



Topmix Berhad

(Incorporated in Malaysia)

Directors' Fit and Proper Policy

TM-CG-P19

Version 1.0

Table of Contents

1. Introduction	1
2. Purpose	1
3. Fit and Proper Criteria	1 - 2
4. Fit & Proper Assessment and Procedures	3 - 4
5. Review of this Policy	4
ANNEXURE 1	5 - 11

1. Introduction

Topmix Berhad (“the Company”) is obliged to formulate a fit and proper policy for the appointment, re-appointment and/or re-election of Directors of the Company and its subsidiaries (“the Group”) pursuant to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“AMLR”).

The Directors' Fit and Proper Policy (“Policy”) sets out the approach, guidelines, and procedures to ensure a formal, rigorous and transparent process is being adhered for the appointment, re-appointment and/or re-election of the Directors of the Group.

2. Purpose

This Policy serves as a guide:

1. to ensure all Directors of the Group have the necessary character, experience, integrity, competence and time to effectively discharge their role as Directors of the Group; and
2. to the Nominating Committee of the Company (“NC”), the Board of Directors (“the Board”) and Management of the Group in conducting the necessary assessment on candidates before appointment, or on existing Directors of the Group seeking for re-appointment and/or re-election.

3. Fit and Proper Criteria

In assessing the candidates identified to be appointed as Directors of the Group (“Candidates”) and/or any existing Directors of the Group seeking for re-appointment and/or re-election (“Existing Directors”), the NC and/or the Management will take into consideration the following criteria:

3.1 Character and integrity

3.1.1 Probity

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

3.1.2 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.
- Service contract (i.e. in the capacity of Management or Director) had not been terminated in the past due to concerns on personal integrity.
- Has not abused other positions (i.e. political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance.

3.1.3 Financial integrity

- Manages personal debts or financial affairs satisfactorily.
- Demonstrates ability to fulfil personal financial obligations as and when they fall due, either in Malaysia or elsewhere.

3.1.4 Reputation

- Is of good repute in the financial and/or 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, either in Malaysia or elsewhere.
- 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.

3.2 Experience and competence

3.2.1 Qualifications, training and skills

- Possesses an educational qualification that is relevant to the skill set that the Director is earmarked to bring to bear onto the boardroom (i.e. a match to the Board's skill set matrix).
- Has a considerable understanding of the 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.
- Possesses management and leadership capabilities and a high level of emotional intelligence.

3.2.2 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.

3.2.3 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 organization's governance, business performance or operations.
- Possesses commendable past performance record as gathered from the results of the Board Effectiveness Evaluation.

3.3 Time and commitment

3.3.1 Ability to discharge role having regard to other commitments

- Able to devote sufficient time as a Board member, having factored other external obligations including concurrent board positions held by the Director across listed companies and/or non-listed companies (including not-for-profit organizations).

3.3.2 Participation and contribution in the Board or track record

- Demonstrates willingness to participate actively in Board activities.
- Demonstrates willingness to devote time and effort to understand the business 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.
- Exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

4. Fit & Proper Assessment and Procedures

- 4.1 The fit and proper assessment on any Candidates or on any Existing Directors shall be conducted prior to recommending to the Board for consideration and approval.
- 4.2 The assessment should take into consideration the suitability of Candidates against considerations such as competencies, commitment, contribution, and performance, including the current composition of Board and Board committees (where applicable), mix of skills and experiences of Directors whilst taking into account the current and future needs of the Group, boardroom diversity (including gender diversity) and other soft attributes required as Directors. The assessment should be exercised objectively in the best interests of the Group.
- 4.3 The evaluation will be based on the fit and proper criteria set out in Clause 3 above. The criteria shall be assessed individually, as well as collectively, taking into account their relative importance. Failure to meet one criterion on its own does not necessarily mean failure to meet the fit and proper criteria.

4.4 New appointment of Director

Pre-requisites of candidates before assessment, evaluation and approval by the NC and/or the Board of the respective companies:

- a) To complete and provide the following information:
- Directors' Declaration Form as determined by the NC from time to time.
 - Updated resume.
 - List of directorships (all companies including private, public and listed companies as well as not-for-profit organisations).
 - Any documents or information as may be required from time to time by the NC.

4.5 Interaction with the Candidate and/or Existing Director may be held, if needed, before the NC and/or the Board approves the appointment of the new Director or recommends the re-appointment/re-election of the Existing Director.

4.6 All Candidates and/or Existing Directors are required to provide information that is true, accurate and complete for submission to the NC and/or the Board.

