



TPC PLUS BERHAD

Registration No. 200301012910 (615330-T)
(Incorporated in Malaysia under the Companies Act, 1965)

FIT AND PROPER POLICY

Reviewed by the Nomination and Remuneration Committee and
approved by the Board of Directors on 30 May 2022

1. **PURPOSE AND SCOPE**

- 1.1 This Fit and Proper Policy (“**the Policy**”) sets out the fit and proper criteria for:
- 1.1.1 The appointment and re-appointment of Directors on the Boards of TPC Plus Berhad (“**the Company**”) and its subsidiaries (collectively, “**the Group**”); and
- 1.1.2 The appointment of members of the Senior Management of the Group.
- 1.2 To ensure that each of the Directors and members of the Senior Management has the character, experience, integrity, competence and time to effectively discharge his/her role as a Director and as a member of the Senior Management of the Group.
- 1.3 Serve as a guide to the Nomination and Remuneration Committee (“**NRC**”) and the Board in their review and assessment of the candidates who are to be appointed onto the Board or Senior Management as well as Directors who are seeking for re-election in the Group.
- 1.4 **Senior Management** referred to in the Policy shall include the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Senior General Managers, General Managers and any other persons holding an equivalent position or primarily responsible for the operations or financial management of the Group by whatever name called whom the NRC shall consider as being member of Senior Management.

2. **FIT AND PROPER CRITERIA**

For the purpose of establishing whether a person is fit and proper and suitable to hold directorship in the Group or as a member of the Senior Management of the Group, the NRC and the Board shall be guided by the following criteria with regard to the person:

2.1 **Character and Integrity**

2.1.1 Probity

- (a) Is compliant with legal obligations, regulatory requirements and professional standards.
- (b) Has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court.

2.1.2 Personal integrity

- (a) 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.
- (b) Service contract (i.e. in the capacity of management or Director) had not been terminated in the past due to concerns on personal integrity.
- (c) 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.

2.1.3 Financial integrity

- (a) Manages personal debts or financial affairs satisfactorily.
- (b) Demonstrates ability to fulfil personal financial obligations as and when they fall due.

2.1.4 Reputation

- (a) Is of good repute in the financial and business community.
- (b) Has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years.
- (c) 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

- (a) 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).
- (b) Has a considerable understanding on the business and workings of a corporation.
- (c) Possesses general management skills as well as understanding of corporate governance and sustainability issues.
- (d) Keeps knowledge current based on continuous professional development.
- (e) Possesses leadership capabilities and a high level of emotional intelligence.

2.2.2 Relevant experience and expertise

- (a) 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

- (a) 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.
- (b) Possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

2.3 Time and commitment

2.3.1 Ability to discharge role having regard to other commitments

- (a) 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).

2.3.2 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.
- (e) Exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

3 ASSESSMENT

- 3.1 The NRC will assess each person for an appointment or re-appointment as Director or for an appointment as Senior Management personnel in the Group based on the criteria set under Paragraph 2 above before recommending to the Board for approval. The NRC may use the **Directors' / Senior Management Evaluation Form** as set out in Appendix 1 attached (of which the questionnaires are based on Appendix V of the Corporate Governance Guide 4th Edition) to assist them in the process of assessment.
- 3.2 For the appointment of a new Director or a Senior Management personnel, the person is required to complete the **Prospective Directors' / Senior Management Information** as set out in Appendix 2.
- 3.3 For the appointment or re-appointment of an Independent Director, the person is required to complete the **Independent Directors' Self-Assessment Checklist** which is attached hereto as Appendix 3.
- 3.4 The results of the assessments are part of the Company's internal documents and shall not be disclosed or provided to any other third party.

4 REVIEW OF POLICY

- 4.1 The NRC shall recommend any change to the Policy as the NRC deems appropriate to the Board for approval.
- 4.2 The terms of the Policy shall be assessed, reviewed and updated where necessary i.e. when there are changes to the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad or any other regulatory requirements.



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DIRECTORS' / SENIOR MANAGEMENT EVALUATION FORM

This Evaluation Form may be used to assist the process for the annual evaluation of Board Directors and Senior Management, where applicable, and/or evaluation prior to appointment and/or re-appointment.

