



GOLDEN LAND BERHAD

[Registration No. 199401012688 (No. 298367-A)]

[Incorporated in Malaysia]

DIRECTORS' FIT AND PROPER POLICY

CONTENT

- 1. PURPOSE**
- 2. BOARD MEMBERSHIP CRITERIA**
- 3. BOARD SIZE AND COMPOSITION**
- 4. APPOINTMENT OF NEW DIRECTORS**
- 5. RE-APPOINTMENT OF DIRECTORS**
- 6. ANNUAL ASSESSMENT OF EXISTING DIRECTORS**
- 7. ASSESSMENT ON INDEPENDENCE OF DIRECTORS**
- 8. DECLARATION FORMS**
- 9. REVIEW OF THE POLICY**

APPENDIX I : FORM OF ASSESSMENT AND EVALUATION OF CANDIDATE FOR THE POSITION OF DIRECTOR

APPENDIX II : CHECKLIST FOR THE EVALUATION OF CANDIDATE FOR THE POSITION OF INDEPENDENT DIRECTOR

1. PURPOSE

The purpose of this Directors' Fit and Proper Policy ("Policy") is to describe the process to be undertaken by the Company's Nomination Committee ("NC") and Board of Directors ("Board") in discharging their responsibilities in terms of the nomination, assessment and re-election of Board members of Golden Land Berhad ("GLB" or "the Company") and its subsidiaries in compliance with the Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") and Malaysian Code on Corporate Governance ("MCCG"). The Policy is administered by the NC.

2. BOARD MEMBERSHIP CRITERIA

The Nomination Committee has been delegated with the responsibilities to propose candidates to the Board and Board Committees. The NC shall take into account all of the following criteria and any other criteria which the NC deems necessary, when determining the qualification of any candidate for Director:-

- i. Integrity and Judgment
 - Possesses highest level of integrity, ethical character and the ability to exercise sound business judgment on a broad range of issue consistent with the Company's values.
 - Compliant with legal obligations, regulatory requirements and professional standards.
 - 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 or professional conduct.
 - Has not been subject to civil or criminal proceedings or enforcement action, in managing governing an entity.
 - He is not in a situation whereby his personal interest may compromise his professional duty towards GLB Group.
 - He is not involved with another company in the same line of business, or which is in some other way a competitor of GLB Group.
- ii. Knowledge
 - Financially literate and have a sound understanding of business strategy, corporate governance and board operations.
- iii. Diversity
 - In considering the diversity of the Board, the NC should take into consideration of ethnicity, age, and gender as stipulated in the Company's **Diversity Policy**. In addition, the NC shall also take into account diversity in professional experience, skills, background and perspective.
- iv. Commitment
 - Able to devote sufficient time to carry out their responsibilities, regularly update their knowledge and enhance their skills. While the Board would not specify the actual time commitment for the membership in the Company's Board and Board Committees, the Directors appointed are expected to actively participate in Board meetings and Board Committees of which he/she is a member, and not have other personal or professional commitment that would, in the NC's sole judgment, interfere with or limit his/her ability to do so.

- Must not hold more than 5 directorships in listed issuers to ensure that he/she is able to devote sufficient time and commitment to the Company.
 - Exhibits ability to articulate views independently, objectively and constructively.
- v. Independent Judgment
- Candidate who is not the existing or former management should meet the spirit as well as the letter of applicable independence standards. In addition, all Directors should be independent in their thoughts and judgments so that they represent the long-term interests of all shareholders of the Company.
- vi. Performance and Contribution
- Candidate is expected to contribute positively to the Board as a whole in leading the Company towards achievement of its mission, vision and strategies. For the proposed candidate, this will be assessed through his/her skills, previous experience accomplishments, etc.
- vii. Experience and Accomplishments
- Candidate has significant experience and proven superior performance in professional endeavours whether this experience is in business, government, academia or with non-profit organizations.
- viii. Board Interaction
- Candidate should value board and team performance over individual performance, demonstrate respect for others and facilitate superior board performance. Directors must be able to develop a good working relationship with other Board members and contribute to the Board's working relationship with Senior Management of the Company.

3. BOARD SIZE AND COMPOSITION

The Board must be of such composition and size that they facilitate the making of informed and critical decisions. Unless otherwise determined by the Company in general meeting, the number of Directors must not be less than 2 and not more than 12.

