



DIRECTORS' FIT AND PROPER POLICY

SUMISAUJANA GROUP BERHAD
COMPANY NO: 202101023259 (1423559-T)

12 FEBRUARY 2025

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1.0 INTRODUCTION

SumiSaujana Group Berhad (the “Company”) is obliged to formulate a fit and proper policy for the appointment, re-appointment and/or re-election of Directors of the Company and its subsidiaries (“SumiSaujana” or the “Group”) pursuant to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“AMLR”).

The Directors’ Fit and Proper Policy (“Policy”) sets out the approach, guidelines and procedures to ensure a formal, rigorous and transparent process is being adhered for the appointment, re-appointment and/or re-election of the Directors of the Group.

2.0 SCOPE

This Policy serves as a guide:

- i) to ensure all Directors of the Group have the necessary character, experience, integrity, competence and time to effectively discharge their role as Directors of the Group; and
- ii) to the Nomination Committee and Remuneration of the Company (“NRC”), the Board of Directors (“Board”) and Management of the Group in conducting the necessary assessment on candidates prior to the appointment of any candidate as a Director of the Group, or on existing Directors of the Group seeking for re-appointment and/or re-election.

3.0 FIT AND PROPER CRITERIA

In assessing the candidates identified to be appointed as Directors of the Group (“Candidate(s)”) and/or any existing Directors of the Group seeking for re-appointment and/or re-election (“Existing Director(s)”), the NRC and/or the Management will take into consideration the following criteria:

3.1 Character and Integrity

3.1.1 Probity

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

3.1.2 Personal integrity

- An individual 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/her professional conduct.

- An individual's service contract (i.e. in the capacity of Management or Director) had not been terminated in the past due to concerns on personal integrity.
- An individual 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.

3.1.3 Financial integrity

- An individual manages personal debts or financial affairs satisfactorily.
- An individual demonstrates ability to fulfil personal financial obligations as and when they fall due, either in Malaysia or elsewhere.

3.1.4 Reputation

- An individual is of good repute in the financial and/or business community.
- An individual has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years, either in Malaysia or elsewhere.
- An individual has not been substantially involved in the management of a business or company which has failed (including a GN3 or PN17 company), where that failure has been occasioned in part by deficiencies in that management.

3.2 **Experience and Competence**

3.2.1 Qualification, training and skills

- An individual 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's skill set matrix).
- An individual has a considerable understanding on the workings of a corporation.
- An individual possesses general management skills as well as understanding of corporate governance and sustainability issues.
- An individual keeps knowledge current based on continuous professional development.
- An individual possesses management and leadership capabilities and a high level of emotional intelligence.

3.2.2 Relevant experience and expertise

- An individual 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.

3.2.3 Relevant past performance or track record

- An individual 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.
- An individual possesses commendable past performance record as gathered from the results of the Board Effectiveness Evaluation or based on the financial and non-financial performance of the corporation where the person identified for appointment as a director was involved.

3.3 **Time and Commitment****3.3.1 Ability to discharge role having regard to other commitments**

- An individual is able to devote sufficient time as a Board member, having factored other external obligations including concurrent board positions held by the Director across listed companies and/or non-listed companies (including not-for-profit organisations).

3.3.2 Participation and contribution in the Board or track record (applicable for re-election of existing directors only)

- An individual demonstrates willingness to participate actively in Board activities.
- An individual demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom.
- An individual manifests passion in the vocation of a Director.
- An individual exhibits ability to articulate views independently, objectively and constructively.
- An individual exhibits open-mindedness to the views of others and ability to make considered judgment after hearing the views of others.

4.0 **FIT AND PROPER ASSESSMENT AND PROCEDURES**

4.1 The fit and proper assessment on any Candidates or on any Existing Directors shall be conducted before recommending to the Board for consideration and approval.

4.2 The assessment should take into consideration the suitability of Candidates against considerations such as competencies, commitment, contribution and performance, including the current composition of Board and Board committees (where applicable), mix of skills and experiences of Directors whilst taking into account the current and future needs of the Group, boardroom diversity (including gender diversity) and other soft attributes required as

Directors. The assessment should be exercised objectively in the best interests of the Group.

