

ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD	FIT AND PROPER POLICY	
	Document No: OFIH-P06	Rev No: 0
	Effective Date: 26.06.2022	Page No: 1 of 3

1. Introduction

The Board of Directors (“the Board”) of Oriental Food Industries Holdings Berhad (“the Company”) believes that it is in the best interest of the Company and its stakeholders that its Directors are with required character, experience, integrity, competence and time to effectively and diligently discharge their responsibilities and duties and contribute to the proper governance of the Company.

The scope of the Fit and Proper Policy applied to the existing Directors of the Company seeking re-appointment or candidates for nomination or appointment as a Director of the Company.

2. Duties and Responsibilities

2.1 The Board

- a) The Board is ultimately responsible in ensuring that all existing Directors of the Company seeking for re-appointment or candidates seeking appointment as a Director to fulfil the fit and proper requirements as stated in this Policy.
- b) The decision of the Board as to whether it supports the appointment of the candidate as Director of the Company or reappointment of the existing Director of the Company and the reasons thereof shall be minuted accordingly.

2.2 Nomination Committee (“NC”)

The Board delegates the duty to perform fit and proper assessment on existing Directors of the Company seeking for re-appointment or candidates for nomination or appointment as a Director to the NC based on the fit and proper criteria as stated in **Section 4 – Fit and Proper Criteria** and recommendations to the Board on these matters for its review and decision.

2.3 Company Secretary

The Company Secretary shall assist the NC to ensure that the fit and proper assessments and other related matters are in order.

3. Timing of Review and Assessment

- 3.1 A properly constituted and duly minuted meeting of the NC and the Board shall be held for the purpose of fit and proper assessment of the existing Director or the candidate.

4. Fit and Proper Criteria

- 4.1 For the purpose of establishing whether a person is fit and proper to hold act as a Director, the NC and the Board will consider the following criteria:
 - a) **Probity, personal integrity and reputation** - person must have the personal qualities such as honesty, integrity, diligence, independence of mind and fairness.
 - b) **Experience and competence** - person must have the necessary skills, experience, ability and commitment to carry out the role.

ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD	FIT AND PROPER POLICY	
	Document No: OFIH-P06	Rev No: 0
	Effective Date: 26.06.2022	Page No: 2 of 3

- c) **Time and commitment** – person must devote sufficient time and commitment to discharge his/her roles and responsibilities as member of the Board and the Board Committee (as the case may be) and must participate actively and contribute constructively during the Board proceedings and Board Committee proceedings (as the case may be).

4.2 **Probity, personal integrity and reputation**

In assessing a person's level of probity, integrity and reputation to hold the office of Director in the Company, the NC and the Board should consider matters including, but not limited, to the following:

- a) the person has not been the subject of any investigations by relevant enforcement unit or proceedings by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a corporation or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;
- b) the person has not been the subject of any investigations by relevant enforcement unit or proceedings by a court of law, whether within Malaysia or elsewhere, of an offence, involving bribery, fraud or dishonesty or where the conviction involved a finding that he/she acted fraudulently or dishonestly or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;
- c) the person has not been the subject of any proceedings by a court of law of an offence under the securities laws or the corporations laws of the Company's place of incorporation or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;
- d) the person has not contravened any provision made by or under any written law designed to protect members of the public against financial loss due to dishonesty, incompetence or malpractice, whether within Malaysia or elsewhere;
- e) the person has not contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;
- f) the person has not at any time shown a strong objection or lack of willingness to cooperate with regulatory authorities and failure to comply with legal, regulatory and professional requirements and standards, including compliance with tax requirements and obligations;
- g) the person has not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices; and
- h) the person is free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of his/her judgement when acting in the capacity of a Director which would be disadvantageous to the Company's interest.

ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD	FIT AND PROPER POLICY	
	Document No: OFIH-P06	Rev No: 0
	Effective Date: 26.06.2022	Page No: 3 of 3

4.3 Experience and Competence

- a) Experience and competence are demonstrated by a person who possesses the relevant competence, experience and ability, by virtue of his/her expected specific contribution/subject expert, role and responsibilities as a member of the Board of Directors and/or member of the Board Committees, to understand the requirements of the industry and business of the Company, the requirements of relevant laws and regulations of the Company.
- b) In assessing a person's competence and capability, the NC and the Board should consider matters including, but not limited to the following:
 - (i) whether the person has the appropriate and relevant qualification, training, skills, practical and experience to effectively fulfil the role and responsibilities as a Director, by virtue of his/her expected specific contribution/subject expert, his/her role and responsibilities as a member of the Board of Directors and/or member of the Board Committees of the Company;
 - (ii) whether the person has satisfactory past performance or expertise in the industry and business of the Company or subject matters that he/she is expected to contribute to the functioning of the Board and/or Board Committees of the Company;
 - (iii) the person has to possess the necessary qualification and expertise in the required areas, to fulfill his/her role and responsibilities as a member of the Board of Directors and/or member of the Board Committees.

4.4 Time and commitment

In order for the Director of the Company to effectively and diligently discharge his/her roles and responsibilities, it is critical that such person can spend reasonable amount of time and effort to meet the demand and expectations of such roles and responsibilities.

5. Review and Approval of This Policy

This Policy was adopted by the Board on 26 May 2022.

This Policy will be reviewed by the Board as and when required and updated in accordance with the needs of the Group, and in any event, at least once annually.