

**COUNTRY VIEW BERHAD**  
Registration No. 198101012190 (78320-K)  
(Incorporated in Malaysia)

**FIT AND PROPER PERSON POLICY**

**1. INTRODUCTION**

Paragraph 15.01A of the Main Market Listing Requirements (“Main LR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) requires all listed issuers to: -

- (a) have a fit and proper policy for the appointment and re-election of directors of the listed issuer and its subsidiaries;
- (b) ensure the policy addresses board quality and integrity and will aid the listed corporation to comply with Paragraph 2.20A of the Main LR; and
- (c) make available the policy on its website.

To ensure that the Board’s quality and integrity is maintained and up to expectations, the Board and Nomination Committee has adopted this Fit and Proper Person Policy (“the Policy”) to serve as guidance for the appointment and re-election of Directors to carry out their responsibilities with competence, character, diligence, integrity and judgement.

The main objective of the Policy is to ensure that COUNTRY VIEW BERHAD (“CVB” or “the Company”) and its subsidiaries (collectively referred to as “the Group”) is led by persons of integrity, credibility and competency.

The Policy was adopted after taking into consideration of the guidance contained in Bursa Securities Corporate Governance Guide (4th edition) and is to be read together with the Terms of Reference of Nomination Committee (“NC”) and the Board’s Procedures for Appointment of Directors adopted by the Company.

**2. COVERAGE OF POLICY**

This Policy covers the appointment and re-election of Directors of the Company and its subsidiaries.

**3. FIT AND PROPER CRITERIA**

For the purpose of establishing whether a person is fit and proper to hold the position of Director the Company shall have regard to the person’s: -

- (a) Character and integrity
- (b) Experience and competence
- (c) Time and commitment

Any person, before being appointed as a Director, must be assessed to have met all the fit and proper criteria and made a declaration as set out in Appendix 1 of the Policy.

#### 4. ASSESSMENT CRITERIA

The general criteria and considerations in the review and assessment of candidates to be appointed will be substantially as per the guidance set out in Corporate Governance Guide (4<sup>th</sup> Edition) issued by Bursa Securities.

Considerations that underpin a fit and proper policy for directors of CVB and its subsidiaries

##### 4.1 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 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 been found guilty of abusing any significant positions held that contravene 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 satisfactory repute in the financial and business community
- has not been the subject of any criminal conviction in managing or governing an entity for the past 10 years
- has not been responsible in the management of a business or company which has failed, where that failure has been occasioned by deficiencies in that management

##### 4.2 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 fair understanding on the workings of a corporation
- possesses general management skills as well as understanding of corporate governance and sustainability issues
- keeps knowledge current
- possesses management capabilities and business acumen

(ii) Relevant experience and expertise

- possesses relevant experience and capabilities 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 satisfactory career at management level position in an organisation and contributed to that organisation.
- possesses satisfactory past performance record as gathered from the results of the board effectiveness evaluation

#### **4.3 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

## **5. REVIEW OF THE POLICY**

The Board reserves the right to review the Policy periodically to assess their effectiveness, and in any event, to maintain the compliance with applicable laws and regulations or accommodate organization changes within the Group.

*This Fit and Proper Person Policy was approved and adopted by the Board on 30 June 2022*

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### DECLARATION FORM FOR DIRECTOR/PROPOSED CANDIDATE

I, \_\_\_\_\_ (NRIC No. \_\_\_\_\_) of

do hereby solemnly affirm and declare the following pursuant to the FIT AND PROPER PERSON POLICY adopted by the Company: -

*(Please tick (✓) whichever applicable)*

#### **Probity, Personal Integrity and Reputation**

1.	I have not been the subject of any proceedings of a disciplinary or criminal nature, or have 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 or professional body, government or its agencies.	
4.	I, or any business in which I have a controlling interest or exercises significant influence, have not been 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 or which otherwise reflect discredit on my professional conduct.	
6.	I have not been dismissed or asked to resign from employment or from a position of trust, fiduciary appointment or similar position due to any issue in relation to 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 license to conduct any trade, business or profession, or has had that registration, authorisation, membership or license 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 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 (excluding voluntary liquidation), or of any licensed institution, the license of which has been revoked under any written law.	
10.	I have not in the past acted dishonestly in the dealings with customers, employer, auditors and regulatory authorities.	
11.	I have not at any time shown a strong objection or lack of willingness to co-operate with regulatory authorities, which in turn resulting in a failure or potential failure to comply with legal, regulatory and professional requirements and standards, including compliance with tax requirements and obligations.	
12.	I have not at any time shown strong objection or lack of willingness to maintain effective internal control systems and risk management practices.	
13.	I have not contributed significantly to the failure of an organisation or a business unit.	
14.	I am not involved in 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 which could be disadvantageous to the Company or the interest of the Company.	

### **Financial Integrity**

1.	I have been and will be able to fulfil my financial obligations, whether within or outside Malaysia, as and when they fall due.	
2.	I have not been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether within or outside Malaysia.	

Note:

Kindly elaborate by way of a separate attachment in respect of those boxes which are not ticked.

Signed by:

\_\_\_\_\_  
(Signature of Director/Proposed Candidate)

Name :

Date :