

FIT AND PROPER POLICY



SEALINK INTERNATIONAL BERHAD

REGISTRATION NO. 200701042948 (800981-X)

Approved by the Board of Directors on 31 May 2022

1. POLICY OBJECTIVE

- 1.1 The objective of this Policy is to guide the Nominating Committee (“the NC”) and the Board in their review and assessment of potential candidates for appointment as Directors as well as Directors who are seeking for re-election in Sealink International Berhad.
- 1.2 This Policy is to ensure that Directors must possess the character, integrity, relevant range of skills, knowledge, experience, competence and time commitment to carry out their roles and responsibilities effectively in the best interest of the Company and its stakeholders.
- 1.3 The fit and proper criteria will be applicable at the time of appointment as a Director and on a continuing basis as all Directors of Sealink International Berhad are expected to conduct themselves with highest integrity and professionalism as well as to comply with all relevant legal and regulatory obligations.

2. CRITERIA

- 2.1 The considerations underpinning the “fit and proper” criteria of Directors include but not limited to the following:

2.1.1. Character and Integrity

- (i) Probity
 - is compliant with legal obligations, regulatory requirements and professional standards; and
 - 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; and
 - 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; and
 - 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; 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.

2.1.2 **Experience and competence**

- (i) Qualifications, training and skills
- 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; and
 - possesses leadership capabilities and a high level of emotional intelligence.
- (ii) Relevant experience and expertise
- 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.
- (iii) Relevant past performance or track record
- had a career of occupying a high-level position in a comparable organization, and was accountable for driving or leading the organisation's governance, business performance or operations; and
 - possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

2.1.3 **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 organisations).
- (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; and
- exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

3. THE ASSESSMENT

- 3.1 The NC will assess each person for a new appointment or re-appointment / re-election of Directors based on the criteria set under item 2.1 before recommending to the Board for approval. The Directors' Evaluation Form is set out in **Annexure 1**.
- 3.2 Any person within the Company who has been identified for appointment as a Director or for re-appointment / re-election as a Director shall be required to make the fit and proper declaration in the form as set out in **Annexure 2**.
- 3.3 The result of the assessments are part of the Company's internal documents and shall not be disclosed or provided to any other party.

4. REVIEW OF THE POLICY

- 4.1 The NC is responsible for regular review of the Policy. Any requirement for amendment shall be deliberated by the Nominating Committee and any recommendation for revisions shall be proposed to the Board for approval.

-----END OF DOCUMENT-----

Annexure 1



SEALINK INTERNATIONAL BERHAD

REGISTRATION NO. 200701042948 (800981-X)

Directors' Evaluation Form

The Evaluation Form provides ratings from one (1) to four (4), or 'yes' and 'no', with the indicators illustrated below, to be responded in relation to the nature of the questions:

<i>Evident 80% of the time and above</i>	<i>Evident between 60% to 80% of the time</i>	<i>Evident between 40% to 60% of the time</i>	<i>Evident between 0% to 40% of the time</i>
4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Yes, always	Yes, most of the time	Yes, but seldom	No
or			
4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Above average	Average	Below average	Poor
or			
Yes <input type="checkbox"/>			No <input type="checkbox"/>
Yes			No

Where a particular criterion is deemed not applicable, it shall be indicated as 'Not Applicable' in the comment box.

Name of Director: _____

Assessment Criteria	Comments				
	4	3	2	1	
<p><u>Section A :</u> <u>Fit and proper</u></p>					
1. Has not been questioned, of his/her honesty which is deceitful, oppressive or improper and investigated on complaints lodged.	<input type="checkbox"/> Yes			<input type="checkbox"/> No	
2. Has not been questioned, of his/her integrity which is deceitful, oppressive or improper and investigated on complaints lodged.	<input type="checkbox"/> Yes			<input type="checkbox"/> No	
3. Has not been questioned, of his/her professional conduct which is deceitful, oppressive or improper and investigated on complaints lodged.	<input type="checkbox"/> Yes			<input type="checkbox"/> No	
4. Has not been questioned, of his/her business ethics/practices which is deceitful, oppressive or improper and investigated on complaints lodged.	<input type="checkbox"/> Yes			<input type="checkbox"/> No	
5. Has shown willingness to maintain effective internal control systems and risk management practices	<input type="checkbox"/> Yes			<input type="checkbox"/> No	
6. Possesses relevant qualification, knowledge, experience and ability to understand the technical requirements, risk and management of the company's business.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

