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"INFOLINE TEC" GROUP OF COMPANIES

STANDARD POLICY & PROCEDURE	EFFECTIVE **25 February 2025**	REV. NO. **1**
SUBJECT **FIT AND PROPER POLICY**		

1. Introduction

The Board of Directors ("**Board**") of INFOLINE TEC GROUP BERHAD ("**INFOLINE TEC**" or "Company") is cognizant that a formal, rigorous and transparent process for the appointment and re-election of Directors should be put in place based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender in evaluating whether a Director has the character, experience, integrity, competence and time to discharge his role effectively.

To achieve this, the Fit and Proper Policy ("**the Policy**") was established and adopted to guide the Nominating Committee ("**NC**") and the Board in their review and assessment of candidates that are to be appointed on the Board as well as the Directors who are seeking for re-election based on the following considerations, which are to be assessed individually and collectively.

2. Criteria

For the purpose of establishing whether a person is fit and proper to hold a key responsible person position, the Company shall have regard to the person's:

a) Character and Integrity

i. Probity

- is compliant with legal obligations, regulatory requirements and professional standards.
- has not been obstructive, misleading and untruthful in dealings with regulatory bodies or a court.
- has not been reprimanded or disqualified or removed by a professional or regulatory body in relation to matters pertaining to the person's honesty, integrity or business conduct.

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/her professional conduct.

- service conduct (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. that he/she has held) in a manner that contravenes the principles of good governance and professional ethics.

iii. Financial integrity

- manages personal debts or financial affairs satisfactorily.
- demonstrates the 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 reprimanded by the Securities Commission Malaysia, Bursa Malaysia Securities Berhad, Companies Commission of Malaysia or any other regulatory authorities for the past 10 years; and
- 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 of the corporate operations.
- 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 the 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 a willingness to participate actively in board activities.
- demonstrates a 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 judgement after hearing the views of others.

3. Review of the Policy

The NC will monitor compliance with the Policy and review the Policy regularly to ensure it remains relevant and appropriate and in compliance with the requirements of Infoline Tech, Main Market Listing Requirements and and/or any other regulatory that may be imposed from time to time. Any amendments or revisions required shall be recommended to the Board for approval.