



REGISTRATION NO.: 199401005913 (291592-U)

DIRECTORS' FIT AND PROPER POLICY

As at 26 May 2022

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REVISION HISTORY LOG

Version No.	Section	Details of Amendments	Date of Approval by the Board
1	All	Documents published	26 May 2022

GLOSSARY

Term	Description
"Bursa Securities"	Bursa Malaysia Securities Berhad
"MMLR"	Main Market Listing Requirements
"Policy"	Directors' Fit & Proper Policy
"TaWin Group"/ "the Group"	Ta Win Holdings Berhad and its subsidiaries, collectively

1. INTRODUCTION

Ta Win Group has adopted the Policy to serve as a guidance and to provide a systematic, rigorous and transparent procedure for the appointment of directors and key senior management as well as re-election of directors of the Group to carry out their duties and responsibilities with full competence, character, diligence, integrity and judgement related to the key roles they are appointed to.

Ta Win Group is obliged to comply with the MMLR of the Bursa Securities and other applicable rules and regulations. This Policy is to be read together with the Terms of Reference for Nomination Committee.

2. OBJECTIVES

The primary objective of the Policy is to assist the Members of Nomination Committee in reviewing and evaluating candidates for appointment to the directors and key senior management, as well as directors seeking re-election and recommendation to the board for approval. This Policy is designed to set the Group's approach to the assessment of the fitness and properness of candidates that are to be appointed onto the board as well as directors who are seeking for re-election and to promote greater transparency on the criteria for board appointments.

3. FIT AND PROPER CRITERIA

For the purpose of establishing whether a person is fit and proper to hold a position, the Company has set a general criteria that may form the overarching criteria in relation to the Policy are outlined as below:-

3.1 Character and integrity

- (i) Probity
 - Fulfilled all legal duties, regulatory restrictions and professional standards;
 - Has not been obstructive, misleading, or untruthful in encounters with regulatory organisations or a court; and
 - Has not been reprimanded, disqualified, or removed from a professional or regulatory organisation for matters relating to the person's honesty, integrity, or business conduct.
- (ii) Personal Integrity
 - Has not engaged in any commercial activities that are deceptive, oppressive, improper (whether illegal or not), or otherwise reflect poorly on his professional conduct service contract (i.e., in the capacity of management or director);
 - Had never been terminated due to matters relating to personal integrity; and
 - Has not misused other positions (such as political appointments) to establish good ties between the corporation and the Government of Malaysia which in a way violates good governance norms.
- (iii) Financial Integrity
 - Good management in personal debts or finances;
 - Demonstrates good ability to meet personal financial responsibilities in a timely manner; and
 - Had not been the subject of an unpaid judgement debt, in whole or in part, whether in Malaysia or elsewhere.

- (iv) Reputation
 - Is of good repute in the finance and commercial sectors; and
 - Has not played a significant role in the management of a failing corporation or company, where the collapse was caused in part by management flaws.

3.2 Experience and competence

- (i) Qualifications, training and skills
 - Has the necessary qualifications, training, skills, practical experience, and dedication to effectively fulfil the position's roles and duties;
 - Has a thorough understanding on business operation;
 - Has broad managerial experience as well as a grasp of corporate governance and sustainability subjects;
 - Maintains current and up-to-date knowledge through ongoing professional growth; and
 - Has high level of emotional intelligence and leadership ability.
- (ii) Relevant experiences and expertise
 - Has relevant experiences and competence, taking into account previous length of service, nature and size of business, responsibilities held, number of subordinates involved, reporting lines and delegated authority.
- (iii) Relevant past performances or track record
 - 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; and
 - Based on the results of the board effectiveness evaluation, the Group has a commendable historical performance record.

3.3 Time and commitment

- (i) Ability to discharge role having regard to other commitments
 - Able to dedicate time as a board member after taking into account other duties such as concurrent board positions held by the director across listed and non-listed firms (including not-for-profit organizations).
- (ii) Participation and contribution in the board or track record
 - Shows a willingness to actively participate in board activities;
 - Demonstrates a desire to invest time and effort into understanding about the businesses and to engage in events outside of the boardroom;
 - Shows enthusiasm for the role of director;
 - Demonstrates the ability to express opinions constructively, independently and objectively; and
 - Exhibits an open mind to other people's opinions and the ability to make informed decisions upon hearing them.

4. RESPONSIBILITY

4.1 The Board's Commitment and Responsibility

In the application of this Policy, the board and Nomination Committee are primarily responsible to ensure that all directors fulfil the fit and proper criteria and for conducting assessments of the fitness and properness of candidates to be appointed onto the board and directors who are seeking for re-election. For some other key senior management personnel i.e. subsidiaries or associates key senior management, decisions on appointments and assessments of fitness and properness may be made by the Managing Director or designated personnel under the delegated authority of the board and Nomination Committee.

The board is committed to ensure that each person who holds a director position has the appropriate skills and experience in line with the role that they hold, and will make all final determinations on the fitness and properness of the person.

4.2 Nomination Committee Responsibility

The Nomination Committee is responsible for the assessment of existing Directors seeking re-election or candidates for nomination or appointment as a Director of the Group, and making recommendations to the board on these matters.

5. ASSESMENT OF FITNESS AND PROPRIETY OF DIRECTORS

- (a) Prior to submitting to the board for approval, the Nomination Committee will review candidates for new appointments as Directors based on the fit and proper criteria set out in Clause 3 in assessing a person's fitness and properness.
- (b) 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 in order for the said director to perform and discharge his duties associated with the said position in a proper manner.
- (c) Candidates must also execute a self-declaration of fitness and properness form, authorising the Company to conduct a background investigation, which may include past employment verification, professional reference checks, education confirmation and/or criminal record and credit checks, if necessary.
- (d) The assessment process will involve a good measure of judgement, which should be exercised objectively and in the best interests of Ta Win Group. The Group should consider that information relevant to such assessment may vary depending on the degree of an individual's influence and responsibilities in the affairs of the Group.

6. NON-DISCLOSURE OF SENSITIVE AND CONFIDENTIAL INFORMATION

While the Company should share the individualised considerations and expectations in this Policy, no confidential or sensitive information will be disclosed. The information acquired during the assessments will be used solely by the Nomination Committee and the board for the purposes of the assessment and will not be made public.

7. REVIEW

This Policy shall be reviewed periodically by the board and be revised at any times as it may deem necessary in accordance with the needs of the Company, the MMLR of Bursa Securities and/or any other applicable laws enforced at the time being.