



**NOTION VTEC BERHAD**  
**Registration No. 200301035125 (637546-D)**

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**DIRECTORS' FIT AND PROPER POLICY**

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**Directors' Fit and Proper Policy**

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**1. Definitions**

“Name of Company”	:	Notion VTec Berhad
“Board”	:	Board of Directors of Notion VTec Berhad
“NC”	:	Nomination Committee
“Group”	:	The Company and its subsidiaries
“Responsible Persons”	:	The existing directors or candidates for nomination or appointment or re-election as director of the Group, as the case may be.
“Policy”	:	The Directors' Fit and Proper Policy of the Group

**2. Purpose**

The purpose of this Policy is to set out the Group's approach to the assessment of fitness and propriety of Responsible Persons to ensure they have the character, experience, integrity, competence and commitment of time to effectively discharge their roles and responsibilities which includes diligence, honesty and judgement to perform properly the duties of that position, in tandem with good corporate governance practices. This policy is designed to be a risk treatment plan for the risks posed to the Company from having persons who are not fit and proper acting in a responsible person position.

**Policy Statement**

With a view of achieve sustainable development, the Group is committed to the highest standard of integrity, openness, and accountability in the conduct of its businesses and operations. This Policy is intended to address the governance of the quality and integrity of the Responsible Persons.

**3. Responsibility**

**3.1 The Board's Commitment and Responsibility**

In the application of this Policy, the Board and NC are primary responsible in ensuring that all Responsible Persons fulfil the fit and proper criteria and requirements and conduct assessment for fitness and propriety of Responsible Persons. Ultimately, the Board will make all final determination on their fitness and propriety.

### **3.2 The NC's Responsibility**

The NC is responsible for the following:-

- (a) the assessment of existing directors or candidates for nomination or appointment as a director of the Company and make recommendations to the Board on these matters;
- (b) ensuring that appropriate fit and proper assessments are carried out for each Responsible Person;
- (c) reporting to the Board about any matters that are relevant to a particular assessment of a Responsible Person's fitness and propriety;
- (d) providing information to the Board on matters concerning the criteria and procedure for fit and proper assessments including addressing any gaps in the assessment; and
- (e) ensuring that the Group takes all reasonable steps to protect the information and documents collected for fit and proper assessments from misuse, unauthorised access, modifications or disclosure.

## **4. Fit and Propriety Standards**

The NC shall periodically propose potential/new candidates to the Board and for the assessment of all Responsible Persons, the NC shall be using the principles underpinning the criteria listed below to assess the suitability of the candidates prior to recommending to the Board for the appointment and reappointment as well as the fitness and propriety of the Responsible Persons.

The assessment shall have regard to the considerations set out below.

### **4.1 Fit and Proper Criteria**

For the purpose of establishing whether a person is fit and proper to hold the Responsible Person position, the Company shall have regard to the person's:

- a) Character and Integrity – probity, honesty, personal integrity, financial integrity and reputation.
- b) Experience and Competence – qualifications, training and skills, relevant experience and expertise, relevant past performance or track record.
- c) Time and Commitment – ability to discharge role having regard to other commitments, participation and contribution in the board or track record.

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The assessment to the above criteria shall have regard to the considerations set out below in paragraph 4.1.1 to 4.1.3 of this Policy.

**4.1.1 The Character and Integrity**

In assessing the person's character and level of integrity to hold the position as director, key officers or senior management, the NC and the Board should consider matters including, but not limited to the following:

Probity

- (a) whether the person has complied with legal obligations, regulatory requirements and professional standards, government or any agencies either in Malaysia or elsewhere and has not been the subject of any legal or disciplinary proceedings either civil or criminal in nature; and
- (b) whether the person has at any time shown a strong objection or lack of willingness to cooperate with regulatory authorities resulting in a failure or potential failure to comply with legal, regulatory and professional requirements and standards, including but not limited to compliance with tax requirements and obligations.

