



# FIT AND PROPER POLICY

## 1. Introduction

The Board of Directors (“**Board**”) of Kucingko Berhad (formerly known as Kucingo Sdn Bhd) (“**Company**”) and its subsidiaries (“**Group**”) have put together this policy to provide strategic guidance, shaping our financial future. We expect our Directors to bring competence, character, diligence, honesty, integrity, and good judgement to their roles to perform your duties with excellence, all while adhering to sound corporate governance principles.

It's crucial that we, as a group, manage the risks to our business and financial well-being wisely. We also aim to ensure that all our Directors are a good fit for their roles. That's why it's vital to have clear guidelines for selecting Directors who champion for qualified appointments at the leadership level.

This policy is here to help our Nomination Committee and the Board when they're considering new Board members or re-elections of our current Directors.

## 2. Objectives

The objectives of this policy are:

- 2.1. Describe how we assess the suitability of candidates who want to join the Board or current Directors seeking re-election.
- 2.2. Improve the overall quality of Directors.
- 2.3. Enhance transparency by clarifying the criteria for board appointments.

## 3. Responsibilities

### 3.1. The Board's Commitment and Responsibilities

In line with this Guideline, it's the responsibility of our Board and Nomination Committee to ensure that all Directors meet the necessary fitness and properness criteria. They are in charge of assessing candidates who wish to join the Board or Directors seeking re-election. As for other key management personnel, the Chief Executive Officer or designated individuals, under the authority of the Board and Nomination Committee, may handle appointments and fitness assessments.

Our Board is dedicated to ensuring that every person in a director position has the skills and experience required for their role. They have the final say on determining whether someone is fit and proper for the position.

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## 3.2. Nomination Committee Responsibilities

The Nomination Committee, with support from the Company Secretary where appropriate, are responsible for assessing current Directors looking for re-election and candidates aiming to become a Director within our Group. They provide recommendations to the Board regarding these matters.

## 3.3. Company Secretary Responsibilities

The roles and responsibilities of the Company Secretary include:

- 3.3.1. Ensuring that appropriate assessments for fitness and properness are conducted for each current Director seeking re-election and candidates aspiring to be Directors within our Group.
- 3.3.2. Offering insights on any relevant matters pertaining to the assessment of a Director's or candidate's fitness and properness.
- 3.3.3. Supplying information to the Nomination Committee concerning the process for fitness and properness assessments.
- 3.3.4. Taking all reasonable measures to safeguard the information and documents collected for fitness and properness assessments from any misuse, unauthorised access, alterations, or disclosure.

## 4. Required Notification

Our Company Secretary is responsible for maintaining an up-to-date list of all Directors and key management personnel. This list includes their competencies and required training. Any changes to this list need approval from the Nomination Committee.

Once a person is nominated or proposed for a Director or key management personnel role, we will promptly provide them with a copy of this Policy and the competency and training requirements specific to their position. This Policy will also be part of the induction process for all our Directors and key management personnel.

We'll make sure that every Director and key management personnel member is well-informed and understands this Policy before we assess their suitability for their respective positions.

## 5. Fit and Proper Criteria

The general criteria for our fit and proper policy include:



## 5.1. Character and Integrity

### 5.1.1. Probity

- Adheres to legal obligations, regulatory requirements, and professional standards.
- Has not been obstructive, misleading or untruthful in dealings with regulatory bodies or courts.

### 5.1.2. Personal Integrity

- Has not engaged in deceitful, oppressive, or improper business practices (whether unlawful or not), or any conduct that reflects discredit on their professional behaviour.
- Has not had their service contract (in a management or directorial role) terminated due to concerns about personal integrity.
- Has not misused other positions such as political appointments to benefit the company in a way that goes against good governance principles.

### 5.1.3. Financial Integrity

- Manages personal debts or financial affairs satisfactorily.
- Demonstrates the ability to meet personal financial obligations when due.

### 5.1.4. Reputation

- Maintains a good reputation in the financial and business community.
- Has not been the subject of civil or criminal proceedings or enforcement actions in managing or governing an entity over the past 10 years.
- Has not played a significant role in managing a business or company that has failed, especially when the failure was due in part to deficiencies in that management.

## 5.2. Experience and Competence

### 5.2.1. Qualifications, Training and Skills

- Holds educational qualifications relevant to their role on the board, matching the skill set required.
- Demonstrates a solid understanding of corporate operations.
- Possesses not only general management skills but also a keen awareness of corporate governance and sustainability issues.
- Stays updated through continuous professional development.
- Exhibits leadership abilities and a high level of emotional intelligence.

### 5.2.2. Relevant Experience and Expertise

- Brings relevant experience and expertise to the table, considering factors like the duration of past service, the nature and scale of business experience, responsibilities held, the number of subordinates, reporting lines, and delegated authorities.

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### 5.2.3. Relevant Past Performance or Track Record

- Has a history of holding high-level positions in comparable organisations and being responsible for governance, business performance, or operations.
- Has a commendable past performance record, as evident from the results of board effectiveness evaluations.

## 5.3. Time and Commitment

### 5.3.1. Ability to Discharge Role Having Regard to Other Commitments

- Capable of dedicating time to the role of a board member, taking into account other external obligations, including concurrent positions on boards of listed issuers and non-listed entities (including not-for-profit organisations).

### 5.3.2. Participation and Contribution in the Board or Track Record

- Shows a strong willingness to actively engage in board activities.
- Demonstrates an eagerness to invest time and effort in understanding the businesses, and is ready to participate in activities beyond the boardroom.
- Displays a genuine passion for the role of a director.
- Exhibits the ability to express opinions independently, objectively, and constructively.
- Is open-minded, considering the viewpoints of others and making informed judgments after listening to their perspectives.

## 6. Procedure for Fit and Proper Assessment

- 6.1. We conduct fit and proper assessments before initial appointments and whenever we become aware of information that could substantially affect someone's fitness and properness.
- 6.2. We support these assessments with relevant information about the person being assessed. If we rely heavily on information obtained from the person being assessed, and this information is crucial for determining their fitness and properness, we take reasonable steps to verify it from independent sources.
- 6.3. We take into account the factors described in Section 5 when assessing a person's fitness and properness. We evaluate these factors individually and collectively, considering their relative importance.
- 6.4. Failing to meet a single factor doesn't necessarily result in a failure to meet the fit and proper criteria. We carefully consider the circumstances surrounding a person's inability to meet specific factors, such as the time that



has passed since the events, other contributing factors, and the potential risks to the Group.

- 6.5. The assessment process requires a fair degree of judgement, which we exercise objectively and in the best interests of the Group. We recognise that the information relevant to the assessment may vary depending on an individual's level of influence and responsibilities within the Group.

## 7. Periodic Review and Disclosure

- 7.1. The Nomination Committee conducts periodic reviews of the criteria used for fit and proper assessments of Directors. Any changes or amendments to the criteria are promptly communicated to both the Board and individual Directors.
- 7.2. The Board ensures transparency by disclosing the application of the Company's fit and proper policy in the nomination and election of Directors within the annual report.

This policy was adopted by the Board on 22 November 2023.

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