

Ge-Shen Corporation Berhad

Board's Fit and Proper Policy

(Extracted from the Board Charter)

Board's Fit and Proper Policy

(Extracted from the Board Charter)

- 1.1 All members of the Board are required to have the necessary qualities, competencies and experience that allows them to perform their duties and carry out the responsibilities required of the position in the most effective manner.
- 1.2 The fit and proper assessment on any person identified to be appointed as a Director or to continue holding the position as a Director within the Company shall be conducted prior to the initial appointment or proposed re-election/re-appointment as a Director. The fit and proper assessment on a Director may also be conducted whenever the Company becomes aware of information that may materially compromise a Directors' fitness and propriety.

The Board, in conducting the above fit and proper assessment, shall be guided by the Board's Fit and Proper Policy as described in Paragraphs 1.3, 1.4 and 1.5 below.

- 1.3 Firstly, any person to be appointed as a Director or to continue holding the position as a Director within the Company must not be disqualified or deemed to be disqualified or vacated his office pursuant to:
 - a. becomes disqualified from being a Director under Sections 198 or 199 of the Companies Act;
 - b. ceases to be or is prohibited from being a Director by virtue of the Companies Act or any other laws
 - c. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001
 - d. dies
 - e. resign his office by notice in writing to the Company and deposited at the registered office
 - f. is removed from his office as Director by ordinary resolution of the Company in a meeting of shareholders of which special notice has been given in accordance with Section 206 (3) of the Companies Act

In assessing a person's fitness and propriety, the Board shall consider all relevant factors based on the following overarching criteria:

- a. Character and Integrity;
 - b. Experience and Competence; and
 - c. Time and Commitment.
- 1.4 The Board shall determine the specific factors for its consideration in a fit and proper assessment, having regard to the circumstances and requirements relevant to the Company. Amongst the key factors that underpin the above overarching criteria are as outlined below, which would be assessed by the Board taking into account their relative importance.

a. Character and Integrity

i.	Probity	<ul style="list-style-type: none"> • He is compliant with the legal obligations, regulatory
ii.	Personal Integrity	<ul style="list-style-type: none"> • He 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; • His service contract (i.e. in the capacity of management or as a director) had not been terminated in the past due to concerns on his personal integrity; • He has not abused other positions (that he has held) in a manner that contravenes the principles of good governance;
iii.	Financial integrity	<ul style="list-style-type: none"> • He manages personal debts or financial affairs satisfactorily; • He demonstrates the ability to fulfil personal financial obligations as and when they fall due;
iv.	Reputation	<ul style="list-style-type: none"> • He is of good repute in the financial and business community; • He has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years; • He 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;

b. Experience and competence

i.	Qualifications, training and skills	<ul style="list-style-type: none"> • He possesses education qualification that is relevant to the skill set that such director is earmarked to bring or to bear onto the boardroom (i.e.: a match to the Board skill set matrix); • He has a considerable understanding on the workings of a corporation; • He possesses general management skills as well as understanding of corporate governance, and appreciation of sustainability issues;
----	-------------------------------------	--

		<ul style="list-style-type: none"> • He keeps knowledge current based on continuous professional development; • He possesses leadership capabilities and a high level of emotional intelligence.
ii.	Relevant experience and expertise	<ul style="list-style-type: none"> • He 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"> • He had a career of occupying a high-level position in a relevant organization, and was accountable for driving or leading the organisation's governance, business performance or operations; • He possesses commendable past performance record as gathered from the results of the Board Effectiveness Evaluation.

c. Time and commitment

i.	Ability to discharge role having regard to other commitments	<ul style="list-style-type: none"> • He is 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"> • He demonstrates willingness to participate actively in Board activities; • He demonstrates willingness to devote time and effort to understand the business and exemplifies readiness to participate in events outside the Boardroom; • He manifests passion in the vocation of a director; • He exhibits ability to articulate view independently, objectively and constructively; • He exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

- 1.5 A person who has been identified for appointment as a Director or for re-appointment/re-election as a Director within the Company shall be required to make the fit and proper declaration in the form as set out in Appendix 1.

[The remaining of this page is intentionally left blank]

Appendix 1

BOARD OF DIRECTORS' DECLARATION OF FIT AND PROPER

Name :

NRIC/ Passport No :

Do hereby solemnly affirm and declare the following:

No.	Criteria	True	False
Probity, Personal Integrity and Reputation			
1.	I have not been the subject of any proceedings of a disciplinary or criminal nature, or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;		
2.	I have not contravened any provision made by or under any written law designed to protect members of the public against financial loss due to dishonesty, incompetence or malpractice;		
3.	I have not contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;		
4.	I or any business in which I have a controlling interest or exercise significant influence, have not been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;		
5.	I have not been engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on my professional conduct;		
6.	I have not been dismissed, asked to resign or have resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions on my honesty and integrity;		
7.	I have not been associated, in ownership or management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a licence to conduct any trade, business or profession, or has had that registration, authorisation, membership or licence revoked, withdrawn or terminated;		
8.	I have not held a position of responsibility in the management of a business that has gone into receivership, insolvency, or involuntary liquidation while I was connected with that business;		
9.	I have not been a director of, or have been directly concerned in the management of, any corporation which is being or has been wound up by a court or other authority competent to do so within or outside Malaysia, or of any licensed institution, the licence of which has been revoked under any written law;		

No.	Criteria	True	False
10.	In the past, I have not acted unfairly or dishonestly in my dealings with my customers, employer, auditors and regulatory authorities;		
11.	I have not at any time shown a strong objection or lack of willingness to cooperate with regulatory authorities and failure to comply with legal, regulatory and professional requirements and standards, including compliance with tax requirements and obligations;		
12.	I have not contributed significantly to the failure of an organisation or a business unit;		
13.	I have not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices; and		
14.	I am free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of my judgement when acting in the capacity of a Director of the Company which would be disadvantageous to the Company's interest.		
Financial Integrity			
15.	I am and will be able to fulfil my financial obligations, whether in Malaysia or elsewhere, as and when they fall due;		
16.	To my knowledge, I have not been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.		
17.	I have not made arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction.		

* Where you have not ticked 'TRUE', please explain and/or provide the relevant documents

Explanation for items not ticked 'TRUE'	
No.	Explanation

Signature :

Date :