

EWEIN BERHAD

Company No: 200601023136 (742890-W)

DIRECTORS' FIT AND PROPER POLICY**Purpose and Scope**

The Directors' Fit and Proper Policy ('Policy') sets out to:-

- (a) Establish a set of formal and transparent fit and proper criteria for the appointment and re-appointment/re-election of Directors to the Board of Directors ("Board") of Ewein Berhad ("Ewein" or "Company") and its subsidiaries.
- (b) To guide the Board and the Nominating Committee ("NC") in the assessment and evaluation of:-
 - (i) any candidate to be appointed as a new Director to the Board; and
 - (ii) any existing Director who is seeking for re-election.

Fit and Proper Criteria

For the purpose of establishing whether a person is fit and proper to hold Directorship in Ewein and its subsidiaries, the Company shall have regard to the person's :

- (a) Character and integrity
- (b) Experience and competence
- (c) Time and commitment

Character and Integrity

- (i) Probity and Integrity
 - (1) Compliant with legal obligations, regulatory requirements, and professional standards
 - (2) Has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law
 - (3) 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
 - (4) Prior service contracts had not been terminated due to concerns with personal integrity
 - (5) Has not abused other positions in a manner that contravenes the principles of good governance
- (ii) Financial Integrity
 - (1) Manages personal debts or financial affairs satisfactorily
 - (2) Demonstrates the ability to fulfill personal financial obligations as and when they fall due

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(iii) Reputation

- (1) Of good repute in the financial and business community
- (2) Has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years
- (3) 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

Experience and Competence

(iv) Qualifications, training, and skills

- (1) Possesses education qualification that is relevant to the skill set that such director is earmarked to bring or to bear onto the boardroom (ie. a match to the Board skill set matrix)
- (2) Has a considerable understanding on the workings of a corporation
- (3) Possesses general management skills as well as understanding of corporate governance, and appreciation of sustainability issues
- (4) Keeps knowledge current based on continuous professional development
- (5) Possesses leadership capabilities and a high level of emotional intelligence

(v) Relevant experience and expertise

- (1) 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

(vi) Relevant past performance or track record

- (1) Had a career of occupying a high-level position in a relevant organisation, and was accountable for driving or leading the organisation's governance, business performance or operations
- (2) Possesses commendable past performance record as gathered from the results of the Board Effectiveness Evaluation

Time and Commitment

(vii) Ability to discharge role with regard to other commitments

- (1) Able to devote time as a Board member, having factored in other external organisations including concurrent board positions held by the director across listed companies and non-listed entities (including not-for-profit organisations)

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- (viii) Participation and contribution in the Board or track record
 - (1) Demonstrates willingness to participate actively in Board activities
 - (2) Demonstrates willingness to devote time and effort to understand the business and exemplifies readiness to participate in events outside the boardroom;
 - (3) Manifests passion in the vocation of a director
 - (4) Exhibits ability to articulate view independently, objectively, and constructively
 - (5) Exhibits open-mindedness to the views of others and ability to make considered judgment after hearing the views of others

The Nominating Committee shall determine and review the specific factors for its consideration in a fit and proper assessment in regard to the circumstances and requirements relevant to the Company. The changes to the terms of the Policy shall be subject to the approval of the Board.

The Directors' Fit and Proper Policy has been adopted by the Board on 24 May 2022.