

**DIRECTORS' FIT & PROPER POLICY**

**1. Introduction**

The Board of Directors ("**Board**") of Kumpulan Jetson Berhad ("**Company**") believes that it is in the best interests of the Company and its stakeholders that its Directors are of the required character, experience, integrity, competence and time to effectively and diligently discharge their responsibilities and duties and contribute to the proper governance of the Company and its subsidiaries (the "**Group**").

**2. Scope and Application**

2.1 This Directors' Fit and Proper Policy ("**Policy**") serves as a guide to the Nominating Committee ("**NC**") and the Board in their 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.

2.2 The Policy shall be read together with the relevant regulations/guidelines as issued by the following regulatory bodies which includes the following:-

- a) Malaysia Code of Corporate Governance 2021;
- b) Corporate Governance Guide by Bursa Malaysia Securities Berhad ("**Bursa Securities**"); and
- c) Main Market Listing Requirements of Bursa Securities.

2.2 The internal reference documents which are to be referred to the Policy include but are not limited to the following:-

- a) Board Charter;
- b) Terms of Reference of the NC;
- c) Code of Conduct and Ethics; and
- d) Anti-Bribery and Corruption Policy.

**3. Duties and Responsibilities**

**3.1 The Board**

The Board is ultimately responsible for ensuring that all existing Directors of the Company seeking for re-election and candidates for nomination or appointment as a Director of the Company fulfil the fit and proper requirements. The Board is also responsible for conducting assessments of the fitness and propriety of Directors of the Company.

The Board shall provide a statement, included with results of its review and assessment, as to whether it supports the appointment of a candidate as Director of the Company or the re-election of an existing Director of the Company and the reasons thereof.

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### **3.2 NC**

The Board delegates the duty to perform fit and proper assessment on existing Directors of the Company seeking for re-election and candidates for nomination or appointment as a Director to the NC based on the fit and proper criteria as tabulated in **Section 5 – Fit and Proper Criteria** and making recommendations to the Board on these matters for its review and decision.

## **4. Timing of Review and Assessment**

A properly constituted and duly minuted meeting of the NC and the Board shall be held for the purpose of fit and proper assessment of an existing Director or a candidate, as applicable, in the following manners:-

- (i) For Re-election of Existing Directors of the Company
  - Within **three (3) months before** the date of general meeting or such other shorter period as approved by the Board for the re-election.
- (ii) For Appointment of Directors of the Company
  - Within **three (3) months before** the date of appointment to the Board of the Company or such other shorter period as approved by the Board.

## **5. Fit and Proper Criteria**

In assessing a person's level fitness and propriety, the Board via the NC, shall consider the overarching criteria including but not limited to the following:-

### **i) Character and integrity**

- (a) Probity
  - The person is compliant with legal obligations, regulatory requirements and professional standards;
  - The person has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court;
- (b) Personal integrity
  - The person 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 (e.g. in the capacity of management or director) had not been terminated in the past due to concerns on personal integrity; and
  - The person has not abused other positions (e.g. political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance;

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(c) Financial integrity

- The person manages personal debts or financial affairs satisfactorily; and
- The person demonstrates ability to fulfil personal financial obligations as and when they fall due;

(d) Reputation

- The person is of good repute 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 ten (10) years; and
- 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;

**ii) Experience and competence**

(a) Qualifications, training and skills

- The person possesses education qualification that is relevant to the skill set that the director is earmarked to bring to bear onto the boardroom (e.g. a match to the board skill set matrix);
- The person has a considerable understanding on the workings of a corporation;
- The person possesses general management skills as well as understanding of corporate governance and sustainability issues;
- The person keeps knowledge current based on continuous professional development; and
- The person possesses leadership capabilities and a high level of emotional intelligence;

(b) Relevant experience and expertise

- The person 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

- 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; and

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- The person possesses commendable past performance record as gathered from the results of the board effectiveness evaluation;

**iii) Time and commitment**

(a) Ability to discharge role having regard to other commitments

- The person 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).

(b) Participation and contribution in the Board or track record

- The person demonstrates willingness to participate actively in board activities;
- The person demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom;
- The person manifests passion in the vocation of a director;
- The person exhibits ability to articulate views independently, objectively and constructively; and
- The person exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

A person who has been identified for appointment as a Director or for re-election as a Director shall be required to make the fit and proper declaration in the form as set out in **Appendix I** of this Policy.

**6. Review and Approval of this Policy**

This Policy was adopted by the Board on 29 June 2022.

This Policy will be reviewed by the Board as and when required and will be updated in accordance with the needs of the Group and where necessary, i.e. where there are changes to regulatory requirements.

This Policy is made available for reference on the Company's corporate website at <https://www.jetson.com.my/>.

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**APPENDIX I**

**FIT & PROPER DECLARATION FORM**

I, \_\_\_\_\_

NRIC/Passport No. \_\_\_\_\_

residing at \_\_\_\_\_

do hereby solemnly affirm and declare the following: -

No.	Criteria	Yes	No
<b>Probity, Personal Integrity and Reputation</b>			
1.	I have not been the subject of any proceedings of a disciplinary or criminal nature, or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;		
2.	I have not contravened any provision made by or under any written law designed to protect members of the public against financial loss due to dishonesty, incompetence or malpractice;		
3.	I have not contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;		
4.	I or any business in which I have a controlling interest or exercise significant influence, have not been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;		
5.	I have not been engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on my professional conduct;		
6.	I have not been dismissed, asked to resign or have resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions on my honesty and integrity;		
7.	I have not been associated, in ownership or management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a licence to conduct any trade, business or profession, or has had that registration, authorisation, membership or licence revoked, withdrawn or terminated;		

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No.	Criteria	Yes	No
<b>Probity, Personal Integrity and Reputation – cont'd</b>			
8.	I have not held a position of responsibility in the management of a business that has gone into receivership, insolvency, or involuntary liquidation while I was connected with that business;		
9.	I have not been a director of, or have been directly concerned in the management of, any corporation which is being or has been wound up by a court or other authority competent to do so within or outside Malaysia, or of any licensed institution, the licence of which has been revoked under any written law;		
10.	In the past, I have not acted unfairly or dishonestly in my dealings with my customers, employer, auditors and regulatory authorities;		
11.	I have not at any time shown a strong objection or lack of willingness to cooperate with regulatory authorities and failure to comply with legal, regulatory and professional requirements and standards, including compliance with tax requirements and obligations;		
12.	I have not contributed significantly to the failure of an organisation or a business unit;		
13.	I have not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices; and		
14.	I am free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of my judgement when acting in the capacity of a Director of Kumpulan Jetson Berhad (" <b>KJB</b> ") and/or its Group which would be disadvantageous to KJB or its interest.		
<b>Financial Integrity</b>			
15.	I am and will be able to fulfil my financial obligations, whether in Malaysia or elsewhere, as and when they fall due;		
16.	To my knowledge, I have not been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.		
17.	I have not made arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction.		

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*\*Where you have not ticked 'YES', please explain and/or provide the relevant documents.*

<b>Explanation for items not ticked 'YES'</b>	
<b>No.</b>	<b>Explanation</b>

Signed by:

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Name:

Date: