




TURIYA BERHAD
(Registration No. 198001001793 (55576-A))

FIT AND PROPER POLICY

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	Effective Date	11 March 2025
	Revision Date	

OBJECTIVES

Turiya Berhad and its subsidiaries ('Company' or 'Group') are committed to ensuring a formal, transparent, and rigorous process for the appointment and re-election of Directors and key senior management.

This Fit and Proper Policy ('Policy') is developed in line with Paragraph 15.01A of Bursa Malaysia's Main Market Listing Requirements (MMLR) and the Malaysian Code on Corporate Governance (MCCG).

The objective of the Policy is to ensure that candidates possess the character, integrity, experience, competence, and commitment necessary to uphold the Group's mission of building sustainable value for shareholders.

SCOPE & APPLICATION

This Policy applies to:

- a. Individuals being considered for appointment or re-election as Directors or key senior management; and
- b. Assessments conducted prior to appointments, on an annual basis (should the circumstances of nomination and appointment require), or whenever the Company becomes aware of information that may materially compromise an existing Director or key senior management member's fitness and propriety to continue in office.

The Nomination & Remuneration Committee (NRC) and the Board of the Company are responsible for evaluating candidates against the criteria set forth in this Policy.


FIT & PROPER CRITERIA

The assessment of candidates will be based on the following criteria:

1. Character & Integrity

a. Probity:

- i. Compliance with legal obligations, regulatory requirements, and professional standards.
- ii. Honesty and transparency in dealings with regulatory bodies and courts.

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b. Personal Integrity:

- i. No involvement in deceitful, oppressive, or improper business practices.
- ii. No termination of service contracts due to integrity concerns.
- iii. No abuse of positions for personal or corporate advantage in a manner that contravenes good governance principles.

c. Financial Standing:

- i. Sound management of personal financial obligations.
- ii. No history of bankruptcy or financial mismanagement.

d. Reputation:

- i. Positive standing in the financial and business community.
- ii. No record of civil or criminal proceedings, regulatory enforcement actions, or failure of businesses under their management in the past 10 years.

2. Experience & Competence

a. Qualifications & Training:


- i. Educational qualifications, and membership in professional bodies, relevant to the business and requirements of the Company.
- ii. Completion of recognised governance training programs or Board-level leadership courses (whichever applies).
- iii. Commitment to continuous professional development.

b. Relevant Experience:

- i. Significant experience in industries and operations aligned with the Company's business.
- ii. Understanding of emerging technologies and regulatory landscapes in the Group's sectors.
- iii. Consideration of past service length, business nature and size, responsibilities held, number of subordinates, reporting lines and delegated authorities.

c. Past Performance or Track Record:

- i. Demonstrated success in governance, business performance, or strategic management, such as:
 - a. Driving operational growth or profitability in similar sectors.
 - b. Leading successful turnarounds, cost-saving initiatives, or innovation projects.
 - c. Building strategic partnerships or expanding market share.

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- ii. Otherwise commendable performance in past roles as evidenced by board evaluations or market achievements.

d. Governance & Strategic Expertise:

- i. Understanding of corporate governance frameworks, including adherence to Bursa Malaysia's listing requirements, the Malaysian Code on Corporate Governance (MCCG), and other regulatory standards applicable to the Company.
- ii. Demonstrated success in integrating ESG considerations into business strategies.
- iii. Familiarity with sustainability reporting frameworks.
- iv. Ability to contribute to management- and Board-level policy formulation and strategic decision-making.
- v. Experience in long-term strategic planning, particularly in managing diversified portfolios across different sectors.
- vi. Expertise in identifying and mitigating financial, operational, market and strategic risks.
- vii. Familiarity with enterprise risk management frameworks to ensure business resilience.
- viii. Understanding of market dynamics, financial modeling, valuation methodologies, capital-raising and asset management strategies (whichever applicable to the role defined).

e. Leadership & Operational Skill:

- i. Demonstrated ability to lead and inspire diverse teams, fostering a culture of innovation and operational excellence - preferably through leadership roles in comparable organisations.
- ii. Ability to exercise emotional intelligence.
- iii. Proven capacity to mentor and develop future leaders within an organisation.
- iv. Proven ability to manage complex operations.
- v. Experience in enhancing productivity and efficiency across business operations.
- vi. Understanding of technology-driven solutions to optimise business operations.


f. Global & Cultural Competence:

- i. Experience working in or with international markets, particularly in regions where the Group operates.
- ii. Cross-cultural management skills, ensuring effective communication and collaboration in diverse settings.

3. Time & Commitment

a. Ability to Discharge Role:

- i. Capacity to devote adequate time and effort, considering other commitments (if any).
- ii. Assessment of concurrent board memberships (if any) across listed and non-listed entities.

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b. Participation & Contribution:

- i. Active engagement in leadership discussions and activities.
- ii. Readiness to understand business operations and participate in events outside leadership meetings.
- iii. Demonstration of independent, constructive, and informed judgment.
- iv. Ability to articulate views independently and objectively.
- v. Open-mindedness to others' views and making considered judgments.
- vi. Passion for the role of a Director or member of senior management (whichever applies).

ASSESSMENT PROCESS

The NRC is responsible for conducting fit and proper assessments, which include:

a. Initial Screenings:

- i. Verification of qualifications, references, and compliance with the Fit and Proper criteria.
- ii. Review of financial standing, legal history, and professional reputation.


b. Evaluations Against Criteria:

- i. Assessment conducted individually and collectively, considering the relative importance of each Fit and Proper criteria, including, to require Fit and Proper Declarations to be made upon the appointment of new directors, re-election of directors and key senior management.
- ii. Consideration of any specific circumstances and specifications of the Board for an appointment to the Board or senior management.
- iii. Factors such as time lapse and mitigating circumstances are taken into account for disqualifying criteria (if any).

Note: An inability to meet any one or several criteria on its own does not necessarily result in a total failure to fulfil the Fit and Proper criteria. The NRC will consider the specific circumstances surrounding a director or key senior management member's inability to meet specific factors, and the significance of the disqualifying criteria, from the perspective of potential risks posed to the Company and the Group.

c. Interviews & Assessments:

- i. Structured interviews to evaluate alignment with the Company's values, strategic vision, and leadership expectations.
- ii. Psychometric and competency-based assessments, where necessary.

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d. Final Recommendations:

- i. Compilation of an evaluation report by the NRC, for Board approval.

ONGOING MONITORING

The NRC will, objectively in the best interests of the Company and with a view of the sound conduct of the Company's business:

- a. Conduct periodic or continuous assessments of Directors and senior management through board evaluations and individual performance reviews.
- b. Consider whether there are material changes in the nature or scope of the responsibilities assumed by a Director or key senior management member in which higher standards of competence or judgement may be required to properly perform the duties associated with the said position.
- c. Propose and implement development plans to address any observed gaps in skills, knowledge, or leadership capabilities.

CONFIDENTIALITY

All information obtained by the NRC during the assessment processes above will remain confidential and be used solely for evaluation purposes.


REVIEW OF POLICY

The NRC will periodically review and recommend updates to this Policy to ensure alignment with legislative changes, governance best practices, and the evolving needs of the Group. Any amendments hereto shall be effective subject to the approval of the Board.

ADOPTION & DISCLOSURE

This Policy is approved for adoption and will remain in force unless varied or revoked by the Board of Directors of the Company.

A copy of this Policy will be made available on the Company's website.

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APPENDIX
STRICTLY CONFIDENTIAL

FIT AND PROPER DECLARATION


Name :

NRIC/Passport No. :


Position :

Date of Declaration :


No.	Criteria	YES	NO
Character and Integrity			
(a)	I have not been the subject of any proceedings of a disciplinary or criminal nature, or have been notified of any impending proceedings or investigations, which might lead to such proceedings.		
(b)	I have not contravened any of the requirements and standards of a regulatory body, professional body, government, or its agencies (e.g., provisions in Bursa Malaysia Listing Requirements, Companies Act 2016).		
(c)	Neither I nor any business in which I have a controlling interest or significant influence has been investigated, disciplined, suspended, or reprimanded by any regulatory or professional body, court, or tribunal, whether publicly or privately.		
(d)	I have not been engaged in any business practices that are deceitful, oppressive, or otherwise improper (whether unlawful or not), or which reflect discredit on my professional conduct.		
(e)	I have not been dismissed, asked to resign, or resigned from employment or a position of trust due to questions about my honesty or integrity.		
(f)	I have not held a position of responsibility in a business that has gone into receivership, insolvency, or involuntary liquidation while I was connected with that business.		

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No.	Criteria	YES	NO
Character and Integrity (cont'd)			
(g)	I have not been a director of, or 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.		
(h)	In the past, I have not acted unfairly or dishonestly in dealings with customers, employer, auditors, and regulatory authorities;		
(i)	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.		
(j)	I have not contributed significantly to the failure of an organisation or a business unit.		
(k)	I have not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices;		
(l)	I am free from any business or other relationship that could pose a material conflict of interest or interfere with my judgment in the role of a key responsible person, to the disadvantage of the Company.		
(m)	I am and will be able to fulfill my financial obligations, whether in Malaysia or elsewhere, as and when they fall due.		
(n)	To my knowledge, I have not been subject to any unsatisfied judgment debt, in full or in part, whether in Malaysia or elsewhere.		
Experience and Competence			
(o)	I possess the appropriate qualifications, skills, experience, and competence to effectively fulfill the role and responsibilities of my position.		
(p)	I have relevant qualifications, training, or membership in professional bodies that align with the business and requirements of the Company.		
(q)	I have completed recognised governance training programs or Board-level leadership courses, or I am committed to completing such programs.		

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No.	Criteria	YES	NO
Experience and Competence (cont'd)			
(r)	I have significant experience in industries or sectors relevant to the Company's business operations and can apply this experience to contribute effectively to the Company's goals.		
(s)	I have a history of demonstrated success in business governance, operational growth, or strategic management, such as driving profitability, leading turnarounds, or building strategic partnerships.		
(t)	I have an understanding of corporate governance frameworks, such as the Bursa Malaysia Listing Requirements, Malaysian Code on Corporate Governance (MCCG), and other relevant regulations.		
(u)	I have experience in integrating ESG considerations into business strategies and a commitment to sustainability reporting frameworks.		
(v)	I possess expertise in identifying and mitigating risks (financial, operational, strategic) and familiarity with enterprise risk management frameworks.		
(w)	I am capable of contributing to strategic decision-making and policy formulation at both the management and Board levels.		
Time and Commitment			
(x)	I can allocate sufficient time to fulfill my duties and responsibilities in the Company, considering any other commitments.		
(y)	I do not hold more than five directorships in public listed companies.		
(z)	I am committed to actively engaging in leadership discussions, understanding business operations, and making independent, informed judgments.		
(aa)	I am passionate about my role and the responsibilities I undertake as a Director or key member of senior management.		

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For matters ticked "NO" – Please give reasons to support your fitness and properness to stand as an officer of the company:

No.	Explanation

I make this solemn declaration conscientiously, believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

.....
 (Signature)
 Name: