



## **SARAWAK CABLE BERHAD**

[Registration No.: 199801000274 (456400-V)]  
(Incorporated in Malaysia)

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### **DIRECTORS' FIT AND PROPER POLICY**

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## **1. PURPOSE**

- i) This Policy sets out the fit and proper criteria for the appointment and re-appointment of Directors on the Boards of Directors of Sarawak Cable Berhad ("SCABLE") ("the Board") and its subsidiaries;
- ii) 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 SCABLE and its subsidiaries; and
- iii) 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. CRITERIA**

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

### **2.1.1 Character and integrity**

#### **i) Probity**

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

#### **ii) Personal integrity**

- The Director 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 or her professional conduct.
- The past service contract(s) of the Director in the capacity of management or Director had not been terminated due to concerns on personal integrity.
- The Director has not abused other positions (i.e: political appointment) to facilitate government relations for the Group in a manner that contravenes the principles of good governance.

#### **iii) Financial integrity**

- The Director manages personal debts or financial affairs satisfactorily.
- The Director demonstrates ability to fulfill personal obligations as and when they fall due.

#### **iv) Reputation**

- The Director is of good repute in the financial and business community.
- The Director has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years.
- The Director 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

- The Director 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).
- The Director has a considerable understanding on the workings of a corporation.
- The Director possesses general management skills as well as understanding of corporate governance and sustainability issues.
- The Director keeps knowledge current based on continuous professional development.
- The Director possesses leadership capabilities and a high level of emotional intelligence.

#### ii) Relevant experience and expertise

The Director 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.

### 2.1.3 Time and commitment

#### i) Ability to discharge role having regard to other commitments

The Director is able to devote time as a Board member, having factored other outside obligations including concurrent Board positions held by the Director across public listed companies and non-listed companies (including non-profit organizations).

#### ii) Participation and contribution in the Board or track record

- The Director demonstrates willingness to participate actively in Board activities.
- The Director demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the Boardroom.
- The Director manifests passion in the vocation of a Director.
- The Director exhibits ability to articulate views independently, objectivity and constructively.
- The Director exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

### 2.1.4 Independence (*applicable to appointment and re-appointment of Independent Director*)

The Independent Directors meets the criteria of an Independent Director as specified in the Main Market Listing Requirements of Bursa Securities Malaysia Berhad.

### **3. ASSESSMENT**

- i) The fit and proper assessment on each candidate/Director shall be conducted prior to appointment, annually on re-election, and whenever there are material changes in the nature/scope of the responsibilities assumed by a Director in which higher standard of competence or judgement are required, or in circumstances which may result in a Director's fitness and propriety to be materially compromised.
- ii) The fit and proper considerations shall be assessed individually as well as collectively in the best composition of the Board and in the best interest of SCABLE and its subsidiaries.
- iii) Each candidate and Director are required to complete the evaluation/assessment form as set out in Appendix 1.
- iv) Each candidate is required to complete the Prospective Directors Information as set out in Appendix 2.
- v) Each candidate and Director are required to make a declaration as set out in Appendix 3.

### **4. REVIEW OF THE POLICY**

This Policy shall be read in conjunction with the criteria used to assess the candidate and Directors adopted by SCABLE.

The NC shall recommend any change to the Policy as the NC deems appropriate to the Board for approval. This Policy shall be reviewed once a year by the Board and updated as and when necessary.

