

<b>Zen Tech International Bhd</b>	<b>DIRECTORS FIT AND PROPER POLICY</b>	Doc. No. :
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## 1. POLICY STATEMENT

Zen Tech International Berhad (“ZenTech” or the “Company”) has adopted the Directors’ Fit and Proper Policy to ensure a formal, rigorous, and transparent process for the appointment and re-election of directors and senior management of the Company and its subsidiaries.

In formulating this policy, the Company is obliged to comply with the requirements contained in the ACE Market Listing Requirements (“ACE LR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and other applicable rules and regulations at the prevailing country to ensure compliance with the obligations imposed.

## 2. OBJECTIVE

2.1. This Policy aims to guide the Company’s Board of Nomination and Remuneration Committee (“BNRC”) and Board of Directors (the “Board”) in their review and assessment of candidates who are to be appointed onto the Board as well as directors who are seeking for re-election in complying with the new Rule 15.01A of ACE LR.

The general criteria that form the overarching criteria in relation to the Policy are outlined below:

- a) Character and integrity.
- b) Experience and competence; and
- c) Time and commitment

2.2. Where there is a conflict between the contents of this Policy and the authoritative promulgations, the relevant enumerations contained in the said authoritative promulgations or the Company’s Constitution shall prevail.

2.3. This Policy shall be read together with the relevant enumerations encapsulated in the following authoritative promulgations: -

- a) Malaysian Code of Corporate Governance 2021 (“MCCG”);
- b) Corporate Governance Guide by Bursa Malaysia Securities Berhad (“CG Guide”); and
- c) ACE LR of Bursa Securities

2.4. The internal reference documents which are to be referred to for this Policy include but are not limited to the following: -

- a) Board Charter.
- b) Terms of Reference (“TORs”) of Board Committees.
- c) Code of Business Ethics & Business Conducts (“CoBE”).
- d) Anti-Bribery & Corruption Policy.

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### 3. SCOPE AND APPLICATION

#### 3.1 Character And Integrity.

In accessing if a candidate met the criteria under this Policy, the Board and BNRC should consider factors which includes but are not limited to the following:

**i. Probity**

- is compliant with legal obligations, regulatory requirements, and professional standards.
- has not been obstructive, misleading, or untruthful in dealings with regulatory bodies or a court.

**ii. Personal Integrity**

- He/she 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 / her professional conduct

**iii. Financial integrity**

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

**iv. Reputation**

- He/she is of good repute in the financial and business community.
- He/she 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
- He/she has not been substantially involved in the management of a business or company which
- has failed (including a GN3 or PN17 company), where that failure has been occasioned in part by deficiencies in that management.

#### 3.2 Experience and competence

**i. Qualification, training and skills**

- He/she possesses 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).
- He/she has a considerable understanding on the workings of a corporation.
- He/she possesses general management skills of at least 5 years as well as understanding of corporate governance and sustainability issues.
- He/she keeps knowledge current based on continuous professional development; and
- He/she possesses leadership capabilities and a high level of emotional intelligence.

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**ii. 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

**iii. 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.
- possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

**3.3 Time and commitment**

**i. Ability to discharge role having regard to other commitments**

- able to devote time 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 organizations).

**ii. Participation and contribution in the board or track record**

- demonstrates 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.
- exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

**4. RESPONSIBILITIES OF THE BOARD AND BNRC**

4.1. The Board and BNRC shall be directly responsible for conducting assessments on the fitness and propriety of directors and making decisions on their appointments.

4.2. Based on the high-level and baseline considerations outlined in Clause 3 above, the Board and BNRC may discuss and determine prescriptions and specifications based on its specific circumstances, needs and requirements, such as specification on the minimum years of experience needed that a candidate must have at a senior level as a director, C-suite member, head of department to be considered for an appointment to the Board. These considerations should be periodically assessed and reviewed by the Board and BNRC to ensure their relevance and alignment with the organization needs and structure.

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## **5. ASSESSMENT OF FITNESS AND PROPRIETY OF DIRECTORS**

- 5.1. The fit and proper assessments on each director within the scope of this Policy shall be conducted by the Company both prior to initial appointments and at regular intervals of at least annually or whenever the Company becomes aware of information that may materially compromise a director's fitness and propriety.
- 5.2. The Company will consider the factors set out in Clause 3 above in assessing a director's fitness and propriety. The factors shall be assessed individually, as well as collectively, taking into account their relative importance. Failure to meet one factor on its own does not necessarily mean failure to meet the fit and proper criteria. The Company will consider the specific circumstances surrounding a director's failure to meet specific factors, such as 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 the Company.
- 5.3. The Company should exercise the assessment objectively in the best interests of the Company and the sound conduct of the Company's business. In conducting the assessment, the Company should consider whether there have been material changes in the nature or scope of the responsibilities assumed by a director in which higher standards of competence or judgement are required in order to properly perform the duties associated with the said position.

## **6. NON-DISCLOSURE OF SENSITIVE AND CONFIDENTIAL INFORMATION**

Whilst the Company should disclose the customised considerations and expectations in this Policy, the Company will not disclose any sensitive and confidential information.

## **7. REVIEW**

This Policy shall be reviewed periodically by the Board and be revised at any time as it may deem necessary in accordance with the needs of the Company, the ACE LR and/or any other applicable laws enforced at the time being.