

SYCAL VENTURES BERHAD

Fit & Proper Policy

1. Introduction

Sycal Ventures Berhad (“**Company**”) is obliged to formulate a fit and proper policy for the appointment, re-appointment and/or re-election of Directors of the Company and its subsidiaries (“**Group**”) pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”).

The Directors’ Fit and Proper Policy (“**Policy**”) sets out the approach, guidelines and procedures to ensure a formal, rigorous and transparent process is being adhered for the appointment, re-appointment and/or re-election of the Directors of the Group.

2. Purpose

This policy serves as a guide:

- i. to ensure all Directors of the Group have the necessary character, experience, integrity, competence and time to effectively discharge their role as Directors of the Group; and
- ii. to the Nomination Committee and the Board of Directors (“**Board**”) of the Group in conducting the necessary assessments on candidates before appointment, or on existing Directors of the Group seeking re-appointment and/or re-election.

3. Fit and Proper Criteria

In assessing candidates identified to be appointed as Directors of the Group (“**Candidates**”) and/or any existing Directors of the Group seeking re-appointment and/or re-election (“**Existing Directors**”), the Company will take into consideration the following criteria:-

3.1 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 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 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 his positions held in the company or other positions held (e.g. political appointment or public office & etc.) to facilitate his affairs or affairs of the company in a manner that contravenes the principal 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, either in Malaysia or elsewhere.
- (iv) Reputation
 - Has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years, either in Malaysia or elsewhere.
 - 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.

3.2 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. match to the Board's skill set matrix).
 - Possesses general management skills as well as understanding of corporate governance and sustainability issues.
 - Keeps knowledge current based on continuous professional development.
- (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.

3.3 Time and commitment

Ability to discharge role having regard to other commitments:-

- Able to devote sufficient time as a Board member, having factored other external obligations including concurrent board positions held by the Director across listed companies and/or non-listed companies (including not-for-profit organisations).
- 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.
- 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. Review of This Policy

The Company will review this Policy periodically to ensure that it continues to remain relevant, appropriate and consistent with the Group's practices, Malaysian Code of Corporate Governance, Listing Requirements or any other applicable regulatory requirements. Any revisions to this Policy will be submitted to the Board of the Company for consideration and approval.

This Policy is reviewed and approved by the Board on 20 February 2024.