



DIRECTORS' FIT & PROPER POLICY

INTRODUCTION

Tambun Indah Land Berhad ("Tambun Indah" or "the Company") and its subsidiaries ("the Group") recognizes and embraces the benefits of having Directors who are fit and proper as an essential element in maintaining a competitive advantage. A diverse Board consists of directors of different age, gender, length of service and with different skills, experience, background and other relevant qualities considered essential for the effective governance of the Company.

The Board of Directors ("Board") of Tambun Indah has delegated to the Nominating Committee to review and assess new candidates as well as directors of the Company who are seeking re-elections/re-appointments at annual general meeting, and to recommend their appointments, re-elections/re-appointments to the Board.

The appointment of new directors and re-election/re-appointment of directors are based on merits and after due consideration of the collective skills needed to strengthen the overall board governance role.

PURPOSE

This Policy sets out the fit and proper criteria for the appointment and re-election/re-appointment of directors of Tambun Indah Land Berhad.

CRITERIA

The fit and proper criteria are as follows:

- 1) Character & Integrity
 - (i) Is not a Member of Parliament, State Assemblyman or holds a position at the Supreme Council, or politically active at division level in a political party
 - (ii) Is of good reputation in the corporate and business community
 - (iii) Has not been questioned, of his/her honesty, integrity, professional conduct or business ethics/practices which are deceitful, oppressive or improper and investigated on complaints lodged
 - (iv) Has not abuse his/her position in the Company or other corporations which he/she is a director to facilitate relations with business associates, suppliers or authorities for himself/herself that contravenes the principles of good governance and anti-bribery and corruptions act.



DIRECTORS' FIT & PROPER POLICY

- 2) Qualifications, Knowledge & Skills
 - (i) Possesses relevant education qualification
 - (ii) Possesses leadership capabilities and general management skills
 - (iii) Has considerable understanding of the Group's business and industry knowledge
 - (iv) Has considerable understanding of financial, corporate and sustainability governance
- 3) Experience & Expertise
 - (i) Possesses relevant experience and expertise
 - (ii) Possesses commendable past performance and track records
- 4) Time & Commitment
 - (i) Has the ability to devote time as Board member despite having concurrent obligations and Board positions held in other listed corporations, non-listed entities including non-profit organisations
 - (ii) Exhibits dynamic participation in Board activities and readiness to participate in events outside the Boardroom
- 5) Independence (Applicable for Independent Directors only)
 - (i) Has not been within the last 3 years, an officer and external auditors of the Company
 - (ii) Is not an executive director and/or major shareholder of the Company
 - (iii) Is not a family member of any executive director, officer or major shareholder of the Company
 - (iv) Is not acting as a nominee or representative of any executive director, officer or major shareholder of the Company.
 - (v) Has not personally provided professional advisory services to the Company or the Group within the last 3 years; or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of an entity which has provided professional advisory services to the Company or the Group within the last 3 years, and the consideration in aggregate is more than 5% of the gross revenue on a consolidated basis (where applicable) of the said Director or the Entity or RM1 million, whichever is the higher.
 - (vi) Has not engaged personally in transactions with the Company or the Group other than for Board service as an independent director within the last 3 years; or is not presently a partner, director, a major shareholder, as the case may be, of an entity other than subsidiaries of the Company which has engaged in transactions with the Company within the last 3 years, and the consideration in aggregate exceeds 5% of the gross revenue on a consolidated basis (where applicable) of the said Director or the Entity or RM1 million, whichever is the higher.



DIRECTORS' FIT & PROPER POLICY

- (vii) Has not served as an independent director for a cumulative term limit of more than 12 years from the date of first appointment or such other period as prescribed by Bursa Malaysia Securities Berhad.
 - (viii) Is not a public official or a person linked directly with the executive powers such as heads of state, heads of government and ministers.
- 6) Training
- (i) Has to complete the Mandatory Accreditation Programme ("MAP") within 4 months from the date of appointment and procure a certificate from the approved organizer to confirm his/her completion of the MAP
 - (ii) Exhibits willingness to continuously update current knowledge through trainings and professional development programmes or seminars

DIVERSITY

- (i) The Board maintains the pursuit of 30% women directors' representation in the Boardroom.
- (ii) The Board aspires to maintain having appropriate age and ethnic diversity in the Boardroom that is rich with experience, maturity and youthful exuberance.

REVIEW

This Policy shall be reviewed periodically by the Board and is subject to amendments at any time by the Group.

Document Revision History

REV	DATE
0	26/5/2022