



SEE HUP CONSOLIDATED BERHAD
(199601018726/391077-V)

DIRECTORS' FIT AND PROPER POLICY

1 INTRODUCTION

This Policy serves as a source of reference on the expectations and criteria for the appointment and re-election of Directors on the Boards of See Hup Consolidated Berhad and its subsidiaries. The Group seek to improve board quality and promote greater transparency in the appointment and re-election of directors through this policy.

2 FIT AND PROPER CRITERIA

For the purpose of establishing whether a person is fit and proper, the Board and Nominating Committee shall have regard to the person's:

2.1.0 PROBITY, PERSONAL INTEGRITY AND REPUTATION

- 2.1.1 whether the person is or has 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;
- 2.1.2 whether the person has engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on his professional conduct;
- 2.1.3 whether the person has been dismissed, asked to resign or has resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions about his honesty and integrity;
- 2.1.4 whether the person has held a position of responsibility in the management of a business that has gone into receivership, insolvency, or involuntary liquidation while the person was connected with that business.

2.2.0 COMPETENCY AND CAPABILITY

- 2.2.1 whether the person has the appropriate qualification, training, skills and experience;
- 2.2.2 whether the person has the time and commitment to effectively fulfil the role and responsibilities of the position.

2.3.0 FINANCIAL INTEGRITY

- 2.3.1 whether the person has been and will be able to fulfil his financial obligations, whether in Malaysia or elsewhere, as and when they fall due;
- 2.3.2 whether the person has been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.