

KIP REIT MANAGEMENT SDN BHD
(Registration No. 201501044317 (1169638-M))
(Incorporated in Malaysia)

FIT AND PROPER POLICY

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1.0 INTRODUCTION

This Fit and Proper Policy (“Policy”) sets out the fit and proper criteria for the appointment and re-election of Directors and the appointment of Senior Management Officers of the Company (“Company”).

This Policy serves to guide the Nomination Committee 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 re-election and the appointment of Senior Management Officers of the Company.

2.0 FIT AND PROPER CRITERIA

This section sets out the criteria to be used for the Fit and Proper assessment of the Directors upon appointment, reappointment/re-election.

2.1 Character and integrity

(a) Probity

- (i) compliant with legal obligations, regulatory requirements and professional standards
- (ii) has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court

(b) Personal integrity

- (i) 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
- (ii) service contract (i.e. in the capacity of management or director) had not been terminated in the past due to concerns on personal integrity
- (iii) 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

(c) Financial integrity

- (i) manages personal debts or financial affairs satisfactorily
- (ii) demonstrates ability to fulfil personal financial obligations as and when they fall due

(d) Good reputation

- (i) of good repute in the financial and business community
- (ii) has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years
- (iii) 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

2.2 Experience and competence

(a) Qualifications, training and skills

- (i) 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 compliant with legal obligations, regulatory requirements and professional standards
- (ii) has a considerable understanding on the workings of a corporation
- (iii) possesses general management skills as well as understanding of corporate governance and sustainability issues
- (iv) keeps knowledge current based on continuous professional development
- (v) possesses leadership capabilities and a high level of emotional intelligence

(b) Relevant experience and expertise

- (i) 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

(c) Relevant past performance or track record

- (i) had a career of occupying a high level position in a comparable organisation, and was accountable for driving or leading the organisation's governance, business performance or operations.
- (ii) possesses commendable past performance record as gathered from the results of the board effectiveness evaluation

2.3 Time and Commitment

- (a) Ability to discharge role having regard to other commitments
 - (i) 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).
- (b) Participation and contribution in the board or track record
 - (i) demonstrates willingness to participate actively in board activities
 - (ii) demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom
 - (iii) manifests passion in the vocation of a director
 - (iv) exhibits ability to articulate views independently, objectively and constructively
 - (v) exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others

3.0 **PROCEDURE FOR FIT AND PROPER ASSESSMENT**

Directors and Senior Management subjected for appointment or re-appointment/re-election shall submit a fit and proper declaration in the prescribed form to the Nomination Committee and Remuneration Committee for their assessment.

The Nomination Committee and Remuneration Committee shall review each appointment or re-appointment/re-election for Directors and Senior Management before recommending the individual for Board approval.

Failure to meet a factor on its own does not necessarily mean failure to meet the fit and proper criteria. The Nomination Committee and Remuneration Committee shall consider the circumstances taking into consideration that any appointment or re-appointment/re-election of the Director and / or the Senior Management shall be made in the best interest of unitholders.

4.0 **POLICY SUBJECT TO PERIODICAL REVIEW**

The Nomination Committee is responsible for regular reviews of the Policy and making any recommended changes as and when it is deemed fit. The Policy shall be aligned to any legal or regulatory changes and best practices under the Malaysian Code on Corporate Governance. Changes to the Policy shall be subject to the approval of the Board.