



# A-RANK BERHAD

Registration No: 200301031200 (633621-X)  
(Incorporated in Malaysia)

## BOARD OF DIRECTORS' FIT AND PROPER POLICY

(Approved by Board on 24 June 2025)

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## **1. OBJECTIVE AND SCOPE**

This Fit and Proper Policy ("Policy") is designed to:

- Establish a formal and transparent set of fit and proper criteria for appointment and re-appointment of Directors to the Board of Directors ("Board") of A-Rank Berhad and its subsidiaries ("Group").
- Guide the Board and the Nomination Committee ("NC") in assessing and evaluating:
  - (a) any candidate to be appointed as a new Director to the Board; and
  - (b) any existing Director who is seeking for re-appointment.

## **2. FIT AND PROPER CRITERIA**

In determining the fitness and propriety of individuals for Board appointments and re-appointments, the following key criteria shall be considered:

### **2.1 Character and integrity**

#### **(i) Probity**

- Compliance with legal obligations, regulatory requirements and professional standards.
- No history of obstructive, misleading or untruthful dealings with regulatory bodies or a court.

#### **(ii) Personal integrity**

- No engagement in deceitful, oppressive, improper (whether unlawful or not) business practices.
- No termination from prior employment or directorship due to concerns on personal integrity.
- Has not misused political or public positions to improperly benefit the Group.

#### **(iii) Financial integrity**

- Demonstrates prudent financial management and solvency .
- Capable of meeting personal financial obligations in a timely manner .

#### **(iv) Reputation**

- Reputable standing in the business and financial community.
- No history of civil or criminal proceedings or enforcement action, in last 10 years 10 years.
- Not linked to the failure of any business due to poor governance or mismanagement.

### **2.2 Experience and competence**

#### **(i) Qualifications, training and skills**

- Possesses relevant academic and professional qualifications aligned with the Board's skill set matrix.
- Demonstrates understanding of corporate governance, sustainability and business operations .
- Engages in continuous professional development.
- Demonstrates leadership and high emotional intelligence.

#### **(ii) Relevant experience and expertise**

- Has relevant and sufficient experience similar roles, considering the nature, size and complexity of the
- Proven capacity to effectively oversee, challenge, and contribute to strategic and operational matters.

**2.3 Time and commitment**

**(i) Ability to discharge role having regard to other commitments**

- Sufficient time and focus to fulfill responsibilities effectively, considering all external commitments and concurrent directorships.

**(ii) Participation and contribution in the Board or track record**

- Actively participates in Board and committee meetings.
- Invests time and effort to understand the businesses and risks.
- Demonstrates independent, objective thinking and engages constructively with peers.

**2.4 Independence**

(applicable to appointment and re-appointment of Independent Director)

The Director meets the criteria of an Independent Director as specified in Item 1.1 of Practice Note 13 of Main Market Listing Requirements of Bursa Securities Malaysia Berhad.

### **3. ASSESSMENT AND EVALUATION**

**3.1 Appointment of new Director**

- (i) Candidates must submit personal details, education and professional background, directorships in other public listed companies, potential conflict of interest and additional relevant information.
- (ii) Completion of the Directors' Evaluation Form (Appendix I) is mandatory.
- (iii) For Independent Director, completion of the Independent Directors' Self-Assessment Form (Appendix II) is also required.
- (iv) The NC will assess and evaluate the candidate's compliance with this Policy's criteria and make recommendations to the Board .

**3.2 Re-appointment of Director**

- (i) Directors seeking re-appointment must complete the Directors' Evaluation Form (Appendix I).
- (ii) Independent Directors must also complete the Independent Directors' Self-Assessment Form (Appendix II).
- (iii) The Nomination Committee shall evaluate the Director's ongoing suitability based on the Policy criteria.
- (iv) The Committee's recommendation will be presented to the Board for final decision.

**3.3 Ongoing Monitoring and Trigger Events**

The Board may require a reassessment of any Director in the event of:

- Adverse media coverage;
- Regulatory breach or investigation;
- Change in personal or professional status;
- Material changes in commitments affecting time availability.

### **4. DECISION-MAKING AND RECORD KEEPING**

The Nomination Committee shall ensure all deliberations and justifications related to the assessment are documented appropriately.

All documents and forms shall be retained for regulatory and governance purposes.

**5. DISCLOSURE AND TRANSPARENCY**

This Policy shall be published on the Group's corporate website.

Key elements of the fit and proper criteria, and any appointment or reappointment processes, shall be disclosed in the annual report in accordance with Malaysian Code on Corporate Governance and Main Market of Listing Requirements of Bursa Malaysia.

**6. REVIEW AND APPROVAL**

The NC will review this Policy and recommend it to the Board for approval as and when necessary. The terms of this Policy shall be updated whenever there are changes to the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad, and any other relevant regulatory requirements.

This Policy was approved by the Board of Directors on 25 June 2025.