

## XOX BHD

Company Registration No. 201001016682 (900384-X)  
(Incorporated in Malaysia)

### DIRECTORS' FIT AND PROPER POLICY

1. All members of the Board of Directors of XOX Bhd ("XOX" or "the Company") are required to have the necessary qualities, competencies and experience that allow them to perform their duties and carry out the responsibilities required of the position in the most effective manner.
2. The fit and proper assessment of any person identified to be appointed as a Director or to continue holding the position as a Director within XOX shall be conducted prior to the initial appointment or proposed re-election/re-appointment as a Director.
3. The fit and proper assessment of a Director may also be conducted whenever XOX becomes aware of information that may materially compromise a Directors' fitness and propriety.
4. The Nomination and Remuneration Committee ("NRC") and the Board, in conducting the above fit and proper assessment, shall be guided by the Directors' Fit and Proper Policy as described in Paragraphs 5, 6 and 7 below.
5. Firstly, any person to be appointed as a Director or to continue holding the position as a Director within XOX must not be disqualified or deemed to be disqualified or vacated his office pursuant to rules and regulations under the Companies Act 2016 ("the Act") and ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"). In assessing a person's fitness and propriety, the Board through its NRC, shall consider all relevant factors based on the following criteria:
  - (a) Character and Integrity;
  - (b) Experience and Competence; and
  - (c) Time and Commitment.
6. The NRC shall determine the specific factors for its consideration in a fit and proper assessment, having regard to the circumstances and requirements relevant to XOX. Amongst the key factors that underpin the above criteria are as outlined below, which would be assessed by the NRC taking into account their relative importance :

**(a) Character and Integrity;**

i)	Probity	<ul style="list-style-type: none"><li>➤ He/She is compliant with the legal obligations, regulatory requirements and professional standards, where applicable.</li><li>➤ He/She has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law.</li></ul>
ii)	Personal Integrity	<ul style="list-style-type: none"><li>➤ 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.</li></ul>

		<ul style="list-style-type: none"> <li>➤ His/Her service contract (i.e. in the capacity of management or as a director) had not been terminated in the past due to concerns about his/her personal integrity.</li> <li>➤ He/She has not abused other positions (that he/she has held) in a manner that contravenes the principles of good governance.</li> </ul>
iii)	Financial integrity	<ul style="list-style-type: none"> <li>➤ He/She manages personal debts or financial affairs satisfactorily.</li> <li>➤ He/She demonstrates the ability to fulfill personal financial obligations as and when they fall due.</li> </ul>
iv)	Reputation	<ul style="list-style-type: none"> <li>➤ He/She is of good repute in the financial and business community.</li> <li>➤ He/She has not been the subject of criminal proceedings or enforcement action, in managing or governing an entity for the past 5 years.</li> <li>➤ He/She has not been prohibited or disqualified from being a director by reason of any order made under the provisions of the Act or the Listing Requirements.</li> </ul>

**(b) Experience and competence;**

i)	Qualifications, training and skills	<ul style="list-style-type: none"> <li>➤ He/She possesses education qualification that is relevant to the skill set that such director is earmarked to bring or to bear onto the boardroom (i.e. a match to the Board skill set matrix).</li> <li>➤ He/She has a considerable understanding of the workings of a corporation.</li> <li>➤ He/She possesses general management skills as well as an understanding of corporate governance, and the appreciation of sustainability issues.</li> <li>➤ He/She keeps knowledge current based on continuous professional development.</li> </ul>
ii)	Relevant experience and expertise	<ul style="list-style-type: none"> <li>➤ He/She possesses relevant experience and expertise with due consideration given to the past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.</li> </ul>
iii)	Relevant past performance or track record	<ul style="list-style-type: none"> <li>➤ He/She had a career accountable for driving or leading the organisation's governance, business performance or operations.</li> <li>➤ He/She possesses a commendable past performance record.</li> </ul>

**(c) Time and commitment**

i)	Ability to discharge role having regard to other commitments	<ul style="list-style-type: none"><li>➤ He/She is able to devote time as a Board member, having factored in other outside obligations including concurrent board positions held by the director across listed issuers and non-listed entities (including not-for-profit organisations).</li></ul>
ii)	Participation and contribution in the Board or track record	<ul style="list-style-type: none"><li>➤ He/She demonstrates willingness to participate actively in Board activities.</li><li>➤ He/She demonstrates willingness to devote time and effort to understand the business and exemplifies readiness to participate in events outside the boardroom.</li><li>➤ He/She manifests passion in the vocation of a director.</li><li>➤ He/She exhibits an ability to articulate views independently, objectively and constructively.</li><li>➤ He/She exhibits open mindedness to the views of others and the ability to make a considered judgment after hearing the views of others.</li></ul>

7. The Company will review and assess the effectiveness of this Policy as and when required and any recommendation for revisions shall be highlighted to the Board for approval.

**END.**