



IJM CORPORATION BERHAD 198301008880 (104131-A)

DIRECTORS' FIT AND PROPER POLICY

1. INTRODUCTION

All Board members of the Company and its subsidiaries shall possess the necessary qualities, competencies and experience that allows them to carry out their duties and responsibilities in an effective manner.

The fit and proper policy would serve as a guide for the Nomination & Remuneration Committee and/or the Board in their review and assessment of candidates that are to be appointed onto the Board as well as Directors who are seeking for re-election.

2. FIT AND PROPER CRITERIA

In assessing whether a person is fit and proper to be appointed/re-elected, the following criteria shall be considered:-

(i) Character and Integrity

(a) *Probity*

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

(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 professional conduct;
- service contract (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 in a manner that contravenes the principles of good governance;

(c) *Financial Integrity*

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

(d) *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; and
- 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.



(ii) Competency and Capability

- possesses the relevant knowledge, experience and ability to understand the technical requirements of the business, the inherent risks and the management process required to perform the role as a Director;
- has the appropriate qualification, training, skills and practical experience; and
- has satisfactory past performance or expertise in the nature of the business of the Group.

(iii) Time and Commitment

(a) *Ability to discharge role having regard to other commitments*

- is 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).

(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 vocation of a Director;
- exhibits ability to articulate views independently, objectively and constructively; and
- exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

The Directors' Fit and Proper Policy will be periodically reviewed to ensure its relevance and alignment with the needs of the Group.

Dates of Review
27/05/2022