time and Commitment

(a) Ability to discharge role having regard to other commitments

Able to devote time as Board member, having factored other outside obligations including concurrent Board positions held by the Director across listed issuers and non-listed entities.

(b) Participant and contribution in the Board or track record

(i) demonstrates willingness and active participation in Board activities.

(ii) demonstrates willingness to devote time and effort to understand the businesses and exemplify readiness to participate in events outside the boardroom.

(iii) manifests passion in the vocation of a Director.

(iv) exhibits ability to articulate views objectively, constructively and independently.

(v) exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

3. **Evaluation of a candidate for directorship or re-election of retiring director**

3.1 The candidate will be evaluated by the NC for new appointment as Director based on the fit and proper criteria as spelt out in 2. above before recommending to the Board for approval.

3.2 Access and conduct engagement sessions with the potential candidates based on the required criteria. For the assessment on new appointments, the candidates are required to complete the Prospective Directors Information as set out in Appendix A.

3.3 For re-election of retiring Directors, the Directors will be evaluated based on the Board Evaluation Form. The NC has the power not to recommend to the Board the re-election of retiring Directors who do not meet the policy requirements.

3.4 The information gathered from the assessments shall be for the NC's strict use for the purpose of the assessment and not for public disclosure.

3.5 The Human Resource Department of the Company shall maintain the record of the fit and proper assessment for the covered persons.

4. **Review**

4.1 The NC is responsible for regular reviews of the Policy and making any recommended changes as and when it deems fit. The Policy shall be aligned to any legal or regulatory changes and the best practices under the Malaysian Code on Corporate Governance.

4.2 The changes to the terms of the Policy shall be subject to the approval of the Board.

Appendix A
Prospective Directors Information

Part A: Personal Details

1.	Full Name	
2.	NRIC / Passport No.	
3.	Nationality	
4.	Permanent Address	
5.	Contact details	
6.	Email Address	

Part B: Education Background and Work Experience

(Please use separate paper if required)

No.	Questions	Answer
1.	Academic Qualification (List all chronologically from the latest qualification)	
2.	Work Experience (List all chronologically from the latest experience to the last)	
3.	Core areas of expertise	

Part C: Directorship

(Please use separate paper if required)

No.	Questions	Answer
1.	List of Current Directorship in Public companies and listed issuer	
2.	List of Past Directorship in Public companies and listed issuer	

Part D: Declaration

No.	Questions	Yes	No
1.	Do you or any family members have any relationship with the Directors / Top Management / Major Shareholders of Titijaya Land Berhad which could materially pose a conflict of interest or interfere with your judgment when acting as a director which is disadvantageous to the Company?		
		If yes, please state details:	
2.	Do you have any equity interest, both direct and indirect in Titijaya Land Berhad?		
		If yes, please state details:	
3.	Have you ever been convicted by a court of laws, whether within Malaysia or elsewhere, of any commercial and criminal offences or have been involved in any impending disciplinary or criminal proceedings or of any investigations, which might lead to such proceedings within the past 10 years?		
		If yes, please state details:	

No.	Questions	Yes	No
4.	Have you currently and/or the company where you are a director been notified of any impending disciplinary or criminal proceedings or of any investigations, which might lead to such proceedings?		
		If yes, please state details:	
5.	Have you and/or the company where you are a director contravened any provision made by or under any written law such as the Main Market Listing Requirements, Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001, the Malaysian Anti-Corruption Commission Act 2009, the Companies Act 2016, the Capital Markets and Services Act 2007 and any other applicable laws?		
		If yes, please state details:	
6	Have you and/or the company where you are currently a director been reprimanded by the regulators namely, Bursa Malaysia Securities Berhad, Securities Commission Malaysia and Suruhanjaya Syarikat Malaysia?		
		If yes, please state details:	
7.	Are you currently a bankrupt?		
		If yes, please state details and steps taken to discharge yourself from the liability:	
8.	Do you hold a post in any political party?		
		If yes, please state details:	

Part E: Others

No.	Questions	Answer
1.	Are you able to commit and devote time as needed to discharge the duties and responsibilities as a Director of Titijaya Land Berhad?	

I, (NRIC/Passport No:.....)
 hereby declare that the above responses are true and correct, as to the best of my knowledge. I further
 authorise the Company to conduct a background check, if necessary, which may consist of prior employment
 verification, professional reference checks, education confirmation and/or criminal record and credit checks for
 the purpose of my appointment as a Director of Titijaya Land Berhad.

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 Signature

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 Name:

Date: