

DIRECTORS' FIT AND PROPER POLICY

1.0 INTRODUCTION

[

This Director's Fit and Proper Policy sets out the approach for the appointment and re-election of Directors for Ambest Group Berhad ("**Ambest**" or "**Company**") and its subsidiaries and associate companies ("**Group**").

2.0 PURPOSE

- a) The purpose of this Policy is set out the policy statements by the Board of Directors of the Company ("**Board**") in relation to the review and assessment of potential candidates for appointment as Directors as well as Directors who are seeking for re-election in the Group and to provide guidance to the Nomination & Remuneration Committee ("**NRC**") of the Company in carrying out the review and assessment relating appointment and re-appointment of Directors of the Group.
- b) This Policy sets out the criteria on the appointment and re-appointment of Directors of the Group focusing on:
 - (i) character and integrity,
 - (ii) experience and competence and
 - (iii) time and commitment, to carry out their roles and responsibilities effectively in the best interest of the Company and its stakeholders.
- c) The fit and proper criteria will be applicable at the time of appointment as a Director and on a continuing basis as all Directors of the Group are expected to conduct themselves with highest integrity and professionalism as well as to comply with all relevant legal and regulatory obligations.

3.0 FIT AND PROPER CRITERIA

3.1 Composition

The considerations underpinning the "fit and proper" criteria for the appointment and re-election of Directors are as follows:

3.1.1 Character and Integrity

- a) Probity
 - (i) is compliant with legal obligations, regulatory requirements and professional standards.
 - (ii) has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court.
 - (iii) has not been reprimanded or disqualified or removed by a professional or regulatory body in relation to matters in respect to the person's honesty, integrity or business conduct.
- b) Financial soundness and solvency
 - (i) manages personal debts or financial affairs satisfactorily.
 - (ii) demonstrates ability to fulfil personal financial obligations as and when they fall due.
 - (iii) has not been subjected to a judgment debt which is unsatisfied, either in whole or in part whether in Malaysia or elsewhere.

DIRECTORS' FIT AND PROPER POLICY

- c) Personal integrity, honesty and ethical behaviour
 - (i) 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.
 - (ii) his/her service contracts (i.e. in the capacity of management or Director) have not been terminated in the past due to concerns on personal integrity.
 - (iii) has no concurrent responsibilities or interest which would contribute to a conflict-of-interest situation or otherwise impair the ability to discharge duties and responsibilities as Director of the Company and/or its subsidiaries.
 - (iv) has not abused other positions (i.e. that he/she has held) in a manner that contravenes principles of good governance and professional ethics.
- d) Good reputation
 - (i) is of good repute in the financial and business community.
 - (ii) has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years.
 - (iii) has not been reprimanded by the Securities Commission Malaysia, Bursa Malaysia Securities Berhad, Suruhanjaya Syarikat Malaysia, Bank Negara Malaysia or any other regulatory authorities both local or abroad.
 - (iv) 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.

3.1.2 Experience and Competence

- a) Qualifications, training and skills
 - (i) 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).
 - (ii) has a considerable understanding on the business and workings of a corporation.
 - (iii) has understanding of sustainability issues including Environment, Social & Governance (ESG) issues.
 - (iv) possesses general management skills as well as understanding of good corporate governance best practices.
 - (v) has financial literacy skills especially able to read and understand financial statements.
 - (vi) keeps knowledge current based on continuous professional development.
- b) Relevant experience and expertise
 - (i) 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

DIRECTORS' FIT AND PROPER POLICY

- (i) has a career of occupying a high-level position in a comparable organization and were accountable for driving or leading the organization's governance, business performance or operations.
- (ii) possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

3.1.3 Time and commitment

- a) Ability to discharge role having regard to other commitments
 - (i) able to devote time as Board members, having factored other outside obligations including concurrent Board positions held by the Directors across listed issuers and non-listed entities (including not-for-profit organizations).
- b) Participation and contribution in the Board or track record
 - (i) demonstrates willingness to participate actively in Board activities.
 - (ii) demonstrates willingness to devote time and effort to understand the businesses and exemplify readiness to participate in events outside the boardroom.
 - (iii) manifests passion in the vocation of a Director.
 - (iv) exhibits ability to articulate views independently, objectively and constructively.
 - (v) exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

4. EVALUATION OF A CANDIDATE FOR DIRECTORSHIP OR RE-APPOINTMENT OF DIRECTOR

- a) The NRC will evaluate candidates for new appointment as Directors based on the fit and proper criteria as spelt out in Section 3.1 above before recommending to the Board for approval. The Board Evaluation Form is set out in Annexure 1 (The questionnaires are based on the Corporate Governance Guide 4th Edition). For the appointment of new Director, the person required to complete the Proposed Directors' Information as set out in Annexure 2.
- b) For re-appointment of Directors, the Directors will be evaluated by the NRC. The NRC has the power not to recommend to the Board the re- appointment of retiring Directors who do not meet the policy requirements.
- c) For new appointments, the candidates are required to complete the Candidate for Directorship profile. The candidates will also be required to complete a self-declaration of fit and proper form and authorise the Company to perform background check, if necessary, which may cover previous employment verification, professional reference checks, education confirmation and/or criminal record and credit checks.
- d) The information gathered from the assessments shall be for the NRC's strict use for the purpose of the assessment and not for public disclosure.

DIRECTORS' FIT AND PROPER POLICY

5. PERIODICAL REVIEW

- a) The NRC is responsible for regular reviews of this **Directors' Fit and Proper Policy** and making any recommended changes as and when it deemed fit. This policy shall be updated to be aligned to any legal or regulatory changes and the best practices under the Listing Requirements of Bursa Securities and the Malaysian Code on Corporate Governance, as the case may be.
- b) Any amendments made to this **Director's Fit and Proper Policy** shall be subject to the approval of the Board.