MYNEWS HOLDINGS BERHAD

Registration No. 201301010004 (1039846-T)

FIT AND PROPER POLICY

(Adopted on 27 June 2022)

1. PURPOSE

1.1 The key objective of this policy ("Fit and Proper Policy") is to set out the criteria for selection of candidates that are proposed to be appointed as directors, and senior management of Mynews Holdings Berhad ("Company") and its subsidiaries as well as directors who are seeking for re-election. The criteria are intended to guide the Nominating Committee ("NC") and the Board of Directors ("Board") in their review and assessment of such candidates in making their selection. For the avoidance of doubt, the term "subsidiaries" for the scope of this Fit and Proper Policy shall be limited to the Company's nominee directors on the board of joint venture companies and associate companies.

1.2 The "senior management" shall consist of chief executive officer, deputy chief executive officer, chief financial officer and any other C-suite management of the Company and its subsidiaries ("Senior Management").

1.3 The NC is responsible to assess the candidates as per this Fit and Proper Policy and make the relevant recommendation to the Board on the proposal regarding appointment of directors and Senior Management and re-election of directors.

1.4 The Board is to approve such proposal and where relevant, make a recommendation to the shareholders of the Company for approval at an annual general meeting.

2. SCOPE

2.1 The Fit and Proper Policy applies to the appointment and re-election of directors and Senior Management of the Company and its subsidiaries. It also acts as a guide for the selection of candidates as the Company's nominee directors on the boards of joint venture companies and associate companies.

2.2 The Fit and Proper Policy takes effect from 27 June 2022 and will continue to be in force unless varied or revoked by the Board of Directors of the Company.

3. COMPLIANCE REQUIREMENTS

3.1 This Policy has been prepared to ensure compliance with the relevant provisions of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and the Malaysian Code on Corporate Governance 2021 ("MCCG").

3.2 Paragraph 15.01A of the MMLR provides that a listed issuer must have a fit and proper policy for the appointment and re-election of directors of the listed issuer and its subsidiaries, ensure the policy addresses board quality and integrity and will aid the listed issuer to comply with paragraph 2.20A of the MMLR, and to make available the policy on its website.

3.3 Paragraph 2.20A of the MMLR provides that every listed corporation, management company or trustee-manager must ensure that each of its directors, chief executive or chief financial officer has the character, experience, integrity, competence and time to effectively discharge his role as a director, chief executive or chief financial officer, as the case may be, of the listed corporation, or the collective investment scheme.

3.4 Pursuant to MCCG Practice 5.5, the appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender. Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the Company should be avoided.

4. FIT AND PROPER CRITERIA

4.1 Any person to be appointed as a director and Senior Management or re-elected as a director of the Company or its subsidiaries must not be disqualified[1] and has been assessed to have met all the fit and proper criteria based on, at minimum, the following:

(a) character and integrity;
(b) experience and competence; and
(c) time and commitment.

4.1.1 <u>Character and Integrity</u>

(i) Probity

- is compliant with legal obligations, regulatory requirements and professional standards.

[1] Pursuant to Section 198(1) of the Companies Act 2016 and Paragraph 15.05(1) of the MMLR.

- has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court.

(ii) 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.
- service contract (i.e. in the capacity of management or director) had not been 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.

(iii) Financial integrity

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

(iv) 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.

4.1.2 <u>Experience and Competence</u>

(i) 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 and strategic priorities of the Company).
- has a considerable understanding on the workings of a corporation.
- possesses general management skills as well as understanding of corporate governance and sustainability issues.
- keeps knowledge current based on continuous professional development.
- possesses leadership capabilities and a high level of emotional intelligence.

(ii) 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.

(iii) 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 (applicable for re-election and re-appointment of directors).

4.1.3 <u>Time and Commitment (applicable to directors)</u>

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

- 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).

(ii) 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.

5. PERIODIC REVIEW OF THE FIT AND PROPER POLICY AND REPORTING REQUIREMENTS

5.1 This Policy shall be reviewed periodically by the Board and be revised at any time as it may deem necessary in accordance with the needs of the Company, the MMLR and/or any other applicable laws enforced at the time being.

5.2 Pursuant to Paragraph 15.08A(3) of the MMLR, the Company shall disclose in its annual report, a statement about the activities of the NC in the discharge of its duties for the financial year which includes the application of the Fit and Proper Policy in the nomination and election of its directors, how the requirements set out in paragraph 2.20A of the MMLR are met and contain the following information:

(i) the policy on board composition having regard to the mix of skills, independence and diversity (including gender diversity) required to meet the needs of the listed issuer;
(ii) the board nomination and election process of directors; and
(iii) the assessment undertaken by the NC in respect of the performance of its board, committees and individual directors together with thecriteria used for such assessment.

5.3 A copy of the Fit and Proper Policy is available on the Company's website.