

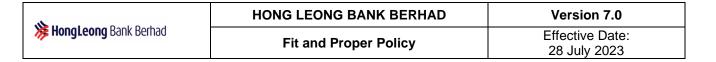


Fit and Proper Policy

	HONG LEONG BANK BERHAD	Version 7.0
% HongLeong Bank Berhad	Fit and Proper Policy	Effective Date: 28 July 2023

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	Reference in the Relevant Legislation
s a guiding mechanism and framework for the NC on the process for new and re-appointments of Chairman, Directors and CEO, Board Committees' and resignation of Director, removal of CEO, and the annual fit and AP") assessment of Directors and CEO of the Bank.	
applies to the Bank's new appointments, re-appointments of Chairman, d CEO, Board Committees' appointments, removals/ resignation of Directors, CEO, and the annual F&P assessment thereof.	
FATEMENT	
The Bank is required to ensure that the Chairman, Directors and CEO of the Bank have the integrity and competence required to perform their roles, and remain fit and proper to assume their responsibilities in accordance with the provisions of Sections 55(1) and 60 of the FSA 2013 and the requirements as contained in the BNM Guidelines.	
the BNM Guidelines, the NC is responsible, inter alia: new appointments of Chairman, Director and CEO – assess and, if deemed recommending for Board approval the candidates for such positions indidate(s)") ("New Appointments");	BNM CG Policy Paragraph 10.2, 17.5 & Appendix 1
e-appointments of Chairman, Director and CEO – assess and, if deemed recommending for Board approval the re-appointments for such positions -Appointments");	BNM F&P Policy Paragraph 8.1
appointments to Board Committees – assess and, if deemed fit, mmending for Board approval the appointment of Directors to Board mittees ("Board Committees Appointments");	
emoval of Director – assess and, if deemed necessary, recommending for d approval the removal of Director;	
emoval of CEO – assess and, if deemed necessary, recommending for Board oval the removal of CEO; and	
nnual F&P assessment of Chairman, Directors and CEO – assessment per Assessment Criteria and BNM Guidelines for such positions ("Annual F&P essment").	
	Theria and Divivi Calacimes for sacripositions (Aimaar Tar



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		Reference in the Relevant Legislation
(iii)	This Policy sets out the assessment criteria and guidelines for new appointment re-appointments of Chairman, Directors and CEO, Board Committees' appointment removal/ resignation of Director, removal of CEO and the Annual F&P Assessment CEO.	tments,
4.	LEGAL AND REGULATORY PROVISIONS	
	This Policy must be read in conjunction with other relevant HLB's Policies and St Operating Procedures including laws, regulations and guidelines issued by reg bodies as amended from time to time, such as, but not limited to:	
	 (a) FSA 2013; (b) Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of U Activities Act 2001; 	nlawful
	(c) Personal Data Protection Act 2010;	
	(d) HLB's Anti-Bribery and Corruption Policy;	
	 HLB's Anti-Money Laundering, Counter Financing of Terrorism and Ta Financial Sanctions Policy Statement; 	argeted
	(f) Any other policies and procedures issued by HLB or Hong Leong Group relevant to HLB) from time to time; and	(where
	(g) Any other applicable laws, guidelines, policy documents, notification standards, circulars/directives or applicable regulations issued by the Se Commission Malaysia, Bursa Malaysia Berhad, BNM or other reg authorities/associations, where applicable.	curities
5.	PRINCIPLES	
5.1	Assessment Process	
(A)	New Appointments	
	(a) The nomination, assessment and approval process for New Appointments s as follows:	shall be
	Assessment against Assessment Criteria	



