

MARCO HOLDINGS BERHAD

(Company No. : 8985-P) (Incorporated in Malaysia)

DIRECTORS' FIT AND PROPER POLICY

OBJECTIVE

This Directors' Fit and Proper Policy ("Policy") serves as a guide for the Nomination Committee ("NC") and the Board in the selection of candidates for appointment as Directors and for re-election of Directors to the Board of Marco Holdings Berhad and its subsidiaries ("Marco Group").

SCOPE AND APPLICATION

In their review and assessment of any person to be appointed or re-elected as a Director of the Marco Group, the Board and the NC shall have regard that the person has at minimum, met the following fit and proper criterion where, the person:

(i) Probity

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

(ii) Personal Integrity

- has not perpetrated in any business practices which are deceitful, oppressive, improper, or which otherwise reflect discredit on his professional conduct;
- whose service contract (i.e. in the capacity of management or Director) had not been terminated in the past due to concerns on personal integrity;
- did not abuse other positions (i.e. political appointment) to facilitate government relations for a company in the 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;

(iv) Qualification, training and skills

- possesses the suitable qualification, skills, knowledge, practical experience and expertise which are necessary to fulfil the requirements of the position;
- keeps abreast with current development on business and economic environment as well as understanding of corporate governance and sustainability issues;
- possesses leadership capabilities, and undergoes continuous professional development as and when necessary;

(v) Time and Commitment

- is able to give sufficient time and attention to the affairs of the Company or its subsidiaries in order to effectively discharge his/her role and responsibility; and
- is committed and devoted to participate actively in Board deliberations and decision making process.

REVIEW OF POLICY

The Board shall periodically review and reassess the adequacy of this Policy and make suitable amendments as and when deemed appropriate.