### Director's Evaluation Form

Name of Director : \_\_\_\_\_

Position in the Company : \_\_\_\_\_

For the financial period from \_\_\_\_\_ to \_\_\_\_\_,

Rank your evaluation as follows :-

- |   |  |
|---|--|
| 1 - strongly disagree / inadequate<br>3 - agree / effective | 2 - disagree / adequate<br>4 - strongly agree / highly effective |
|---|--|

		<b>Ranking</b>
<b>A.</b>	<b>COMMITMENT</b>	
1.	I am fully committed to the vision, mission and values of the Company/Group.	
2.	I firmly believe and will protect the interests of the Company/Group and their stakeholders as paramount.	
3.	I willingly accept the Board's consensus decisions and carry them out whole heartedly to ensure success, even if the decision is different from my personal opinion.	
4.	I express thoughtful honest concerns or opinions on issues presented to the Board.	
5.	I keep myself abreast and comply with the requirements of Bursa Malaysia Securities Berhad, Securities Commission, Companies Act, 1965, Capital Markets and Services Act, 2007 and other relevant laws and legislation.	
6.	I am willing to speak firmly when I believe strongly about an issue that concerns the Company/Group.	
7.	If I feel unable to fully evaluate an agenda item presented for approval, I ask for additional information first, before voting.	
8.	I keep the Board on track regarding accomplishing the objectives, vision and mission of the Company/Group.	
9.	I do not enter into contracts in conflict with, or otherwise act contrary to, the interests of the Company/Group.	
10.	I do not indulge in business activities for personal gain in competition with the Company/Group.	
<b>B.</b>	<b>COMPETENCY</b>	
1.	I help to ensure that the Board's objectives are clear and understood by everyone.	
2.	I continue to enhance my knowledge to effectively serve the Company as a Board member.	
3.	I have good conceptual and theoretical ability.	
4.	I keep current on areas and issues relating to the Board and the Company/Group.	
5.	I take constructive stands at Board or committee meetings at all times.	
6.	I attend all meetings well prepared to evaluate and/or add value to agenda items presented to the Board and committees.	
7.	I am a valuable resource in fulfilling the accountabilities of the Board.	
8.	I think logically and respond rationally.	
9.	I find and bring in information to help the Board stay relevant, informed and focused.	
10.	I willingly offer creative and innovative ideas.	
11.	I ensure that the Board's planning is realistic and goal orientated.	
12.	I comply with the CEP requirements to strengthen my knowledge and capabilities.	
13.	I have attended training/seminar during the financial year ended 31 May 200____. Details of which are outlined in Page 2.	

**Appendix 1**  
Evaluation/assessment form

		<b>Ranking</b>
<b>C.</b>	<b>COMMUNICATION</b>	
1.	I maintain good interpersonal relationship and networking with key government organisation and government-linked corporations in the business segments (e.g. timber industry and oil palm plantation) in which the Company/Group are involved or seek to have a presence.	
2.	I accept and encourage contributions from all Board members or Board committee members.	
3.	I communicate convincingly.	
4.	I seek and value information and opinion from others.	

Area(s) of special needs by Director:

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**Details of training/seminar attended during the financial year ended 31 May\_\_\_**

Confirmed by,

.....  
(Name of Director)

.....  
(Date)

**Overall assessment / evaluation by Nomination Committee ("NC")**

1.	The above Director has/has not* been effective as a Board or sub-committees member.
2.	The contributions and guidance provided by the above Director are/are not* beneficial to the Company and the Group.
3.	The above Director contributes/does not contribute* positively and pro-actively towards achievement of the Company and the Group.
4.	The required degree of skills, experience and other attributes, including core competencies of the above Director are/are not* adequate to serve the needs of the Company and the Group.

\* *strike out whichever is inapplicable*

Confirmed by,

.....  
(Name of the NC Chairman)

.....  
(Date)

Name of Company: **SARAWAK CABLE BERHAD (the “Company” or ‘SCABLE”)**

**Part A: Personal Details**

1	Full Name	
2	Date of Birth	
3	NRIC No / Passport No	
4	Citizenship	
5	Permanent Address	
6.	Correspondence Address (if different from above)	
7	Telephone No	
8	Email Address	

**Part B: Education Background and Work Experience**

No	Questions	Answer
1	Educational Qualification (List all chronologically from the latest qualification)	
2	Work Experience (List all chronologically from the latest experience to the last)  (Please use separate paper if required)	

Prospective Directors Information

No	Questions	Answer
3	What do you consider to be your core area(s) of expertise?	