Assessment criteria	Comments			
	4	3	2	1
<p><u>Section B :</u> <u>Contribution and performance</u></p>				
<p>7. Probes management to ensure management has taken, and suggests management to take into consideration the varying opportunities and risks whilst developing strategic plan (this plan may or may not be in writing as long as minutes of meeting provide a discussion of such strategy)</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>8. Probes management when there are red flags/concerns which could, amongst others, indicate possible non-compliance of regulatory requirements</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>9. Provides logical honest opinions on issues presented and is not afraid of expressing disagreement on matters during the meeting, if any</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>10. Receives feedback from board and/or committee and incorporates feedback obtained into decision-making process in an objective manner</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>11. Defends own stand through constructive deliberations at board and/or committee meetings, where necessary</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Assessment criteria	Comments				
	4	3	2	1	
12. Offers practical and realistic advice to board and/or committee discussions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
13. Takes initiative to demand for additional information, where necessary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
14. Tests quality of information and assumptions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
15. Reviews and relates short-term concerns to long-term strategy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
16. Contributes to risk management initiatives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
17. Contributes personal knowledge and experience into the consideration and development of strategy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
18. Facilitates objective-oriented decision-making process	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
19. Prioritises context of issues to be in line with objectives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
20. Effectively and proactively follows up on areas of concern	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
21. Demonstrates willingness to devote time and effort to understand the company, its business and displays readiness to participate in events outside the boardroom such as site visits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

Assessment criteria	Comments			
	4	3	2	1
<u>Section C :</u> <u>Calibre and personality</u>				
22. Acts in good faith and with integrity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. Attends meetings well prepared and adds value to board and/or committee meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. Attends meetings well prepared and adds value to board and/or committee meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
25. Offers insight to matters presented with requisite knowledge and skills, and shares information	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26. Encourages others to get things done, is decisive and action-oriented	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
27. Articulates in a non-confrontational and comprehensible manner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28. Understands individual roles and responsibilities and ensures contribution is contemporary with developments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
29. Behaviour engenders mutual trust and respect within the Board and with other key officers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Assessment criteria	Comments				
	4	3	2	1	
30. Communicates effectively with shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
31. Constructively challenges and contributes to the development of strategy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
32. Scrutinises the performance of management in meeting agreed goals and objectives and monitors reporting of performance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
33. Satisfies himself/herself that financial information is accurate and financial controls and systems of risk management are robust and defensible	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

<p>Other Comments:</p>

SEALINK INTERNATIONAL BERHAD Registration No. 200701042948 (800981-X)

Annexure 2

DIRECTORS' DECLARATION ON FIT AND PROPER

Name: NRIC/Passport No.:.....

do hereby solemnly affirm and declare the following:-

No.	Criteria	YES	NO
Probity, Personal Integrity and Reputation			
1.	I have not been the subject of any proceedings of a disciplinary or criminal nature, or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;		
2.	I have not 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;		
3.	I have not contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;		
4.	I or any business in which I have a controlling interest or exercise significant influence, have not been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;		
5.	I have not been engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on my professional conduct;		
6.	I have not been dismissed, asked to resign or have resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions on my honesty and integrity;		

No.	Criteria	YES	NO
Probity, Personal Integrity and Reputation			
7.	I have 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 license to conduct any trade, business or profession, or has had that registration, authorisation, membership or a license revoked, withdrawn or terminated;		
8.	I have not held a position of responsibility in the management of a business that has gone into receivership, insolvency, or involuntary liquidation while I was connected with that business;		
9.	I have not been a director of, or have been directly concerned in the management of, any corporation which is being or has been wound up by a court or other authority competent to do so within or outside Malaysia, or of any licensed institution, the license of which has been revoked under any written law;		
10.	In the past, I have not acted unfairly or dishonestly in my dealings with my customers, employer, auditors and regulatory authorities;		
11.	I have not at any time shown a strong objection or lack of willingness to cooperate with regulatory authorities and failure to comply with legal, regulatory and professional requirements and standards, including compliance with tax requirements and obligations;		
12.	I have not contributed significantly to the failure of an organization or a business unit;		
13.	I have not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices; and		
14.	I am free from any business or other relationship which could materially pose a conflict of interest or interfere with exercise of my judgement when acting in the capacity of a Director of Bursa and/or Bursa Group which would be disadvantageous to Bursa or Bursa's interest.		

No.	Criteria	YES	NO
Financial Integrity			
15.	I am and will be able to fulfil my financial obligations, whether in Malaysia or elsewhere, as and when they fall due;		
16.	I have not been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere to my knowledge.		
17.	I have not made arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction.		

* where you have ticked "NO", please provide explanation.

Explanation for items ticked "NO"	
No.	Explanation

.....
 (Signature)
 Name:
 Date: