

LANDMARKS

LANDMARKS BERHAD

Registration No. 198901007900 (185202-H)

THE DIRECTORS' FIT AND PROPER POLICY

Approved by Board of Directors
on 14 June 2022

1. INTRODUCTION

This Policy is adopted by the Board (“Board”) of directors (“directors”) of Landmarks Berhad (“Landmarks” or “the Company”) to provide a transparent and proper framework to be used to determine a person’s honesty, integrity and reputation in order to confirm that he is fit and proper to be nominated to the Company to be appointed or re-elected as a director of the Company and its subsidiaries. The Policy will also be adapted and applied for appointment of senior management of the Company.

In formulating this Policy, the Company is obliged to comply with the requirements contained in the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and take note of other applicable rules and regulations prevailing in the country to ensure compliance with the obligations imposed. The Policy shall be published in the Company’s website.

2. OBJECTIVE

This Policy aims to guide the Company’s Nominating Committee (“NC”) and the Board in their review and assessment of candidates who are to be nominated to be appointed onto the Board as well as directors who are seeking for re-election in complying with the new Rule 15.01A of MMLR. The application of this Policy will be reported in the Nominating Committee Statement for inclusion in the Annual Report.

The fit and proper criteria that minimally forms the crux of the Policy takes into consideration the following:

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

3. SCOPE AND APPLICATION

In accessing if a candidate met the fit and proper criteria under this Policy, the Board and NC should consider factors which includes but are not limited to the following:

a) Character and integrity:

- (i) Probity
 - is proper and in 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 business or 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 organization, and was accountable for driving or leading the organization'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 organizations).
- (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.

4. RESPONSIBILITIES OF THE BOARD AND NC

- 4.1 The Board and NC (“assessors”) shall be directly responsible for conducting assessments on the fitness and propriety of candidates and making decisions to nominate them for appointment or re-appointment as a director.
- 4.2 Based on the minimum fit and proper criteria outlined in Clause 3 above, the assessors may discuss and determine prescriptions and specifications based on the specific circumstances, needs and requirements, such as specification on the minimum years of experience needed that a candidate must have at a senior level as a, C-suite member, head of department to be considered suitable to be a director of the Company. These considerations should be periodically assessed and reviewed by the assessors to ensure their relevance and alignment with the Company’s needs and structure.

5. ASSESSMENT OF FITNESS AND PROPRIETY OF DIRECTORS

- 5.1 The fit and proper assessments on each director within the scope of this Policy shall be conducted by the assessors both prior to initial appointments and at regular intervals of at least annually or whenever the Company becomes aware of information that may materially compromise a director’s fitness and propriety.
- 5.2 The assessors will apply and consider minimally the factors set out in Clause 3 above in assessing a director’s fitness and propriety. The application of the relevant factors shall be assessed individually, as well as collectively, taking into account their relative importance. Failure to meet one factor on its own does not necessarily mean a failure to meet the fit and proper criteria. The assessors will consider the specific circumstances surrounding a director’s failure to meet specific factors, such as the lapse of time since the occurrence of events, other contributing factors and the significance of the event from the perspective of potential risks posed to the Company.

5.3 The assessors should conduct the assessment objectively in the best interests of the Company and for the sound conduct of the Company's business. During the assessment exercise, the assessors should consider whether there have been material changes in the nature or scope of the responsibilities expected from a director in which different or higher standards of competence or judgement are required in order to properly perform the duties associated with the said position.

6. NON-DISCLOSURE OF SENSITIVE AND CONFIDENTIAL INFORMATION

Whilst the Company should disclose the customised considerations and expectations in the course of implementing this Policy, the Company will not disclose any sensitive and confidential information.

7. RESOURCES

The Nominating Committee through the Human Resources Department will provide guidance, education and procedures for implementing this Policy, including requirements for reporting, monitoring and review.

8. REVIEW

This Policy shall be reviewed periodically by the Board and be revised at any time as it may deem necessary in accordance with the needs of the Company, the MMLR and/or any other applicable laws in force for the time being.