



GDB HOLDINGS BERHAD

201301006623 (1036466-U)
(Incorporated in Malaysia)

DIRECTORS' FIT AND PROPER POLICY

1. INTRODUCTION

GDB Holdings Berhad (“GDB” or “the Company”) and its subsidiaries (“the Group”) has adopted the Directors’ Fit and Proper Policy (“Policy”) to ensure a transparent and rigorous process for the appointment and re-election of directors.

This Policy sets out is obliged to ensure compliance with the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) the criteria for the appointment and re-election of Directors of the Group.

2. OBJECTIVE

This Policy serves as a guidance to the Company’s Nomination Committee (“NC”) and the Board of Directors (“Board”) in their review and assessment of the potential candidates who are to be appointed onto the Board as well as Directors who are seeking election or re-election at the annual general meeting in compliance with the new Paragraph 15.01A of the Listing Requirements.

This Policy aims to ensure that each of the Directors of the Group comply with Paragraph 2.20A of the Listing Requirements of Bursa Securities who possess the character, integrity, relevant range of skills, knowledge, experience, competence, time and commitment to perform their roles and responsibilities with the highest integrity and professionalism as well as to act effectively, honestly and in the best interest of the Group.

3. FIT AND PROPER CRITERIA

The “Fit and Proper Criteria” under this Policy in assessing the relevant person include but are not limited to the following:

- (i) Character and integrity
- (ii) Experience and competence
- (iii) Time and commitment

3.1 Character and Integrity

(a) Probity

- is compliant with legal obligations, regulatory requirements and professional standards; and
- 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 professional conduct;
- service contract (i.e. in the capacity of management or Director) had not been terminated in the past due to concerns about personal integrity; and
- 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 the ability to fulfil personal financial obligations as and when they fall due; and
- have not been subjected to a judgment debt which is unsatisfied, either in whole or in part whether in Malaysia or elsewhere.

(d) Good Reputation

- is of good repute in the financial and business community;
- has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 5 years; and
- 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

- possess 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 skill set matrix);
- has a considerable understanding of the workings of a corporation;
- possesses general management skills as well as an understanding of corporate governance and sustainability issues;
- possesses leadership capabilities and a high level of emotional intelligence; and
- keeps current and up to date knowledge via continuous professional development.

(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; and
- 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 time as a board member, having factored in other outside obligations including concurrent board positions held by the Director across listed issuers and non-listed entities (including non-profit organisations).

- (b) Participation and contribution in the board or track record
 - demonstrates a 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; and
 - exhibits open-mindedness to the views of others and the ability to make a considered judgment after hearing the views of others.

4. REVIEW OF THE POLICY

The NC will review this Policy from time to time and shall make all necessary amendments to ensure its relevance and alignment in accordance with the Board's objectives, the Listing Requirements and other applicable laws and practices. The NC shall recommend any change to the Policy as deemed appropriate to the Board for approval. This Policy is made available for reference on the Company's website.

This Policy (Version No. 1) was reviewed and approved by the Board of the Company on 18 May 2022.