

DIRECTORS' FIT AND PROPER POLICY

1. PURPOSE

The purpose of this Directors' Fit and Proper Policy ("Policy") is serve to guide the Nominating Committee ("NC") and the Board in their review and assessment of candidates that are to be appointed onto the board as well as directors who are seeking for re-election in Multi-Usage Holdings Berhad ("MUH" or "the Company") and/or its subsidiaries.

The appointment of new directors and re-election/re-appointment of directors are based on merits and after due consideration of the collective skills needed to strengthen the overall board governance role.

2. CRITERIA

The assessment on the fitness and propriety of the Covered Persons of the Company and/or its subsidiaries shall be benchmarked against the fit and proper criteria based on, as a minimum, the factors set out below.

2.1 Character and integrity

a) Probity

- is compliant with legal obligations, regulatory requirements and professional standards; and
- has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court.

b) Personal integrity

- 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/her professional conduct;
- has not had his/her service contract (i.e., in the capacity of Management or Director) had not been terminated in the past due to concerns on personal integrity; and
- has not abused other positions (i.e., political appointment) to facilitate government relations for the Company or its subsidiaries in a manner that contravenes the principles of good governance.

c) Financial integrity

- manages personal debts or financial affairs satisfactorily; and

- demonstrates ability to fulfil personal financial obligations as and when they fall due.

d) Reputation

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

2.2 Experience and competence

a) Qualifications, training and skills

- possesses education qualification that is relevant to the skillset that the Director is earmarked to bring to bear onto the boardroom (i.e., a match to the board skillset matrix vis-à-vis the needs of the Company or its subsidiaries);
- has a considerable understanding on the business and workings of a corporation;
- possesses general management skills as well as understanding of corporate governance and sustainability issues;
- keeps knowledge current based on continuous professional development; and
- possesses leadership capabilities and a high level of emotional intelligence.

b) Relevant experience and expertise

- 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

- had a career of occupying a high-level position in a comparable organisation, and was accountable for driving or leading the organisation's governance, business performance or operations; and
- possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

2.3 Time and commitment

- a) Ability to discharge the designated role, having regard to other commitments
 - able to devote time as a Board member, considering other outside obligations including concurrent board or other positions held by the Director across listed issuers and non-listed entities (including not-for-profit organisations).
- b) Participation and contribution in the Board or track record
 - demonstrates willingness to participate actively in Board activities;
 - demonstrates willingness to devote time and efforts to understand the businesses and exemplifies readiness to participate in events outside the boardroom;
 - manifests passion in the vocation of a Director;
 - exhibits ability to articulate views independently, objectively and constructively; and
 - exhibits open-mindedness to the views of others and ability to make considered judgment after hearing the views of others.

3. REVIEW

This Policy is approved by the Board of Directors of Multi-Usage Holdings Berhad on 28 Jun 2022. The NC shall review and amend this policy as necessary to determine its adequacy for current circumstances as well as applicable rules and regulations. All revisions or amendments to this Policy as recommended by the NC shall be submitted to the Board of MUH for consideration and approval.