This Evaluation Form provides ratings from one (1) to four (4), or 'yes' and 'no', with the indicators illustrated below, to be responded in relation to the nature of the questions:

4	3	2	1
Yes, always	Yes, most of the time	Yes, but seldom	No

OR

4	3	2	1
Above average	Average	Below average	Poor

OR

Yes	No
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Where a particular criterion is deemed not applicable, it shall be indicated as '**Not Applicable**' in the comment box.

Name of Director / Senior Management Personnel : _____

SECTION A: FIT AND PROPER

- Has not been questioned, of his/her honesty, integrity, professional conduct or business ethics/practices which are deceitful, oppressive or improper and investigated on complaints lodged

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

- Has shown willingness to maintain effective internal control systems and risk management practices

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

3. Possesses relevant qualification, knowledge, experience and ability to understand the technical requirements, risk and management of the Company's business

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

SECTION B: CONTRIBUTION AND PERFORMANCE

4. Probes management to ensure management has taken, and 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)

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

5. Probes management when there are red flags/concerns which could, amongst others, indicate possible non-compliance of regulatory requirements

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

6. Provides logical honest opinions on issues presented and is not afraid of expressing disagreement on matters during the meeting, if any

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

7. Receives feedback from Board and/or Committee and incorporates feedback obtained into decision-making process in an objective manner

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

8. Defends own stand through constructive deliberations at Board and/or Committee meetings, where necessary

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

9. Tackles conflicts and takes part in proposing solutions

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

10. Offers practical and realistic advice to Board and/or Committee discussions

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

11. Takes initiative to demand for additional information, where necessary

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

12. Tests quality of information and assumptions

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

13. Reviews and relates short-term concerns to long-term strategy

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

14. Contributes to risk management initiatives

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

15. Contributes personal knowledge and experience into the consideration and development of strategy

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

16. Facilitates objective-oriented decision-making process

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

17. Prioritises context of issues to be in line with objectives

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

18. Effectively and proactively follows up on areas of concern

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

19. Demonstrates willingness to devote time and effort to understand the Company, its business and displays readiness to participate in events outside the Boardroom such as site visits

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

SECTION C: CALIBRE AND PERSONALITY

20. Acts in good faith and with integrity

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

21. Attends meetings well prepared and adds value to Board and/or Committee meetings

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

22. Works constructively with peers, the Company Secretary and Senior Management

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

23. Offers insight to matters presented with requisite knowledge and skills, and shares information

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

24. Encourages others to get things done, is decisive and action-oriented

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

25. Articulates in a non-confrontational and comprehensible manner

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

26. Understands individual roles and responsibilities and ensures contribution is contemporary with developments

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

27. Behaviour engenders mutual trust and respect within the Board and with other key officers

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

28. Communicates effectively with shareholders

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

29. Constructively challenges and contributes to the development of strategy

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

30. Scrutinises the performance of Management in meeting agreed goals and objectives and monitors reporting of performance

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

31. Satisfies himself/herself that financial information is accurate and financial controls and systems of risk management are robust and defensible

4	<input type="checkbox"/>	3	<input type="checkbox"/>	2	<input type="checkbox"/>	1	<input type="checkbox"/>
Comment:							

Evaluation carried out by the
Nomination and Remuneration Committee

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GAVIN CHONG CHEE SIONG
Chairman of the
Nomination and Remuneration Committee



PROSPECTIVE DIRECTORS / SENIOR MANAGEMENT INFORMATION

Please tick the company (“the Company”) in which the position relates:

<input type="checkbox"/>	TPC Plus Berhad
<input type="checkbox"/>	Teck Ping Chan Agriculture Sdn Bhd
<input type="checkbox"/>	Mestika Arif Sdn Bhd
<input type="checkbox"/>	Teck Ping Chan (1976) Sdn Bhd

PART A: PERSONAL DETAILS

1.	Full Name	
2.	Date of Birth	
3.	NRIC No / Passport No	
4.	Citizenship	
5.	Permanent Address	
6.	Correspondence Address (if different from above)	
7.	Telephone No.	
8.	Email Address	

PART B: EDUCATION BACKGROUND AND WORK EXPERIENCE

No	Questions	Answer
1.	Educational Qualification (List all chronologically from the latest qualification)	
2.	Work Experience (List all chronologically from the latest experience to the last) (Please use separate paper if required)	

No	Questions	Answer
3.	What do you consider to be your core area(s) of expertise?	

