



L&P Global Berhad

(Formerly known as Berjayapak International Holdings Sdn. Bhd.)
Registration No. 202101028085 (1428385-M)
(Incorporated in Malaysia)

FIT & PROPER POLICY



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Fit & Proper Policy

Rev:000

Revision History

Version No.	Description	Prepared by:	Reviewed By:	Approved By:	Effective Date
000	Approval of Policy	Ow CK	Executive Directors	Board of Directors	20/12/22

INTRODUCTION

L&P Global Berhad (“**L&P**” or “**the Company**”) has adopted the Directors’ Fit and Proper Policy to ensure a formal, stringent and transparent process for the appointment and re-election of Directors and key senior management of the Company and its subsidiaries (“**L&P Group**” or “**the Group**”).

In formulating this policy, the Company is obliged to comply with the requirements contained in the Ace Market Listing Requirements (“**ACE LR**”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the Malaysian Code on Corporate Governance as at 28 April 2021 (“**MCCG**”). Reference was also made to the guidance provided in Bursa Securities’ Corporate Governance Guide (4th Edition).

The new Rule 15.01A of the ACE LR provides that a listed issuer must have a fit and proper policy for the appointment and re-election of Directors of the listed issuer and its subsidiaries, ensure the policy addresses board quality and integrity and will aid the listed issuer to comply with Rule 2.20A of the ACE LR, and to make available the policy on its website.

Rule 2.20A of the ACE LR provides that every listed corporation must ensure that each of its Directors, Chief Executive or Chief Financial Officer has the character, experience, integrity, competence and time to effectively discharge his role as a Director, Chief Executive or Chief Financial Officer of the listed corporation.

OBJECTIVES

This Policy aims to guide the Company’s Nomination Committee (“**NC**”) and Board of Directors (“**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 new Rule 15.01A of ACE LR.

The general criteria that form the overarching criteria in relation to the Policy are outlined below:

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

The Board is committed to ensuring that the Directors of the Company has the appropriate skill and experience commensurate with the role that they hold, and will make all final determinations on the fitness and propriety of as the Director of the Company.

1. RESPONSIBILITY

1.1 The Board’s Commitment and Responsibility

In the application of this Guideline, the Board and NC are primarily responsible for ensuring that all Directors fulfil fit and proper requirements and for conducting assessments of the fitness and propriety of all Executives and Non-Executive Directors.

The Board is committed to ensuring that each person who holds a Director position has the appropriate skill and experience commensurate with the role that they hold and will make all final determinations on the fitness and propriety of Director.

1.2 NC Responsibility

The NC (with the assistance of the Company Secretary where appropriate) is responsible for conducting the assessment of existing Directors or candidates for nomination or appointment as a Director of the Company, and making recommendations to the Board on these matters. Based on the high-level and baseline considerations outlined in Rule 4 below.

The NC and Board may discuss and determine prescriptions and specifications based on its specific circumstances, needs and requirements, such as specification on the minimum years of experience needed that a candidate must have as a director to be considered for an appointment to the board. These considerations should be periodically assessed and reviewed by the Board and NC to ensure their relevance and alignment with organisation needs and structure.

2. SCOPE AND APPLICATION

2.1 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 (whether unlawful or not), or which otherwise reflect discredit on his or her 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 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 (i.e. a match to the board skill set matrix);
- 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 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 (applicable for re-election and re-appointment of Directors).

- 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 not-for-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.

3. ASSESSMENT OF FITNESS AND PROPRIETY OF DIRECTORS

- 3.1 The fit and proper assessments on each Director within the scope of this Policy, including current Directors, who are incumbents for election or appointment as a Director shall be conducted by the NC both prior to initial appointments and at regular intervals of at least annually or whenever the Company becomes aware of information that may materially compromise a Director's fitness and propriety.
- 3.2 The Company will consider the criteria set out in Clause 4 above in assessing a Director's fitness and propriety before recommending to the Board for approval. The factors shall be assessed individually, as well as collectively, considering their relative importance. Failure to meet one factor on its own does not necessarily mean failure to meet the fit and proper criteria. The Company will consider the specific circumstances surrounding a Director's failure to meet specific factors, such as the lapse of time since the occurrence of events, other contributing factors and the significance of the event from the perspective of potential risks posed to the Company.
- 3.3 The Company should exercise the assessment objectively in the best interests of the Company and the sound conduct of the Company's business. In conducting the assessment, the Company should consider 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 to properly perform the duties associated with the said position.

4. REPORTING PROCEDURES

4.1 The Company shall disclose in its annual report, a statement about the activities of the NC in the discharge of its duties for the financial year which includes the application of the Policy in the nomination and election of its Directors, how the requirements set out in Rule 2.20A of the **ACE LR** are met and contain the following information:

- (a) the policy on board composition having regard to the mix of skills,
- (b) independence and diversity (including gender diversity) required to meet the need of the listed issuer;
- (c) the board nomination and election process of Directors; and
- (d) the assessment undertaken by the NC in respect of the performance of its Board, committees and individual Directors together with the criteria used for such assessment.

REVIEW AND AMENDMENT TO THE POLICY

This Policy shall be reviewed periodically by the NC or upon changes to the relevant rules or regulations, whichever is earlier and make the appropriate recommendation to the Board on any proposed amendments to the Policy it may deem necessary in accordance with the needs of the Company, the ACE LR and/or any other applicable laws enforced at the time being. The NC should promptly communicate the new changes or amendments of the criteria to the Board and individual Directors.

This Policy was adopted by the Board of Directors on 20 December 2022.