Personal Integrity

- (a) whether the person has 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;
- (b) whether the person had been terminated, asked to resign or has resigned from the employment in the past due to personal integrity; and
- (c) whether the person had abuse other positions (i.e. political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance.

Financial Integrity

- (a) whether the person manages personal debts or financial affairs satisfactorily;
- (b) whether the person demonstrates ability to fulfill personal financial obligations as and when they fall due, either in Malaysia or elsewhere;
- (c) whether the person has substantially involved in the business or company in a management which has failed, gone into receivership, insolvency or involuntary liquidation due to incompetence and deficiencies in that management; and

*Financial Integrity (Cont'd)*

- (d) whether the person is financially healthy, is not an undischarged bankrupt or been a subject of a judgement debt which has not been satisfied in whole or in part.

*Reputation*

- (a) whether the person is of good repute in the society, financial and business community; and
- (b) whether the person has 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.

**4.1.2 Experience and Competence**

Experience and competence are demonstrated by a person who possesses the relevant education, knowledge, ability, experience and competence to understand the technical requirements of the business and the management process required to perform his role as a Responsible Person in the relevant capacity effectively.

In assessing the person's experience and competence, the NC and the Board should consider matters including, but not limited to the following:

*Qualifications, training and skills*

- (a) whether the person has the appropriate education qualification, training that is relevant to the skill set that the director is earmarked to bring onto the boardroom (i.e. match the board skill set matrix);
- (b) whether the person has satisfactory past performance or expertise and or had experience in leading or driving governance, business performance or operations with a good past performance track record gathered from board effectiveness evaluation;
- (c) whether the person possesses general management skills as well as understanding of corporate governance and sustainability issues;
- (d) whether the person keeps knowledge current based on continuous professional development; and
- (e) whether the person possesses management and leadership capabilities and a high level of emotional intelligence.

*Relevant experience and expertise*

- (a) whether the person 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.

*Relevant past performance or track record*

- (a) whether the person 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; and
- (b) whether the person possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

**4.1.3 Time and Commitment**

In assessing the person's time and commitment, the NC and the Board should consider matters including, but not limited to the following:

*Ability to discharge role having regard to other commitments*

- (a) whether the person is able to devote time as a board member, having factored other outside obligations including concurrent board positions held by the director across the company and other listed or non-listed companies (including not-for-profit organisation); and
- (b) whether the person has the ability to discharge the role and responsibility of the position, has the passion as a director and exhibits actively the ability to articulate views independently, objectively and constructively in board meetings.

*Participation and contribution in the board or track record*

- (a) demonstrates willingness to participate actively in board activities;
- (b) demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom;
- (c) manifests passion in the vocation of a director;
- (d) exhibits ability to articulate views independently, objectively and constructively; and
- (e) exhibits open mindedness to the views of others and ability to make considered judgement after hearing the views of others.

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**5. Assessment Process**

**5.1 Assessment Process**

The process for assessing the fitness and propriety of the Responsible Persons entails the following steps:

<b><u>Appointment of New Director</u></b>	<b><u>Existing Director</u></b>
<ul style="list-style-type: none"> <li>- Identification of skills applicable/ required for new candidates;</li> <li>- Selection of candidates;</li> </ul>	<ul style="list-style-type: none"> <li>- Re-appointment and/or evaluation of existing directors, as the case maybe;</li> </ul>
<ul style="list-style-type: none"> <li>- “Fit and Proper” assessment by the NC based on the criteria in paragraph 4 above;</li> </ul>	
<ul style="list-style-type: none"> <li>- The NC’s evaluation, deliberation and confirmation that the Responsible Person is fit and proper for the Board and the Group’s purposes as per <b>Appendix</b>;</li> </ul>	
<ul style="list-style-type: none"> <li>- Interaction with the new candidate(s), if required;</li> </ul>	<ul style="list-style-type: none"> <li>- Interaction between existing directors</li> </ul>
<ul style="list-style-type: none"> <li>- Recommendation by NC for the Board’s approval; and</li> </ul>	
<ul style="list-style-type: none"> <li>- Decision by the Board on the recommended appointment of the new director.</li> </ul>	<ul style="list-style-type: none"> <li>- Decision by the Board on the recommended re-appointment/ evaluation of the existing director, as the case may be.</li> </ul>

All Responsible Persons will be provided with a copy of this Policy prior to their appointment and at the commencement of any further assessment.

