



**CARING PHARMACY GROUP BERHAD**  
(Company No.1011859-D)

# **POLICY ON ASSESSING THE COMPANY SECRETARY**

Approved by: Board of Directors      Date: 23 July 2014

A company secretary as an officer of the company is accountable to the board. They are best placed to guide boards on proper corporate governance practices given their knowledge and familiarity with the records and charters of the board, the process and procedures in accordance with the company's memorandum and articles of association, and legal and regulatory requirements. The Companies Act 1965 sets out the qualification, duties and responsibilities of a company secretary. The board will make use of The Companies Act 1965 as a benchmark to assess the company secretary.

### **1. Qualification for company secretary.**

No person shall act as a secretary of a company unless —

(a) he is a member of a professional body, or any other body, which has for the time being been prescribed by the Minister by notification published in the Gazette; or

(b) he is licensed by the Registrar for that purpose :

Provided that a person who is a secretary of the company before the coming into operation of this section and who is not a member of a professional or other body as prescribed by the Minister may continue to act as the secretary for the company for a period of not more than twelve months after the coming into operation of this section unless he has obtained a license pursuant to paragraph (b).

### **2. Disqualification.**

A person shall be disqualified to act as a secretary if —

(a) he is an undischarged bankrupt;

(b) he is convicted whether within or without Malaysia of any offence mentioned in subsection (1) of section 130;

(c) he ceases to be a member of the body prescribed by the Minister under section 139A; or

(d) he ceases to be a holder of a valid license issued under section 139B.

Notwithstanding subsection (1), the Registrar may require a person to show cause why his license issued under section 139B should not be revoked or why he should not be disqualified from acting as a secretary of a company, if he is of the opinion that person has failed to act honestly or has failed to use reasonable diligence in the discharge of his duties as a secretary.

If a person continues to act as a secretary for a company after he is so disqualified under this section without leave of the Court, he and every director who knowingly permits him to act in that capacity shall be guilty of an offence.