



TIONG NAM LOGISTICS HOLDINGS BERHAD

Registration No. 198901005177 (182485 V)
(Incorporated in Malaysia)

DIRECTORS' FIT AND PROPER POLICY

1. DEFINITIONS

“Name of Company”	:	Tiong Nam Logistics Holdings Berhad
“Board”	:	Board of Directors of Tiong Nam Logistics Holdings Berhad
“NC”	:	Nomination Committee
“Group”	:	The Company and its subsidiaries
“Responsible Persons”	:	The existing directors or candidates for nomination or appointment or re-election as director of the Company, as the case may be.
“Policy”	:	The Fit and Proper Policy of the Group

2. PURPOSE

- 2.1 This Policy set out the fit and proper criteria for the appointment and re-appointment of Directors on the Boards of Tiong Nam Logistics Holdings Berhad and its subsidiaries.
- 2.2 To ensure that each of the Directors has the character, experience, integrity, competence and time to effectively discharge his/her role as a Director of Tiong Nam Logistics Holdings Berhad and its subsidiaries.
- 2.3 Serve as a guide to the Nomination Committee (“NC”) and 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 election or re-election.
- 2.4 This policy is designed to be a risk treatment plan for the risks posed to the Company from having persons who are not fit and proper acting in a responsible person position.

3. POLICY STATEMENT

With a view of achieve sustainable development, the Group is committed to the highest standard of integrity, openness, and accountability in the conduct of its businesses and operations. This Policy is intended to address the governance of the quality and integrity of the Responsible Persons.



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DIRECTORS' FIT AND PROPER POLICY – cont'd

4. CRITERIA

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

4.1.1 Character and Integrity

(i) Probity

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

(ii) 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 (i.e., 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 (i.e., political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance

(iii) Financial integrity

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

(iv) 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

4.1.2 Experience and competence

(i) Qualifications, training, and skills

- possesses education qualification or business experience that is relevant to the skill set that the Director is earmarked to bring to bear



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onto the boardroom (i.e., a match

DIRECTORS' FIT AND PROPER POLICY – cont'd

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

4.1.3 Time and commitment

(i) 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)

(ii) 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

DIRECTORS' FIT AND PROPER POLICY – cont'd

5. RESPONSIBILITY

5.1 The Board's Commitment and Responsibility

The Board and Nomination Committee are primary responsible in ensuring that all Responsible Persons fulfil the fit and proper criteria and requirements and conduct assessment for fitness and propriety of Responsible Persons. Ultimately, the Board will make all final determination on their fitness and propriety.



TIONG NAM LOGISTICS HOLDINGS BERHAD

Registration No. 198901005177 (182485 V)
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5.2 The Nominating Committee's ("NC") Responsibility

The NC is responsible for the following: -

- (a) The assessment of existing directors for re-appointment or eligible candidates for nomination or appointment as a director of the Company and make recommendations to the Board on these matters;
- (b) Ensuring that appropriate fit and proper assessments are carried out for each Responsible Person;
- (c) Reporting to the Board about any matters that are relevant to a particular assessment of a Responsible Person's fitness and propriety;
- (d) Providing information to the Board on matters concerning the criteria and procedure for fit and proper assessments including addressing any gaps in the assessment; and
- (e) Ensuring that the Group takes all reasonable steps to protect the information and documents collected for fit and proper assessments from misuse, unauthorized access, modifications or disclosure.

6. THE ASSESSMENT

- 6.1 The NC will assess each person for a new appointment or re-appointment of Directors based on the criteria set under item 4.1 before recommending to the Board for approval. The Due D form for new director is set out in **Annexure 1 (page 6 to 11)**.
- 6.2 For the appointment of new Director, the person required to complete the Prospective Directors Information as set out in **Annexure 2 (page 12)**.
- 6.3 The results of the assessments are part of the Company's internal documents and shall not be disclosed or provided to any other party.
- 6.4 Where a person is found to be not fit and proper due to lack of character, diligence, honesty, integrity or judgement, or is found to be misleading or deceptive, the responsible person is required to resign or their appointment is terminated immediately.

DIRECTORS' FIT AND PROPER POLICY – cont'd

7. REVIEW OF THE POLICY

- 7.1 The NC shall recommend any change to the Policy as the NC deems appropriate to the Board for approval. The terms of the Policy shall be assessed, reviewed and updated where necessary i.e., when there are changes to the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad or any other regulatory requirements.

DISCLOSURE OF INFORMATION RELEVANT TO A FIT AND PROPER ASSESSMENT



TIONG NAM LOGISTICS HOLDINGS BERHAD

Registration No. 198901005177 (182485 V)
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All responsible persons are required to disclose to the Company all information that may be relevant to a fit and proper assessment. The Company will take all reasonable steps to ensure compliance with Personal Data Protection Act 2010 in collecting and using the information about responsible persons collected as part of the assessment process.

Conflict of interest are required to be disclosed by all responsible persons on appointment and ongoing basis, or for directors, being provided with the opportunity to declare any interests at each Board meeting.

DOCUMENT RETENTION AND REPORTING

The Company will maintain on file information related to the fit and proper assessment of all current and recently past Responsible Persons.

DISCLOSURE OF THIS POLICY

This Policy will be published on the Company's website for public information.

APPROVAL

This Policy was reviewed and approved by the Board on 29 June 2022.



