



AMTEL HOLDINGS BERHAD

DIRECTORS' FIT AND PROPER POLICY

Contents

1.	PURPOSE	3
2.	FIT AND PROPER CRITERIA	3
3.	FIT AND PROPER ASSESSMENT	6
4.	REVIEW OF THE POLICY	6

1. PURPOSE

- 1.1 This Policy serves as a guide to the Nomination & Remuneration Committee (“NRC”) and the Board of Directors (“the Board”) of Amtel Holdings Berhad (“AHB” or “the Company”) in their review and assessment of candidates nominated for appointment onto the Board as well as Directors who are seeking for election or re-election.
- 1.2 This Policy sets out the fit and proper criteria for the appointment and re-appointment of Directors on the Board of AHB and its subsidiaries.
- 1.3 This Policy is to ensure that each of the Directors has the character, experience, integrity, competency and time to effectively discharge his/her role as a Director of AHB and its subsidiaries.

2. FIT AND PROPER CRITERIA

- 2.1 The fit and proper criteria of a Director include but not limited to the following:

2.1.1 Character and Integrity

(i) Probity

- The individual is compliant with legal obligations, regulatory requirements and professional standards; and
- The individual has not been a subject of any adverse findings including obstructive, misleading or untruthful in dealings with regulatory bodies or a court.

(ii) Personal integrity

- The individual 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;
- The individual’s service contract (i.e. in the capacity of management or Director) had not been terminated in the past due to concerns on personal integrity; and
- The individual has not contravened any requirements imposed by authorities or bodies, whether in Malaysia or elsewhere or failed to uphold any professional or ethical standards issues.

- (iii) Financial integrity
 - The individual has the ability to manage his personal debts or financial affairs satisfactorily;
 - The individual has been and will be able to fulfil his personal financial obligations as and when they fall due; and
 - The individual has not filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction.

- (iv) Reputation
 - The individual is not of ill repute;
 - The individual has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years; and
 - The individual 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.

2.1.2 Experience and competence

- (i) Qualifications, training and skills
 - The individual possesses the appropriate education qualification, experience and expertise that is relevant to effectively fulfil the role and responsibilities of their respective positions;
 - The individual has a considerable understanding on the business and workings of a corporation;
 - The individual possesses the appropriate general management skills as well as understanding of corporate governance and sustainability issues; and
 - The individual keeps knowledge current based on continuous professional development.

- (ii) Relevant experience and expertise
 - The individual 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.

(iii) Relevant past performance or track record

- The individual had a career of occupying a high-level position in a comparable organisation, and was accountable for or involved in driving or leading the organisation's governance, business performance or operations; and
- The individual has satisfactory relevant or related expertise in the nature of the business being conducted or satisfactory past performance.

2.1.3 Time and commitment

(i) Ability to discharge role having regard to other commitments

- The individual 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); and
- The directorships held by any Board member at any one time shall not exceed five (5) in listed companies [*Paragraph 15.06, Main Market Listing Requirement of Bursa Malaysia Securities Berhad ("MMLR")*].

(ii) Participation and contribution in the board

- The individual demonstrates willingness to participate actively in board activities;
- The individual demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom;
- The individual manifests passion in the vocation of a Director;
- The individual exhibits ability to articulate views independently, objectively and constructively; and
- The individual exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

3. FIT AND PROPER ASSESSMENT

- 3.1 The NRC will assess each person for a new appointment or re-appointment of Directors based on the criteria set under item 2 before recommending to the Board for approval.
- 3.2 The results of the assessments are part of the Company's internal documents and shall not be disclosed or provided to any other party.

4. REVIEW OF THE POLICY

- 4.1 The NRC shall recommend any change to the Policy as the NRC deems appropriate to the Board for approval. 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.

This Policy was approved by the Board on 28 June 2022.