- 4.3 The evaluation will be based on the fit and proper criteria set out in Clause 3 above. The criteria shall be assessed individually, as well as collectively, taking into account their relative importance. Failure to meet one criterion on its own does not necessarily mean failure to meet the fit and proper criteria.
- 4.4 Pre-requisites of Candidates before assessment, evaluation and approval by the NRC and/or the Board of the respective companies:

a) For appointment at the Company level

To complete and provide the following information:

- Fit and Proper Self-Declaration Form (Appendix 1) or such other form as determined by the NRC from time to time.
- Latest resume.
- List of directorships (all companies including private, public and listed companies as well as not-for-profit organisations).
- Any documents or information as may be required from time to time by the NRC.

b) For an appointment at the subsidiaries level

i) In the event the Candidate **IS** an employee of the Group

To complete or possess the following:

- Fit and Proper Self-Declaration Form (Appendix 1) or such other form as determined by the Board of the respective subsidiaries from time to time.
- Execution of the Group's Code of Conduct and Business Ethics.
- Commendable track record from the results of the annual performance evaluation.

ii) In the event the Candidate **IS NOT** an employee of the Group

To complete and provide the following information:

- Fit and Proper Self-Declaration Form (Appendix 1) or such other form as determined by the Board of the respective subsidiaries from time to time.
- Latest resume.
- List of directorships (all companies including private, public and listed companies as well as not-for-profit organisations).

- Any documents or information as may be required from time to time by the Board of the respective subsidiaries.

4.5 Re-appointment/Re-election of Director

Pre-requisites of Existing Directors before assessment, evaluation and approval by the NRC and/or the Board of the respective subsidiaries:

a) For re-appointment/ re-election at the Company level

To complete the annual assessment and evaluation conducted by the NRC with satisfactory performance.

b) For re-appointment/ re-election at the subsidiaries level

i) In the event the Existing Director **IS** an employee of the Group

- to possess a commendable track record from the results of the annual performance evaluation.

ii) In the event the existing Director **IS NOT** an employee of the Group

- to complete the Director's Self-Performance Evaluation Form (Appendix 2) or such other form as determined by the Board of the respective subsidiaries from time to time.

4.6 Interaction with the Candidates and/or Existing Directors may be held if needed before the NRC and/or the Board approves the appointment of the new Director or recommends the re-appointment/re-election of the Existing Director.

4.7 All Candidates and/or Existing Directors are required to provide information that is true, accurate, and complete for submission to the NRC and/or the Board.

4.8 The NRC and/or the Board will make its decision based on the provision of information as outlined within this Policy.

4.9 The NRC and the Board will take all reasonable steps to ensure compliance with Personal Data Protection Act in collecting and using the information as part of the assessment process. The information gathered from the assessments shall be strictly for use of the NRC and the Board for the purpose of the assessment and not for public disclosure.

5.0 REVIEW

The NRC will review and/or update this Policy at least once every three (3) years and/or when there are change(s) to the AMLR, Malaysian Code on Corporate Governance ("MCCG") and/or any other applicable laws and regulations enforced at the time being to ensure that it continues to remain relevant, appropriate and consistent with the Group's practices, AMLR, MCCG or any other applicable regulatory requirements. Any revisions to this Policy as recommended by the NRC will be submitted to the Board of the Company for consideration and approval.

This Policy was reviewed, approved and adopted by the Board on 12 February 2025.

APPENDIX 1: FIT AND PROPER SELF-DECLARATION FORM

NAME OF COMPANY: _____

PART A: PERSONAL DETAILS

1	Full Name	
2	Date of Birth	
3	NRIC No. / Passport No.	
4	Citizenship	
5	Permanent Residential Address	
6	Correspondence Address (if different from above)	
7	Telephone No.	
8	Email Address	

Spouse Details

1	Full Name	
2	Date of Birth	
3	NRIC No. / Passport No.	
4	Citizenship	
5	Permanent Residential Address	
6	Correspondence Address (if different from above)	
7	Telephone No.	
8	Email Address	

PART B: EDUCATION BACKGROUND AND WORK EXPERIENCE

No.	Questions	Answer
1	Educational Qualification (List all chronologically from the latest qualification)	
2	Work Experience (List all chronologically from the latest experience to the last) (Please use separate paper if required)	
3	What do you consider to be your core area(s) of expertise?	

PART C: DIRECTORSHIP

No.	Questions	Answer
1	List of Current and Past Directorship, including the company name, registration number, position/designation, years of service etc (Please use separate paper if required)	

