

WAWASAN DENGKIL HOLDINGS BERHAD
[Registration No.: 202201013605 (1459302-T)]
(Incorporated in Malaysia)
("the Company")

DIRECTORS' FIT AND PROPER POLICY

Board's approval date	Effective date	Revision date	Version number
24 March 2025	24 March 2025	-	1.0

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1. INTRODUCTION

The Directors' Fit and Proper Policy ("Policy") of Wawasan Dengkil Holdings Berhad (the "Company") and its subsidiary companies ("Group") is to ensure a transparent and rigorous process for the appointment and re-election of Directors of the Group.

This Policy sets out the criteria for the appointment and re-election of Directors of the Group and ensure compliance with the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities").

2. OBJECTIVE

This Policy serves to:

- (a) ensure that all Directors within the Group possess the necessary character, experience, integrity, competence and time to effectively discharge their duties as Directors; and
- (b) assist the Board and the Nomination Committee and Remuneration Committee in conducting comprehensive assessments of candidates prior to appointment, as well as of existing Directors seeking re-election.

3. FIT AND PROPER CRITERIA

For the purpose of assessing whether a person is fit and proper to become a Director, the fit and proper criteria of a Director should include but not limited to the following:

(a) Character and Integrity

- (i) 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.
- (ii) 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.
- (iii) Financial Integrity
 - manages personal debts or financial affairs satisfactorily; and
 - demonstrates the ability to fulfill personal financial obligations as and when they fall due.

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3. FIT AND PROPER CRITERIA (cont'd)

(a) Character and Integrity (cont'd)

(iv) 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 10 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.

(b) Experience and Competence

(i) Qualifications, Training, Skills and Experiences

- possesses education qualification that is relevant to the skill set that the Director is earmarked to bring onto the boardroom (i.e. a match to the board skill set matrix);
- has a considerable understanding of the business and workings of a corporation;
- possesses general management skills as well as an understanding of corporate governance and sustainability issues;
- keeps knowledge current based on continuous professional development; and
- possesses leadership capabilities and a high level of emotional intelligence.

(ii) Relevant Past Performance or Track Record

- had a career of occupying a high-level position in a comparable organization, and was accountable for driving or leading the organization's governance, business performance or operations.

(c) Time and Commitment

(i) Ability to Discharge Role

- able to devote time as a director, having factored other outside obligations including concurrent board positions held by the director across listed companies and non-listed companies (including nonprofit organizations).

(ii) 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 the 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.

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4. REVIEW OF THE DIRECTORS' FIT AND PROPER POLICY

The Nomination Committee ("NC") shall recommend any change to the Directors' Fit and Proper Policy as the NC deems appropriate to the Board for approval. The terms of the Directors' Fit and Proper Policy shall be assessed, reviewed and updated where necessary i.e. when there are changes to Listing Requirements or any other regulatory requirements.

5. REVISION OF THE DIRECTORS' FIT AND PROPER POLICY

The provisions of this Directors' Fit and Proper Policy can be amended and supplemented from time to time by a resolution of the Board.

6. PUBLISHED AT THE WEBSITE

This Policy is made available on the Company's website.

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