



Since 1942

THONG GUAN INDUSTRIES BERHAD

199401038519(324203-k)

DIRECTORS' FIT AND PROPER POLICY

<u>Contents</u>	<u>Page</u>
1. OBJECTIVE	3
2. COMPLIANCE	3
3. CRITERIA	3
4. RESPONSIBILITIES OF THE BOARD AND NC	5
5. THE ASSESSMENT	5
6. NON-DISCLOSURE	6
7. REVIEW	6

1. OBJECTIVE

This Policy aims to guide the Company's Nomination Committee ("NC") and Board of Directors (the "Board") in their review and assessment of candidates who are to be appointed onto the Board as well as directors who are seeking for re-election in complying with the Main Market Listing Requirements.

- 1.1 This Policy set out the fit and proper criteria for the appointment and re-appointment of Directors on the Boards of Thong Guan Industries Berhad and its subsidiaries. ("TGIB" or "The Company")
- 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 Thong Guan Industries Berhad and/or its subsidiaries.
- 1.3 Serve as a guide to the Nomination Committee ("NC") and the Board in their review and assessment of candidates that are to be appointed onto the Board as well as Directors who are seeking for election or re-election.

2. COMPLIANCE

- 2.1 In formulating this policy, the Company is obliged to comply with the requirements contained in the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and other applicable rules and regulations to ensure compliance with the obligations imposed.

3. CRITERIA

In assessing if a candidate met the criteria under this Policy, the Board and NC should consider factors which includes but are not limited to the following:

(A) 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, or which otherwise reflect discredit on his professional conduct;

- service contract (i.e. in the capacity of top management) 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 ability to fulfil 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.

(B) 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;
- has a considerable understanding on the workings of a corporation;
- possesses general management skills as well as 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 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 organization, and was accountable for driving or leading the organization's governance, business performance or operations;
- 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
 - 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 non-profit organizations).

- (ii) Participation and contribution in the board or track record
 - demonstrates willingness to participate actively in board activities;
 - demonstrates 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 ability to articulate views independently, objectively and constructively;
 - exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

4. RESPONSIBILITIES OF THE BOARD AND NC

- 4.1 The Board and NC shall be directly responsible for conducting assessments on the fitness and propriety of directors and making decisions on their appointments.

- 4.2 Based on the high-level and baseline considerations outlined in Clause 3 above, the Board and NC may discuss and determine prescriptions and specifications based on its specific circumstances, needs and requirements including but not limited to minimum years of experience needed that a candidate must have for considered for an appointment to the Board.

5. THE ASSESSMENT

- 5.1 The fit and proper assessments on each director within the scope of this Policy shall be conducted by the Company both prior to initial appointments and at regular intervals or whenever the Company becomes aware of information that may materially compromise a director's fitness and propriety.

- 5.2 The Company will consider the factors set out in Clause 3 above in assessing a director's fitness and propriety. The factors shall be assessed individually, as well as collectively, taking into account their relative importance. Failure to meet one factor on its own does not necessarily mean failure to meet the fit and proper criteria.

- 5.3 The Company should exercise the assessment objectively in the best interests of the Company and the sound conduct of the Company's business.

- 5.4 In conducting the assessment, the considering factors includes but not limited to whether there have been material changes in the nature or scope of the responsibilities assumed by a director in which higher standards of competence or judgement are required discharging their duties associated with the said position.

6. NON-DISCLOSURE

The results of the assessments are part of the Company's internal documents and shall not be disclosed or provided to any other party unless required to be disclosed under any applicable law, order of a court of competent jurisdiction or under the requirement of a regulatory or governmental authority.

7. REVIEW

The NC shall recommend any change to the Policy as the NC deems appropriate to the Board for approval. The terms of the Policy shall be reviewed periodically by the Board and be revised at any time as it may deem necessary in accordance with the needs of the Company, the requirements or recommendations of Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad or any other applicable laws enforced at the time being.

Adopted by Board: 26 May 2022
