



CAELY HOLDINGS BHD.

Registration No. : 199601036023 (408376-U)

DIRECTORS' FIT & PROPER POLICY

Purpose

Caely Holdings Bhd ("the Company") is committed to ensuring that appointment and re-appointment of Director of the Company and its subsidiaries ("the Group") are fit and proper. The primary objective of this Directors' Fit & Proper Policy is to facilitate the Nominating Committee to carry out their roles for the appointment and re-appointment of Directors of the Company.

Application

This Policy is applicable to:

1. All Directors, whether Executive or Non-Executive Directors including Independent Directors of the Group.
2. The time of appointment / re-appointment and during the tenure as a Director of the Group.

Fit and Proper Assessment

A person (if required) shall pass the relevant checks prescribed from time to time to the satisfaction of the Group to be considered as fit and proper.

The 'Fit & Proper' criteria include but are not limited to the following:

A. Character and Integrity

Probity

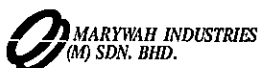
- The person is compliant with applicable legal obligations, regulatory requirements and professional standards.
- The person has not been obstructive, misleading or untruthful in dealings with regulatory bodies or courts.

Personal Integrity

- The person 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.
- The person has not abused other positions, which he has held, to facilitate government relations for the Company in a manner that contravenes the principles of good governance and professional ethics.



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Financial Integrity

- The person manages personal debts or financial affairs satisfactorily.

Reputation

- The person is of good repute in the financial and business community.

B. Experience and Competence

Qualifications, Training and Skills

- The person possesses education qualification that is relevant to the skill set that the person is earmarked to bring to bear onto the boardroom (i.e., a match to the Board skill set matrix).
- The person has a considerable understanding on the workings of a corporation.
- The person possesses general management skills as well as understanding of corporate governance and sustainability issues.
- The person enhances his knowledge /skills based on continuous professional development.

Relevant Experience and Expertise

- The person 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.

Relevant Past Performance or Track Record

- The person possesses commendable past performance and experience

C. Time and Commitment

Ability To Discharge Role Having Regard To Other Commitments

- The person is able to devote time as a board member, having factored other outside obligations including concurrent board positions held by them across listed issuers and non-listed entities (including not-for-profit organisation).



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D. Participation And Contribution in The Board Or Track Record

- The person demonstrates willingness to participate actively in board activities.
- The person demonstrates willingness to devote time and effort to understand the business and exemplifies readiness to participate in events outside the boardroom.
- The person exhibits ability to articulate views independently, objectively and constructively.
- The person exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

Evaluation for New Appointments and Re-Appointments

The Nominating Committee will evaluate candidates for new appointment as Directors based on the 'Fit & Proper' criteria as spelt out in this Policy before recommending to the Board for approval. The Board and the Nominating Committee may discuss and determine prescriptions and specifications for new appointments based on specific circumstances and requirements to ensure their relevance and alignment with the Company's needs and structure.

For re-appointment of Directors, the Directors will be evaluated based on the Board Evaluation Form. The Nominating Committee has the power not to recommend to the Board the re-appointment of retiring Directors who do not meet the Policy requirements.

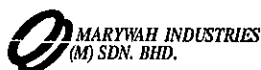
Failure to meet one (1) factor on its own does not necessarily mean failure to meet the 'Fit & Proper' criteria in this Policy. The Nominating Committee will consider the specific circumstances surrounding a person's failure to meet specific factors, including the lapse of time since the occurrence of events, other contributing factors, and the significance of the event from the perspective of potential risks posed to the Group.

The fit and proper evaluation of a Director may also be conducted whenever the Company becomes aware of information that may materially compromise a Director's fitness and propriety.

The information gathered from the evaluation of new appointments and re-appointments shall be for the Nomination Committee's strict use for the purpose of the assessment and not for public disclosure.



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Review

The Board of Directors may modify this Directors' Fit & Proper Policy as and when it deemed fit. Modification may be necessary, among other reasons, to maintain compliance with laws and regulation and / or accommodate organisational changes within the Group. Any material changes to this Policy must be first approved by the Board of Directors of the Company

A copy of the terms of reference is available at www.caelyholdings.com



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