

## DIRECTORS' FIT AND PROPER POLICY

### 1. INTRODUCTION

The Directors' Fit and Proper Policy ("Policy") of Asia Media Group Berhad ("Amedia" or the "Company") outlines the criteria for assessing the suitability of appointment, re-election and/or re-appointment of Directors to hold positions of responsibility in the Company and its subsidiaries ("Group").

### 2. PURPOSE

This Policy serves to ensure that Directors possess the necessary skills, experience, character, integrity, competence and time to effectively discharge their role as Directors of the Group.

### 3. FIT AND PROPER CRITERIA

In assessing the candidates identified to be appointed as Directors of the Group ("Candidates") and/or any existing Directors of the Group seeking for re-election and/or re-appointment ("Existing Directors"), the Board Nomination Committee will take into consideration the following criteria:

#### 3.1 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/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 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, either in Malaysia or elsewhere.

d) Reputation

- Is of good repute in the financial and/or business community.
- 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**

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's skill set matrix).
- Has a considerable understanding on the 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 management and 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.

**3.3 Time and commitment**

a) 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).

- 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.

#### **4. EVALUATION OF A CANDIDATE FOR DIRECTORSHIP OR RE-ELECTION / RE-APPOINTMENT OF DIRECTOR**

4.1 The Nomination Committee (“NC”) (with the assistance of the Company Secretary) will assess each Director standing for re-election/re-appointment as well as a candidate identified for a new appointment as Director of the Company based on the criteria set under the clause Fit and Proper Criteria above before recommending to the Board for consideration and approval.

The fit and proper assessment may also be conducted whenever the Company becomes aware of information that may materially compromise a Director’s fitness and propriety.

The Declaration of Fit and Proper Form to be completed by a person who has been identified for appointment as a Director or for re-election/re-appointment as a Director is set out in **Annexure 1** or in such other form as the NC may determine from time to time.

4.2 The criteria shall be evaluated individually, as well as collectively, taking into account the diversity of the Board’s qualifications, experience, skills, gender and age.

4.3 Failure to meet one of the criteria does not necessarily equate to the failure to meet the fit and proper criteria as a whole. The Company will consider the specific circumstances surrounding a candidate’s failure to meet the fit and proper criteria, which could be the lapse of time since the occurrence of the event, the significance or the extent of proof of the matter.

#### **5. REVIEW OF POLICY**

The Nomination Committee will review this Policy periodically to ensure that it continues to remain relevant, appropriate and consistent with the Group’s practices, Malaysian Code on Corporate Governance (MCCG), Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad or any other applicable regulatory requirements. Any revisions to this Policy as recommended by the Nomination Committee will be submitted to the Board of the Company for consideration and approval.

**DECLARATION OF FIT AND PROPER FORM****Annexure 1**

<b>Name</b>	
<b>NRIC/Passport No.</b>	

Do hereby solemnly affirm and declare the following:

No.	Criteria	Please ✓	
		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;		
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;		

**DECLARATION OF FIT AND PROPER FORM**

No.	Criteria	Please ✓	
		YES	NO
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 ASIA MEDIA GROUP BERHAD.		
<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; and		
17	I have not made arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction.		



**DECLARATION OF FIT AND PROPER FORM**

- Where a 'NO' has been ticked, please explain and/or provide the relevant documents

Explanation for items ticked 'NO'	
No.	Explanation

\_\_\_\_\_  
(Signature)  
Name :  
Date :