

# **BREM HOLDING BERHAD (“BREM”)**

## **DIRECTORS’ FIT AND PROPER POLICY**

### **1. POLICY OBJECTIVE**

The objective of the Directors’ Fit and Proper Policy (“Policy”) serves to guide the Nomination Committee and the Board of Directors of Brem Holding Berhad (“the Board”) in their review and assessment of potential candidate who are to be appointed as Directors as well as Directors who are seeking for re-election in Brem and its subsidiaries.

### **2. FIT AND PROPER CRITERIA**

The Fit and Proper criteria will be applicable at the time of appointment as a Director in assessing his fitness and propriety. The Board, through the Nomination Committee, shall consider all the relevant factors below:

#### **2.1 Character and Integrity**

##### **(a) Probity**

- i. is compliant with legal obligations, regulatory requirements and professional standards;
- ii. has not been obstructive, misleading or untruthful in dealings with regulatory bodies or authority or a court in the past 5 years.

##### **(b) Personal integrity**

- i. 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;
- ii. his service contract, whether in the capacity of management or director, had not been terminated in the past due to concerns on personal integrity;
- iii. has not abused other positions in a manner that contravenes the principles of good governance.

##### **(c) Financial integrity**

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

##### **(d) Reputation**

- i. is of good repute in the financial and business community;
- ii. has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years;
- iii. has not been the subject of any bankruptcy proceedings;

## 2.2 Experience and competence

### (a) Qualifications, training and skills

- i. possesses relevant educational qualification;
- ii. has a considerable understanding on the workings of a corporation;
- iii. possesses general management skills as well as understanding of good corporate governance best practices;
- iv. to keep knowledge current based on continuous professional development;
- v. possesses leadership capabilities

### (b) Relevant experience and expertise

- i. 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.

### (c) Relevant past performance or track record

- i. had a career of occupying a high level position in a comparable organisation;
- ii. possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

## 2.3 Time and commitment

### (a) Ability to discharge role having regard to other commitments

- i. able to devote time as a board member

### (b) Participation and contribution in the board or track record

- ii. demonstrates willingness to participate actively in board activities;
- iii. demonstrates willingness to devote time and effort to understand the businesses
- iv. exhibit open mindedness to the views of others and ability to make considered judgement after hearing the views of others.

## 3. REVIEW OF THIS POLICY

This Policy is approved and adopted by the Board. The Board shall periodically review the Policy to ensure the compliance of the applicable laws enforced.