



Fit and Proper Policy for the Board of Directors and Senior Management

Sentral REIT Management Sdn Bhd

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1. Introduction

1.1 Policy statement

- 1.1.1 The Board of Directors (the “Board”) of Sentral REIT Management Sdn Bhd (“SRM” or the “Company”) is committed to drive sustainable value for the unitholders of Sentral REIT which is managed by SRM. The generation of long-term value is anchored on the alignment of interests between Sentral REIT’s unitholders with that of SRM’s Board and management.
- 1.1.2 In understanding the importance of driving objective and meritorious appointments at the leadership level, the Board has set out the Fit and Proper Policy for the Board and Senior Management of SRM (the “Policy” or “Document”).
- 1.1.3 The Policy is an extension of SRM’s corporate governance framework and serves as a guiding document to ensure Directors and Senior Management possess the necessary traits and qualities required to perform their respective roles.

1.2 Objectives

- 1.2.1 The primary objective of the Policy is to set out the Board’s approach to the assessment of the fitness and propriety of individuals who hold, or who are to be appointed or elected to the Board and Senior Management rank.
- 1.2.2 The Policy also aims to achieve the following:
 - a) To establish the baseline factors for the fit and proper assessment criteria;
 - b) To outline the governance responsibilities of the Board, the Nomination and Remuneration Committee (“NRC”), Chief Executive Officer (“CEO”) and Company Secretary in the application of the Policy and its procedures; and
 - c) To lay the conditions to be observed in the assessment and appointment of the individuals to the Board and Senior Management.

1.3 Scope and application

- 1.3.1 This Policy should be read together with the relevant enumerations encapsulated in the following authoritative promulgations:
 - a) Capital Markets and Services Act 2007;
 - b) Guidelines on Listed Real Estate Investment Trusts;
 - c) Guidelines on Corporate Governance for Capital Market Intermediaries;
 - d) Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”);
 - e) Malaysian Code on Corporate Governance (“MCCG”); and
 - f) Corporate Governance Guide (4th Edition) by Bursa Malaysia Securities Berhad (“CG Guide”).

1.3.2 The internal reference documents which are to be referred to for this Policy include, but are not limited to the following:

- a) Board Charter;
- b) Terms of References (“TORs”) of Board Committees; and
- c) Code of Business Ethics.

1.3.3 Where there is a conflict between the contents of this Policy and the authoritative promulgations, the relevant enumerations contained in the said authoritative promulgations shall prevail.

1.3.4 Where paragraphs in this Policy refer to provisions in legislations or other corporate governance promulgations, they are indicated accordingly in italics.

1.4 Definitions

1.4.1 In the context of the Policy, the following terms are ascribed with the following definitions:

Terms	Definition
Active Politicians	A Member of Parliament, State Assemblyman or holds a position at the Supreme Council, or division level in a political party
Senior Management	Any person performing a Senior Management function whose primary or significant responsibility is for the management and performance of significant business activities of the Company. At present, Senior Management is defined to include the Chief Executive Officer and Chief Financial Officer whose appointments are recommended by the NRC.

1.5 Policy limitations

1.5.1 As a policy stance, all appointments to the Board and Senior Management must collectively reflect the diverse nature of the business environment in which SRM operates and be made based on merit, in the context of skills, experience, independence and knowledge which the Board and Senior Management require to be effective.

1.5.2 Notwithstanding, the Board also recognises the rights of SRM’s shareholders (e.g. nomination of boardroom candidatures) as well as terms and conditions contained in the Shareholder Agreement dated 10 April 2014 and Deed of Adherence dated 20 May 2014 regarding Board slates.

2. Roles and responsibilities

The Board, NRC, CEO and Company Secretary are responsible in the application of this Policy and for conducting the fit and proper assessments. The section below outlines the key governance roles and responsibilities within the ambit of the Board, NRC, CEO and Company Secretary.