**Part C: Directorship**

1	<p>List of Current and Past Directorship</p> <p>(Please use separate paper if required)</p>	
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**Part D: Declaration**

No	Questions	Yes	No
1	Do you have any relationship with any Directors in the SCABLE?		
		If yes, please state details:	
2	Do you have any interest, both direct and indirect in the SCABLE?		
		If yes, please state details:	
3	Do you have any relatives currently working in the SCABLE?		
		If yes, please state details:	

## Prospective Directors Information

No	Questions	Yes	No
4	Have you ever been committed of any commercial and criminal crimes including but not limited to traffic offence under the Laws of Malaysia?		
		If yes, please state details:	
5	Are you currently and/or the company where you are a director been notified of any impending disciplinary or criminal proceedings or of any investigations, which might lead to such proceedings?		
		If yes, please state details:	
6	Have you or the company where you are a director contravene any provision made by or under any written law such as the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001, the Malaysian Anti-Corruption Commission Act 2009, the Companies Act 2016, Capital Markets and Services Act 2007 and any other applicable laws?		
		If yes, please state details:	

## Prospective Directors Information

No	Questions	Yes	No
7	Have you or the company where you are a director been reprimanded by the regulators namely, Securities Commission Malaysia and Suruhanjaya Syarikat Malaysia?		
		If yes, please state details:	
8	Have you involved in any business or relationship which could materially pose a conflict of interest or interfere with your judgment when acting as a director which is disadvantageous to the company?		
		If yes, please state details:	
8	Are you currently a bankrupt?		
		If yes, please state details and steps taken to discharge yourself from the liability:	

Prospective Directors Information

No	Questions	Yes	No
9	Do you hold a post in any political party?		
		If yes, please state details:	

**Part E: OTHERS**

No	Questions	Your Answer
2	What kind of time commitments do you now have for your current activities?	
3	What would your expectations be for the time necessary for SCABLE Board?	

Prospective Directors Information

I, ..... (NRIC/Passport No: .....) hereby declare that the above responses are true and correct, as to the best of my knowledge. I further authorise the Company to conduct background check, if necessary, which may consist of prior employment verification, professional reference checks, education confirmation and/or criminal record and credit checks for the purpose of my appointment as a Director of SCABLE.

.....  
Signature:

Name:

Date:

Name of Company: **SARAWAK CABLE BERHAD (the “Company” or “SCABLE”)**

**DECLARATION BY DIRECTOR OF SCABLE GROUP**

I, \_\_\_\_\_ NRIC / Passport No: \_\_\_\_\_  
residing at \_\_\_\_\_  
do hereby solemnly affirm and declare that:

1. I am not an undischarged bankrupt, I do not have any suspended payments and I have not compounded with my creditors, whether within or outside Malaysia. To my knowledge, there is no bankruptcy proceeding being initiated against me at present;
2. I do not have any charge proven against me for a criminal offence relating to dishonesty or fraud under any written law or the law of any country, territory or place outside Malaysia;
3. I am not prohibited from being a director of a company or in any way, whether directly or indirectly, be concerned or take part in the management of a company in Malaysia pursuant to a court order made under section 198(1) of the Companies Act 2016; and
4. Under any law relating to prevention of crime, drug trafficking or immigration:
  - (a) There has not been any order of detention, supervision, or deportation made against me; and
  - (b) There has not been any form of restriction or supervision by bond or otherwise, imposed on.

No penalty and no reprimand have been imposed or issued against me by any supervisory authority in or outside Malaysia.

I am in compliance with the criteria as stipulated in the Directors’ Fit and Proper Policy.

I understand that in my tenure as a Director of SCABLE Group, I shall avoid in activities or practices that would result in conflict of interest. In the event of unavoidable situation, I shall disclose and declare any conflict of interest or deemed interests and accept the consideration and decision of the Board of Directors.

.....  
Signature:

Name:

Date: