

PMCK BERHAD
(FORMERLY KNOWN AS UNIQUE LUXURY HOLDINGS SDN. BHD.)
[Registration No. 200001029676 (532283-M)]
(Incorporated in Malaysia)

Fit and Proper Policy
Adopted by Board: 4th August 2025



**FIT AND PROPER POLICY
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REVISION HISTORY		

Rev. No	DCN No	Section	Page No.	Description of changes	Prepared by	Verified by	Approved by	Eff. Date
00	011/25	-	-	- New policies and procedures	Finance Manager	HR Director & Financial Controller	Board of Director	04/08/25

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SECTION 1: OVERVIEW		

The Fit and Proper Policy (“Policy”) to ensure a formal, rigorous and transparent process for the appointment and re-election of directors and key senior management of the Company and its subsidiaries.

1.1 Purpose

- 1.1.1 The purpose of this Policy is to set out the requirements on the appointment and re-election/reappointment of directors of PMCK Berhad (“PMCK” or “Company”) and its subsidiaries (“the Group”), to ensure that each director has the character, experience, integrity, competence and time to effectively discharge his/her role as a director.
- 1.1.2 This policy serves as a guide to the Nominating Committee (“NC”), and the Board of Directors (“Board”) in their review and assessment of candidates that are to be appointed to the Board as well as Directors who are seeking for election or re-election.
- 1.1.3 In formulating this policy, the Group is obliged to comply with the requirements contained in Chapter 15 of Bursa Malaysia Securities Berhad (“Bursa Malaysia”)’s ACE Market Listing Requirements and other applicable rules and regulations at the prevailing country to ensure compliance with the obligations imposed.
- 1.1.4 In accordance with the Terms of Reference for the NC, this Policy falls under the purview of the Committee.

1.2 Scope

This Policy applies to a person who holds or who will be appointed to the Board or key senior management of the Group.

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SECTION 2: FIT AND PROPER CRITERIA		

For the purpose of establishing whether a person is fit and proper to hold a key responsible person position, the company shall have regard to the person's.

2.1 Character & Integrity

2.1.1 Probity

- is compliant with relevant legal obligations, regulatory requirements and professional standards.
- has not been charged with obstructing, misleading or being untruthful in dealings with regulatory bodies or a court.
- has not been reprimanded or disqualified by a professional or regulatory body for dishonesty or loss of integrity.
- if applicable, shall declare and disclose all related past history to the Company.

2.1.2 Personal Integrity

- has not perpetrated or participated in any business practices which are deceitful, oppressive, improper (whether unlawful or not), or which otherwise discredit his/her professional conduct.
- has not had a service contract terminated in the past due to concerns about personal integrity.
- has not abused other positions such as political appointments, known to public information, to facilitate government relations for a company in a manner that contravenes the principles of good governance.

2.1.3 Financial Integrity

- has not been found to have breached any financial obligations.
- not involved in any financial mismanagement or insolvency proceedings.
- demonstrates the ability to make sound financial decisions on behalf of the Company.
- If previously declared bankrupt, to declare and disclose current position of financial standing.

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2.1.4 Reputation

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

2.2.1 Qualifications, training and skills

- possesses education qualifications that is relevant to the skill set that such director is earmarked to bring or to bear onto the boardroom (i.e. a match to the board skill set matrix).
- has a considerable understanding on the workings of a corporation.
- possesses general management skills as well as understanding of corporate governance and sustainability issues.
- keeps knowledge current based on continuous professional development.
- possesses leadership capabilities and a high level of emotional intelligence.

2.2.2 Relevant Experience and Expertise

- 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.

2.2.3 Relevant Past Performance or Track Record

- 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.
- possesses a commendable past performance record as gathered from the results of the Board effectiveness evaluation.

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2.3 Time and commitment

2.3.1 Ability to discharge role having regard to other commitments

- able to devote time as a Board member, having factored other external obligations, including concurrent board positions held by the Director across listed issuers and non-listed entities (including not-for-profit organisations).

2.3.2 Participation and contribution in the Board or track record

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

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SECTION 3: ASSESSMENT		

- 3.1 The NC will assess candidates for a new appointment or re-appointment of Directors based on the criteria set under Section 2.0 before recommending to the Board for approval.
- 3.2 The NC has the power to not recommend the reappointment of retiring Directors who do not meet the policy requirements to the Board.
- 3.3 For the purpose of Section 2.2 hereof, the assessment shall be based on the evaluation process, due diligence or any process of verification or declaration in the form or process as determined by the Group from time to time.
- 3.4 The results of the assessments are part of the Group's internal documents and shall not be disclosed or provided to any other party.

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SECTION 4: REVIEW OF THE POLICY		

- 4.1 The NC shall recommend any change to this policy as the NC deems appropriate to the Board for approval.
- 4.2 The terms of this policy shall be assessed, reviewed and updated in accordance with the needs of the Group, changes to the Malaysian Code on Corporate Governance, ACE Market Listing Requirements of Bursa Malaysia or any other regulatory requirements.