

B E S H O M

BESHOM HOLDINGS BERHAD

(Registration No. 202101001114 (1401412-A))

**DIRECTORS'
FIT AND PROPER POLICY**

CONTENTS

	Page
DIRECTORS' FIT AND PROPER POLICY	
1. INTRODUCTION AND OBJECTIVE	1
2. SCOPE AND APPLICATION	1-3
3. RESPONSIBILITIES OF THE BOARD AND NOMINATING COMMITTEE ON ASSESSMENT OF FITNESS AND PROPRIETY OF DIRECTORS	3
4. REVIEW OF POLICY	4

1. INTRODUCTION AND OBJECTIVE

The Directors' Fit and Proper Policy ("Policy") is designed to establish a set of formal and transparent fit and proper criteria for appointment or re-election of directors of Beshom Holdings Berhad ("BESHOM" or "the Company") and its subsidiaries.

The Policy aims to ensure that each of the directors possesses the character, integrity, relevant range of skills, competence and capability, experience as well as time commitment that allows them to effectively discharge his/her role as a director of the Company and its subsidiaries.

This Policy serves as a guide to the Nominating Committee("NC") and the 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.

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

2. SCOPE AND APPLICATION

In assessing if a candidate meets the criteria under this Policy, the Board together with the NC shall consider factors which include but are not limited to the following:

A) Character and Integrity:

(i) Probity

- He/she is compliant with legal obligations, regulatory requirements and professional standards;
- He/she has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court.
- He/she is free in any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of his/her judgment when acting in the capacity of a director which would be disadvantage to the Company or the Group's interest.

(ii) Personal integrity

- He/she 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/her service contract (i.e. in the capacity of management or director) has not been terminated in the past due to concerns on personal integrity;
- He/she has not abused other positions that he/she has held) in a manner that contravenes the principles of good governance.

(iii) Financial integrity

- He/she manages personal debts or financial affairs satisfactorily;
- He/she demonstrates ability to fulfil personal financial obligations as and when they fall due.

(iv) Reputation

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

- He/she possesses education and qualification that is relevant to the skill set that the director is earmarked to bring onto the boardroom (i.e. a match to the board skill set matrix);
- He/she has a considerable understanding on the workings of a corporation;
- He/she possesses general management skills as well as understanding of corporate governance and sustainability issues;
- He/she keeps up with current knowledge based on continuous professional development;
- He/she possesses leadership capabilities and a high level of emotional intelligence.

(ii) Relevant experience and expertise

- He/she 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

- He/she 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;
- He/she possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

C) Time and commitment

(i) Ability to discharge role having regard to other commitments

- He/she is 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

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

3) RESPONSIBILITIES OF THE BOARD AND NC ON ASSESSMENT OF FITNESS AND PROPRIETY OF DIRECTORS

- 3.1 The Board and NC shall be responsible in the application of this Policy and for conducting assessments on the fitness and propriety of the candidates/directors and making decisions on their appointments or re-election. The fit and proper assessment may also be conducted whenever the Company becomes aware of information that may materially compromise a Director's fitness and propriety.
- 3.2 For appointments of new directors, the person shall be required to complete the Declaration form as set out in Appendix I.
- 3.3 The Fit and Proper assessment shall be performed on a yearly basis. The Directors of the Company shall complete the Declaration form together with the yearly Board Evaluation forms.
- 3.4 The Company should conduct the assessment objectively in the best interests of the Company. In conducting the assessment, the Company should also consider if 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 to properly perform the duties associated with the said position.
- 3.5 The results of the assessments are part of the Company's internal documents and shall not be disclosed or provided to any other party.

SUBSIDIARIES

For the directors of the subsidiary companies of the Company, the Board delegates the responsibility of assessment for fit and proper and decision on appointment and/or re-election of directors in the subsidiaries in Malaysia to the Group Managing Director and in the case of foreign subsidiaries, the appointment and/or re-election of directors are subject to the laws and regulations of the respective countries governing such appointment and/or re-election of directors.

4) REVIEW OF POLICY

This Policy shall be reviewed periodically by the NC and any changes shall be recommended at any time as it may deem necessary in accordance with the needs of the Company, the Malaysian Code on Corporate Governance, the Listing Requirements of Bursa Malaysia and/or any other applicable laws enforced at the time being.