



ABLEGROUP BERHAD

Registration No. 200401015685 (654188-H)

DIRECTORS' FIT AND PROPER POLICY

(Effective from 27 May 2022)

DIRECTORS' FIT AND PROPER POLICY

1. INTRODUCTION

AbleGroup Berhad (öCompanyö) has adopted the Directorsø Fit and Proper Policy (öPolicyö) to ensure a formal and transparent process for the appointment and re-election of Directors of the Company and its subsidiaries.

2. OBJECTIVE AND SCOPE

- 2.1 The Policy aims to guide the Companyø Board of Directors (öBoardö) and the Nomination Committee (öNCö) in their review and assessment of potential candidates for appointment as Directors as well as existing Directors who are seeking for re-election in compliance with Paragraph 15.01A of the Main Market Listing Requirements (öMMLRö) of Bursa Malaysia Securities Berhad (öBursa Securitiesö).
- 2.2 The Policy is to ensure that Directors must possess the character, integrity, relevant range of skills, knowledge, experience, competence and time commitment to carry out their duties and responsibilities effectively in the best interest of the Company and its stakeholders.

3. FIT AND PROPER CRITERIA

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

3.1.1 Character and Integrity

- (i) Probity
- whether the person has complied with legal obligations, regulatory requirements and professional standards.
 - whether the person has been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law.
- (ii) Personal integrity
- whether the person has engaged in any business practices which are deceitful, oppressive improper (whether unlawful or not), or which otherwise reflect discredit on his professional conduct.
 - whether the person has been dismissed, asked to resign or has resigned from the capacity of management or director in the past due to concerns on personal integrity.
 - whether the person has abused other positions in a manner that contravenes the principles of good governance.

- (iii) Financial integrity
 - whether the person manages his/her personal debts or financial affairs satisfactorily.
 - whether, in the past, the person has demonstrated the ability to fulfil personal financial obligations as and when they fall due.
- (iv) Reputation
 - whether the person is of good repute in the financial and business community.
 - whether the person has been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years.
 - whether the person has 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

- (i) Qualifications, training and skills
 - whether the person has the appropriate qualification that is relevant to the skill set that the director is earmarked to bring to bear onto the boardroom.
 - whether the person has a considerable understanding on the workings of a corporation.
 - whether the person possesses general management skills as well as understanding of corporate governance and sustainability issues.
 - whether the person keeps knowledge current based on continuous professional development.
 - whether the person possesses leadership capabilities and a high level of emotional intelligence.
- (ii) Relevant experience and expertise
 - whether the person 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
 - whether the person had a career of occupying a senior position in an organisation, and was accountable for driving or leading the organisation's governance, business performance or operations.
 - whether the person possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

3.1.3 Time and Commitment

- (i) Ability to discharge role having regard to other commitments
 - whether the person 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 non-profit organisations).

- (ii) Participation and contribution in the board or track record
 - whether the person demonstrates willingness to participate actively in board activities.
 - whether the person demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom.
 - whether the person manifests passion in the vocation of a director.
 - whether the person exhibits ability to articulate views independently, objectively and constructively.
 - whether the person exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

4. RESPONSIBILITIES OF THE BOARD AND NC

- 4.1 The Board and NC shall be responsible for conducting assessments on the fitness and propriety of Directors for appointment to the Board as well as Directors seeking for re-election.
- 4.2 The NC is responsible to assess the candidates based on the fit and proper criteria as spelt out in this Policy and make the relevant recommendation to the Board.
- 4.3 The fit and proper assessments on each Director within the scope of this Policy may be conducted by the Company whenever the Company becomes aware of information that may materially compromise a director's fitness and propriety.

5. REVIEW AND PUBLICATION OF POLICY

- 5.1 The Policy shall be reviewed periodically by the NC and Board or as and when deemed fit.
- 5.2 A copy of the Policy is available on the Company's website.