



GDEX BERHAD

[Registration No. 200301028159 (630579-A)]

DIRECTORS' FIT AND PROPER POLICY

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- Directors' Fit and Proper Policy

1. Introduction

- 1.1. The Board of Directors of GDEX Berhad (“**the Company**”) has adopted this Directors’ Fit and Proper Policy (“**the Policy**”) which is intended for the Company and its subsidiaries (collectively referred to as “**the Group**”).
- 1.2. The Policy serves to guide the Combined Nomination and Remuneration Committee (“**CNRC**”) of the Company and its Directors to review and assessment of candidates that are to be appointed onto the Board as well as Directors who are seeking for election or re-election.
- 1.3. This Policy is firmly aligned with the achievement of the Company’s business objectives, values and principles.

2. Criteria

- 2.1. For the purpose of establishing whether a person is fit and proper to be elected or re-elected to the Board of the Group, the candidate has to be assessed based on the following criteria:
 - 2.1.1. Character and Integrity
 - a) 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.
 - b) 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.
 - c) Financial Integrity
 - manages personal debts or financial affairs satisfactorily.
 - demonstrates ability to fulfil personal financial obligations as and when they fall due.

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d) 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 ten (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.

2.1.2. Experience and competence

a) 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 business and 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.

b) 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.

c) 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.

2.1.3. Time and commitment

a) 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).

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b) 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.

3. Assessment

3.1. Company

3.1.1. The CNRC will assess each candidate for appointment or re-election based on the criteria set under item 2.1 before recommending to the Board for approval.

3.1.2. For the appointment of a new Director, the candidate is required to provide a consent in writing to be a director and make a declaration that he is not disqualified from being appointed or holding office as a director of a company under the Companies Act 2016.

3.2. Subsidiaries

3.2.1. Where the candidate is an employee of the Group, the Executive Director will assess each candidate for appointment or re-election based on the criteria set under item 2.1 before recommending to the Board of the subsidiary of the Company for approval.

3.2.2. Where a candidate who is not an employee of the Group is being proposed for appointment or re-election to the Board of the subsidiary of the Company, then the CNRC will assess such candidate based on the criteria set under item 2.1 before recommending to the Board for approval.

3.2.3. For the appointment of a new Director, the candidate is required to provide a consent in writing to be a director and make a declaration that he/she is not disqualified from being appointed or holding office as a director of a company under the Companies Act 2016.

4. Monitoring, Periodic Review and Disclosure

4.1. This Policy will be reviewed annually and as and when required by the CNRC.

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- 4.2. Any revision or amendment to this Policy, as proposed by the Committee or any third party, shall first be presented to the Board for its approval. Upon the Board's approval, the said revision or amendment shall form part of this Policy and this Policy shall be considered duly revised or amended.
- 4.3. The Policy should be disclosed on the Company's website.