



## CS17 DIRECTORS' FIT AND PROPER POLICY

### 1. The Board

- 1.1 The Board of Directors ("**Board**") of Hextar Capital Berhad ("**HCB**" or "**Company**") has adopted a Fit and Proper Policy for the appointment and re-election of Directors ("**Policy**") of HCB and its subsidiaries (collectively "**HCB Group**").
- 1.2 This Policy will enhance the governance of HCB Group in relation to the Board's quality and integrity, as well as ensure that each of its Directors has the character, experience, integrity, competence, time and commitment to effectively discharge his role as a Director.
- 1.3 The Board shall ensure that the fit and proper criteria on the appointment and re-election of Directors of the Group set out in Paragraph 2 are applied on a continuing basis.
- 1.4 The Board and the Nominating and Remuneration Committee ("**NRC**") shall conduct the fit and proper assessment prior to the appointment of any candidate as a Director, or making recommendation for the re-election of an existing Director.

### 2. The Fit and Proper Criteria

- 2.1 The assessment procedures shall be in a form of due diligence taking into account the following fit and proper criteria conducted by the NRC and declarations by each individual candidate or Director that:

#### A. Character and Integrity

##### i) Probity

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

##### ii) Personal integrity

- 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 director) had not been terminated in the past due to concerns on personal integrity; and
- he 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) Financial integrity

- he manages personal debts or financial affairs satisfactorily and with good financial standing based on report from a credit rating agency; and
- he demonstrates ability to fulfil personal financial obligations as and when they fall due.



**iv) Reputation**

- 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; and
- he has not been substantially involved in the management of a business or Company which has failed (such as Guidance Note 3 or Practice Note 17 Company), where that failure has been occasioned in part by deficiencies in that management.

**B. Experience and Competence**

**i) Qualification, training and skills**

- he 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);
- he has a considerable understanding on the workings of a corporation;
- he possesses general management skills of at least 5 years as well as understanding of corporate governance and sustainability issues;
- he keeps knowledge current based on continuous professional development; and
- he possesses leadership capabilities and a high level of emotional intelligence.

**ii) Relevant experience and expertise**

- 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 experience or track record**

- he had a career of a senior management or high level position in a comparable organisation for at least five (5) years, and was accountable for driving or leading the organisation's governance, business performance or operations; and



- he 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.

### **C. Time and Commitment**

#### **i) Ability to discharge role having regard to other commitments**

- he is able to devote time as a Board member, having factored other outside obligations including existing board positions held by the Director in other listed issuers (in assessing his board attendance records) and non-listed entities (including not-for-profit organisations).

#### **ii) Participation and contribution in the Board or track record (Applicable for re-election of existing directors only)**

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

### **3. The Assessment and Procedures**

- 3.1 The NRC (with the assistance of the Company Secretary) will assess each Director standing for re-election/re-appointment as well as a candidate identified for a new appointment as Director of the Company based on the criteria set under Item 3.1 above before recommending to the Board for consideration and approval. The fit and proper assessment may also be conducted whenever the Company becomes aware of information that may materially compromise a Director's fitness and propriety.
- 3.2 The Declaration of Fit and Proper Form to be completed by a person who has been identified for appointment as a Director or for re-election/re-appointment as a Director is set out in Annexure 1 or in such other form as the NRC may determine from time to time.
- 3.3 Independent check and assessment of the candidate shall be based on publicly available information and forms part of the process in determining the suitability of the person who has been identified for appointment as a Director.

### **4. REVIEW OF THE POLICY**

- 4.1 This policy shall be reviewed every three (3) years, or as and when deemed necessary to ensure the Policy is updated with the relevant developments in the legislation and international standards.
- 4.2 Any changes to this policy shall be approved by the Board of Directors.