



TH PLANTATIONS BERHAD
(197201001069 (12696-M))

DIRECTORS' FIT AND PROPER POLICY

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1. **PURPOSE**

This Fit and Proper Policy ("the Policy") is designed to:

- Establish a set of formal and transparent fit and proper criteria for appointment and re-election of Directors to the Board of Directors of TH Plantations Berhad ("THP") and its subsidiaries ("THP Group").
- Serve as a guide to the Nomination & Remuneration Committee ("NRC") and the Board in their review and assessment of:
 - i. Any candidates to be appointed as a new Director to the Board; and
 - ii. Any existing Director who is seeking for re-election.

in complying with the new paragraph 15.01A of the Main Market Listing Requirements of Bursa Securities Malaysia Berhad ("MMLR").

2. **FIT AND PROPER CRITERIA**

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

2.1 **CHARACTER AND INTEGRITY**

i. **Probity**

- He is compliant with legal obligations, regulatory requirements and professional standards.
- He has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law.

ii. **Personal Integrity**

- He has not perpetrated or participated in any business practices which are deceitful, oppressive, improper (whether unlawful or not) of which otherwise reflect discredit on his or her professional conduct.
- The past service of the Director (i.e. in the capacity of management or Director) had not been terminated due to concerns on personal integrity.



- He has not abused other positions that he has held or is holding in a manner that contravenes the principles of good governance.

iii. Financial Integrity

- He manages personal debts or financial affairs satisfactorily.
- Demonstrates ability to fulfil personal obligations as and when they fall due.
- He has not been declared a bankrupt or any bankruptcy proceedings has been filed against him.

iv. Reputation

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

2.2 EXPERIENCE AND COMPETENCE

i. Qualifications, Training and Skills

- He possesses education qualification that is relevant to the skill set that the Director is earmarked to bring into the boardroom.
- He has a considerable understanding on the business and workings of the THP Group.
- He possesses general management skills as well as understanding of corporate governance and sustainability issues.



- He keeps himself updated by attending continuous professional development trainings.
- He possesses leadership capabilities and a high level of emotional intelligence.

ii. Relevant Experience and Expertise

- 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.

2.3 TIME AND COMMITMENT

i. Ability to Discharge Role Having Regard to Other Commitments

- He is able to devote time as a Board member, having factored other outside obligations including concurrent Board positions held by the Director across public listed companies or non-listed companies (including non-profit organisation).

ii. Participation and Contribution in the Board or Track Record

- He demonstrates willingness to participate actively in Board activities.
- He demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom.
- He manifests passion in the vocation of a Director.
- He exhibits ability to articulate views independently, objectively and constructively.
- He exhibits open mindedness to the views of others and ability to make considered judgement after hearing the views of others.



iii. Independence (Applicable to appointment and re-election of Independent Director).

- He meets the criteria of an Independent Director as specified in item 1.1 of Practice Note 13 of the MMLR.

3. **ASSESSMENT AND EVALUATION**

- 3.1 The NRC will assess each person and/or Director for a new appointment or re-election of Directors based on the criteria set under item 2 above before recommending to the Board for approval. The Board Evaluation Form is set out in **Annexure 1**.
- 3.2 For the appointment of new director, the candidate is required to complete the Information Data as set out in **Annexure 2**.
- 3.3 For the appointment of Independent Director, the candidate is required to complete the Independent Directors' Checklist as set out in **Annexure 3**.
- 3.4 Failure to meet any one of the terms of this Policy does not necessarily mean failure to meet the fit and proper criteria. The NRC and the Board should consider the circumstances surrounding a candidate's failure to meet specific factors, including the lapse of time since the occurrence of events, other contributing factors and the potential risks posed to the THP Group.
- 3.5 The assessment process by the NRC will involve a good measure of judgement, which should be exercised objectively and in the best interests of the THP Group.
- 3.6 The results of the assessment are part of the Company's internal documents and shall not be disclosed or provided to any third party.

4. **REVIEW OF THE POLICY**

This Policy is subject to regular review by the NRC and the Board and will be amended and updated where necessary in accordance with the needs of the THP Group, the MMLR and/or any other applicable laws enforced for the time being.

NOTE: All annexures to this Policy are for internal purposes only and shall not be disclosed on the Company's Website.