**5.2 Fit and Proper Criteria and Prudent Judgement**

The Company will make its decision based on the provision of information as outlined within this Policy. The Company will also make reasonable enquiries to obtain relevant information that can be taken into account in making a fit and proper assessment, in addition to the self-assessment forms completed by the Responsible Persons and potential Responsible Persons. The information can include a person’s formal qualifications and attainments, curriculum vitae, referee reports obtained as part of a recruitment process, and any other publicly available information that is relevant to the fit and proper criteria.

**5.3 Failure to be Fit and Proper**

Where a person is found to be not fit and proper due to lack of character, diligence, honesty, integrity or judgement, or is found to be misleading or deceptive, the Board has the power to take appropriate action.

**5.4 Disclosure of Information Relevant to a Fit and Proper Assessment**

All Responsible Persons are required to disclose to the Company all information that may be relevant to a fit and proper assessment. The Company will take all reasonable steps to ensure compliance with Personal Data Protection Act in collecting and using the information about Responsible Persons collected as part of the assessment process.

Conflict of interest are required to be disclosed by all Responsible Persons on appointment and ongoing basis, or for directors, being provided with the opportunity to declare any interests at each Board meeting.

All information provided by the Responsible Person is required to be true, accurate and complete for submission to the NC/Company.

**6. Document Retention and Reporting**

The Company will maintain on file information related to the fit and proper assessment of all current and recently past Responsible Persons.

**7. Review of This Policy**

This Policy shall be reviewed periodically or as and when necessary. The NC will discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

**8. Disclosure of This Policy**

This Policy will be published on the Company's website for public information.

**9. Approval**

This Policy was reviewed and approved by the Board on 30 June 2022.

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**APPENDIX**

**DECLARATION OF FITNESS AND PROPRIETY OF A \* RESPONSIBLE PERSON  
("RP") & PERFORMANCE EVALUATION SHEET BY NOMINATING  
COMMITTEE ("NC")**

Name of Company: Notion VTec Berhad ("the Company")

Performance Period:

RP Name & Position on Board:

*\*as defined in the Directors' Fit and Proper Policy of the Company ("Policy")*

**Guidelines and Specifications**

- The fit and proper assessments on each RP within the scope of the Policy shall be conducted both prior to initial appointments and annually by [internal parties] or whenever the Company becomes aware of information that may materially compromise the RP's fitness and propriety.
- Where applicable, the fit and proper assessments (both self-assessment by RP and NC's performance evaluation) must be supported by relevant information/documentation in relation to the RP being assessed. The factors listed below shall be assessed individually.
- Probity, personal and financial integrity and reputation are values that can be demonstrated through personal qualities such as honesty, integrity, diligence, independence of mind and fairness as well as pledges/declarations by the RP. These qualities are seen over time and demand a disciplined and on-going commitment to high ethical standards as demonstrated by the RP.
- Experience and competence are qualitative criteria demonstrated both evidentially in written form and through the RP's performance and testimonials.
- Time commitment by a RP is represented by both pledges and declarations on any other commitments outside of the Company and Group ("Group" as defined in the Policy).

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Performance Period:

RP Name & Position on Board:

The Board of Directors of the Company (“Board”) and NC must consider the following factors based on the RP’s self-assessment in assessing the RP’s level of probity, personal and financial integrity, reputation, competence and experience as well as time commitment. The NC has the discretion from time to time to amend, supplement and/or restate this Appendix as the NC deems fit.

**Part 1 – To be completed by the RP**

This declaration is to be completed by the RP. The RP must ensure that the information set out in this declaration is complete and accurate.

