

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

### **1. Overview**

- 1.1. The objective of the Directors' Fit and Proper Policy ("**Policy**") is to serve as a guideline for the Nomination Committee and the Board of Directors ("**the Board**") in their review and assessment of potential candidates to be nominated as Directors as well as Directors who are seeking for re-election in Aneka Jaringan Holdings Berhad ("**the Company**") and/or its subsidiaries.
- 1.2. The "fit and proper" criteria in paragraph 2 outlines the considerations that the Nomination Committee and the Board shall take into account in their assessment of the Director to ensure that the Director possesses the necessary qualities to effectively discharge his/her roles as a Director.

### **2. The Fit and Proper Criteria**

The "fit and proper" criteria for assessment of Directors includes but are not limited to the following:

#### **2.1. Character and Integrity**

##### a) Probity

- is compliant with legal obligations, regulatory requirements, and professional standards.
- has not been obstructive, misleading, or untruthful in dealings with regulatory bodies or a court.

##### b) Personal integrity

- 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.
- has not had his/her service contract (i.e. in the capacity of management or director) terminated in the past due to concerns on personal integrity.
- 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.

##### c) Financial soundness and solvency

- manages personal debts or financial affairs satisfactorily.
- demonstrates ability to fulfil personal financial obligations as and when they fall due.

d) Reputation

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

a) Qualifications, training, and skills

- 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).
- has a considerable understanding on the workings of a corporation.
- possesses general management skills as well as understanding of corporate governance and sustainability issues.
- maintain and update his/her knowledge based on continuous professional development.
- possesses leadership capabilities and a high level of emotional intelligence.

b) 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.

c) 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 commendable past performance record as gathered from the results of the board effectiveness evaluation.

2.3. **Time and Commitment**

a) Ability to discharge role having regards to other commitments

- is 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).

b) 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.

### **3. Review**

- 3.1. This Policy shall be reviewed by the Nomination Committee and the Board periodically for adequacy and necessary amendments shall be made from time to time as the Nomination Committee and the Board deem appropriate.

This Policy has been approved and adopted by the Board on 29<sup>th</sup> June 2022.