TIONG NAM LOGISTICS HOLDINGS BERHAD

Lot 30462 Jalan Kempas Baru, 81200 Johor Bahru

Tel: 07 2321299 Fax: 07 2361299

CHECKLIST APPOINTMENT OF DIRECTOR

The duly completed checklist is to be attached as part of the documentations
(Please ✓ at the appropriate box and provide reason(s)/justification(s) for any non-submission)

No	Documents	To be completed by Management	Comment
1.	Profile by the person before appointment as Director (Appendix 1)		
2.	Copy of IC (Malaysian) or passport (non-Malaysian)		
3.	Copy of relevant educational qualification or business experience		
4.	Declaration by the person before appointment as Director (Appendix II)		
5.	Duly completed Section 201, Companies Act 2016 – Declaration by a person before appointment as Director, or by a Promoter before incorporation of Corporation		
6.	Duly completed Annexure PN21-D / PN21-C		
7.	Declaration by the person who process the received documents (Appendix III)		

Notes:

1. Documents may be certified by any authorized person including, but not limited to, commissioner for oaths, notary public, certified public accountants, advocates or solicitors, company secretaries and Malaysian/foreign embassies.
2. Where documents are not in the national language of Malaysia or in English, please provide English translated version of the documents, duly certified/notarized.
3. The checklist serves as general requirement of the application for Due Diligence and record purpose.

***Delete whichever inapplicable*

PROFILE BY THE PERSON BEFORE APPOINTMENT AS DIRECTOR (Note: All fields are mandatory and should not be left blank)		
a.	Position to be held	
b.	Salutation	
c.	Name (As per NRIC/passport)	
d.	IC No. (For Malaysian)	
	Passport Details (For Non-Malaysian)	Passport No.: Expiry Date: Country of Issue: Issuing Authority: Length of residence in Malaysia: Any work permit applied prior to this application: Yes / No (please provide certified true copy of the work permit)
e.	Date and Place of Birth	
f.	Gender	
g.	Nationality	
CURRICULUM VITAE OF DIRECTOR		
Section A: Education(s) / Business		
Type of Qualification/ Certification/ Business	Name of College/University/Others/Business	Year Qualification Obtained/Start Business

PROFILE BY THE PERSON BEFORE APPOINTMENT AS DIRECTOR (Note: All fields are mandatory and should not be left blank)				
Section B: Professional Qualification(s)				
Type of Qualification/ Certification		Name of Institution	Year Qualification Obtained	
Section C: Membership of Professional Body(s)				
Type and Details of Membership		Name of Institution	Year Qualification Obtained	
Section D: Past and Current Work Experience(s)				
Date (dd/mm/yy)		Name of Employer	Designation	Key Areas of Responsibilities
From	To			

<p>PROFILE BY THE PERSON BEFORE APPOINTMENT AS DIRECTOR <i>(Note: All fields are mandatory and should not be left blank)</i></p>		
<p>Section E: Directorship Held in Other Company(s)</p>		
Name of Corporation	Date of Appointment (dd/mm/yy)	Nature of Appointment (executive or non- executive)

DECLARATION BY THE PERSON BEFORE APPOINTMENT AS DIRECTOR ON FIT AND PROPER PERSON

(Note: All fields are mandatory and should not be left blank)

I, NRIC/Passport No....., a proposed director of TIONG NAM LOGISTICS HOLDINGS BERHAD (Registration No.: 198901005177 (182485-V) (“the Company”), do hereby solemnly and sincerely declare that:

- 1. I have read and sign the Section 201 of the Companies Act 2016;
- 2. The information given in this declaration and in the attached documents (if any) are accurate, true and complete;
- 3. I understand that if it is found that I have made false declaration herein and/or in the attached document (if any), the Company is entitled to take any legal action including disqualifying myself from acting in the capacity expressly mentioned herein.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declaration Act 1960 / other relevant provision.

Subscribed and solemnly declared by the above named

At

In the State of

This Signature

Before me,

.....

DECLARATION BY THE PERSON WHO PROCESS THE RECEIVED DOCUMENTS

(Note: All fields are mandatory and should not be left blank)

I, NRIC/Passport No....., the authorized officer of TIONG NAM LOGISTICS HOLDINGS BERHAD (Registration No.: 198901005177 (182485-V) (“the Company”) being the officer responsible for the submission of application for (Name of the Director) as Director of the Company do solemnly and sincerely declare that in relation to the above application:

- 1. I have conducted due diligence process on (Name of director) and satisfied with the result thereof.
- 2. I confirmed that (Name of director) had fulfill the Main Market Listing Requirements and the requirements under the Companies Act 2016.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declaration Act 1960 / other relevant provision.

Subscribed and solemnly declared by the above named

At

In the State of

This Signature

Before me,

.....
(Commissioner for Oaths/Notary Public)

PROSPECTIVE DIRECTORS' INFORMATION

PARTICULARS REQUIRED OF NEW DIRECTOR OF TIONG NAM LOGISTICS HOLDINGS BERHAD UNDER SECTION 99D (2) (C) OF THE SECURITIES INDUSTRY (AMENDMENT) ACT 1998

- | | | |
|----|--|---|
| 1 | Full Name | : |
| 2 | Nationality / Race | : |
| 3 | Date of Birth | : |
| 4 | Identity Card No. | : |
| 5 | Residential Address | : |
| 6 | Business Occupation | : |
| 7 | Date of Appointment | : |
| 8 | Position in Tomypak Holdings Berhad | : |
| 9 | Other Directorships | : |
| 10 | Details of: | |
| | i. any conviction of an offence under a securities law; or | : |
| | ii. any action taken against him under Section 11, 88A, or 90 or subsection (5) or (6) of Section 90A or Section 100 of the Securities Industry Act 1983; or | : |
| | iii. whether he has been a person in respect of whom subsection 130(1) of the Companies Act, 1965 has been applies; or | : |
| | iv. whether he is an undischarged bankrupt or there is any bankruptcy petition pending or threatened against him. | : |