

FIT AND PROPER POLICY



UNITED PLANTATIONS BERHAD

(Company Registration no. 191701000045 (240-A))

Jendarata Estate • 36009 Teluk Intan • Darul Ridzuan • Malaysia

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1. INTRODUCTION

1.1 The Board of Directors (“Board”) of United Plantations Berhad (“UPB” or “the Company”) provides strategic leadership that influences the future direction of the Company and its subsidiaries. It is therefore important that board members must have the necessary qualities, competencies and experience that will allow them to perform the duties and carry out the responsibilities required of the position in the most effective manner.

1.2 The Fit and Proper Policy (“Policy”) is to be read in conjunction with the Board Charter and serves as a guide to the Board and the Nomination Committee of the Company in the following assessments:

- (1) Existing Directors of the Company and its subsidiaries seeking for re-election/re-appointment or whenever the Company becomes aware of information that may materially compromise a person’s fitness and propriety; and
- (2) Candidates identified to be elected or appointed as Directors of the Company and its subsidiaries.

2. RESPONSIBILITY

2.1 The Board and the Nomination Committee are primarily responsible for conducting assessments of the fitness and propriety of the Directors to ensure that all Directors of the Company and its subsidiaries fulfill the fit and proper requirements.

2.2 The Board is committed to ensuring that the Directors have the appropriate skill and experience commensurate with the positions they hold in the Company and its subsidiaries. The fitness and propriety of the Directors shall be decided by the Board.

3. FIT AND PROPER CRITERIA, POLICIES, AND PROCEDURES

3.1 Fit and Proper Criteria

3.1.1 A Director of the Company and its subsidiaries or any person to be appointed as a Director of UPB and its subsidiaries must not be disqualified to act under Section 198 or Section 199 of the Companies Act 2016 (“the Act”), and has been assessed to have met all the fit and proper criteria. The fit and proper criteria of a Director include but not limited to the following:

(1) Character and Integrity

(i) Probity

- is compliant with legal obligations, regulatory requirements, professional standards and has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law.

(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 that he has held or is holding in a manner that contravenes the principles of good governance.

(iii) Financial integrity

- manages personal debts or financial affairs satisfactorily.
- demonstrates 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 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) Experience and Competence

(i) Qualifications, trainings and skills

- possesses education qualification that is relevant to the skill set that the director is earmarked to bring to bear onto the boardroom.
- has a considerable understanding on the business and workings of UPB.
- 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 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.

(3) Time and Commitment

(i) Ability to discharge role having regard to other commitments

- able to devote time as a Director, having factored other outside obligations including concurrent management and/or board positions held by him across listed issuers and non-listed entities (including not-for-profit organizations).

(ii) Participation and contribution in the board

- 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.
- 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.

3.2 The Assessment and Procedures

3.2.1 The Nomination Committee with the assistance of the Company Secretary will assess each Director standing for re-election/re-appointment as well as a candidate identified for a new appointment as Director of the Company and its subsidiaries based on the criteria set

under Item 3.1 above before recommending to the Board for consideration and approval. The fit and proper assessment may also be conducted whenever the Company becomes aware of information that may materially compromise a Director's fitness and propriety.

3.2.2 Candidates for directorship at the Board are to complete The Declaration of Fit and Proper Form as set out in **Annexure 1**. Directors who are seeking re-election are also to complete and submit this Form. This Form may be updated from time to time as deemed appropriate by the Nomination Committee.

3.2.3 Independent check and assessment on the candidate shall be based on publicly available information and forms part of the process in determining the suitability of the person who has been identified for appointment as a Director.

4. REVIEW OF THE POLICY

4.1 The Nomination Committee shall recommend any change to the Policy as the Nomination Committee deems appropriate to the Board for approval. The Policy shall be assessed, reviewed and updated where necessary to align to best practices and regulatory changes.

Annexure 1 - Declaration of Fit and Proper Form

Name: NRIC/Passport No.: do hereby solemnly affirm and declare the following:

No.	Criteria	YES	NO
Probity, Personal Integrity and Reputation			
1.	I have not been the subject of any proceedings of a disciplinary or criminal nature, or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;		
2.	I have not contravened any provision made by or under any written law designed to protect members of the public against financial loss due to dishonesty, incompetence or malpractice;		
3.	I have not contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;		
4.	I or any business in which I have a controlling interest or exercise significant influence, have not been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;		
5.	I have not been engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on my professional conduct;		
6.	I have not been dismissed, asked to resign or have resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions on my honesty and integrity;		
7.	I have not been associated, in ownership or management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a licence to conduct any trade, business or profession, or has had that registration, authorisation, membership or licence revoked, withdrawn or terminated;		
8.	I have not held a position of responsibility in the management of a business that has gone into receivership, insolvency, or involuntary liquidation while I was connected with that business;		
9.	I have not been a director of, or have been directly concerned in the management of, any corporation which is being or has been wound up by a court or other authority competent to do so within or outside Malaysia, or of any licensed institution, the licence of which has been revoked under any written law;		
10.	In the past, I have not acted unfairly or dishonestly in my dealings with my customers, employer, auditors and regulatory authorities;		

Annexure 1 - Declaration of Fit and Proper Form (cont'd)

No.	Criteria	YES	NO
Probity, Personal Integrity and Reputation			
11.	I have not at any time shown a strong objection or lack of willingness to cooperate with regulatory authorities and failure to comply with legal, regulatory and professional requirements and standards, including compliance with tax requirements and obligations;		
12.	I have not contributed significantly to the failure of an organisation or a business unit;		
13.	I have not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices; and		
14.	I am free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of my judgement when acting in the capacity of a Director of UPB and/or UPB which would be disadvantageous to UPB or UPB's interest.		
Financial Integrity			
15.	I am and will be able to fulfil my financial obligations, whether in Malaysia or elsewhere, as and when they fall due;		
16.	To my knowledge, I have not been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.		
17.	I have not made arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction.		

* Where you have ticked 'NO', please explain and/or provide the relevant documents

Explanation for items ticked 'NO'	
No.	Explanation