

### **Policy Objective**

This Policy is to guide the Nomination Committee (“NC”), Remuneration Committee (“RC”) and the Board in their review and assessment of potential candidates for appointment as Directors and Directors who are seeking for re-election in the Group.

The objective of this Policy is to ensure that Cheetah Holdings Berhad (“CHB” or “the Company”) and its subsidiaries (collectively referred to as “the Group”) is directed by persons with integrity, credibility, and competence.

In devising this policy, the Company is obligated to fulfil the requirements listed in the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) to ensure compliance with the responsibilities imposed.

### **Fit and Proper Criteria**

The considerations underpinning the “fit and proper” criteria of Directors include but not limited to the following:

#### **1. Character and integrity**

##### ***(a) Probity***

- The Director is compliant with legal obligations, regulatory requirements, and professional standards
- The Director has not been obstructive, misleading, or untruthful in dealings with regulatory bodies or a court of law
- The Director has not been reprimanded or disqualified or removed by a professional or regulatory body in relation to matters in respect to the person’s honesty, integrity or business conduct

##### ***(b) Personal Integrity***

- The Director 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 or her professional conduct.
- The past service contract(s) of the Director in the capacity of management or Director had not been terminated due to concerns on personal integrity
- The Director have not abused other positions that he has held in a manner that contravenes the principles of good governance and professional ethics
- The Director has no concurrent responsibilities or interest which would contribute to a conflict-of-interest situation or otherwise impair the ability to discharge duties and responsibilities as Director of the Group

##### ***(c) Financial Integrity***

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

***(d) Reputation***

- The Director is of good repute in the financial and business community
- The Director has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years
- The Director 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
- The Director has not been reprimanded by the Securities Commission Malaysia, Bursa Malaysia Securities Berhad, Suruhanjaya Syarikat Malaysia, Bank Negara Malaysia or any other regulatory authorities both local or abroad

**2. Competence and capability**

***(a) Qualifications, training, and skills***

- The Director 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)
- The Director has a considerable understanding on the workings of a large public corporation.
- The Director possesses general management skills as well as understanding of good corporate governance and sustainability issues.
- The Director keeps knowledge current based on continuous professional development.
- The Director possesses leadership capabilities and a high level of emotional intelligence
- The Director is financially literate being able to read and understand financial statements

***(b) Relevant experience and expertise***

- The Director 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***

- The Director has 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
- The Director possesses commendable past performance record as gathered from the results of the board effectiveness evaluation

**3. Time and commitment**

***(a) Ability to discharge role having regard to other commitments***

- The Director is able to devote time as a Board member, having factored other outside obligations including concurrent Board positions held by the Director across public listed companies and non-listed companies (including non-profit organisations).

***(b) Participation and contribution in the Board or track record***

- The Director demonstrates willingness to participate actively in Board activities.
- The Director demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the Boardroom.
- The Director manifests passion in the vocation of a Director
- The Director shows his or her ability to articulate views independently, objectivity and constructively.
- The Director exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

**4. Independence**

The Director meets the criteria of an Independent Director as specified in Item 1.1 of Practice Note 13 of Main Market Listing Requirements of Bursa Securities Malaysia Berhad, refer to Appendix 1.

**Assessment and Evaluation**

The candidates standing for new appointments will be evaluated by the NRC based on the fit and proper criteria as set out in Section 2 above before recommending him or her to the Board for approval. He or she should also be assessed to have met all the fit and proper criteria and made a declaration as set out in Appendix 2 of this policy.

Candidates standing for new appointment is required to provide personal details along with education background, work experience, directorships in other public listed companies, potential conflict of interest with the Group and any other relevant information.

The candidates standing for new appointment will also be required to authorise the Company to perform a background check, if necessary, which may include previous employment verification and education confirmation.

For candidates standing for re-appointment, the Directors will be evaluated based on the Directors Evaluation form, as in Appendix 3. The NRC has the power to not recommend to the Board the re-appointment of retiring Directors who do not meet the policy requirements.

The information gathered from the assessments shall be for the NRC's strict use for the purpose of the assessment and not for public disclosure

**Review and Approval**

The NC and RC are responsible for regular reviews of the Policy and making any recommended changes as and when it deemed fit. The Policy shall be aligned to any legal or regulatory changes and the best practices under the Malaysian Code on Corporate Governance ("MCCG").

Any updates and revise to the terms of this Policy is subjected to the approval of the Board.

APPROVED BY THE BOARD ON **25 MAY 2022**.

**ATTACHMENTS**

Appendix 1:



Practice Note 13  
Main LR.pdf

Appendix 2:



DFP Declaration.pdf

Appendix 3:



Directors' Evaluation  
Form.pdf