<i>Self-assessment of fitness and propriety – probity, personal &amp; financial integrity and reputation</i>		Y/N	If Yes - please provide relevant details (attach supporting documents if required)
1.	Have you or any business you were involved in (whether as an owner or have a controlling interest in) been the subject of any proceedings of a disciplinary or criminal nature, or been notified of any impending proceedings or of any investigations, which might lead to such proceedings either by a regulatory body, professional body, government or any agencies, a court or tribunal, whether publicly or privately either in Malaysia or elsewhere?		
2.	Have you contravened any of the requirements and standards of or been disqualified by any regulatory body, professional body, government body or its agencies?		
3.	Have you engaged in any business practices or been questioned on aspects of professional conduct or business ethics which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on your reputation?		
4.	Have you been dismissed, asked to resign or have resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions about your honesty and integrity?		

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Performance Period:

RP Name & Position on Board:

<i>Self-assessment of fitness and propriety – probity, personal &amp; financial integrity and reputation (Cont'd)</i>		Y/N	If Yes - please provide details (attach supporting documents if required)
5.	Have you been involved in any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of your judgment when acting in the capacity of a RP which would be disadvantageous to the interest of the Company and/or Group?		
6.	Have you been associated, in ownership or in a management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a license to conduct any trade, business or profession, or has had that registration, authorisation, membership or license revoked, withdrawn or terminated?		
7.	Have you 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?		
8.	Have you, at any time, ever shown a strong objection or lack of willingness to cooperate with regulatory authorities resulting in a failure or potential failure to comply with legal, regulatory and professional requirements and standards, including compliance with tax requirements and obligations?		
9.	Have you, at any time, shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices?		
10.	Have you been directly or indirectly involved in or been in control of an organisation which has been involved in the solicitation/giving of bribery and corrupt activities, notwithstanding if such activities are as part of the operations of the business?		
11.	Are you or have you ever been an undischarged bankrupt?		

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Performance Period:

RP Name & Position on Board:

<i>Self-assessment of fitness and propriety – probity, personal &amp; financial integrity and reputation (Cont'd)</i>		Y/N	If Yes - please provide details supporting documents if required)
12.	Do you have any suspended payments or have you ever compounded any payments with your creditors, whether within or outside Malaysia?		
13.	Are there any bankruptcy proceedings pending or are being initiated against you presently?		
<i>Self-assessment of fitness and propriety – experience and competence (Part A)</i>		<b>Comments</b>	
1.	What is the extent of your past experience which is similar to the business of the Company and the Group's geographic footprint? Please give your comments on the value-add you can contribute if there is no similar experience/background.		
2.	What is the level of applicability of your professional qualifications/competence including the ability to understand the technical requirements, risk and management of the Company's business required for this position as a RP? Please provide evidence of past experiences and proof of your qualifications to support your assessment.		
3.	What previous/recent training courses have you attended which is of relevance and required for this position as RP? Please provide evidence of training certifications to support your answer		

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Performance Period:

RP Name & Position on Board:

[Section B below is not applicable to first time candidates for directorship]

Using the rating scale below, the RP to indicate a self-assessment of a demonstration of experience and competence by ticking the appropriate box:

**1 = Not at all (Poor)**

**2 = Seldom (Below average)**

**3 = Most of the time (Average)**

**4 = Always (Above average)**

<i>Self-assessment of fitness and propriety – experience and competence (Part B)</i>		Rating				Comments
		1	2	3	4	
1.	Provides unique insight to issues presented and shares personal knowledge – has valuable skills and requisite knowledge and skills, and shares information					
2.	Constructively challenges and contributes to the development of strategy.					
3.	Receives feedback from Board and/or committee and incorporates feedback obtained into decision-making process in an objective manner					
4.	Defends own stand through constructive deliberations at Board and/or committee meetings, where necessary					
5.	Takes initiative to demand for additional information, where necessary and follows up on areas of concern					
6.	Tests quality of information and assumptions					
7.	Offers practical and realistic advice to Board and/or committee discussions					

