



Registration No. 201701028709 (1242878-H)

Directors' Fit and Proper Policy

1. INTRODUCTION

Tashin Holdings Berhad ("the Company") has adopted the Directors' Fit and Proper Policy ("Policy") to ensure a formal and transparent process for the appointment and re-election/re-appointment of directors of the Company and its subsidiaries.

In formulating this Policy, the Company has taken into consideration the requirements of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, Malaysian Code on Corporate Governance and other applicable rules and regulations.

2. OBJECTIVE

This Policy aims to guide the Nomination Committee ("NC") and the Board of Directors ("the Board") in their review and assessment of candidates who are to be appointed to the Board as well as directors who are seeking re-election/re-appointment.

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.

3. SCOPE AND APPLICATION

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

3.1 Character and integrity

(i) 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.

(ii) 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; and
- 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.

(iii) Financial integrity

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

(iv) 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 ten (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.

3.2 Experience and competence

(i) Qualifications, training, and skills

- possess the appropriate qualification, training, skills, practical experience, and commitment to effectively fulfill the role and responsibilities of the position;
- 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; and
 - possesses leadership capabilities and a high level of emotional intelligence.
- (ii) Relevant experience and expertise
- possesses relevant experience and expertise with due consideration given to the 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
- 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 a commendable performance record as gathered from the results of the Board effectiveness evaluation (Applicable for re-election/re-appointment of directors).

3.3 Time and commitment

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

4. ASSESSMENT

The NC shall assess each person for a new appointment or re-election or election or re-appointment of directors based on the criteria as set out under Section 3.0 above before recommending to the Board for approval. The results of the assessments are part of the Company's internal documents and shall not be disclosed or provided to any other party.

5. REVIEW OF THE FIT AND PROPER POLICY

The terms of the Policy shall be assessed, reviewed, and updated by the NC and/or Board where necessary in accordance with the needs of the Company and/or when there are changes to the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad or any other regulatory requirements.

A copy of the Fit and Proper Policy is available on the Company's website.

Adopted by Board: 29 June 2022