

Niche Capital Emas

DIRECTORS' FIT AND PROPER POLICY

1. INTRODUCTION

The Directors' **Fit and Proper Policy** ("Policy") establishes a formal and transparent process for the appointment and re-appointment of Directors of Niche Capital Emas Holdings Berhad ("NICE" or "Company") and its subsidiaries (collectively, "NICE Group"). The objective of the Policy is to aid NICE Group in ensuring that individuals of high calibre who possess the right blend of qualifications, expertise, track record, competency and integrity are appointed on the Boards of Directors ("Board") of NICE Group.

2. PURPOSES

The Policy is designed with the aim to:

- 2.1 guide the Nomination and Remuneration Committee ("NRC") and the Boards in their review and assessment of candidates that are being considered for appointment to the Boards as well as incumbent Directors who are seeking re-election;
- 2.2 set out the fit and proper criteria for the appointment and re-appointment of Directors to the Boards of NICE Group; and
- 2.3 ensure that each Director has the character, experience, integrity, competence, and time to effectively discharge his/her role as a Director of NICE Group.

3. FIT AND PROPER CRITERIA

3.1 The criteria for considering whether a relevant person is fit and proper include but are not limited to the following:

3.1.1 Character and Integrity

(a) Probity

- is honest and of good character
- is compliant with legal obligations, regulatory requirements, and professional standards

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(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 professional conduct
- service contract (i.e. in the capacity as Management or Director) had not been terminated in the past due to concerns on personal integrity and honesty
- is not involved in any business or other relationship which could pose a material conflict of interest or interfere with the exercise of his/her judgement when performing duties as a Director

(c) Financial integrity

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

(d) Reputation

- is of good repute in the financial and business community
- has not been convicted in any legal proceedings or enforcement action, relating to the financial management/governance of an entity in the past 10 years
- has not contravened any provision made by or under any written law designed to protect members of the public against major financial loss due to dishonesty, incompetence or malpractice

3.1.2 Experience, Competence and Capability

(a) Qualifications, training and skills

- possesses education and qualification that is relevant to the skills set that the Director is expected to bring into the Boardroom (i.e. a match to the board skill set matrix)
- keeps knowledge current based on continuing professional development

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(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

(c) Relevant commendable past performance or track record

- had a career of occupying a senior position in a comparable organisation

3.1.3 Time and Commitment

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

- able to devote sufficient time and attention required to properly discharge his/her fiduciary duties in the capacity 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

- demonstrates willingness to participate actively in board activities in and outside the boardroom
- demonstrates willingness to devote time and effort to understand the Group's businesses
- exhibits ability to articulate views independently, objectively, and constructively
- ability to make considered judgement after hearing the views of others

4. ASSESSMENT OF FITNESS AND PROPRIETY

4.1 The fit and proper assessments of each person within the scope of this Policy shall be conducted both prior to the initial appointment and the re-appointment of Directors before a recommendation is made to the NICE Board for approval, or whenever the NRC becomes aware of information that may materially compromise a person's fitness and propriety.

4.2 The NRC shall have regard to the criteria set out under Clause 3 in assessing a person's fitness and propriety. The criteria shall be assessed individually, as well as collectively, taking into account their relative importance.

4.3 Failure to meet one criterion on its own does not necessarily mean failure to meet the fit and proper criteria. The NRC should consider the specific circumstances surrounding a person's failure to meet specific criteria, including the lapse of time since the occurrence of events, other contributing factors and the significance of the event from the perspective of potential risks posed to NICE Group.

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4.4 The assessment process will involve a good measure of judgement, which should be exercised objectively and always in the best interests of the NICE Group and the sound conduct of its businesses. Information relevant to the assessment of the fitness and propriety of persons within the scope of this Policy may also vary depending on the degree of their influence and responsibilities in the affairs of the NICE Group.

5. REVIEW AND AMENDMENTS TO THE POLICY

5.1 The Company through the NRC will conduct a periodic review of this Policy to ensure compliance with the regulatory requirements and applicable laws.

5.2 Any amendment to this Policy shall be subject to the approval of the NICE Board.

6. PLACEMENT OF THE POLICY ON THE COMPANY'S WEBSITE

6.1 This Policy is made available on NICE's website at www.nichecapital.com.my.

7. ENFORCEMENT OF THE POLICY

7.1 This Policy was adopted by NICE Board on 22 November 2022.

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DIRECTORS' FIT AND PROPER POLICY DOCUMENT VERSION CONTROL	
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1.0	22 November 2022