

DIRECTORS' FIT AND PROPER POLICY

1. The Board

- a. The Board of AGB Directors ("**Board**") of AGX Group Berhad ("**AGB**" or "**the Company**") has adopted a fit and proper policy for the appointment and re-election of Directors ("**Policy**") of the Company and its subsidiaries (the "**Group**").
- b. This policy will enhance the governance of the Company in relation to the Board's quality and integrity, as well as ensure that each of its Directors has the character, experience, integrity, competence, time and commitment to effectively discharge his/her role as a Director.
- c. The Board shall ensure that the fit and proper criteria on the appointment and re-election of Directors of the Group set out in Paragraph 2 are applied on a continuing basis.
- d. The Board of Directors ("**Board**") of AGX Group Berhad ("**AGB**" or "**the Company**") and the Nomination Committee ("**the Committee**" or "**NC**") shall conduct a fit and proper assessment prior to the appointment of any candidate as a Director, or making a recommendation for the re-election of an existing Director.

2. The Fit and Proper Criteria

The considerations underpinning the "fit and proper" criteria of each individual candidate for Director include but are not limited to the following:-

A. Character and Integrity

i) Probity

- He/she has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law; and
- He/she has not been reprimanded or disqualified or removed by a professional or regulatory body in relation to matters with respect to the person's honesty, integrity or business conduct

ii) Personal integrity, honesty and ethical behaviour

- He/she has not perpetrated or participated in any business practices that are deceitful, oppressive, improper (whether unlawful or not), or that otherwise reflect discredit on his/her professional conduct;
- He/she has no business or other relationship that could materially pose a conflict of interest or interfere with the exercise of his/her judgement

when acting in the capacity of a director of AGX Group Berhad which would be disadvantageous to AGX Group Berhad or AGX Group Berhad's interest; and

- His/her service contract (i.e. in the capacity of director or management) had not been terminated in the past due to concerns about personal integrity.

iii) Financial Integrity

- He/she manages personal debts or financial affairs satisfactorily; and
- He/she has not been subjected to a judgment debt that is unsatisfying, either in whole or in part whether in Malaysia or otherwise.

iv) Good Reputation

- He/she has no adverse record in the financial and business community; and
- He/she has not been convicted of any offence (other than traffic offences, if any) within the past 5 years nor has any public sanction or penalty been imposed by the relevant regulatory bodies, both local or abroad.

B. Experience and Competence

i) Qualification, training and skills

- He/she possesses educational qualifications that is relevant to the skills set that the Director is earmarked to bring to bear on the boardroom (i.e. a match to the Board skill sets matrix);
- He/she has a considerable understanding of the workings of a corporation;
- He/she possesses a reasonable level of general knowledge of the Group's business; and
- He/she keeps knowledge current based on continuous professional development.

ii) Relevant experience and expertise

- He/she 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. Time and Commitment

i) Ability to discharge role having regard to other commitments

- He/she is able to devote time as a Board member, having factored in other outside obligations including existing board positions held by the Director in other listed and/or non-listed issuers (if any).

ii) Participation and contribution in the Board or track record (applicable for re-election of existing directors only)

- He/she demonstrates willingness to participate actively in Board activities;
- He/she demonstrates willingness to devote time and effort to understand the businesses;
- He/she exhibits ability to articulate views independently, objectively and constructively; and
- He/she exhibits open mindedness to the views of others and ability to make considered judgement after hearing the views of others.

A person who has been identified for appointment as a Director or for re-election as a Director within the Group, prior to an appointment or re-election, make the fit and proper declaration in such form as the Nomination Committee (“**the Committee**” or “**NC**”) may recommend from time to time.

3. Review of the Policy

This Policy will be reviewed as and when appropriate, to ensure its effectiveness. The Nomination Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval (if any).

This policy was reviewed, approved and adopted by the Board of Directors on 26 April 2024.