

## **DIRECTORS' FIT AND PROPER POLICY**

### **1. PURPOSE**

The Directors' Fit and Proper Policy ("Policy") provides guidance to the Nominating Committee ("NC"), Remuneration Committee ("RC"), and the Board of Directors ("the Board") of the Company and its subsidiaries ("the Group") in reviewing and assessing candidates for Board appointments, as well as Directors seeking re-election.

This Policy aims to ensure that each Director possesses the necessary character, integrity, competence, relevant skills, knowledge, experience, and time commitment to effectively fulfil their duties and responsibilities in the best interest of the Group and its stakeholders.

### **2. CRITERIA**

The fit and proper criteria for a Director of the Group shall encompass, but are not limited to the following:

#### **2.1 CHARACTER AND INTEGRITY**

##### **2.1.1 Probity**

- Complies with legal obligations, regulatory requirements, and professional standards.
- Has not engaged in obstructive, misleading, or dishonest conduct with regulatory bodies or in court proceedings.

##### **2.1.2 Personal Integrity**

- Has not engaged in or supported any business practices that are deceitful, oppressive, improper (lawful or otherwise), or that reflect poorly on professional conduct.
- Has not had a service contract (in a management or Director role) terminated due to concerns related to personal integrity.
- Has not misused other positions held in a manner that violates principles of good governance.

##### **2.1.3 Financial Integrity**

- Manages personal financial affairs responsibly.
- Demonstrates the ability to meet personal financial obligations promptly.

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### **2.1.4 Reputation**

- Maintains a positive reputation in the financial and business community.
- Has not been involved in civil or criminal proceedings, or been subject to enforcement action, in relation to the management or governance of an entity within the past 10 years.

## **2.2 EXPERIENCE AND COMPETENCE**

### **2.2.1 Qualifications, Training, and Skills**

- Possesses the appropriate qualifications and training relevant to the skill set identified for the Director role, aligning with the Board's skill set matrix.
- Has demonstrated satisfactory past performance or expertise and/or has experience in leading or driving governance, business performance, or operations, as evidenced by a strong track record from board effectiveness evaluations
- Actively maintains current knowledge through continuous professional development.

### **2.2.2 Relevant experience and expertise**

- Possesses relevant experience and expertise with due consideration given to commendable past performance.

## **2.3 TIME AND COMMITMENT**

### **2.3.1 Ability to discharge role having regard to other commitments**

- Capable of dedicating sufficient time as a Board member, taking into account other obligations, including concurrent board positions with listed companies and non-listed entities (such as non-profit organisations).

### **2.3.2 Participation and contribution in the board or track record**

- Shows a strong willingness to actively engage in Board activities.
- Demonstrates a commitment to investing time and effort in understanding the business and is prepared to participate in events beyond the boardroom.

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- Exhibits a genuine passion for the role of Director.
- Displays the ability to express opinions independently, objectively, and constructively.
- Maintains an open-minded approach to others' perspectives and demonstrates the capacity to make informed judgments after considering differing viewpoints.

### **3. REVIEW OF THE POLICY**

This Policy will be reviewed and updated regularly to ensure its ongoing relevance and alignment with best practices. All revisions recommended by the NC and RC shall be subject to the approval of the Board.