		Reference in the Relevant Legislation
(b) Asse	essment Criteria and Guidelines	
	Candidates will be assessed based on the following Assessment Criteria and Guidelines:	
to	now the Candidate will be a strategic and effective fit for the Board and contribute o the overall desired composition and required mix of expertise/experience to enhance the Board's overall effectiveness.	
	The NC shall, inter alia, consider the attributes, qualifications, management, eadership and business experience, which ought to be at the most senior levels.	
o n	n respect of skills, expertise and background, the Candidate should ideally complement the mix of core competencies of the Board as a whole including but not limited to business, legal and financial expertise, professional knowledge, information technology and financial industry experience.	
	n the case of CEO, the Candidate's knowledge and experience in the industry, market and segment and how this will bear on the performance of his/her duties;	
f (the Candidate shall complete the F&P Declaration in respect of his probity, competence, personal integrity, reputation, qualifications, skills, experience and financial integrity in line with the standards required under the relevant BNM Guidelines. The Bank shall conduct independent background checks on the areas as set out in Appendix 1 ("Independent Background Checks"), to verify the information disclosed in the F&P Declaration;	
r	he Candidate is required to ensure that the financial obligation information reported in the BNM application form is accurate with cross reference made to his/her individual CCRIS report accordingly;	
C	he Candidate will be briefed on expectations on his role including his time commitment, the F&P assessments to be conducted and general and specific contributions expected; and	
а	whether the Candidate is required to attend appropriate training to strengthen any specific area of market knowledge/experience so as to close the gaps dentified to be lacking.	



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					Reference in the Relevant Legislation
(B) Re-A	ppointments				
(a) T	he assessment ar	nd approval process for	Re-Appointments shall b	e as follows:	
	Assessment accidence of the control of the con	ureau Checks /) Search ground Checks	Deliberation by the Board and decision thereof	d	
(b) A	ssessment Criteri	a and Guidelines			
(i	performance in inter alia, cor	the discharge of duties	rirector and CEO will be e and responsibilities effect eliberations and commi nce.	tively, including,	
(i	,	· · · · · · · · · · · · · · · · · · ·	, consider the attributes experience, which ought		
(i	ii) In respect of sk	ills, expertise and back	ground, he should ideally	complement the	

- mix of core competencies of the Board as a whole including but not limited to business, legal and financial expertise, professional knowledge, information technology and financial industry experience.
- (iv) The NC shall also consider the Board Annual Assessment results of the Chairman and Director, the contribution during the term of office and the attendance at Board meetings, which pursuant to the BNM Guidelines, must be at least 75% of the Board meetings held in the financial year.
- (v) Chairman, Director and CEO shall complete the F&P Declaration in respect of their probity, competence, personal integrity, reputation, qualifications, skills, experience and financial integrity in line with the standards required under the relevant BNM Guidelines for submission to BNM for Re-Appointment. The Bank shall conduct Independent Background Checks to verify the information disclosed in the F&P Declaration.
- (vi) Chairman, Director and CEO are required to ensure the financial obligation information reported in the BNM application form is accurate with cross reference made to their individual CCRIS report accordingly.

(C) Board Committees Appointments

(a) The nomination, assessment and approval process for Board Committees Appointments shall be as follows:

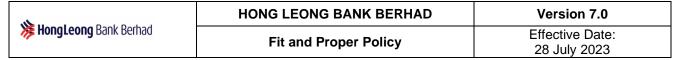


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				Reference in the Relevant Legislation
		Identification of Directors for Board Committees membership	Assessment Criteria and	eliberation by the Board and lecision thereof
	(b)	Assessment Criteria an	d Guidelines	
			ard Committees Appointments will be based on nd value-add to the Board Committees with re esponsibilities.	
(D)	Ren	noval/ resignation of D	irector/ Chairman	
	(a)	The assessment and a	proval process for removal of Director shall be	e as follows:
		Recommendation by NC	Deliberation by the Board and decision thereof Approval from BNM (applicable for independent director only)	Convene shareholders' meeting
			of BNM must be obtained before a Bank ne independent director concerned is required decision is made.	
			aph above, the Bank may by ordinary re remove the Director before the expiration of	
	(b)	The assessment and a	proval process for resignation of Director shall	be as follows:
		The Board to note th and in the case of re independent director and decide on th application to	signation of to deliberate relevant Approval from BNM (applicable for independent director only)	
		The written approval or resigns from his position	f BNM must be obtained before an indeper n.	ndent director BNM CG Policy Paragraph 10.13(b)