2.1 Board of Directors

- 2.1.1 The Board is responsible in ensuring that all Directors and Senior Management have the necessary character, experience, integrity, competence and time to effectively discharge his or her role as a Director or Senior Management of the Company [*Paragraph 2.20(A) of MMLR*].
- 2.1.2 The Board is primarily responsible to ensure that the fit and proper assessments set out in this Policy are carried out for all Directors and Senior Management (*Guidance to Practice 5.5 of the MCCG*).
- 2.1.3 Subject to the concurrence of shareholders, the Board is responsible for the appointment and removal of Directors based on the recommendation of the NRC. In deliberating the appointments and removal of Directors, the Board should give due consideration to the criteria listed out in this Policy.
- 2.1.4 The Board should undertake an annual effectiveness evaluation of individual Directors, which includes reviewing the reports and recommendations from the NRC on individual Directors' evaluations based on the relevant criteria outlined in this Policy [*Practice 6.1 of the MCCG and paragraph 4(a) of the Board Charter*].
- 2.1.5 The Board ensures that the test of independence is adopted in the annual board evaluations fit and proper assessments [*Paragraph 3(c) of the Board Charter*].
- 2.1.6 In ensuring that individual Directors are kept updated of industry practices and to effectively discharged their duties, the Board ensures that Directors receive continuous education and training [*Paragraph 15.08(2) of MMLR*].
- 2.1.7 The Board is responsible for the appointment of Senior Management positions including that of the CEO and their duties and the continuation (or not) of their services, where applicable.

2.2 Nomination and Remuneration Committee

- 2.2.1 The NRC is responsible, on an annual basis, for leading the review of the appropriate skills, experience and characteristics required of Directors through a set procedure, in the context of the needs of SRM (*paragraph 3.1.4 of the NRC's Terms of Reference*).
- 2.2.2 The NRC should assist the Board in ensuring that the appointment of Directors are underpinned by robust processes and procedures.
- 2.2.3 The NRC is responsible to maintain a list of individuals in the Board and Senior Management that is subjected to the Fit and Proper assessments. The list should also be referenced with the competencies and training required for their respective positions.
- 2.2.4 The NRC is to set out the nomination parameters for the Board's approval including ensuring that the appointment of a Director is based on the candidate's character, experience, integrity, competence and ability to devote time, with due regard for diversity in skills, experience, age, cultural background and gender (*paragraph 2.20A of MMLR*).
- 2.2.5 Prior to the appointment of the new Directors and Senior Management, the NRC shall complete an evaluation based on the dimensions listed in Section 3 of this Policy to assess the candidates' ability to discharge their duties effectively.
- 2.2.7 The NRC shall supervise and assess Senior Management's performance to determine whether the business is properly based on predetermined key performance indicators (*paragraph 3.1.3 of the NRC's Terms of Reference*).
- 2.2.8 The NRC should assist the Board in evaluating and determining on a continuous basis, the training needs of Directors, in which the subject matter of training is relevant to enabling the Directors in discharging their duties as a Director [*paragraph 15.08(2) of MMLR*].

2.3 Company Secretary

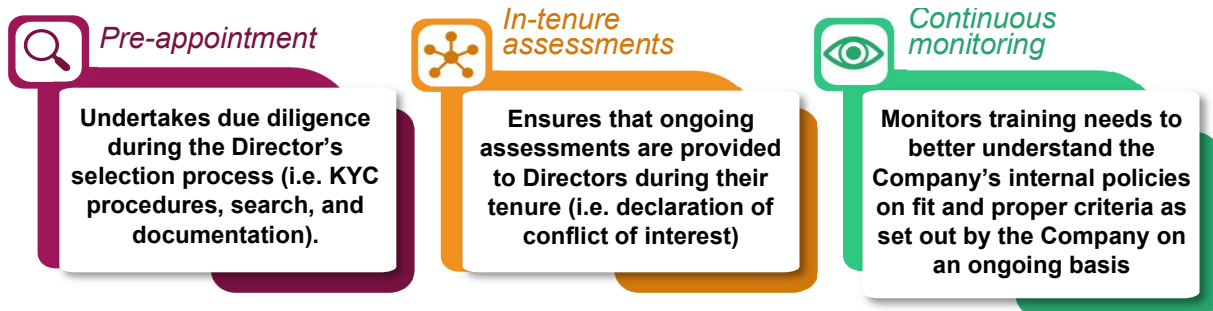
- 2.3.1 The Company Secretary is responsible for providing information to the NRC on matters concerning the procedure for the fit and proper assessments.
- 2.3.2 The Company Secretary will also be responsible in ensuring that the relevant procedures relating to the appointment of new Directors are properly executed. The Company Secretary should ensure that prior to their appointment, the Directors understand the Company's internal policies on the fit and proper criteria (*paragraph 4.3.5 of Board Charter*).
- 2.3.3 The Company Secretary should assist the NRC in maintaining a current list of individuals that are subjected to the fit and proper assessments.

- 2.3.4 The Company Secretary shall obtain the consent of the Directors and Senior Management in undertaking diligence and verification of information as part of the fit and proper assessment.
- 2.3.5 The Company Secretary should ensure that information verification conducted for each individual is retained throughout their employments, and subsequently available through archiving.
- 2.3.6 In accordance with the Company's confidentiality and privacy policies, the Company Secretary take reasonable measures to protect the information and documents collected for the fit and proper assessments from misuse, unauthorised access, modifications or disclosures.

Note:

The Company Secretary should utilise secure information systems to ensure the access of information is restricted to relevant personnel (i.e. Chairman and NRC members).

- 2.3.5 The Company Secretary is responsible in ensuring that the proper procedures are done within the context of the fit and proper assessment including:



3. Fit and proper assessment

This section outlines the baseline criteria for the fit and proper assessment. The Board, together with the NRC shall assess individual Directors and Senior Management with due regard to the considerations listed in this section. *Note: A Declaration Form is outlined in **Appendix 1** for candidates that are being considered for appointment as Directors and Senior Management (new appointments) as well as existing Directors and Senior Management.*

3.1 Fit and proper criteria

3.1.1 Character and integrity

In assessing the personal qualities such as honesty, integrity, diligence, independence of mind and fairness of Directors and Senior Management, the NRC should consider matters including, but not limited to the following:

- (a) Probity
 - i. The individual is compliant with legal obligations, regulatory requirements and professional standards;
 - ii. The individual has not been a subject of any adverse findings including being obstructive, misleading or untruthful in dealings with auditors, regulatory authorities or a court; and
 - iii. The individual is free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of his judgement when acting in the capacity of a Director or Senior Management which would be disadvantageous to the Company or its interests.
- (b) Personal Integrity
 - i. The individual 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;
 - ii. The individual's service contract (in the capacity of Director or Management) had not been terminated in the past due to concerns on personal integrity; and
 - iii. The individual has not contravened any requirements imposed by authorities or bodies, whether in Malaysia or elsewhere or failed to uphold any professional or ethical standards issued, or has abetted another person to breach such requirements, professional or ethical standards.
- (c) Financial Integrity
 - i. The individual has demonstrated prudent management of personal financial affairs including managing debts satisfactorily;
 - ii. The individual has been and will be able to fulfil his financial obligations, whether in Malaysia or elsewhere, as and when they fall due;
 - iii. The individual has no previous or existing arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction;
 - iv. The individual or any business in which he or she has a controlling interest or exercises significant influence, has not been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately; and
 - v. The individual is able to provide the financial regulator with a satisfactory credit reference.

Note: The fact that an individual may be of limited financial means does not in itself, affect the person's ability to satisfy the financial integrity criteria.

(d) Reputation

- i. The individual is of good repute in the financial and business community;
- ii. The individual has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years;
- iii. The individual has not contravened any provisions made by or under any written law designed to protect members of the public against financial loss due to dishonesty, incompetence or malpractice;
- iv. The individual is not an active politician and have not held a position with high political influence in the past two (2) years;
- v. The individual 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;
- vi. The individual has 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 licence to conduct any trade, business or profession, or has had that registration, authorisation, membership or licence revoked, withdrawn or terminated; and
- vii. The individual was not involved in company decisions that led to any undesirable and severe environmental or social outcomes.

Bursa Malaysia's Listing Requirements on Directors' Disqualifications

Paragraph 15.05 of MMLR provides that the office of a director shall become vacant if the director is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the following offences:

- An offence in connection with the promotion, formation or management of a corporation;
- An offence involving bribery, fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or
- An offence under the securities laws or the corporations laws of the listed issuer's place of incorporation, within a period of five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.

3.1.2 Experience and competence

In order to perform his role in an effective capacity, Directors and Senior Management must demonstrate the experience and competence requirements to understand the SRM's nature of business, inherent risks and the management process. The Board together with the NRC should consider matters including, but not limited to the following:

(a) Qualifications, training and skills

- i. The individual has the appropriate qualifications, training, skills and experience and commitment to effectively fulfil the role and responsibilities of their respective positions as demonstrated in the diagram below;

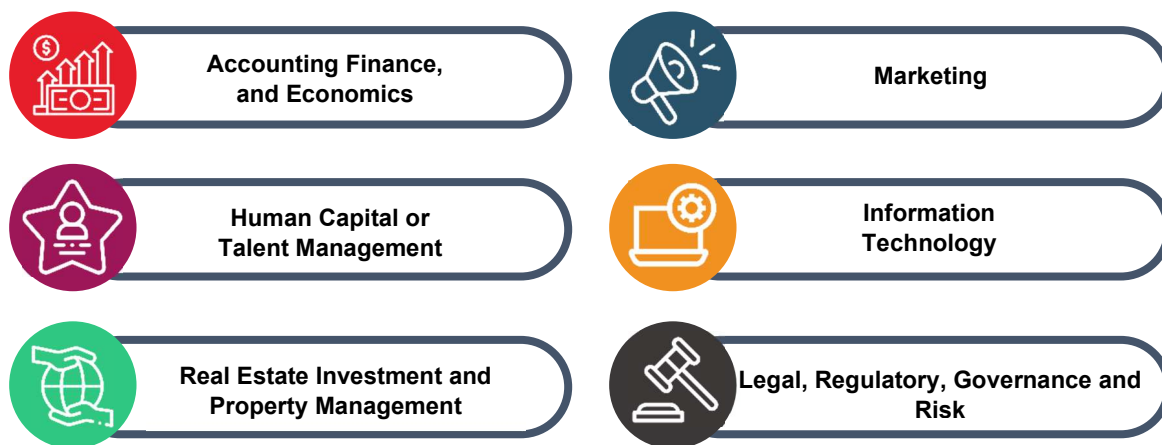
- ii. The individual possesses the relevant working experience in a senior position of not less than ten (10) years;
- iii. The individual has demonstrated satisfactory past performance or expertise in the nature of the business being conducted;
- iv. The individual has the appropriate level of physical and mental fitness;
- v. The individual keeps knowledge current based on continuous professional development; and
- vi. The individual possesses general management skills as well as understanding of corporate governance and sustainability issues.

Relevant experience and expertise

The individual possesses relevant experience 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. The examples of relevant experience include:



The individual has the technical knowledge and ability to perform prescribed duties for which they are engaged, especially recognised professional qualifications and membership of relevant professional institutions. Examples of technical expertise include:



(c) Relevant past performance or track record

- i. The individual 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; and
- ii. The individual possesses commendable past performance record as gathered from the results of appraisal or board effectiveness evaluation.

3.1.3 Time and commitment

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

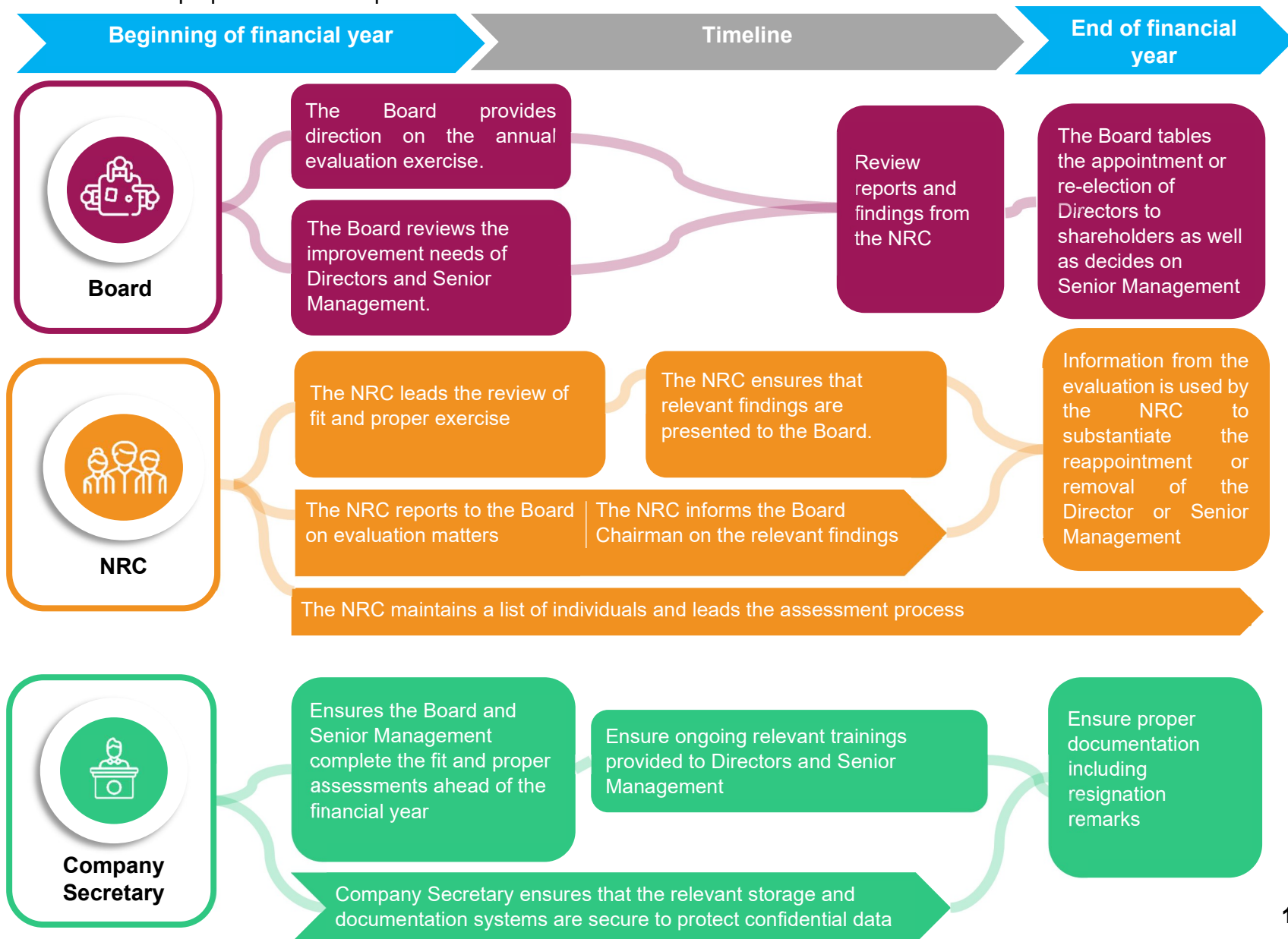
- i. The individual is able to devote time as a Director, having factored other outside obligations including concurrent board positions held by the Director across listed issuers and non-listed entities including private companies, foundations, not-for-profit organisations, non-governmental organisations and charities; and
- ii. The directorships held by any Director at any one time shall not exceed five (5) in listed issuers [\[paragraph 15.06, MMLR\]](#).

(b) Participation and contribution in the Board

- i. The Director exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others;
- ii. The Director demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom;
- iii. The Director manifests passion in the vocation of a Director; and
- iv. The Director exhibits ability to articulate views independently, objectively and constructively.

3.2 Assessment and disqualification procedures

3.2.1 The fit and proper assessment procedures should be as follows:



- 3.2.2 In the event that a Director or a Senior Management has been deemed disqualified based on the criteria established in this Policy, the NRC must inform the Board as soon as practicable and start the procedures set out by the Company to be undertaken to deal with the individual that no longer meets said criteria;
- 3.2.3 The Board must take immediate steps to reduce the risks associated with the person continuing to hold the position and remove the person from such position as soon as practicable; and
- 3.2.4 The individual who is deemed not fit for their respective position may appeal the decision in writing within a reasonable timeframe.

Considerations in disqualifying the Directors and Senior Management

Failure to meet one factor on its own does not necessarily mean failure to meet the fit and proper criteria. The Board should consider the specific circumstances surrounding a person's failure to meet specific factors, including 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.

4. Reporting

This Policy will be included in SRM's corporate website available here ([Link](#)) [*Paragraph 15.01(A) of MMLR*]. The publication of this Policy seeks to provide all stakeholders with accessibility that allows them to be better informed in the exercise of their rights.

The disclosures of the activities of the NRC, which is included in the Company's Annual Report and Corporate Governance Report shall cover the application of this Policy (*Paragraph 15.08A of MMLR*).

5. Review and amendments

The NRC shall periodically review this Policy including the Declaration Form to be in line with legislative promulgations, better practices and the Company's other internal policies. All revisions or amendments to this Policy shall be recommended by the NRC for consideration and approval by the Board.

Appendix 1

Declaration Form for candidates that are being considered for appointment (new appointments) as Directors and Senior Management

Note: Supporting documents may be attached for substantiation in relation to the fit and proper considerations (as outlined in this Declaration Form)

