



LAGENDA
PROPERTIES

DIRECTORS' FIT AND PROPER POLICY

1. Overview

- 1.1 The Directors' Fit and Proper Policy ('The Policy') sets out the approach for the appointment and re-appointment of Directors on the Board of Lagenda Properties Berhad ('Lagenda' or 'The Company') and its subsidiaries.

2. Purpose

- 2.1 The Policy serves to guide the Nomination Committee ("NC") and the Board in their review and assessment of candidates to be appointed to the Board and its subsidiaries as well as Directors who are seeking for re-election.

3. Fit and Proper Criteria

- 3.1 For the purpose of establishing whether a person is fit and proper to hold directorship in Lagenda and its subsidiaries, the Company shall have regard to the person's:

- a) Character and integrity
- b) Experience and competence
- c) Time and commitment

3.1.1 Character and integrity

- (i) Probity
 - a. He is in compliant with the required legal obligations, regulatory requirements and professional standards, necessary for him to hold an office with the Company
 - b. He has not been obstructive, misleading, misrepresented himself or have been untruthful in dealings with regulatory bodies or in the court of law
- (ii) Personal integrity
 - a. He has not perpetrated or participated in any business practices which are deceitful, oppressive and improper (whether unlawful or not), or which otherwise reflect and discredited his professional conduct
 - b. 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
 - c. 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
 - a. He manages personal debts or financial affairs satisfactorily
 - b. He demonstrates ability to fulfil personal financial obligations as and when they fall due



- (iv) Reputation
 - a. He is of good repute in the financial and business community
 - b. He has not been the subject of any civil enforcement or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years
 - c. He 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 and/or financially

3.1.2 Experience and competence

- (i) Qualifications, training and skills
 - a. He has the appropriate qualification, training, skills, practical experience and commitment to effectively fulfil the role and responsibilities of the position, and the qualification explained are genuine
 - b. He has a considerable understanding on the business and workings of a corporation
 - c. He possesses general management skills as well as understanding of corporate governance and sustainability issues
 - d. He keeps current knowledge based on continuous professional development
 - e. He possesses leadership capabilities and a high level of emotional intelligence
- (ii) Relevant experience and expertise
 - a. 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 performance or track record
 - a. He 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
 - b. He possesses commendable performance record as gathered from the results of the board effectiveness evaluation

3.1.3 Time and commitment

- (i) Ability to discharge role having regard to other commitments
 - a. He is able to devote time as a board member, having factored other outside obligations including concurrent board positions held by the director across listed companies and non-listed companies (including not-for-profit organizations)
- (ii) Participation and contribution in the board or track record
 - a. He demonstrates willingness to participate actively in board activities



- b. He demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom
- c. He manifests passion in the vocation of a director
- d. He exhibits ability to articulate views independently, objectively and constructively
- e. He exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others

4. Review of the Policy

- 4.1 The NC shall recommend any change to the Policy as the NC deems appropriate to the Board for approval. The Policy shall be assessed, reviewed and updated where necessary to align to best practices and regulatory changes.

This policy is approved by the Board of Directors on 27 June 2022.

