



## **KUMPULAN PERANGSANG SELANGOR BERHAD**

(Registration No:197501002218/23737-K)

# **INDEPENDENT DIRECTORS TENURE POLICY ("IDT POLICY") OF KUMPULAN PERANGSANG SELANGOR BERHAD AND ITS SUBSIDIARIES ("KPS BERHAD GROUP")**

(VERSION 3/2024)

APPROVED BY BOARD  
26 February 2024

This Policy is applicable to KPS Berhad Group.

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## **1.0 INTRODUCTION**

The IDT Policy sets out the approach of the Board concerning the tenure of Independent Directors for Kumpulan Perangsang Selangor Berhad ("KPS Berhad" or "the Company") in line with the best practice of the Malaysian Code on Corporate Governance ("MCCG") issued by the Securities Commission ("SC") and Corporate Governance Guide (4<sup>th</sup> Edition) ("Bursa CG Guide") issued by the Bursa Malaysia Securities Berhad ("Bursa Securities").

### **1.1 Scope**

The IDT Policy shall apply to the KPS Berhad Group Board level.

### **1.2 Responsibility**

It is the responsibility of the Secretarial Department ("SD") to monitor the development and maintenance of the IDT Policy, including any reviews, changes, amendments, additions, or deletions of any provision thereof, taking into consideration KPS Berhad Group's operations and changes in the prevailing rules/regulations/ laws.

### **1.3 Approving Authority**

The Board of KPS Berhad is the approving authority of the IDT Policy.

### **1.4 Date of Implementation**

The IDT Policy will be implemented immediately upon the Board's approval.

### **1.5 Frequency of Review**

The IDT Policy will be reviewed by SD every three (3) years at the minimum to ensure it remains relevant and aligned with the current prevailing rules, laws and regulatory requirements.

### **1.6 Reference**

In determining the IDT Policy, the Board is guided by the following:

- i) Constitution of the Company;
- ii) Board Charter of the Company;
- iii) Directors' Conflict of Interest Policy;
- iv) Directors' Fit & Proper Policy;
- v) Directors' Code of Conduct;
- vi) Companies Act 2016;
- vii) Main Market Listing Requirements ("MMLR") of Bursa Securities;
- viii) MCCG; and
- ix) Bursa CG Guide;

The IDT Policy document will be read with all the other relevant policies and internal procedural documents.

### **1.7 Definition**

The key terms and acronyms that appeared in the IDT Policy shall be defined as per **Appendix 1** of the Policy.

## **2.0 OBJECTIVES**

The IDT Policy is designed with the following objectives:

- i) To ensure that the Board is at all times operating in an effective manner to best promote the interest of the Company;
- ii) To safeguard the interest of shareholders, provide impartiality in decision-making and effective oversight of management; and
- iii) Address the need for Board refreshment since the long tenure of Independent Directors and familiarity may erode the Board's objectivity.

## **3.0 IDT POLICY STATEMENT**

The tenure of an Independent Director shall not exceed a cumulative term limit of nine (9) years without further extension.

## **4.0 COMPLIANCE**

The IDT Policy must be consistently adhered to. Any violation of this IDT policy by the Board or Management of KPS Berhad will be considered non-compliance with internal policy requirements. Such non-compliance contradicts the disclosure made by the Company in the Corporate Governance Report submitted to Bursa Securities, where the Company declared its adoption of Step-up Practice 5.4 of the MCCG.

## **5.0 EXCEPTION**

Any exception from this IDT Policy shall require the approval of the Board.

## **6.0 APPENDICES**

### **6.1 Appendix 1 - Definition**

**DEFINITION**

<b>Terms</b>	<b>Definition</b>
<b>Board</b>	means the Board of Directors of KPS Berhad
<b>Bursa Securities</b>	means the Bursa Malaysia Securities Berhad
<b>CCM</b>	means the Companies Commission of Malaysia
<b>CA2016</b>	means the Companies Act 2016
<b>KPS Berhad or Company</b>	means Kumpulan Perangsang Selangor Berhad
<b>KPS Berhad Group or Group</b>	means KPS Berhad and its subsidiary companies collectively, as defined in Section 4 of the CA2016
<b>MMLR</b>	means the Main Market Listing Requirements of Bursa Securities
<b>SD</b>	means the Secretarial Department of KPS Berhad