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Performance Period:

RP Name & Position on Board:

<i>Self-assessment of fitness and propriety – experience and competence (Part B) (Cont'd)</i>		Rating				Comments
		1	2	3	4	
8.	Tackles conflicts and takes part in proposing solutions					
9.	Provides logical honest opinions on issues presented and is not afraid of expressing disagreement on matters during the meeting, if any					
10.	Contributes to risk management initiatives					
11.	Prioritises context of issues to be in line with objectives					
12.	Probes management to ensure management has taken, and/or suggests management to take into consideration the varying opportunities and risks whilst developing strategic plan (this plan may or may not be in writing as long as minutes of meeting provide a discussion of such strategy)					
13.	Probes management when there are red flags/concerns which could, amongst others, indicate possible non-compliance of regulatory requirements					
14.	Understands individual roles and responsibilities and ensures contribution is contemporary with developments					
15.	Articulates in a non-confrontational and comprehensible manner					

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RP Name & Position on Board:

<i>Self-assessment of fitness and propriety – experience and competence (Part B)</i> <i>(Cont'd)</i>		Rating				Comments
		1	2	3	4	
16.	Scrutinises the performance of management in meeting agreed goals and objectives and monitors reporting of performance					
17.	Satisfied with sufficient probing that the Company's financial information is accurate and financial controls and systems of risk management are robust and defensible.					
18.	Encourages others to get things done, is decisive and action-oriented					
<i>Self-assessment of fitness and propriety – time and commitment (Part C)</i>				Y/N	If No - please provide relevant details (attach supporting documents if required)	
1.	Are you prepared for the Board and/or committee meetings?					
2.	Are you receptive to the views of others which may differ from your own?					
3.	Are you open to make a considered judgement after hearing the views of others?					
4.	Are you willing to devote to understand the Company better and its business objectives?					
5.	Are you prepared to participate in events outside the boardroom such as site visits in order to achieve the objectives of the Board?					

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Performance Period:

RP Name & Position on Board:

**General Declaration of Integrity by RP:-**

I, [TO INSERT RP NAME], [TO INSERT POSITION ON THE BOARD], declare that:

1. the information provided in this declaration (including any attachments) is true, complete and correct;
2. I hereby confirm that:
  - (i) 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 the Companies Act 2016 and have not obtained any leave of the court under the same section;
  - (ii) I am able to commit adequate and sufficient time towards my responsibilities as a RP;
  - (iii) Under any law relating to any civil or criminal matters:-
    - (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 me;
    - (c) to my knowledge, there has been no penalty and no reprimand issued against me by a supervisory authority (in or outside Malaysia); and
  - (iv) I will always act with integrity and in good faith as a RP;
3. I have not held the position of a director or been directly concerned in the management of any company which has been convicted of an offence under any written law designed to protect members of the public against financial loss due to dishonesty, incompetence or malpractice during the tenure of my office;
4. I am a person of probity, personal and financial integrity and good reputation;
5. I possess the appropriate skills, experience and have sufficient knowledge pertaining to the relevant provisions in the Anti-Money Laundering and Terrorism Financing Act 2001 to effectively fulfil the role and responsibilities of the position; and
6. I have managed my affairs properly and prudently.

Signature : \_\_\_\_\_

Date : \_\_\_\_\_

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Performance Period:

RP Name & Position on Board:

**Part 2 - To be completed by the Board/NC based on the self-assessment of the RP's performance in Part 1 above**

**BOARD/ NC ASSESSMENT**

In assessing the RP's, the Board and NC must consider the following factors referred to as the Fit & Proper Criteria:

1. probity, personal and financial integrity and reputation;
2. experience and competency; and
3. time and commitment