The Board composition should comprise at least 2 directors or 1/3 of the board of directors, whichever is higher, independent directors in compliance with Paragraph 15.02 of the Listing Requirements. If the number of directors of the listed issuer is not 3 or a multiple of 3, then the number nearest 1/3 must be used.

4. APPOINTMENT OF NEW DIRECTORS

The NC is responsible for recommending identified candidates to the Board to fill vacancies arising from resignation, retirement or any other reasons or if there is a need to appoint additional directors with the required skill or profession to the Board in order to close the competency gap in the Board as identified by the NC. The potential candidate may be proposed by existing Directors, Senior Management staff, shareholders, or third party referrals. The NC shall utilise independent sources such as professional recruitment agency, to identify suitably qualified candidates.

The Board recognises that the presence of women directors will change boardroom dynamics and likely contribute to a more effective Board. Thus, women candidates shall be identified during the selection process wherever reasonably possible and the Board is empowered to engage professional consultants for assistance.

Upon receipt of the proposal, the NC is responsible for conducting an assessment and evaluation of the proposed candidate. The assessment/evaluation process may include, at the NC's discretion, reviewing the candidate's resume, curriculum vitae and other biographical information and confirming the candidate's qualifications as well as a formal or informal interview. The NC would also assess the proposed candidate based on the criteria as set out in the **Board Membership Criteria** above or any other criteria which the NC deems appropriate.

For an Independent Director position, additional assessment on independence based on certain criteria would need to be carried out. The Company has also adopted the **Guidelines for Directors' Independence Assessment** to assist the Board in assessing Independent Directors.

Upon completion of the assessment and evaluation of the proposed candidate, the NC will make its recommendation to the Board. Based on the recommendation of the NC, the Board will evaluate and decide on the appointment of the proposed candidate.

The Chairman of the Board will then make an invitation or offer to the proposed/potential candidate to join the board as a director. With the acceptance of the offer/invitation, the candidate will be appointed as Director of the Company subject to the necessary documentation and filings required under the Listing Requirements and Companies Act 2016 ("CA2016").

The process for the appointment of new director is summarised as below:-

Step 1	Candidate can be identified on the recommendation of the existing Directors, Senior Management staff, shareholders or third party referrals. Independence source shall be utilised.
Step 2	NC to conduct assessment and evaluation based on the following criteria:- (i) Integrity and Judgment (ii) Knowledge (iii) Diversity (iv) Commitment (v) Independent Judgment (vi) Performance and Contribution (vii) Experience and Accomplishments (viii) Board interaction (ix) Any other criteria deemed fit The <u>Form of Assessment and Evaluation of Candidate for the Position of Director</u> is appended as Appendix I. For an Independent Director position, additional assessment on independence would need to be carried out as per the <u>Checklist for the Evaluation of Candidate for the Position of Independent Director</u> appended as Appendix II.

	The NC would also need to consider the size and composition of the Board to be in compliance with Listing Requirements and MCCG and to facilitate the making of informed and critical decisions.
Step 3	Recommendation to be made by NC to the Board.
Step 4	Discussion and decision to be made by the Board on the proposed new appointment.
Step 5	If the proposed appointment is approved:- Invitation or offer to be made to the proposed/potential candidate to join the Board. If the proposed appointment is rejected:- The whole process to be recommenced.

The abovementioned steps are not applicable for appointment of new director of non-listed subsidiary. However, the Board of the non-listed subsidiary shall ensure that the candidate fulfils the following requirements as per the CA2016 and any other relevant regulations:-

- a) Is a natural person that has attained the full age of 18 years
- b) A citizen or permanent resident of Malaysia who shall ordinarily reside in Malaysia by having a principal place of residence in Malaysia
- c) Is not an undischarged bankrupt under the Insolvency Act 1967
- d) Has not been convicted of any offence involving bribery, fraud and dishonesty
- e) Has not been convicted of a serious offence within the past 5 years or if sentenced to imprisonment, from the date of release from prison
- f) Has not become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001
- g) Is not disqualified under the Listing Requirements, CA2016 and any other relevant laws

For offshore subsidiaries, the appointment process of new directors shall be in accordance with the applicable country laws.