PART D: DECLARATION

No.	Questions	Answer	
		Yes	No
1	Do you have any relationship with any Directors in the Company?		
		If yes, please state details:	
2	Do you have any interest, both direct and indirect in the Company?		
		If yes, please state details:	
3	Do you have any relatives currently working in the Company?		
		If yes, please state details:	
4	Have you ever committed of any commercial and criminal crimes including but not limited to traffic offences under the Laws of Malaysia?		
		If yes, please state details:	
5	Are you or have you ever been undischarged bankrupt?		
		If yes, please state details:	
6	Are there any bankruptcy proceedings being initiated against you presently?		
		If yes, please state details:	
7	Are 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:	
8	Have you or the Company where you are a Director contravened any provision made by or under any written law such as the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001, the Malaysian Anti-Corruption Commission Act 2009, the Companies Act 2016, Capital Markets and Services Act 2007 and any other applicable laws?		
		If yes, please state details:	
9	Have you or the Company where you are a Director been reprimanded by the regulators namely, Securities Commission Malaysia and Suruhjaya Syarikat Malaysia?		
		If yes, please state details:	

PART D: DECLARATION (CONT'D)

No.	Questions	Answer	
		Yes	No
10	Have you been involved in any business or relationship which could materially pose a conflict of interest or interfere with your judgment when acting as a Director which disadvantageous to the Company?		
11	Do you have any existing or past related party transaction(s) with the Group?		If yes, please provide the brief details of the transaction(s):
12	Do you hold a post in any political party?		If yes, please state details:

PART E: OTHERS

No.	Questions	Answer
1	What kind of time commitments do you have for your current activities?	
2	What would your expectations be for the time necessary for the Board of the Company?	

I, _____ (NRIC/ Passport No: _____) hereby declare that the above responses are true and correct, as to the best of my knowledge. I further authorize 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 the Company.

Signature:

Date:

APPENDIX 2: DIRECTOR'S SELF-PERFORMANCE EVALUATION FORM

NAME OF COMPANY: _____
NAME OF DIRECTOR: _____

PERFORMANCE EVALUATION FORM	
INDIVIDUAL DIRECTOR'S SELF EVALUATION FOR THE FINANCIAL YEAR ENDED	
DD/MM/YYYY	
<p>This evaluation form is to be completed by each Director on a confidential basis. This evaluation form provides rating from one (1) to five (5), with the indicators illustrated below:-</p> <p>Please Tick : √</p> <p><input type="checkbox"/> 1 = Weak <input type="checkbox"/> 2 = Need Improvement <input type="checkbox"/> 3 = Adequate <input type="checkbox"/> 4 = Consistently Good <input type="checkbox"/> 5 = Excellent</p>	

CONTENTS:

SECTION A: FIT AND PROPER
SECTION B: CALIBRE AND PERSONALITY
SECTION C: CONTRIBUTION AND PERFORMANCE

SECTION A: FIT AND PROPER

1	Has not been questioned of his/her honesty, integrity, professional conduct, or business ethics/practices, which are deceitful, oppressive or improper and investigated complaints lodged.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
2	Has shown a willingness to maintain effective internal control systems and risk management practices.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
3	Possess relevant qualifications, knowledge, experience and ability to understand the technical requirements, risks and management of the Company's business.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:

SECTION B: CALIBRE AND PERSONALITY

4	Acts in good faith and with integrity.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
5	Attends meetings well-prepared and adds value to board and/or committee meetings.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
6	Participates actively in board activities, work constructively with peers, the company secretary and senior management.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
7	Shares information or insights to matters presented with requisite knowledge and skills.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
8	Encourages feedback from board and encourages meetings to focus on the agenda.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
9	Understands individual roles and responsibilities and ensures contribution is contemporary with developments.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
10	Confronts conflicts and participates in finding a resolution.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:

SECTION C: CONTRIBUTION AND PERFORMANCE		
11	Probes management to ensure management has taken into consideration the varying opportunities and risks whilst developing plan.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
12	Probes management when there are red flags/ concerns which could, amongst others, indicate possible non-compliance with any regulatory requirements.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
13	Provides logical honest opinions on issues presented and is not afraid of expressing disagreement to matters during the meeting, if any.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
14	Prioritises context of issues to be in line with objectives.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
15	Provides realism and practical advice to board deliberations.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
16	Applies analytical and conceptual skills to the decision-making process.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
17	Communicates persuasively in a clear and non-confrontational manner	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
18	Facilitates objective-oriented decision-making process.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
19	Takes initiative to request for more information and assumptions.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
20	Defends own stand through constructive deliberations at board and/or committee meetings, where necessary.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:

SECTION C: CONTRIBUTION AND PERFORMANCE			
21	Focuses on accomplishing the objectives.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5	Comment:
22	Assesses and links short-term issues to the long-term strategy	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5	Comment:
23	Ensures performance of financial and human capital, keeping in mind the strategic plan when making investment decisions.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5	Comment:
Comments and Feedback If you wish, please include comments on any matters you believe are not adequately covered in the questions and any factors that may assist your performance in the areas of competencies, conformance and/or compliance and improve on your effectiveness.			