			Reference in the Relevant Legislation
	(c)	Where a Director/ Chairman of the Bank:	Section 61(1) FSA
		(i) becomes disqualified under subsection 59(1) of FSA 2013; or	2013
		(ii) no longer complies with any of the F&P requirements as may be specified by BNM under Section 60 of FSA 2013,	
		he shall immediately cease to hold office and act in such capacity.	
	(d)	The Bank shall immediately:	Section 61(2) FSA
		(i) in the case of paragraph (c)(i), terminate the appointment of Director/ Chairman; or	2013
		(ii) in the case of paragraph (c)(ii), remove the Director/ Chairman from office.	
	(e)	The Bank shall notify BNM in writing of the fact that a person has ceased to be its Chairman/ Director pursuant to FSA 2013 or under any other circumstances and of the reasons for the cessation within 7 days from the date of such cessation.	Section 62 FSA 2013
(E)	Rei	moval of CEO	
	(a)	The assessment and approval process for removal of CEO shall be as follows:	
		 Assessment against the provisions of sections 59(1) and 60 of FSA 2013 Recommendation by the NC Deliberation by the Board and decision thereof	
	(b)	Where a CEO of the Bank:	Section 61(1) FSA
		(i) becomes disqualified under subsection 59(1) of FSA 2013; or	2013
		(ii) no longer complies with any of the F&P requirements as may be specified by BNM under Section 60 of FSA 2013,	
		he shall immediately cease to hold office and act in such capacity.	
	(c)	The Bank shall immediately:	Castian
		(i) in the case of paragraph (b)(i), terminate the appointment of the CEO; or(ii) in the case of paragraph (b)(ii), remove the CEO from office.	Section 61(2) FSA 2013
	(d)	The Bank shall notify BNM in writing of the fact that a person has ceased to be its CEO pursuant to FSA 2013 or under any other circumstances and of the reasons for the cessation within 7 days from the date of such cessation.	Section 62 FSA 2013



		Reference in the Relevant Legislation
(F)	Annual F&P Assessment	
	(a) The Annual F&P Assessment process shall be as follows:	
	 Directors to complete: the Board Annual Assessment Form the F&P Declaration CEO to complete the F&P Declaration Independent Background Checks Assessment against Assessment Criteria and BNM Guidelines Recommendation by the NC 	
	The NC will carry out the Annual F&P Assessment in conjunction with the Board Annual Assessment of the effectiveness of the Board as a whole, the contribution by each Director to the effectiveness of the Board, the contribution of the Board's various committees and the performance of the CEO ("Board Annual Assessment").	
	For newly appointed Chairman, Director and CEO, the Annual F&P Assessment and Board Annual Assessment will be conducted at the next annual assessment exercise following the completion of 1 year of service.	
	Chairman, Director and CEO shall complete the F&P Declaration in respect of their probity, competence, personal integrity, reputation, qualifications, skills, experience and financial integrity in line with the standards required under the relevant BNM Guidelines annually. The Bank shall conduct Independent Background Checks to verify the information disclosed in the F&P Declaration.	
	(b) Assessment Criteria and Guidelines	
	Assessment Criteria and Guidelines will be as set out in the F&P Declaration and Board Annual Assessment Form.	
5.2	BNM Submission	
	(1) Upon the approval of the Board, an application on the prescribed forms shall be submitted to BNM for approval in respect of the New Appointments or the Re-Appointments, as the case may be.	BNM CO Policy Appendix 3
	In addition, an application for appointment/re-appointment of Director must include an elaboration of the Board's assessment of the candidate, including –	
	(a) A description of how the candidate is expected to address any gaps in the specific skills, knowledge or experience of the existing Board members, if any;(b) In the case of a candidate who lacks specific skills, knowledge or experience, a description of the gaps and steps that will be taken to support the candidate in	
	addressing the gaps; and	

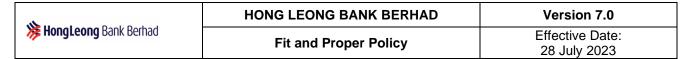


		Reference in the Relevant Legislation
	An application for a CEO must include an elaboration of the Board's assessment of the candidate and the contribution expected from him having regard to the strategies, objectives and business plans of the Bank.	
	(2) The Bank must submit an application to BNM at least 3 months before the individual is expected to assume the proposed responsibilities as Chairman, Director and/or CEO of the Bank. In the case of re-appointment, applications must be submitted 3 months prior to the expiry of the individual's existing term.	BNM CG Policy Appendix 3
	(3) The Bank must not make an application to BNM to appoint or re-appoint a Director unless the Board is wholly satisfied that the candidate meets the criteria of Directors as set out in Section 5.4 of this Policy, understands the expectations of the role and is able to meaningfully contribute to the Board.	BNM CG Policy Paragraph 10.10
	(4) The Bank must not make an application to BNM to appoint or re-appoint a CEO unless the Board is wholly satisfied that the candidate meets the criteria of CEO as set out in Section 5.8 of this Policy.	BNM CG Policy Paragraph 17.7
	(5) Unless the written approval of BNM has been obtained –	BNM CG Policy
	(a) the Bank must not publicly announce the proposed appointment of a Chairman, Director and/or CEO; and	Paragraph 10.11
	(b) a Chairman, Director and/or CEO whose tenure has expired and is being proposed for re-appointment must immediately cease to hold office and act in such capacity, including by participating in Board meetings or holding himself out as a Chairman, Director and/or CEO.	
5.3	Statutory Requirements	
	In the assessment of New Appointments or Re-Appointments, as the case may be, the NC shall inter alia be guided by the provisions of the FSA 2013, BNM CG Policy, BNM F&P Policy, the CA 2016, the MMLR and the Capital Markets and Services Act 2007, where applicable, and any amendments made thereto from time to time as well as applicable new legislations and guidelines introduced from time to time (collectively referred to as the "Statutory Requirements").	
5.4	Criteria of Directors	
	(1) A person is disqualified from being appointed or elected, re-appointed or re-elected, accepting any appointment or election, or holding office, as a Chairman and Director of the Bank if—	Section 59 FSA 2013
	(a) he is an undischarged bankrupt, has suspended payments or has compounded with his creditors whether in or outside Malaysia;	

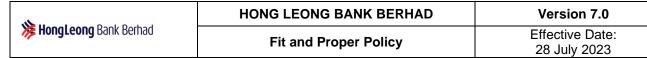


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			Reference in the Relevant Legislation
		(b) a charge for a criminal offence relating to dishonesty or fraud under any written law or the law of any country, territory or place outside Malaysia, has been proven against him;	
		(c) he is prohibited 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 199 of the CA 2016 and has not obtained any leave of the Court under the same section; or	
		 (d) under any law relating to prevention of crime, drug trafficking or immigration— (i) an order of detention, supervision, or deportation has been made against that person; or 	
		(ii) any form of restriction or supervision by bond or otherwise, has been imposed on him.	
	(2)	A person shall not hold office as a Director of a company if the person—	Section 198 CA 2016
		(a) is an undischarged bankrupt;	
		(b) has been convicted of an offence relating to the promotion, formation or management of a corporation;	
		(c) has been convicted of an offence involving bribery, fraud or dishonesty;(d) has been convicted of an offence under Sections 213, 217, 218, 228 and 539 of	
		CA 2016; or (e) has been disqualified by the Court under Section 199 of CA 2016.	
	(3)	A Director of the Bank must not have competing time commitments that impair his ability to discharge his duties effectively.	BNM CG Policy Paragraph 10.3
	(4)		BNM CG Policy Paragraph 10.4
	(5)	auditor of the Bank, any of its officers directly involved in the engagement and any partner of the firm must not serve or be appointed as a Director of the Bank until at least 3 years offer.	BNM CG Policy Paragraph 10.5
		(a) he ceases to be an officer or partner of that firm; or	
		(b) the firm last served as an auditor of the Bank.	
5.5	Crit	eria of Independent Directors	
	(1)	An independent director is a Director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of the company. Without limiting the generality of the foregoing, an independent director is one who:	MMLR Paragraph 1.01
		(a) is not, and has not been within the last 3 years, an officer of the Bank or any related corporation of the Bank (each corporation is referred to as "Corporation").	



			Reference in the Relevant Legislation
		For this purpose, "officer" has the meaning given in Section 2 of the CA 2016 but excludes a director who has served as an independent director in any one or more of the Corporation for a cumulative period of less than 12 years;	
	(b)	is not a major shareholder of the Corporation. For this purpose, "major shareholder" has the meaning given in the MMLR;	
	(c)	is not a family member of any executive director, officer or major shareholder of the Corporation. For this purpose, "officer" has the meaning given in the MMLR;	
	(d)	is not acting as a nominee or representative of any executive director or major shareholder of the Corporation;	
	(e)	(i) has not personally provided professional advisory services to the Corporation within the last 3 years; or	
		(ii) is presently not a partner, director (except as an independent director) or major shareholder, of a firm or corporation (" Entity ") which has provided professional advisory services to the Corporation within the last 3 years,	
		and the consideration in aggregate is not more than 5% of the gross revenue on a consolidated basis (where applicable) of the said director or the Entity or RM1 million, whichever is the higher ("Consideration Threshold");	
	(f)	(i) has not engaged personally in transactions with the Corporation (other than for board service as a non-executive director) within the last 3 years; or	
		(ii) is not presently a partner, director or a major shareholder, of an Entity (other than subsidiaries of the company) which has engaged in transactions with the Corporation within the last 3 years,	
		and the consideration in aggregate does not exceed the Consideration Threshold; and	
	(g)	has not served as an independent director in any one or more of the Corporation for a cumulative period of more than 12 years from the date of his first appointment as an independent director.	
(2)	dire circ ind	e Board must determine whether an individual to be appointed as an independent ector is independent in character and judgement, and free from associations or cumstances that may impair the exercise of his independent judgement. An ividual must not be considered to be an independent director if he or any person ted to him:	BNM CG Policy Paragraph 11.7
	(a)	has been an executive in the last 2 years;	
	(b)	is a substantial shareholder of the Bank or any of its affiliates; or	
	(c)	has had a significant business or other contractual relationship with the Bank or any of its affiliates within the last 2 years.	



		Reference in the Relevant Legislation
	"Significant business or other contractual relationship" refers to any transactions or contractual relationships with the Corporation where the consideration in aggregate exceeds the Consideration Threshold.	
5.6	Criteria of the Chairman of the Board	
	(1) The Chairman of the Board must not be an Executive Director, and must not have served as a CEO of the Bank in the past 5 years.	BNM CG Policy Paragraph 11.3
	(2) The Chairman of the Board must not be a chairman of the Board Committees.	BNM CG Policy Paragraph 12.4
5.7	Tenure of Independent Directors	
	The tenure of an independent director shall not exceed a cumulative term of 9 years from the date of his or her first appointment in the Bank. Upon completion of the 9 years, an independent director shall retire on the expiry date of his or her term of office approved by BNM.	BNM CG Policy Paragraph 11.9
5.8	Criteria of CEO	
	(1) A person is disqualified from being appointed or elected, re-appointed or re-elected, accepting any appointment or election, or holding office, as a CEO of the Bank if—	Section 59 FSA 2013
	(a) he is an undischarged bankrupt, has suspended payments or has compounded with his creditors whether in or outside Malaysia;(b) a charge for a criminal offence relating to dishonesty or fraud under any written law or the law of any country, territory or place outside Malaysia, has been proven against him:	
	against him; (c) he is 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 199 of the CA 2016 and has not obtained any leave of the Court under the same section; or (d) under any law relating to prevention of crime, drug trafficking or immigration— (i) an order of detention, supervision, or deportation has been made against that person; or	
	(ii) any form of restriction or supervision by bond or otherwise, has been imposed on him.	
	(2) A substantial shareholder of the Bank must not hold a CEO position of the Bank.	BNM CG Policy Paragraph 17.3
	(3) A CEO must devote the whole of his professional time to the service of the Bank unless BNM approves otherwise in writing.	BNM CG Policy Paragraph 17.4

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		Reference in the Relevant Legislation
6	SCHEDULE	
	This Policy must be read in conjunction with its subordinate schedules as provided in the table below.	

7	POLICY INFORMATION		
•	Subordinate Schedules	N/A	
	Policy Owner/ Administrator	Group Company Secretary	
	Accountable Officer	Group Company Secretary	
	Responsible Party(s)	NC	
	Summary of Changes	 2015: To revise the tenure limit of independent directors from 12 years to 9 years. 2016: To incorporate the provision to conduct relevant credit bureau checks on candidate to be appointed as new Director or CEO. 2018: To revise the tenure of Independent Directors and criteria for Independent Directors. 2018: To incorporate the provision to conduct relevant credit bureau checks on candidate to be appointed as Director or CEO. 2020: To include Independent Background Checks as part of the due diligence process for appointment, re-appointment and annual assessment of Chairman, Directors and CEO. 2023: To incorporate the provisions on removal/resignation of Director/ Chairman, removal of CEO, criteria of Chairman, Director and CEO. 	
	Approved Date	First approved on: 26 April 2011 (effective date: 1 July 2011) Amendments in 2015approved on: 27 July 2015 Amendments in 2016 approved on: 25 July 2016 Amendments in 2018 approved on 29 January 2018 Amendments in 2018 approved on: 26 July 2018 Amendments in 2020 approved on: 27 July 2020 Amendments in 2023 approved on: 28 July 2023	
	Effective Date	28 July 2023	
	Next Review Date	July 2024	
	Relevant Legislation	(a) FSA 2013 (b) CA 2016 (c) BNM CG Policy	

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7	POLICY INFORMATION		
		(d) BNM F&P Policy	
		(e) MMLR	
	Related forms, publications and	(a) Board Annual Assessment Form	
	websites	(b) F&P Declaration(c) Declaration Form of Independent Director	
		(c) Decidiation Form of independent Director	
	Definitions that relate to this Policy only	relate to "Bank" or "HLB" refers to Hong Leong Bank Berhad.	
		"BNM" means Bank Negara Malaysia.	
		"BNM CG Policy" refers to BNM policy document on Corporate Governance.	
		"BNM F&P Policy" refers to BNM policy document on Fit and Proper Criteria.	
		"BNM Guidelines" refers to the BNM F&P Policy and BNM CG Policy collectively.	
		"Board" means the Board of Directors of the Bank.	
		"CA 2016" means the Companies Act, 2016.	
		"GMD/CEO" means the group managing director/chief executive officer.	
		"FSA 2013" means Financial Services Act, 2013.	
		"MMLR" means Main Market Listing Requirements of Bursa Malaysia Securities Berhad.	
"NC" means the Nomination Committee of the Bank.		"NC" means the Nomination Committee of the Bank.	
	Version No	Version 7.0	
	Reviewed and Concurred By	GMD/CEO, HLB	
	Endorsed By	HLB NC	
	Approved By	HLB Board	

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Appendix 1

Independent Background Checks

The independent background checks to be conducted by the Bank to verify the information disclosed in the F&P Declaration, shall cover, amongst others, the following areas:

(i) Civil Litigation

- Search includes all serious and minor litigation that is publicly available.

(ii) Criminality/ Local Integrity check

- Search covers criminal records that are publicly available, offences from police open sourced databases, courts and enforcement agencies.

(iii) Cyber Vetting/ Adverse Media Search

 Search includes all public media, online and publication search for adverse findings on the subject.

(iv) Global Integrity Check

- Search if the subject is linked to any International Sanctions, Anti Money Laundering, Counter Terrorist Financing, Interpol, Politically-Exposed Persons globally.

(v) Malaysian Regulatory Searches

- Search if the subject has been blacklisted as a cautioned individual by Malaysian Regulatory Bodies such as Bank Negara Malaysia, Securities Commission Malaysia and Malaysian Anti-Corruption Commission.