



SCANWOLF CORPORATION BERHAD

Company No.: 200601021156 (740909-T)
(Incorporated in Malaysia)

**DIRECTORS' FIT AND PROPER
POLICY**

1. OVERVIEW

Scanwolf Corporation Berhad (“the Company”) has adopted the Directors’ Fit and Proper Policy for the appointment and re-election of Directors of the Company and its subsidiaries.

2. OBJECTIVE

This Policy is designed to guide the Nomination and Remuneration Committee and Board of Directors (the “Board”) in their review and evaluate of any candidates who are to be appointed as a new Director to the Board as well as any existing Directors who are seeking for re-election.

The Nomination Committee and the Board shall assess and evaluate whether the candidate fulfills the fit and proper criteria as stated in item 3 of this policy before appointment of any candidate as Director, or making recommendation for the re-election of an existing Director.

3. THE FIT AND PROPER CRITERIA

The following are fit and proper criteria of a Director:-

(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 of law.

- (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 on 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 ability to fulfill personal financial obligations as and when they fall due.

- (iv) 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) Qualification, training and skills
- 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);
 - has a considerable understanding on the workings of a corporation;
 - possesses general management skills as well as 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 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 experience 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; and
 - possesses commendable past performance record as gathered from the results of the board effectiveness Evaluation.

(c) 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 existing board positions held by the Director in other 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; and
 - exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

4. 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, Listing Requirements of Bursa Malaysia Securities Berhad or any other relevant regulatory requirements.

Policy has been adopted by the Board on 22 June 2022.