GDEX BERHAD
(Registration No. 200301028159 (630579-A))

DIRECTORS' FIT AND PROPER POLICY

1. INTRODUCTION

This Directors' Fit and Proper Policy ("Policy") sets out the criteria and processes for the appointment, re-appointment and re-election of Directors of [Company Name] ("Company") and its subsidiaries ("Group").

This Policy is adopted in accordance with Paragraph 15.01A and Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Companies Act 2016, and the Malaysian Code on Corporate Governance. The Policy is intended to ensure that the Board is composed of individuals who possess the character, experience, integrity, competence and time commitment necessary to effectively discharge their fiduciary and statutory duties.

2. OBJECTIVES

The objectives of this Policy are to:

a) establish clear and consistent fit and proper criteria for Directors;
b) ensure that Directors uphold high standards of governance, integrity, independence and professionalism;
c) support the Board and Nomination Committee in making objective and merit-based decisions;
d) safeguard the interests of the Company, shareholders and other stakeholders through sound Board composition and oversight;
e) provide a structured basis for assessing the suitability of Directors on appointment and on a continuing basis.

3. SCOPE

This Policy applies to:

a) candidates for appointment as Directors of the Company;
b) existing Directors seeking re-appointment or re-election; and
c) where applicable, nominee Directors appointed to boards of subsidiaries, associates or joint ventures.

The fit and proper criteria apply at the time of appointment and on a continuing basis throughout a Director's tenure.

4. GOVERNANCE AND OVERSIGHT

a) The Board of Directors has overall responsibility for this Policy.
b) The Combined Nomination and Remuniration Committee (CNRC) shall administer, assess and review the application of this Policy, and make recommendations to the Board.
c) The Board shall review this Policy periodically to ensure continued relevance and compliance with applicable laws, regulations and governance standards.

Combined Nomination and Remuneration Committee ("CNRC")

a) In accordance with its TOR, the CNRC shall:
b) administer and apply this Policy on behalf of the Board;
c) assess and evaluate the fit and proper status of candidates and existing Directors;
d) consider Board composition, succession planning, diversity, independence and time commitment;
e) make recommendations to the Board on appointments, re-appointments and re-elections; and
f) oversee disclosure in the Annual Report relating to the application of this Policy.

The CNRC's responsibilities under this Policy sit within its nomination mandate, and do not overlap with remuneration deliberations, except where assessment outcomes may inform performance-based remuneration considerations.

5. FIT AND PROPER CRITERIA

In assessing whether a person is fit and proper to be appointed or continue to serve as a Director, the NC and the Board shall consider, at a minimum, the following criteria:

5.1 Character, Integrity and Reputation

A Director must:

a) demonstrate probity, honesty and high ethical standards;
b) comply with all applicable laws, regulations and professional standards;
c) not have been convicted of offences involving fraud, dishonesty, corruption, bribery or market misconduct, or be subject to unresolved proceedings that raise concerns as to integrity;
d) has not been the subject of criminal proceedings or enforcement action
e) not have been involved in improper business conduct or practices that could bring disrepute to the Company; and
f) demonstrate sound judgement, independence of thought and commitment to acting in the best interests of the Company.

g) has not been abused other positions (i.e. political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance.
h) service contract (i.e. in the capacity of management or Director) had not been terminated in the past due to concerns on personal integrity, financial misconduct, such as fraud, embezzlement, or misrepresentation of financial information.
i) 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.
j) has maintained a good reputation among peers, clients, and business partners, without any significant controversy or unethical behavior that could tarnish their reputation.
k) has behaviors consistent with the fiduciary duties of a director under the Companies Act 2016.

5.2 Experience and Competence

A Director must possess:

a) appropriate qualifications, skills, knowledge and experience relevant to the Company's business and strategic direction;
b) the ability to contribute meaningfully to Board deliberations and decision-making; and
c) a proven track record of performance, leadership, and sound business judgement in senior management, professional or governance roles.
d) keeps knowledge current based on continuous professional development.
e) possesses leadership capabilities and a high level of emotional intelligence.
f) 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.
g) possesses a commendable past performance record as gathered from the results of the board effectiveness evaluation.

The Board shall collectively ensure an appropriate balance of skills, experience, independence and diversity.

5.3 Time Commitment and Commitment of Effort

A Director must:

a) have sufficient time and capacity to discharge duties effectively, 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) be able to attend Board and Board Committee meetings, training and induction program; and
c) comply with the limit on directorships in listed issuers as prescribed under Bursa Malaysia Listing Requirements.

d) exhibits the ability to articulate views independently, objectively and constructively.
e) exhibits open-mindedness to the views of others and the ability to make considered judgments after hearing the views of others.
f) takes ownership of responsibilities and decisions, showing a clear understanding of the impact of board decisions on the Company and stakeholders.
g) The Board shall consider all other directorships and commitments that may affect a Director's ability to perform his or her role effectively.

5.4 Financial Soundness

a) A Director must:
b) not be an undischarged bankrupt;
c) not be subject to insolvency, receivership or similar proceedings; and
d) demonstrate financial integrity consistent with the role and responsibilities of a Director.

6. DISQUALIFICATION

a) A person shall be disqualified from appointment or continuation as a Director if he or she:
b) is disqualified under the Companies Act 2016 or the Main Market Listing Requirements; or
c) fails to meet any of the Fit and Proper criteria set out in this Policy.

7. ASSESSMENT AND REVIEW PROCESS

a) Fit and proper assessments shall be conducted:

   i. prior to any appointment;
   ii. when a Director seeks re-appointment or re-election; and
   iii. on a continuing basis where information arises that may affect a Director's fitness or propriety.

b) The assessment may include declarations, background checks, performance evaluations, interviews and any other review deemed appropriate by the CNRC.
c) The outcome of the assessment shall be documented and reported to the Board.

8. CONTINUING OBLIGATIONS

Directors are required to **promptly notify the Company and the NRC** of any matter that may affect their fit and proper status. Failure to do so may be taken into account in future assessments.

9. DISCLOSURE

The Company shall disclose the **application of this Policy** in its Annual Report in accordance with Bursa Malaysia Listing Requirements, including under the statement relating to the activities of the Nomination Committee.

10. POLICY REVIEW

This Policy will be reviewed annually and as and when required. The Policy is available on the Company's website (please refer to https://tinyurl.com/2ta3n7b7 in the Company’s website www.gdexpress.com for the policy).