



**Always Low Prices**

**MR D.I.Y. GROUP (M) BERHAD**

[Company No: 201001034084 (918007-M)]  
(Incorporated in Malaysia)

## **FIT AND PROPER POLICY**

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The Board of Directors ("Board") of Mr D.I.Y. Group (M) Berhad ("MDGM" of "the Company") is cognisant that a formal, rigorous and transparent process for the appointment and re-election of Directors should be put in place based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender in evaluating whether a Director has the character, experience, integrity, competence and time to discharge his role effectively.

To achieve this, this Fit and Proper Policy was established and adopted to guide the Nomination and Remuneration Committee ("NRC") and the Board in their review and assessment of candidates that are to be appointed on the Board as well as Directors who are seeking for re-election based on the following considerations, which are to be assessed individually and collectively:-

### a) Character and Integrity

#### i) 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.

#### 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 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.

#### iii) Financial integrity

- manages personal debts or financial affairs satisfactorily.
- demonstrates ability to fulfil 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 10 years.
- 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.

### b) Experience and competence

#### i) Qualifications, training and skills

- possesses education 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 skill set matrix).
- has a considerable understanding on 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 leadership capabilities and a high level of emotional intelligence.
- ii) 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.
- 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.
  - possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

c) Time and commitment

- i) Ability to discharge role having regard to other commitments
- able to devote time as a board member, having factored other outside obligations including concurrent board positions held by the director across listed issuers and non-listed entities (including not-for-profit organisations).
- ii) 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 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.
  - exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

## REVIEW OF POLICY

This policy and review process will be reviewed by the NRC periodically or as and when necessary. Any amendments/revision required to the policy shall be recommended to the Board for approval.

This Fit and Proper Policy was approved and endorsed by the Board on 16 February 2022.