5. RE-APPOINTMENT OF DIRECTORS

The re-appointment of directors will not be automatic. Every newly appointed Director will be subjected to re-appointment at the immediate Annual General Meeting ("AGM"). Further, 1/3 of the Board shall retire from office and be eligible for re-appointment at every AGM, and all the Directors shall submit themselves for re-election at least once in every 3 years.

The process for the re-appointment of director is summarised as below:-

Step 1	NC shall identify the director(s) to be re-appointed based on the following criteria:- (i) Newly appointed after the last AGM. (ii) Existing director (a) 1/3 of the directors shall be selected for retirement or, if the number is not 3 or a multiple of 3, then the number nearest 1/3,
--------	---

	shall retire from office. Newly appointed director after the last AGM shall not be included in the calculation. (b) Directors to retire shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. <u>Note</u> For re-appointment of director of non-listed subsidiary, the Board of the said subsidiary shall identify the individual to be re-appointed.
Step 2	NC to conduct assessment and evaluation to be conducted based on the following criteria:- (i) Integrity and Judgment (ii) Knowledge (iii) Diversity (iv) Commitment (v) Independent Judgment (vi) Performance and Contribution (vii) Experience and Accomplishments (viii) Board interaction (ix) Any other criteria deemed fit The <u><i>Form of Assessment and Evaluation of Candidate for the Position of Director</i></u> is appended as Appendix I. For an Independent Director, additional assessment on independence would need to be carried out as per the <u><i>Checklist for the Evaluation of Candidates for the Position of Independent Director</i></u> appended as Appendix II.
Step 3	Recommendation to be made by NC to the Board.
Step 4	Shareholders' approval shall be obtained as proposed by the Board.
Step 5	If the proposed re-appointment is approved:- The director(s) shall continue office. If the proposed re-appointment is rejected:- The director(s) shall immediately vacate office.

For re-appointment of director of non-listed subsidiaries, the assessment shall be carried out by the remaining director(s) of the subsidiaries, provided that there is a provision in the Constitution of the said subsidiaries to this effect. Director of non-listed subsidiaries who is also a director of GLB need not be assessed for re-appointment.

For offshore subsidiaries, the re-appointment (if any) of directors shall be in accordance with the applicable country laws.

6. ANNUAL ASSESSMENT OF EXISTING DIRECTORS

The NC will conduct an assessment annually in respect of the Board, Board Committees and individual Directors. The relevant assessment forms would be circulated to all/part of the Directors, as the case maybe. For completion, the NC will discuss the findings and make necessary recommendations (such as re-election, re-appointment, etc.) to the Board in relation thereto.

The NC, in carrying out the annual assessment, should consider the Company's performance, the Board's performance as a whole and that of its individual directors. The NC should ensure that the annual assessment is being conducted effectively towards ensuring that the Board composition meets the needs of the Company.

Upon assessing the Board and Board Committee(s) in each financial year, the NC shall propose the relevant training requirements for the Board members in the next financial year.

There will be no annual assessment for directors of non-listed subsidiaries.

7. ASSESSMENT ON INDEPENDENCE OF DIRECTORS

Annual Assessment

The NC will conduct an annual assessment on the independence of the Independence Directors of the Company based on the criteria set out in the Listing Requirements, MCGG and any other relevant rules and regulations. Each individual Independent Director would be required to make a declaration on the compliance of the criteria of Independent Director. All other Directors would be required to assess the independence of the particular Independent Director.

Independent Director who has served more than 9 years

The tenure of an Independent Director should not exceed a cumulative term of 9 years. In the event the tenure exceeds the said term, the Independent Director concerned may continue to serve on the Board if deemed appropriate and suitable by the Board, subject to him/her being re-designated as a Non-Independent Director.

Should the Board intend to retain him/her as an Independent Director beyond 9 years, the Board must provide justification for the decision and seek annual shareholders' approval through a two-tier voting process.

Assessment process of NC

The NC and Board, in its evaluation of the Independent Directors, must give effect to the spirit, intention and purpose of the definition of "*Independent Director*" in the Listing Requirements. If a person does fall within any of the paragraphs of the said definition, it does not mean that the person will automatically qualify to be an independent director. The director concerned as well as the Board of the Company must still apply the test of whether the said director is able to exercise independent judgment and act in the best interest of the Company.

