



安裕資源有限公司

**ANN JOO RESOURCES BERHAD**

Registration No.: 199501041948 (371152-U)

## **DIRECTORS' FIT AND PROPER POLICY**



## **1. INTRODUCTION**

Paragraph 15.01A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”) requires that all listed issuers to:

- a) have a fit and proper policy for the appointment and re-election of directors of the listed issuer and its subsidiaries;
- b) ensure the policy addresses board quality and integrity and will aid the listed issuer to comply with paragraph 2.20A of the MMLR; and
- c) make available the policy on its website.

## **2. OBJECTIVES**

To ensure board’s quality and integrity are maintained and up to expectations, the Board of Directors of Ann Joo Resources Berhad (“the Company”) (“the Board”) has adopted this Fit and Proper Policy (“the Policy”) to guide the Board and Nomination Committee on the appointment and re-election (including re-appointment) of Directors, and the appointment of Key Senior Management.

The Board believes that an effective leadership level with the right board balance could optimise performance and the development of strategy of the Company and its subsidiaries (“the Group”). Directors are required to possess the appropriate character, experience, diverse perspectives, skills, integrity, commitment, competency and qualification to discharge his/her responsibilities and functions diligently as expected of the Board.

This Policy was adopted after taking into consideration of the guidance contained in the Corporate Governance Guide 4<sup>th</sup> Edition and is to be read in conjunction with the Terms of Reference of the Nomination Committee and the Nominating Policy for appointment of directors of the Company.

## **3. KEY SENIOR MANAGEMENT**

For the purpose of this Policy, “Key Senior Management” refers to the senior management personnel, by whatever named called, designation and as identified by the Group Managing Director, who perform a senior management function whose primary or significant responsibility is for the management and performance of significant activities of the Company.



## **4. RESPONSIBILITIES**

### **4.1 The Board**

The Board is primarily responsible for ensuring that Directors and Key Senior Management of the Company and its subsidiaries fulfilled the fit and proper criteria by conducting assessments of fitness and properness on:

- a) candidates prior to be appointed to the Board or Key Senior Management; and
- b) Directors who are seeking for re-election or re-appointment

The Board is committed to ensure that all Board members and Key Senior Management possess the appropriate skills and experience in discharging their respective duties and responsibilities.

### **4.2 Nomination Committee**

The Board delegates its authority to Nomination Committee ("NC") (with the assistance of the Company Secretary) to perform the fitness and properness assessment on new appointment to the Board and Key Senior Management, and on existing Directors who are seeking for re-election or re-appointment. The NC thereafter will make recommendations to the Board for decision.

### **4.3 Company Secretary**

The Company Secretary is responsible to ensure that:

- a) The fit and proper assessment is carrying out timely and appropriately on new Board and Key Senior Management appointments and on existing Directors who are seeking for re-election or re-appointment;
- b) To minute the review, deliberation, results of the assessment and recommendation of NC on the fit and proper assessment;
- c) To assist and provide necessary information and guidance to the NC and the Board on matters relating to fit and proper assessments; and
- d) To make required disclosures, submissions, statutory lodgment and announcements, if necessary.



## 5. FIT AND PROPER POLICY CRITERIA

For the purpose of establishing whether a person is fit and proper to act as a director or a member of the Key Senior Management of the Company or its subsidiaries, the Board and NC are guided principally by the following criteria:

### a) Character and Integrity

#### (i) Probity

- the person is or has been the subject of any investigations by relevant enforcement unit or proceeding by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a corporation or an offence involving bribery, fraud or dishonestly or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings.
- the person has contravened any of the requirements and standards of any regulatory body, professional, government or its agencies.
- the person has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law.

#### (ii) Personal Integrity

- the person has not perpetrated or participated in any business practices which are deceitful, corrupt, oppressive, improper (whether unlawful or not), or which otherwise reflect discredit on his professional conduct.
- any business in which he/she has a controlling interest or in a position to exercise significant influence, has been investigated, disciplined, suspended or reprimanded by any regulatory or professional body, a court of tribunal, whether publicly or privately.
- the person's service contract (i.e. in the capacity as management or director) had not been terminated in the past due to concerns on his/her personal integrity.
- the person has not abused his position (e.g. political or public office appointment) to facilitate his business affairs or affairs of the Company in a manner that contravenes the principles of good governance.



- the person is free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of his/her judgement when acting in the capacity as a Director or Key Senior Management of the Company or subsidiaries.
- the person has been dismissed, asked to resign or has resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions of his/her honesty and integrity

(iii) Financial Integrity

- the person has been and will be able to fulfill his/her personal financial obligations, whether in Malaysia or elsewhere, as and when they fall due.
- the person is or has been the subject of any proceedings by a court of law of any sum or debt owed by him/her which is unsatisfied or has been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere

(iv) Reputation

- the person is of good standing in the financial and business community.
- the person has not been the subject of civil or criminal proceedings or enforcement action in managing or governing an entity for the past five (5) years.
- the person 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

- the person possesses the appropriate and relevant qualification, training and skills set, knowledge and experience to perform his/her role and responsibilities effectively as a Director or Key Senior Management of the Company or subsidiaries.
- the person has a considerable understanding on the workings of corporations.



- the person possesses general management skills as well as understanding of the elements of corporate governance and sustainability matters.
  - the person is continuously equipped with the necessary skills and current knowledge by having his/her continuous professional development.
  - the person possesses leadership capabilities and a high level of emotional intelligence.
- (ii) Relevant experience and expertise
- the person possesses the appropriate and relevant experience and expertise by virtue of his/her past performance in areas such as on information technology, legal, public relations and industry experience so as to ensure that person's skills and expertise fit or complement the matrix of skills of existing Directors or Key Senior Management team.
- (iii) Relevant past performance or track record
- the person 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.
  - the person possesses commendable past performance record.

**c) Time and Commitment**

- (i) Ability to discharge his/her role having regard to other commitments
- for the position of director, he/she is willing and able to devote sufficient time as a director and board committee member to the affairs of the Group, having factored other outside obligations including concurrent board positions held by him/her in other listed issuers and non-listed entities (including not-for-profit organisations).
- (ii) Participation and contribution in the Board
- demonstrates willingness to participate actively to deliberate and consider matters on the Group's key considerations i.e. business strategy, financial performance and position, and annual business plan.



**ANN JOO GROUP  
DIRECTORS' FIT AND PROPER POLICY**

- demonstrates willingness to devote time and effort to understand the Group's businesses and exemplifies readiness to participate in activities outside the boardroom.
- exhibits ability to articulate views independently, objectively and constructively.
- exhibits open mindedness to the views of others and ability to make considered decision or judgment thereafter.

## **6. REVIEW OF POLICY**

This Policy shall be reviewed periodically by the NC and recommended to the Board for approval at any time as it may think necessary in accordance with the MMLR and/or any other applicable laws and regulations enforced at the time being.

This Fit and Proper Policy was approved and adopted by the Board on 26 August 2022.