



**POLYMER LINK HOLDINGS BERHAD**

Registration No. 201301011960 (1041798-A)  
(Incorporated in Malaysia under the Companies Act 1965  
and deemed registered under the Companies Act 2016)

**DIRECTOR'S FIT AND PROPER  
POLICY**

Director's Fit and Proper Policy			
Board's Approval Date	Effective Date	Revision Date	Version Number
14/02/2025	14/02/2025	-	-

Version	Date	Summary of Changes

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## **1. Background**

- 1.1 The Board of Directors of the Company (“the Board”) has adopted a **fit and proper policy** for the appointment and re-election of Directors (“Policy”) of the Company and its subsidiaries (“Group”).
- 1.2 This Policy will enhance the governance of the Company in relation to the Board’s quality and integrity, as well as ensure that each of its Director has the character, experience, integrity, competence, time and commitment to effectively discharge his role as a Director.
- 1.3 The Board shall ensure that the fit and proper criteria on the appointment and re-election of Directors of the Group set out in Paragraph 2 are complied with on a continuing basis. The said criteria are not meant to be exhaustive and decisive and the Nominating Committee reserves the discretion to nominate any person it deems appropriate.
- 1.4 The Board and the Nominating Committee shall conduct the fit and proper assessment prior to the appointment of any candidate as a Director and making recommendation for the re-election of an existing Director and to provide justification thereof.

## **2. The Fit and Proper Criteria**

The assessment procedures shall be in a form of due diligence taking into account the following fit and proper criteria conducted by the Nominating Committee and declarations by each individual candidate or Director that:

### **A. Character and Integrity**

#### **i) Probity**

- he is compliant with legal obligations, regulatory requirements and professional standards, where applicable; and
- he has not been obstructive, misleading or untruthful in dealings with any 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), or which otherwise reflect discredit on his professional conduct;
- his service contract (i.e. in the capacity of management or as a director) had not been terminated in the past due to concerns on personal integrity; and
- 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**

- he manages personal debts or financial affairs satisfactorily and with good financial standing based on report from a credit rating agency; and
- he demonstrates the ability to fulfil personal financial obligations as and when they fall due.

**iv) Reputation**

- he is of good repute in the financial and business community;
- he has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past ten (10) years; and
- he has not been substantially involved in the management of a business or company which has failed (including a Guidance Note 3 or Practice Note 17 company under the Listing Requirements), where that failure has been occasioned in part by deficiencies in that management.

**B. Experience and Competence**

**i) Qualification, training and skills**

- he possesses the requisite qualification that is relevant to the skill set that the Director is earmarked to bring or to bear onto the boardroom;
- he has a considerable understanding on the workings of a corporation;
- he possesses the relevant experience with due consideration given to past length of service as well as understanding of corporate governance and sustainability issues;

- he is well informed on current developments based on continuous professional development; and
- 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.

**iii) Relevant past experience or track record**

- he has at least served in a senior management role or higher in a comparable organisation for at least 5 years, and was accountable for driving or leading the organisation's governance, business performance or operations; and
- he possesses commendable past performance record as gathered from the results of the board effectiveness evaluation or based on the financial and non-financial performance of the previous corporation where he served.

**C. 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 existing board positions held by the Director in other listed issuers (taking into consideration his board attendance records) and non-listed entities (including not-for-profit organisations).

**ii) Participation and contribution in the Board or track record (*applicable for re-election of exiting directors only*)**

- he manifests passion in the vocation of a Director and demonstrates willingness to actively participate 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 exhibits the ability to articulate views independently, objectively and constructively; and
- he exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

### 3. **Policy Review and Revision**

This Policy will be reviewed periodically by the Company, updated and approved by its Board as and when necessary to ensure that it remains current and relevant in addressing any ethical issues that may arise within the Group and to be aligned to any legal or regulatory changes and the best practice under the Malaysian Code on Corporate Governance. The provisions of this Policy can be amended and supplemented from time to time by a resolution of the Board.

This **Policy** was adopted by the Board of Directors on [●date] and is made available on the Company's website, [●[www.polymerlink.net](http://www.polymerlink.net)]

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