Upon completion of the assessment process, the NC will make the necessary recommendations to the Board for final decision.

8. DECLARATION FORMS

In addition to the declarations mandated by the Listing Requirements, CA2016 and other applicable laws, candidates for the position of director shall complete the following forms prior to their appointment:-

- a) Declaration of other directorship in GLB and/or subsidiaries of GLB
- b) Declaration of time commitment by a person before appointment as director
- c) Declaration of Shareholding in GLB and/or subsidiaries
- d) Declaration of Related Parties

Reference should also be made to the *Policy on Conflict of Interest for Directors and Key Senior Management*.

9. REVIEW OF POLICY

The Policy will be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.

At any one time, should the Listing Requirements or the CA2016 be amended for any reason whatsoever, the amendment of which affects the contents of this Policy, the amended Listing Requirements or CA2016 shall take precedence over the Policy.

GOLDEN LAND BERHAD
 [Company No. 199401012688 (298367-A)]
 [Incorporated in Malaysia]

ASSESSMENT AND EVALUATION OF CANDIDATE FOR THE POSITION OF DIRECTOR

This assessment is to be completed by the Nomination Committee, using the following rating methods:-

- a) "Yes" and "No"
- b) Please explain and provide supporting document (if applicable) for your rating at the "Remarks" column.

NAME OF CANDIDATE:

No.	Criteria	Yes/No	Remarks
1.	Integrity and Judgement a) The candidate has the highest level of integrity, ethical character and the ability to exercise sound business judgement on a broad range of issue consistent with the Company's values. b) The candidate is in compliant with legal obligations, regulatory requirements and professional standards. c) The candidate 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 or professional conduct. d) He has not been subject to civil or criminal proceedings or enforcement action, in managing governing an entity.		

No.	Criteria	Yes/No	Remarks
1.	Integrity and Judgement (Cont'd) e) He is not in a situation whereby his personal interest may compromise his professional duty towards GLB Group. f) He is not involved with another company in the same line of business, or which is in some other way a competitor of GLB Group.		
2.	Knowledge The candidate has a sound understanding of business strategy, corporate governance and board operations.		
3.	Diversity Ethnicity: Age: Gender: The candidate has the professional experience, skills, background and perspective.		

No.	Criteria	Yes/No	Remarks
4.	Commitment a) The candidate can devote sufficient time to carry out responsibilities, regularly update knowledge and enhance his/her skills. b) The candidate is able to actively participate in, meetings and not have other personal or professional commitment that would interfere with or limit his/her ability to do so. c) The candidate does not hold more than 5 directorships in listed issuers to ensure that he/she would be able to devote sufficient time and commitment to the Company.		
5.	Independent Judgement a) The candidate is not the existing or former management of the Company. b) The candidate is independent in his/her thought and judgement to represent the long-term interests of all shareholders of the Company.		

No.	Criteria	Yes/No	Remarks
6.	Performance and Contribution The candidate is able to contribute positively to the Board as a whole in leading the Company towards achievement of its mission, vision and strategies.		
7.	Experience and Accomplishments The candidate has significant experience and proven superior performance in professional endeavours whether this experience is in business, government, academia or with non-profit organizations.		
8.	Board Interaction a) The candidate values board and team performance over individual performance, demonstrate respect for others and facilitate superior board performance. b) The candidate is able to develop a good working relationship with other Board members and contribute to the Board's working relationship with Senior Management of the Company.		

No.	Criteria	Yes/No	Remarks
9.	Others		

Chairman of Nomination Committee

Date:

*For an Independent Director position, additional assessment based on **Checklist for the Evaluation of Candidates for the Position of Independent Director** would need to be carried out.*

GOLDEN LAND BERHAD

[Company No. 199401012688 298367-A]

[Incorporated in Malaysia]

CHECKLIST FOR THE EVALUATION OF CANDIDATES FOR THE POSITION OF INDEPENDENT DIRECTOR

The following section is to be completed by Nomination Committee to evaluate the candidate for the position of Independent Director. This checklist requires responses of 'Yes' and 'No'. Comments to address certain unique issues/situations may be added.