**Probity, personal & financial integrity and reputation**

<i>Evaluation of fitness and propriety of the RP – probity, personal &amp; financial integrity and reputation</i>		Please tick (√)		Comments
		YES	NO	
1.	Is not a major shareholder of the Company.			
2.	Is not a family member of any executive director, officer or major shareholder of the Company.			
3.	Acts with integrity, in good faith and best interest of the Company and Group.			
4.	Has not been engaged as an adviser by the Company under such circumstances as prescribed by Bursa Malaysia Securities Berhad (“Bursa”) or is not presently a partner, director (except as an Independent Director) or major shareholder, as the case may be, of a firm or company which provides professional advisory services to the Company under circumstances as prescribed by Bursa Securities.			
5.	Has not engaged in any transaction with the Company under such circumstances as prescribed by Bursa or is not presently a partner, director or major shareholder, as the case may be, a firm or company (other than subsidiaries of the Company) which has engaged in any transaction with the Company under such circumstances as prescribed by Bursa.			

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RP Name & Position on Board:

<i>Evaluation of fitness and propriety of the RP – probity, personal &amp; financial integrity and reputation (Cont'd)</i>		Please tick (√)		Comments
		YES	NO	
6.	Has not been directly or indirectly involved in or been in control of an organisation which has been involved in the solicitation/giving of bribery and corrupt activities, notwithstanding if such activities are as part of the operations of the business.			
7.	Has not been the subject of any proceedings of a disciplinary or criminal nature or been notified of any impending proceedings or of any investigations, which might lead to such proceedings either by a regulatory body, professional body, government or any agencies either in Malaysia or elsewhere.			
8.	Has not been dismissed, asked to resign or has resigned from employment or from a position of trust, fiduciary appointment or similar position because of personal integrity.			
9.	Has the RP been and will be able to fulfil his financial obligations, whether in Malaysia or elsewhere, as and when they fall due?			
10.	Has not been the subject of a judgment debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere?			

**Experience and Competency**

<i>Evaluation of fitness and propriety – experience and competency</i>		Please tick (√)		Comments
		YES	NO	
1.	Is the RP competent in his/her field of expertise and does he/she have the necessary qualifications?			
2.	Is the RP academic and professional qualified?			
3.	Does the RP possess previous experience / background to add value to the Board?			

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RP Name & Position on Board:

<i>Evaluation of fitness and propriety – experience and competency (Cont'd)</i>		Please tick (√)		Comments
		YES	NO	
4.	Does the RP have the ability to discharge the role and responsibility of the position?			
5.	Does the RP work constructively with peers, the company secretary and senior management?			
6.	Does the RP always offer insight to matters presented with requisite knowledge and shares relevant information?			
7.	Is the RP decisive and action oriented? Does the RP always encourage others to get things done?			
8.	Does the RP have a good behavior that engenders mutual trust and respect within the Board?			

**Time and Commitment**

<i>Evaluation of fitness and propriety – time and commitment</i>		Please tick (√)		Comments
		YES	NO	
1.	Has the RP attended all board/committee meetings?			
2.	Does he/she contribute effectively and constructively during board/committee meetings?			
3.	Does he/she provide positive/negative feedback?			
4.	Has he/she attended the required training as a director to enhance his/her skills? <i>(to attach the list of training courses/certificates)</i>			
5.	Has the RP been and/or will he/she be able to devote the required time to serve the role? <i>(based on time spent by the RP to prepare for the meetings and number of attendances at meetings)</i>			
6.	Has the RP shown commitment towards his/her position on the Board by his/her participation and contribution or track record?			

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RP Name & Position on Board:

We have performed the verification checks and reviewed the evidence/tasks the RP has performed including qualifications and past experience, the RP's commitments to other boards and hereby verify that the RP named above meets the Fit and Proper Criteria and will report and present the same to the Board for approval.

Recommended by the Chairman of NC:

Signature : \_\_\_\_\_

Date : \_\_\_\_\_

Approved by the Chairman of the Board:

Signature : \_\_\_\_\_

Date : \_\_\_\_\_