1) Character and integrity

a)	Probity	
i.	Do you have any record for breaching compliance with legal obligations, regulatory requirements and professional standards? (i.e. has been convicted for any registrable offence under the Registration of criminals and Undesirable Persons Act 1969)	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
ii.	Have you been the subject of any adverse findings including being obstructive, misleading or untruthful in dealings with auditors, regulatory authorities or a court?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
iii.	Are you free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of your judgement in the best interests of the Company?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
b)	Personal Integrity	
i.	Have you been perpetrated or participated in any business practices which are deceitful, oppressive improper (whether unlawful or not), or which otherwise reflect discredit on your professional conduct?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
ii.	Has your service contract (i.e. in the capacity of Director or Management) been terminated in the past due to concerns on personal integrity	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
iii.	Have you contravened any requirements imposed by authorities or bodies, whether in Malaysia or elsewhere or failed to uphold any professional or ethical standards issued, or have abetted another person to breach such requirements, professional or ethical standards?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	

c)	Financial Integrity	
i.	Have you made arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
iii.	Have you, or any business in which you are a controlling interest or exercise significant influence, been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
d)	Reputation	
i.	Have you been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the last 10 years?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
ii.	Have you 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?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
iii.	Have you 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?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
iv	Have you been associated, in ownership or management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a licence to conduct any trade, business or profession, or has had that registration, authorisation, membership or licence been revoked, withdrawn or terminated?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
v	Have you been involved in company decisions that led to any undesirable and severe environmental or social outcomes?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
vi.	Additional information	

2) Experience and competence

a)	Official Degree/Certificate	Field of study	Date	Educational organisation (university, institution)

b)							
	Position	Main responsibilities	Entity	Size	Number of subordinates	Length of service	Reason for ending tenure

c)	Additional information

3) Time and commitment

a.	Do you have any other executive and non-executive directorships and professional commitments? If YES, please complete the list below.								<input type="checkbox"/> YES <input type="checkbox"/> NO
	List of executive and non-executive directorships and other professional activities								
	Entity (please mark listed companies with *)	Nature of business	Size	Function within Entity (executive director/non-executive director/other)	Additional responsibilities such as membership of committees, chair functions, etc	Time commitment per week (hours) and per year (days) (to include additional responsibilities)	Length of service	Number of meetings per year	Additional information
b.	Total number of executive directorships								
c.	Total number of non-executive directorships								
d.	Total hours per week of time committed to all directorships outside the function								
e.	Total days per year of time committed to all directorships outside the function								
f.	Total number of directorships in listed companies								
g.	Total number of directorships in non-listed companies								
h.	Additional information								

Declaration Form for existing Directors and Senior Management.

Note: Existing Directors and Senior Management should reflect upon past declarations in completing this Declaration Form. Supporting documents may be attached for substantiation in relation to the fit and proper considerations (as outlined in this Declaration Form) during the year under review.

Character and integrity		
a) Probity		
i.	During the year under review, did you breach any legal obligations, regulatory requirements and professional standards?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
ii.	During the year under review, have you been the subject of any adverse findings including being obstructive, misleading or untruthful in dealings with auditors, regulatory authorities or a court?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
iii.	During the year under review, have you entered into any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of your judgement in the best interests of the Company?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
b) Personal Integrity		
i.	During the year under review, have you been perpetrated or participated in any business practices which are deceitful, oppressive improper (whether unlawful or not), or which otherwise reflect discredit on your professional conduct?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
ii.	During the year under review, has your service contract (i.e. in the capacity of Director or Management) been terminated in the past due to concerns on personal integrity	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
iii.	During the year under review, have you contravened any requirements imposed by authorities or bodies, whether in Malaysia or elsewhere or failed to uphold any professional or ethical standards issued, or have abetted another person to breach such requirements, professional or ethical standards?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	

c)	Financial Integrity	
i.	During the year under review, have you made arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
iii.	During the year under review, have you, or any business in which you are a controlling interest or exercise significant influence, been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
d)	Reputation	
i.	During the year under review, have you been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
ii.	During the year under review, have you 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?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
iii.	During the year under review, have you 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?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
iv	During the year under review, have you been associated, in ownership or management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a licence to conduct any trade, business or profession, or has had that registration, authorisation, membership or licence been revoked, withdrawn or terminated?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
v	During the year under review, have you been involved in company decisions that led to any undesirable and severe environmental or social outcomes?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
vi.	Additional information	

Experience and competence		
i	During the year under review, have you acquired any additional educational qualification?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below.	
Time and commitment		
i	During the year under review, have you assumed any other executive and non-executive directorships and professional commitments?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, please provide details below [i.e. name of entity, nature of business, size, function or responsibilities assumed, time commitment envisaged (days per year)].	

Declaration

I declare that the information given in answer to the questions above is complete and accurate to the best of my knowledge, information and belief and that there are no other relevant facts of which the Board and the NRC of SRM should be aware of.

I undertake to inform any changes material to the application, which arises while the Board and the NRC of SRM is performing the assessment.

Name	
Signature	
Date	