PART C: DIRECTORSHIP

No	Questions	Answer
1.	List of Current and Past Directorship (Please use separate paper if required)	

PART D: DECLARATION

No .	Questions	Yes	No
1.	Do you have any relationship with any Directors or Senior Management in TPC Group?		
		If yes, please state details:	
2.	Do you have any interest, both direct and indirect, in TPC Group?		
		If yes, please state details:	
3.	Do you have any relatives currently working in TPC Group?		
		If yes, please state details:	
4.	Have you ever been committed of any commercial and criminal crimes under the Laws of Malaysia?		
		If yes, please state details:	
5.	Are you currently and/or the company where you are a director been notified of any impending disciplinary or criminal proceedings or of any investigations which might lead to such proceedings?		
		If yes, please state details:	
6.	Have you or the company where you are a director contravene any provision made by or under any written law such as the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001, the Malaysian Anti-Corruption Commission Act 2009, the Companies Act 2016, the Capital Markets and Services Act 2007 and any other applicable laws?		
		If yes, please state details:	

No .	Questions	Yes	No
7.	Have you or the company where you are a director been reprimanded by the regulators namely the Securities Commission Malaysia and Suruhanjaya Syarikat Malaysia?	If yes, please state details:	
8.	Have you involved in any business or relationship which could materially pose a conflict of interest or interfere with your judgment when acting as a Director / Senior Management which is disadvantageous to TPC Group?	If yes, please state details:	
9.	Are you currently a bankrupt?	If yes, please state details and steps taken to discharge yourself from the liability:	
10.	Do you hold a post in any political party?	If yes, please state details:	

Part E: OTHERS

No	Questions	Answer
1	Are you able to commit and devote time as needed to discharge the duties and responsibilities as a Director?	

I, (NRIC/Passport No.)
hereby declare that the above responses are true and correct to the best of my knowledge. I further authorise the Company to conduct relevant searches, if so required by the Company, with the relevant authorities and other publicly available sources including the Companies Commission of Malaysia, Securities Commission Malaysia and the Department of Insolvency.

.....
Signature

Name:

Date:



TPC PLUS BERHAD

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INDEPENDENT DIRECTORS' SELF-ASSESSMENT CHECKLIST

The following section is to be completed by independent directors only. This checklist requires responses of 'Yes' and 'No'. Comments to address certain unique issues/situations may be added below the responses.

The responses relevant to this checklist are illustrated as follows and please respond by ticking the suitable option for each statement:

Yes <input type="checkbox"/>	No <input type="checkbox"/>
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Name of Director	
Date of Appointment	
Date of Assessment	

1. I am not an executive director of TPC Plus Berhad (“**the Company**”) or any related corporation of the Company (hereinafter, each corporation shall be referred to as “**the said corporation**”).

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

2. I have not been within the last 3 years and am not an officer ¹ (except as a non-executive director) of the said corporation.

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

3. I am not a major shareholder² of the said corporation

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

4. I am not a family³ member of any executive director, officer or major shareholder of the said corporation.

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

5. I am not acting as a nominee⁴ or representative of any executive director or major shareholder of the said corporation.

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

6. I have not been engaged as an adviser by the said corporation under such circumstances as prescribed by Bursa Malaysia Securities Berhad ("**the Exchange**") or am not presently a partner, director (except as an independent director) or a major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said corporation under such circumstances as prescribed by the Exchange⁵.

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

7. I have not engaged in any transaction with the said corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or a major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has been engaged in any transaction with the said corporation under such circumstances as prescribed by the Exchange⁶.

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

8. I have no immediate family member who is an executive officer (i.e. any executive director, officer or major shareholder) of the said corporation. "**Immediate family member**" is defined as a spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, de-facto partner and anyone else (except for employees) who shares the Director's home. Individuals who are no longer immediate family members as a result of legal separation, divorce or death, are not taken into consideration with respect to the determination of a director's independence.

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

9. I have no immediate family member meeting any of the criteria set forth in (3)-(8) above; except with respect to item (6) in which case an immediate family member may be an employee (not a partner) of the independent auditor so long as such family member does not personally work on the said corporation's audit.

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

10. I have no other material relationship (as determined by the said corporation) with the said corporation, either directly or as a partner, shareholder, director or officer of an organisation that has a material relationship with the said corporation.

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

11. I have not served as an independent director in any one or more of the said corporations for a cumulative period of more than 12 years from the date of my first appointment as an independent director.

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

12. I am a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of a director, officer or major shareholder of the Company or any of its related corporations.

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

13. I am a director of a body corporate which is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the director, officer or major shareholder of the Company or any of its related corporations.

Yes <input type="checkbox"/> No <input type="checkbox"/>
Comment:

14. I am a person in accordance with whose directions, instructions or wishes a director, officer, or major shareholder of the Company or any of its related corporations is accustomed or is under an obligation, whether formal or informal, to act.

Yes <input type="checkbox"/> No <input type="checkbox"/>
Comment:

15. I am a director of a body corporate in accordance with which directions, instructions or wishes a director, officer, or major shareholder of the Company or any of its related corporations is accustomed or is under an obligation, whether formal or informal, to act.

Yes <input type="checkbox"/> No <input type="checkbox"/>
Comment:

16. I have received performance-based remuneration or share-based incentives from the Company, its subsidiaries, holding company or any related corporations.

Yes <input type="checkbox"/> No <input type="checkbox"/>
Comment:

17. I am a director, officer, major shareholder, beneficiary, or a family member to such persons, of a not-for-profit entity (including charitable organisation) that receives significant contributions from the Company or any of its related corporations.

Yes <input type="checkbox"/> No <input type="checkbox"/>
Comment:

18. I do not hold a cross-directorship or have any significant links with other directors through involvement in other companies or body corporate which cross-directorships or links would materially hamper my independent judgement or ability to act in the best interests of the Company.

Yes <input type="checkbox"/> No <input type="checkbox"/>
Comment:

19. I am not a person who perform a policy-making function.

Yes <input type="checkbox"/> No <input type="checkbox"/>
Comment:

20. I am not a person who has the ability to exert considerable influence on the Company's financial standings.

Yes <input type="checkbox"/> No <input type="checkbox"/>
Comment:

21. I am not an administrator or liquidator of the Company.

Yes <input type="checkbox"/> No <input type="checkbox"/>
Comment:

22. I am not a trustee or other person administering an arrangement made between the Company and an external party.

Yes <input type="checkbox"/> No <input type="checkbox"/>
Comment:

Signature

Name :

Modified from Exhibit 8 of
the Corporate Governance Guide, 2nd Edition
(2 October 2013)

Notes

1. According to section 2 of the Companies Act, “**officer**”, in relation to a corporation, includes:
 - (a) any director, secretary or employee of the corporation;
 - (b) a receiver and manager of any part of the undertaking of the corporation appointed under a power contained in any instrument; and
 - (c) any liquidator of a company appointed in a voluntary winding up but does not include:
 - (i) any receiver who is not also a manager;
 - (ii) any receiver and manager appointed by the Court; or
 - (iii) any liquidator appointed by the Court or by the creditors.

2. Pursuant to Paragraph 1.01 of the Listing Requirements, “**major shareholder**” means a person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is:
 - (a) 10% or more of the total number of voting shares in the corporation; or
 - (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.

3. According to Paragraph 1.01 of the Listing Requirements, “**family**” in relation to a person means such person who falls within any one of the following categories:
 - (a) spouse;
 - (b) parent;
 - (c) child including an adopted child and step-child;
 - (d) brother or sister; and
 - (e) spouse of the person referred to in subparagraphs (c) and (d) above.

4. In accordance with Paragraph 3.1 of Practice Note 13 of the Listing Requirements, “**nominee**” means a person who has been designated to act for another in his or her place. It denotes a person who is accustomed, or is under an obligation, whether formal or informal to act in accordance with the directions, instructions or wishes of another person.

5. According to Paragraph 4.1 of Practice Note 13 of the Listing Requirements, a person is disqualified from being an independent director if he:
 - (a) had personally provided professional advisory services to the said Corporation within the last 3 years; or
 - (b) is presently 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 said Corporation within the last 3 years,and the consideration in aggregate is 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.

6. Paragraph 5.1 of Practice Note 13 of the Listing Requirements states that a Director is disqualified from being an independent director if he -
 - (a) had engaged personally in transactions with the said Corporation (other than for board service as an independent director) within the last 3 years; or
 - (b) is presently a partner, director, a major shareholder, of an Entity (other than subsidiaries of the applicant or listed issuer) which has engaged in transactions with the said Corporation within the last 3 years,and the consideration in aggregate exceeds 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.