

**GENTING MALAYSIA BERHAD**  
**Registration No. 198001004236 (58019-U)**

**DIRECTORS' FIT AND PROPER POLICY**

**1. INTRODUCTION**

- 1.1. This Directors' Fit and Proper Policy ("Policy") has been adopted by Genting Malaysia Berhad ("the Company") to ensure a formal, rigorous and transparent process for the appointment/election of candidates as directors of the Company ("Directors") and for the re-election of Directors.
- 1.2. This Policy also applies to the appointment/election and re-election of directors of the Company's unlisted subsidiaries (together with the Company, "the Group").
- 1.3. The objective of this Policy is to ensure that directors of the Group have the character, experience, integrity, competence and time commitment to effectively perform their roles and responsibilities as prescribed under Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- 1.4. This Policy serves as a guide to the Company's Nomination Committee ("NC") and the Company's Board of Directors ("Board") in their review and assessment of potential candidates for appointment/election to the Board as well as directors who are seeking for re-election.

**2. FIT AND PROPER CRITERIA**

- 2.1. Prior to any initial appointment of new Director, a fit and proper assessment of the person will be conducted and he/she must first not be disqualified from being a director pursuant to the prevailing laws and regulations in Malaysia.
- 2.2. In assessing if a person meets the criteria under this Policy, the NC and the Board should consider factors which include but are not limited to the following:-

A. Character and Integrity

(a) Probity

- complies with legal obligations, regulatory requirements and professional standards
- has not been obstructive, misleading or untruthful in dealings with regulatory bodies or the judiciary

(b) 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/her professional conduct
- service contract (i.e. in the capacity of management or director) has not been terminated in the past due to concerns on personal integrity
- has not abused other positions (i.e. that he or she has held) in a manner that contravenes principles of good governance and professional ethics

(c) Financial integrity

- manages personal debts or financial affairs satisfactorily
- demonstrates ability to fulfil personal financial obligations as and when they fall due

(d) Good reputation

- is of good repute in the financial and business community
- has not been convicted by a court of law in civil or criminal proceedings or subject to 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

(a) Qualifications, training and skills

- possesses education qualification that is relevant to the skill set that the person 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

(b) 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

(c) 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
- possesses commendable past performance record as gathered from the results of the board effectiveness evaluation

C. Time and Commitment

(a) 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 person across listed issuers and non-listed entities (including not-for-profit organisations)

(b) 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

**3. EVALUATION OF CANDIDATES FOR DIRECTORSHIP OR RE-ELECTION OF DIRECTOR**

3.1. The NC will evaluate candidates for new appointment as Directors based on the fit and proper criteria set out in Section 2 above, the resumes provided as well as the forms of declaration submitted before recommending to the Board for approval.

3.2. For re-election of Directors, the Directors will be evaluated by the NC based on the annual board assessments as well as the fit and proper criteria set out in Section 2 above before recommending to the Board for approval.

- 3.3. For new appointments, the candidates are required to complete the self-declaration of fit and proper forms and authorise the Company to perform the relevant background checks, if necessary.

#### **4. CRITERIA FOR APPOINTMENT AS DIRECTOR OF UNLISTED SUBSIDIARIES**

- 4.1. Representatives from senior management of the Company may from time to time be nominated by the Company to be appointed as directors of unlisted subsidiaries of the Company. These senior management personnel would have undergone background checks prior to their employment.
- 4.2. All directors of unlisted subsidiaries must not be disqualified from acting as a director pursuant to prevailing laws or regulations of the jurisdiction of incorporation of the unlisted subsidiary.
- 4.3. In assessing a person's suitability to act as director of an unlisted subsidiary, the Company will take into consideration any form of declaration submitted and background checks conducted.

#### **5. POLICY SUBJECT TO REVIEW**

- 5.1. The NC is responsible to review this Policy periodically and make appropriate changes that take into consideration the needs of the Group as well as any legal or regulatory changes.
- 5.2. Any changes to the terms of this Policy shall be subject to the approval of the Board.

This Policy was adopted by the Board in June 2022.