

CEKD BERHAD
[Registration Number: 201801023077 (1285096-M)]
(Incorporated in Malaysia)

Directors' Fits and Proper Policy

1. PURPOSE

- 1.1 This Policy set out the fit and proper criteria for the appointment and re-appointment of Directors on the Boards of CEKD Berhad and its subsidiaries.
- 1.2 To ensure that each of the Directors has the character, experience, integrity, competence and time to effectively discharge his/her role as a Director of CEKD Berhad and its subsidiaries.
- 1.3 Serve as a guide to the Nominating Committee ("NC"), Remuneration Committee ("RC") and the Board in the review and assessment of candidates that are to be appointed to the Board as well as Directors who are seeking election or re-election.

2. CRITERIA

2.1 The fit and proper criteria of a Director include but not limited to the following:

2.1.1 Character and Integrity

- (i) Probity
 - is compliant with legal obligations, regulatory requirements and professional standards
 - has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court
- (ii) Personal integrity
 - 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
 - service contract (i.e. in the capacity of management or Director) had not been terminated in the past due to concerns on personal integrity
 - 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
 - manages personal debts or financial affairs satisfactorily
 - demonstrates the ability to fulfill personal financial obligations as and when they fall due
- (iv) Reputation
 - is of good repute in the financial and business community
 - has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years
 - 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

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2.1.2 Experience and competence

- (i) Qualifications, training and skills
 - 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)
 - has a considerable understanding of the business and workings of a corporation
 - possesses general management skills as well as an understanding of corporate governance and sustainability issues
 - keeps knowledge current based on continuous professional development
 - possesses leadership capabilities and a high level of emotional intelligence
- (ii) Relevant experience and expertise
 - possesses relevant experience and expertise with due consideration given to the 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
 - 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
 - possesses commendable past performance record as gathered from the results of the board effectiveness evaluation

2.1.3 Time and commitment

- (i) Ability to discharge role having regard to other commitments
 - able to devote time as a board member, having factored in other outside obligations including concurrent board positions held by the Director across listed issuers and non-listed entities (including non-for-profit organisations)
- (ii) Participation and contribution to the board or track record
 - demonstrates a willingness to participate actively in board activities
 - demonstrates a willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom
 - manifests passion in the vocation of a Director
 - exhibits the ability to articulate views independently, objectively and constructively
 - exhibits open-mindedness to the views of others and the ability to make a considered judgment after hearing the views of others

3. REVIEW OF THE POLICY

- 3.1 The NC and RC shall recommend any change to the Policy as the NC and RC deems appropriate to the Board for approval. The terms of the Policy shall be assessed, reviewed and updated where necessary i.e. when there are changes to the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad or any other regulatory requirements.

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Directors' Declaration Form

I, _____

NRIC No: _____

residing at _____

do hereby solemnly affirm and declare the followings:-

		YES	NO
Probity, Personal Integrity and Reputation			
1.	I have not been convicted for any registrable offence under the Registration of Criminals and Undesirable Persons Act 1969 or such similar offences under any other jurisdiction		
2.	In civil cases, I have not admitted liability or been found liable by any court for fraud or dishonesty under any jurisdiction		
3.	To my knowledge, no financial penalty has been imposed upon me or any enforcement action taken against me by a professional or financial regulatory authority in any jurisdiction		
4.	I have not been refused the right to carry on any trade, business or profession for which a specific authorisation by any regulatory authority, professional body or government agency is required by law in any jurisdiction		
5.	I have not been dismissed, asked to resign or have resigned from employment or from holding office as a director of a company because of negligence, incompetence, fraud or mismanagement		
6.	I have not objected or been unwilling to cooperate with regulatory authorities resulting in a failure or potential failure to comply with legal, regulatory and professional requirements or standards		

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		YES	NO
Financial Integrity			
7.	I have met relevant solvency requirements imposed upon me		
8.	To my knowledge, I have not been subject to judgment debt that remains outstanding in any jurisdiction		
9.	I have not made arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction		

Explanation for items ticked 'NO'	
No.	Explanation

Documents submitted	
Curriculum vitae/profile (mandatory)	

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I make this declaration conscientiously believing the same to be true.

.....
(Signature of Key Responsible Person making the declaration)

Name :

NRIC No.:

Date :

in the presence of witness

.....
(Signature)

Name :

NRIC No.:

Date :

(Note :A husband shall not witness the signature of his wife or vice-versa)