



MINETECH RESOURCES BERHAD
Registration No. 200201007880 (575543-X)

DIRECTORS' FIT AND PROPER POLICY

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1. INTRODUCTION

- 1.1 Minetech Resources Berhad ("**Minetech**" or "the **Company**") ensures that the directors, and senior management are of high calibre, sound judgment, high integrity and credibility as they are entrusted by the shareholders to manage and perform effectively.
- 1.2 Therefore, all directors and senior management of the Company and its subsidiaries must possess quality personality and reputation, experience, competency and commitment when discharge their responsibilities and duties.
- 1.3 The adoption of the Directors' Fit and Proper Policy ("**Policy**") can ensure a formal, rigorous and transparent process for the appointment and re-election of directors of the Company.

2. OBJECTIVE

This Policy must be read in conjunction with the Board Charter and serves to guide the Nomination and Remuneration Committee ("**NRC**") and Board of Directors ("**Board**") of the Company in their review and assessment of candidates that are to be appointed onto the board as well as directors who are seeking for re-election in complying with Rule 15.01A of Main Market Listing Requirements.

The general criteria that may form the overarching criteria in relation to this Policy are outlined below:

- (a) Character and integrity;
- (b) Experience and competence; and
- (c) Time and commitment

3. SCOPE AND APPLICATION

In assessing a person's fitness and properness, the NRC and Board should consider the following criteria which includes but not limited to the following:

(a) Character and Integrity

(i) 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.

(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.

(b) Experience and Competence

(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);
- 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.

(c) Time and Commitment

(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.

4. ASSESSMENT OF FITNESS AND PROPRIETY

- 4.1 The assessment of fitness and properness of directors should be conducted by the NRC based on the criteria outlined in Item 3 above before recommending to the Board for approval upon new appointment or re-election of directors.
- 4.2 The fit and proper assessment may also be conducted whenever the Company becomes aware of information that may materially compromise a director's fitness and propriety.
- 4.3 The Board and NRC may discuss and determine prescriptions and specifications based on its specific circumstances, needs and requirements such as specification on skills, knowledge, minimum years of experience needed that a candidate must have as a director, C-suite member to be considered for an appointment to the Board.
- 4.4 The Company should exercise the assessment objectively in the best interests of the Company and the sound conduct of the Company's business. In conducting the assessment, the Company should consider whether there have been material changes in the nature or scope of the responsibilities assumed by a director in which higher standards of competence or judgement are required in order to properly perform the duties associated with the said position.

5. CONFIDENTIALITY OF INFORMATION

The Company will not disclose any sensitive and confidential information to any other party.

6. REVIEW OF THE POLICY

This Policy shall be reviewed by NRC annually to ensure its effectiveness as to align with best practices and prevailing laws and regulatory requirements. All revisions and amendments as the NRC deem appropriate shall be recommended to the Board for approval.

This Directors' Fit and Proper Policy has been approved by the Board on 29 May 2023.