

SENG FONG HOLDINGS BERHAD

Registration No. 202101022910 (1423210-X)

DIRECTORS' FIT AND PROPER POLICY

1. INTRODUCTION

Pursuant to Paragraph 15.01A of the Main Market Listing Requirements (“**MMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa**”), the Board of Directors (“**Board**”) of Seng Fong Holdings Berhad (“**Seng Fong Holdings Berhad**” or “**Company**”) has framed and adopted the Directors’ Fit and Proper Policy (“**Policy**”).

Seng Fong Holdings Berhad and its subsidiaries (collectively referred to as the “**Group**”) are committed to ensuring that directors' appointment and reappointment are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender. Each director must have the character, experience, integrity, competence and time to effectively discharge his/her role as a director.

This Policy shall serve as a guide to the Nomination Committee 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. The Nomination Committee shall assess the fitness and suitability of the person before his/her appointment or reappointment as a director, based on the criteria set out in Section 2.

2. FIT AND PROPER CRITERIA OF DIRECTORS

2.1 Character and Integrity

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.

Personal Integrity

- Has not perpetrated or participated in any business practices that are deceitful, oppressive, improper (whether unlawful or not) or otherwise reflect discredit on his professional conduct.
 - Service contract (i.e. in the capacity of management or director) had not been terminated before due to concerns about personal integrity.
 - Has not abused other positions (i.e. political appointment) to facilitate government relations for the company in a manner that contradicts the principles of good governance.
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Financial Integrity

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

Reputation

- Is of good reputation 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.

2.2 Experience and Competence

Qualifications, training and skills

- Possesses education qualification relevant to the skill set that the director is earmarked to bring onto the boardroom (i.e. a match to the board skill set matrix).
- Has a considerable understanding on the business and 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.

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, reporting lines, and delegated authorities.

Relevant past performance or track record

- Had a career of occupying a high-level position in a comparable organization 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.
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2.3 Time and Commitment

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 issuers and non-listed entities (including not-for-profit organisations).

Participation and contribution to 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 the ability to articulate views independently, objectively and constructively.
- Exhibits open-mindedness to the views of others and the ability to make a considered judgment after hearing the views of others.

3. REVIEW OF THE POLICY

This Policy shall be reviewed by the Nomination Committee every three (3) years or as required when internal or external events warrant a more frequent review to be undertaken.

This policy was adopted by the Board on 15 June 2022

ANNEXURE 1

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 data-bbox="296 297 778 371">Please provide details of your employment history</p> <p data-bbox="296 461 762 495">Provide full details of the following:</p> <ul data-bbox="296 521 778 831" style="list-style-type: none"><li data-bbox="296 521 699 555">(i) Name of Employment Firm<li data-bbox="296 566 778 640">(ii) Principle Activities of the Employment Firm<li data-bbox="296 651 504 685">(iii) Designation<li data-bbox="296 707 778 741">(iv) Job Function and Responsibilities<li data-bbox="296 752 707 831">(v) Starting and Ending Date of Employment	
3	<p data-bbox="296 958 778 1122">Have you ever been dismissed, suspended, or asked to leave your employment during your working career?</p> <p data-bbox="296 1211 791 1357">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 data-bbox="296 1462 778 1850">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 Seng Fong Holdings Berhad and its subsidiaries (collectively referred to as “ Seng Fong Holdings Berhad ” or “ Group ”)?	
2	Do you have any relatives or extended family members (“ Person Connected ”) ¹ holding directorship or shares in Seng Fong Holdings Berhad? If yes, please provide details of the following:	

¹ Person Connected shall have the meaning given in Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

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 Seng Fong Holdings Berhad.</p>	
3	<p>Do you have a Person Connected who is working in Seng Fong Holdings Berhad?</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 Seng Fong Holdings Berhad.</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 judgment 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, judgment 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 judgment 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 Seng Fong Holdings Berhad fully informed, as soon as possible, of all events subsequent to my appointment that are relevant to the information provided above.

Signature

Name:

Date:
