



YINSON HOLDINGS BERHAD

Directors' Fit & Proper

POLICY

01	23 June 2022	Issued For Implementation	Robell Abdul Samad	Louisa Brady	CY Lim
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Revision Details

Rev. No.	Section	Details
01	All	First Policy issue



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1 Purpose of the Directors' Fit and Proper Policy

In line with our core company values (R.O.A.D.S), the purpose of the Policy is to set out the 'fit and proper' criteria for the appointment and re-appointment of Directors of Yinson Holding Berhad ("Yinson") and its subsidiaries ("Yinson Group").

It is designed to ensure that each of the Directors has the attributes, character, experience, integrity, competence, and time to effectively discharge their duties and function as Directors of Yinson Group.

While appointing directors, we shall ensure that the procedures mentioned below are followed:

- Yinson shall undertake a process of due diligence to determine the suitability of the person for appointment / continuing to hold appointment as a director on the Board, based upon qualification, expertise, track record, integrity and other 'fit and proper' criteria.
- Yinson shall obtain necessary information and complete an evaluation form for the proposed/ existing Directors.
- The Nominating & Remuneration Committee ("NRC") and the Board shall review and conduct assessments of candidates that are to be appointed onto the Board as well as Directors who are seeking for appointment or re-appointment.

1.1 Scope

This Policy is applicable to:

- All Board of Directors of Yinson (executive and non-executive); and
- All Board of Directors of Yinson subsidiaries.

2 Criteria

The fit and proper criteria of a Director shall include but not limited to the following:

A. ABAC Compliant –

- Shall adhere to the Yinson Anti-Bribery and Anti-Corruption Policy & Procedure and all its related provisions such as the Yinson Code of Conduct and Business Ethics Policy & Procedure.

B. Personal Integrity

- Shall not perpetrate in any form of practice which is deceitful, oppressive improper (unlawful or not) and which otherwise reflect discredit to their professional conduct.
- 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.
- Has not been terminated in the past due to concerns on personal integrity.



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C. Time and Commitment

- 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).
- 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 other.

D. Probity –

- Shall be compliant with legal obligations, regulatory requirements and professional with ethical standards.
- Shall not be obstructive, misleading, or untruthful in dealings with regulatory bodies or a court of competent jurisdiction.

E. Financial Integrity

- Should demonstrate financial integrity and operate with the law, ethic, and moral standard to uphold goodwill and organizational reputation.
- Manages personal debts or financial affairs satisfactorily.

F. 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.

G. Experience

- Shall have the required and related experience perform their duties in high professional and ethical standards.
- 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.
- 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.



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H. Qualification and Competence

- 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 business and 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.

3 The Assessment

- The NRC will assess each person for a new appointment or re-appointment of Directors based on the criteria set out in section 2 and in the Nominating Policy & Procedure. The Board of Directors Assessment Forms (YHB-CS-CG-FT-0001) approved by the Board are kept by Corporate Secretary.
- For the appointment of new Independent Director, the person is required to meet the criteria set out in the Independent Directors' Self-Assessment form.
- The results of the assessments are part of the Company's internal documents. The results are shared to NRC members and summary of results are shared with Board and disclosed to public as appropriate.

4 Role of NRC

The NRC before an appointment of a person as Director or after a person is appointed as Director on continuing basis shall perform the following due diligence and checks in line with the Nominating Policy & Procedure:

- Check whether the Person is qualified and competent to be appointed as Director and not attracting any disqualifications as prescribed under various provisions of Companies Act 2016 or any other statutory law applicable from time to time.
- Check whether any Proceedings have been initiated against the person in the past and /or pending as on date involving any civil, criminal, economic offence, taxation authorities or relating to any other regulatory body, in accordance with the Employment Screening Policy.
- Check whether the person or the entities in which the person is interested have been subject to any investigation at the instance of any Government Department or Agency.
- Check whether the person or the entities in which the person is interested have been prosecuted / convicted for the violation of any economic laws and regulations.



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- Based on the information provided in the signed declaration, NRC shall decide on the acceptance or otherwise of the Directors appointment.

5 Abbreviations & Definitions

The Definitions below are the Yinson Holdings Berhad standard for all managed documents.

Board	Board of Directors of Yinson;
NRC	Nominating and Remuneration Committee of Yinson
Policy	Directors' Fit and Proper Policy
ABAC	Anti-Bribery and Anti-Corruption Policy & Procedure
Code of Conduct	Code of Conduct and Business Ethics Policy & Procedure
Yinson	Yinson Holdings Berhad
Yinson Group	Yinson and its subsidiaries.

6 Review of the Policy

This Policy is endorsed by the Board, and the NRC has the responsibility for overseeing the implementation and ensuring that any breaches of this Policy are duly investigated.

Further, reviews and corresponding updates to the Policy will be made on a periodic basis.

7 Deviation

No exemptions from this Policy can be granted unless there are exceptional circumstances or where the Policy contradicts the laws in the countries where we operate. All requests for exemptions must be made to the Board who will assess and decide on each request on a case-by-case basis and on its merits.

8 Ownership

Approver: Lim Chern Yuan, Group CEO

- This document shall not be altered without the Approver signature.

Prepared by: Robell Abdul Samad, Talent & Learning Manager

The Corporate Document Controller, reporting to the Head of Governance, Risk Management & Compliance, shall be the maintenance owner of the YHB CIMS and its associated Master Document Register ensuring compliance with laws and regulations, formats, coding conventions, content, review cycles, records, signoff, and revision coding.



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8.1 Continuous Improvement.

This policy is a 'live' document and will undergo periodic review and assessment of its effectiveness and where necessary alignment will be performed.

9. References

- YHB -RC-CG-PP-0002, Anti- Bribery and Anti-Corruption Policy & Procedure
- YHB-RC-CG-PP-0006, Code of Conduct and Business Ethics Policy & Procedure
- The Malaysia Companies Act 2016
- YHB-CS-CG-PP-0002, Nominating Policy & Procedure
- YHB-CS-CG-FT-0001, Board of Directors Assessment Forms
 - YHB Directors' Self and Peer Evaluation (Assessment) Form
 - YHB Independent Directors' Self Evaluation (Assessment) Form
 - YHB Board and Board Committee Evaluation (Assessment) Form
 - YHB Board Skills Evaluation (Assessment) Form
- YHM-HR-CG-PP-0006, Employment Screening Policy