NAME OF CANDIDATE:

1. The candidate is an executive director of the Company or any related corporations of the Company.

Comment:

2. The candidate is an officer of the Company or any related corporations for the last 3 years.

Note

"Officer" includes:-

- (a) any director, secretary or employee of the Company;
- (b) a receiver and manager of any part of the undertaking of the corporation appointed under a power contained in any instrument; and
- (c) any liquidator of the Company appointed in a voluntary winding up, but DOES NOT include:-
 - Any received who is not also a manager
 - Any receiver and manager appointed by the Court; or
 - Any liquidator appointed by the Court or by the creditors

Comment:

3. The candidate is a major shareholder of the Company.

Note

"Major shareholder" means a person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is-

- (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the Company; or
- (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company.

Comment:

4. The candidate is a family member of the Company's executive director, officer or major shareholder.

Note

"Family member" in relation to a person, means immediate family members, which includes:-

- a) Spouse
- b) Parent
- c) Child (including an adopted child and step child)
- d) Brother or sister
- e) Spouse of persons referred to in c) and d)

"Officer" means the chief executive, the chief operating officer, the chief financial controller or any other person primarily responsible for the operations or financial management of the Company, its subsidiaries, holding company or any related corporations.

Comment:

5. The candidate is acting as a nominee or representative of the Company's executive director or major shareholder.

Comment:

6. The candidate has been engaged as an adviser by the Company under such circumstances as prescribed by the Exchange or is presently a partner, director or a major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the Company under such circumstances as prescribed by the Exchange.

Note

"Adviser" means:-

- (a) a person who is permitted to carry on the regulated activity of advising corporate finance under the Capital Markets and Services Act 2007, which includes a Principal Adviser; and in the case of a Specific Proposal, the recognised Principal Adviser, its qualified person and senior officer
- (b) a financial adviser, lawyer, accountant, valuer, or any other person retained by a listed issuer to provide professional advice or services in relation to a matter governed by the Exchange; or

- (c) any other person who, acting in the capacity of an adviser, presents, submits or discloses an application, a circular or any other document to the Exchange on behalf of the Company.

As per the Licensing Handbook issued by the Securities Commission, "Principal Advisers" are:-

- (a) Investment bank and universal broker
- (b) 1+1 broker
- (c) KAF Investment Bank Berhad
- (d) Licensed bank
- (e) Islamic bank
- (f) Special scheme broker
- (g) Bank Pembangunan Malaysia Berhad

Comment:

7. The candidate has been engaged in transaction (including transaction of assets and services, joint ventures, financial assistance, etc.) with the Company under such circumstances as prescribed by the Exchange, or is presently a partner, director or a major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the listed issuer) which has been engaged in any transaction with the Company under such circumstances as prescribed by the Exchange.

Comment:

8. The candidate has family member who is an executive officer (i.e., any executive director, officer or major shareholder) of the Company.

Note

Family member has the same meaning as defined under Item 6 of this form.

Comment:

10. The candidate has family member meeting any of the criteria set forth in (2)-(7) above; except with respect to item (5) in which the case a family member may be an employee (not a partner) of the independent auditor so long as such family member does not personally work on the Company's audit.

Note

Family member has the same meaning as defined under Item 6 of this form.

Comment:

10. The candidate is a former audit partner of the Group's external auditors which has observed a cooling-off period of at least 3 years.

Comment:

11. The candidate is a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of a director, officer or major shareholder of the Company or any related corporations.

Comment:

12. The candidate is a director of a body corporate which is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the director, officer or major shareholder of the Company or any related corporations.

Comment:

13. The candidate is a director, officer, major shareholder, beneficiary, or a family member to such persons, of a not-for-profit entity (including charitable organisation) that receives significant contributions from the Company or any related corporations.

Note

Family member has the same meaning as defined under Item 6 of this form.

Comment:

14. The candidate holds a cross-directorship or have significant links with other directors through involvement in other companies or body corporate which cross-directorships or links would materially hamper my independent judgement or ability to act in the best interests of the Group.

Comment:

15. The candidate is a person who performs a policy-making function within the Group.

Comment:

16. The candidate is a person who has the ability to exert considerable influence on the Company's financial standings.

Comment:

17. The candidate is an administrator or liquidator of the Group.

Comment:

18. The candidate is a trustee or other person administering an arrangement made between the Company or any related corporations and an external party.

Comment:

CHAIRMAN OF NOMINATION COMMITTEE

Date: