

Public Packages Holdings Berhad

Registration no.:198701003743 (162413-K)

Directors' Fit and Proper Policy

OVERVIEW

The Directors' Fit and Proper Policy is to establish that the group have a structured, fair, and transparent process for appointing and re-electing directors. This policy will be reviewed on a yearly basis to ensure it remains effective and complies to regulations.

OBJECTIVE

The policy serves as a guideline for the Nomination Committee and the Board in their review and evaluation of applicants for appointment to the Board of Directors, as well as directors seeking re-appointment.

FIT AND PROPER CRITERIA

The fit and proper criteria of a director include but not limited to the following: -

- a) Character
- b) Competence
- c) Commitment

A. Character

i) **Personal Integrity**

- has not engaged in or perpetuated any business practices that are deceptive, oppressive, improper or otherwise reflect negatively on his 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;
- adheres to legal obligations, regulatory requirements, and professional standards; and
- has not been obstructive, misleading or untruthful in dealings with regulatory bodies.

ii) **Financial Integrity**

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

B. Competence

i) **Qualifications, Training and Skills**

- possesses the proper qualifications, training, skills, practical experience, and commitment to effectively carry out the duties and responsibilities of the position;
- has a considerable understanding on the workings of a corporation;
- possesses general managerial skills as well as a knowledge of corporate governance and sustainability challenges; and
- develops current knowledge through ongoing professional development.

ii) **Relevant Experience and Expertise**

- has relevant experience and expertise, taking into account previous length of service, nature and size of business and duties held; and
- possesses commendable proven record, as evidenced by the findings of the board effectiveness assessment.

C. Commitment

i) **Ability to Fulfil Role While Managing Other Responsibilities**

- able to dedicate time as a board member after taking into account other obligations such as concurrent board positions (including not-for-profit organizations).

ii) **Participation and Contribution to the Board of Directors**

- demonstrates a willingness to actively participate in board activities;
- demonstrates a willingness to invest time and effort in gaining knowledge about the businesses;
- demonstrates capacity to express opinions freely, objectively, and constructively; and
- demonstrates openness to the view of others.

REVIEW

The Policy is subjected to periodic review, reflecting changes in the regulations and best practices, and to update its relevance and effectiveness.