



# **Directors' Fit & Proper Policy**

**(Adopted on 24 March 2022)**

1. All members of the Board are required to have the necessary qualities, competencies and experience that allows them to perform their duties and carry out the responsibilities required of the position in the most effective manner.
2. The fit and proper assessment on any person identified to be appointed as a Director or to continue holding the position as a Director within the Group shall be conducted prior to the initial appointment or proposed re-election/re-appointment as a Director. The fit and proper assessment on a Director may also be conducted whenever N2N becomes aware of information that may materially compromise a Directors' fitness and propriety.
3. Any person proposed to be appointed as a Director or to continue holding the position as a Director within Group must not be disqualified or deemed to be disqualified or vacated his/her office pursuant to the Companies Act, 2016 or the ACE Market Listing Requirement or any other relevant laws.

In assessing a person's fitness and propriety, the Board through its Nomination and Remuneration Committee, shall consider all relevant factors based on the following main criteria:

- Character and Integrity;
- Experience and Competence; and
- Time and Commitment.

The Nomination and Remuneration Committee shall determine the specific factors for its consideration in a fit and proper assessment, having regard to the circumstances and requirements relevant to the Group. Amongst the key factors that underpin the above main criteria are as outlined below, which would be assessed by the Nomination and Remuneration Committee taking into account their relative importance.

*Character and Integrity*

|      |                     |  |
|------|---------------------|--|
| i.   | Probity             | He/She is compliant with the legal obligations, regulatory requirements and professional standards, where applicable; He/She has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law;  |
| ii.  | Personal Integrity  | He/She 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;<br>His service contract (i.e. in the capacity of management or as a director) had not been terminated in the past due to concerns on his/her personal integrity;<br>He/She has not abused other positions (that he/she has held) in a manner that contravenes the principles of good governance; |
| iii. | Financial integrity | He/She manages personal debts or financial affairs satisfactorily;<br>He/She demonstrates the ability to fulfill personal financial obligations as and when they fall due;   |

|     |            |   |
|-----|------------|---|
| iv. | Reputation | <p>He/She is of good repute in the financial and business community;</p> <p>He/She has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years;</p> <p>He/She 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;</p> |
|-----|------------|---|

*Experience and competence*

|      |   |  |
|------|---|--|
| i.   | Qualifications, training and skills       | <p>He/She possesses education qualification that is relevant to the skill set that such director is earmarked to bring or to bear onto the Boardroom (i.e. a match to the Board skill set matrix);</p> <p>He/She has a considerable understanding on the workings of a corporation;</p> <p>He/She possesses general management skills as well as understanding of a corporate governance, and appreciation of sustainability issues;</p> <p>He/She keeps knowledge current based on continuous professional development;</p> <p>He/She possesses leadership capabilities and a high level of emotional intelligence.</p> |
| ii.  | Relevant experience and expertise         | <p>He/She 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;</p>   |
| iii. | Relevant past performance or track record | <p>He/She had a career of occupying a high-level position in a relevant organization, and was accountable for driving or leading the organisation's governance, business performance or operations;</p> <p>He/She possesses commendable past performance record as gathered from the results of the Board Annual Evaluation.</p>   |

*Time and commitment*

|     |  |   |
|-----|--|---|
| i.  | Ability to discharge role having regard to other commitments | <p>He/She 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 not-for-profit organisations)</p>  |
| ii. | Participation and contribution in the Board or track record  | <p>He/She demonstrates willingness to participate actively in Board activities;</p> <p>He/She demonstrates willingness to devote time and effort to understand the business and exemplifies readiness to participate in events outside the Boardroom;</p> <p>He/She manifests passion in the vocation of a director;</p> <p>He/She exhibits ability to articulate view independently, objectively and constructively;</p> |

|  |  |   |
|--|--|---|
|  |  | He/She exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others. |
|--|--|---|

*[End of document]*



**N2N CONNECT BERHAD**

Wisma N2N, Level 9, Tower 2, Avenue 3, Bangsar South,  
No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, West Malaysia.

☎ +603 2241 1818

[www.n2nconnect.com](http://www.n2nconnect.com)

© N2N Connect Bhd. All Right Reserved.