4.7 The Board will make its decision based on the provision of information as outlined within this Policy.

4.8 The Board will take all reasonable steps to ensure compliance with Personal Data Protection Act in collecting and using the information as part of the assessment process. The information gathered from the assessments shall be strictly for use of the NC and the Board for the purpose of the assessment and not for public disclosure.

5. Review of this Policy

The NC will review this Policy periodically to ensure that it continues to remain relevant, appropriate and consistent with the Group's practices, Malaysian Code on Corporate Governance, AMLR or any other applicable regulatory requirements. Any revisions to this Policy as recommended by the NC will be submitted to the Board of the Company for consideration and approval.

The Board adopted this policy on 26 June 2023.

ANNEXURE 1

Directors' Declaration Form

Form of Declaration to be obtained from Candidates being considered for appointment as Directors.

No.	Item	Response
Section A: Personal Details of Director		
1	Full Name (as per NRIC)	
2	Other name(s)/ former names (if any)	
3	NRIC No / Passport No	
4	Nationality	
5	Date of Birth	
6	Residential Address	
7	Telephone No	
8	Email Address	
Section B: Academic, Professional Qualification and Employment History		
1	<p>Please provide details of your academic qualifications and professional qualifications (including involvement in professional bodies, if any)</p> <p>Provide full details of the following:</p> <ul style="list-style-type: none"> (i) Name of Institution (ii) Place of Institution (iii) Full name of Qualification (iv) Year of Completion 	

No.	Item	Response
2	<p>Please provide details of your employment history</p> <p>Provide full details of the following:</p> <ul style="list-style-type: none">(i) Name of Employment Firm(ii) Principle Activities of the Employment Firm(iii) Designation(iv) Job Function and Responsibilities(v) Starting and Ending Date of Employment	
3	<p>Have you ever been dismissed, suspended, or asked to leave your employment during your working career?</p> <p>If yes, give full details of the name of such employers and the dates and reasons for the respective dismissal, suspension or termination.</p>	
4	<p>Please provide details of any restrictive covenants or other obligations by which you are still bound with any previous employment or engagement or other agreements or contracts entered into, including the nature and period of the said restrictive, covenants or obligations.</p>	

No.	Item	Response
Section C: Directorship		
1	Please provide details of directorship in other private/public companies, within and/or outside Malaysia presently and in the past, if any.	
Section D: Conflict of Interest		
1	Do you have any interest, both direct and indirect in Topmix and its subsidiaries?	
2	Do you have any relatives or extended family members ("Person Connected") holding directorship or shares in Topmix? If yes, please provide details of the following:	

No.	Item	Response
	<p>(i) Full name of the Person Connected</p> <p>(ii) Your relationship with the Person Connected</p> <p>(iii) If applicable, the number of shares and indirect shareholding of the Person Connected in Topmix.</p>	
3	<p>Do you have a Person Connected who is working in Topmix?</p> <p>If yes, please provide details of the following:</p> <p>(i) Full name of the Person Connected</p> <p>(ii) Your relationship with the Person Connected</p>	
4	<p>Do you or your Person Connected have businesses outside which are similar or may otherwise compete, or which may influence the performance of Topmix.</p> <p>If yes, please provide details of the following:</p> <p>(i) Names of such business/company</p> <p>(ii) Nature, principal activities and principal geographical markets of such company/business</p> <p>(iii) Your role or the role of your Person Connected in the said company/business</p>	

No.	Item	Response
	(iv) Percentage of the direct and indirect shareholdings by you and/or the Person Connected in the said company/business	
5	Have you held or are you currently holding any position in statutory/regulatory bodies within or outside Malaysia?	
6	Have you held or are you currently holding any position as Member of Parliament, State Assemblyman or holds a position at the Supreme Council or division level in a political party?	
Section E. Litigation		
1	Has there been any petition under bankruptcy or insolvency laws filed against you or the corporation which you were a director or member of key senior management?	

No.	Item	Response
2	Have you been disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation?	
3	Have you been charged or convicted in a criminal proceeding or as a named subject of a pending criminal proceeding?	
4	Was there any judgement entered against you, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on your part, involving a breach of law or regulatory requirement that relates to the capital market?	
5	Were you a subject to any civil proceeding involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on your part that relates to the capital market?	
6	Were you a subject of any order, judgement or ruling of any court, government, or regulatory authority or body temporarily enjoining you from engaging in any business practice or activity?	

No.	Item	Response
7	Were you a subject of any current investigation or disciplinary proceeding, been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency?	
8	Was there any unsatisfied judgement made against you?	

Undertaking

I confirm the above information is to the best of my knowledge and belief true and complete. I undertake to keep Topmix fully informed, as soon as possible, of all events subsequent to my appointment that are relevant to the information provided above.

Signature

Name:

Date: