

Fit and Proper Checklist for Directors of Listed Companies

Introduction:

(Note: The purpose of this checklist is to check whether the person fulfills the requirements of the CMDA fit and proper guideline for Directors of Listed Companies. Nomination Committee shall ensure that each and every Director is a Fit & Proper person for the role. If the answer is “YES” for any question, explanation must be annexed and references to the annexes must be given respectively in the box to the right-hand corner of the form).

A person who is 'fit and proper' should be financially solvent, should have integrity, good reputation and professional competence.

Name of the Director:

Company:

#	Questions	Yes*	No	Remarks
1	Financial Solvency			
a)	Are you bankrupt or financially insolvent and has not been discharged?			
b)	Has any winding up/bankruptcy order ever been made against any company/partnership in which you are a shareholder?			
c)	Are you currently subject to any bankruptcy proceedings?			
d)	Any company/partnership in which you are a shareholder are currently subject to any winding up/bankruptcy proceedings?			
e)	Have you been bankrupt and has been discharged within last five (5) years?			
f)	Are you subject to receivership or other similar proceedings?			
g)	Have you failed to meet any judgement for debt within last five (5) years?			
2	Integrity, reputation and character			
a)	Have you been found to be of poor reputation, character or reliability or was found to be dishonest?			
b)	Have you been Convicted by a court or other competent authority for theft, fraud, dishonesty or misfeasance?			
c)	Have you been convicted of a criminal offence or are you subject of unresolved criminal charges which are of direct relevance to properness?			
d)	Have you been Found guilty of insider trading or market misconduct?			
e)	Are you subject to investigations of corruption, fraud or dishonesty?			
3	Properness			
a)	Are you fit for the job by reason of integrity and reputation, as stated in this guideline?			
b)	Have you been disqualified by any competent Authority/body from being a Board director?			
c)	Have you been censured, disciplined or disqualified by any professional or regulatory body in relation to any trade, business or profession?			

d)	Have you persistently failed to abide by the rules and regulations governing the conduct of the Board, including those of conflicts of interests?			
e)	Have you been a Board director, substantial shareholder, or manager of a Company or business in the past 10 years that:			
	1) Was wound up (otherwise than by a voluntary dissolution unrelated to solvency) or was otherwise insolvent or had a receiver or administrator appointed? or			
	2) Was found to be involved in fraudulent or illegal activities; having regard to the degree of association with the company, and the duration for which the you have served in the Board?			
f)	Do you or your immediate family member have any conflicting positions/directorship held in competing businesses or institutions, excluding subsidiary businesses?			
g)	Is there any other evidence of against you being incompetence, negligence or mismanagement; such evidence may include having disciplined by a professional, commercial or regulatory body?			
h)	Have you been dismissed or requested to resign from any position or office for negligence, incompetence or mismanagement?			
i)	Have you been charged for failure of paying or filing related to Income Tax?			
4	Qualification			
	(This section to be filled by the Nomination/Remuneration Committee)			
		Fair	Good	Very Good
a)	Integrity in personal and professional dealings			
b)	Wisdom and ability to take appropriate decisions.			
c)	Ability to read and understand financial statements.			
d)	An acknowledged record of business acumen and achievement so as to effectively contribute to the company's management.			
e)	Ability to deal with others with a sense of responsibility, firmness, and cooperation.			
f)	Ability to interact with and consult with the company's employees in order to achieve high management standards.			
g)	A track record of a range of skills and experience as well as the ability to think strategically and with foresight.			
5	Others:			
	(The requirements specified above are non-exhaustive) Are there any other material information which might be of value in evaluating his/her fit & properness?	Yes*	No	

**If the answer to any one or more of the above questions is/are YES, please provide details*

Declaration by the Director:

I hereby declare that the information provided in the application form (including the information in the Annex) is full, complete and true. I understand and accept that CMDA may take regulatory actions against me if it comes to the knowledge of the Authority that the information provided here is misleading or false.

Name	Signature	Date

Declaration by the Nomination/Remuneration Committee:

We hereby declare that the information provided in this form (including the information attached if any) are full, complete and true. We also understand and accept that CMDA may take regulatory actions against us if it comes to the knowledge of the Authority that the information provided here is misleading or false.

Nomination/Remuneration Committee Chair Name	Signature	Date

[End]