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**GO HUB CAPITAL BERHAD**

[Registration No. 202201019895 (1465592-V)]

(Incorporated in Malaysia)

# **DIRECTORS' FIT AND PROPER POLICY**

## **1. INTRODUCTION**

Go Hub Capital Berhad ("**the Company**") is obliged to formulate a fit and proper policy for the appointment, re-appointment and/or re-election of the Directors of the Company and its subsidiaries ("**the Group**") pursuant to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**ACE LR**").

This Directors' Fit and Proper Policy ("**Policy**") sets out the approach, guidelines and procedures to ensure a formal, rigorous and transparent process is being adhered for the appointment, re-appointment and/or re-election of the Directors of the Group.

## **2. OBJECTIVE**

This Policy serves as a guide:-

- (a) to ensure all Directors of the Group have the necessary character, experience, integrity, competence and time to effectively discharge their role as Directors of the Group; and
- (b) to the Nomination Committee of the Company ("**NC**"), the Board of Directors ("**Board**") and Management of the Group in conducting the necessary assessment on candidates before appointment, or on existing Directors of the Group seeking for re-appointment and/or re-election.

## **3. DUTIES AND RESPONSIBILITIES**

### **3.1 The Board**

The Board is ultimately responsible for ensuring that all existing Directors of the Company seeking for re-appointment and candidates for nomination or appointment as a Director of the Company fulfil the fit and proper requirements.

The Board shall provide a statement, included with results of its review and assessment, as to whether it supports the appointment of a candidate as Director of the Company or the reappointment of an existing Director of the Company and the reasons thereof.

### **3.2 The NC**

The Board delegated the duty to perform fit and proper assessment on existing Directors of the Company seeking for re-appointment and candidates for nomination or appointment as a Director to the NC based on the fit and proper criteria as tabulated under Clause 4 below and making recommendations to the Board on these matters for its review and decision.

## **4. FIT AND PROPER CRITERIA**

In assessing the candidates identified to be appointed as Directors of the Group ("**Candidates**") and/or any existing Directors of the Group seeking for re-appointment and/or re-election ("**Existing Directors**"), the NC and/or the Management will take into consideration the following criteria:-

**a) Character and integrity**

(i) Probity

- is compliant with legal obligations, regulatory requirements and professional standards;
- has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court; and
- have 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.

(ii) Personal integrity and ethics

- 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;
- service contract (i.e., in the capacity of Management or Director) had not been terminated in the past due to concerns on personal integrity;
- 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 and professional ethics; and
- have 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.

(iii) Reputation

- is of good repute in the financial and/or 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, either in Malaysia or elsewhere;
- 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; and
- have not been reprimanded by the Securities Commission Malaysia, Bursa Securities, Companies Commission of Malaysia, Bank Negara Malaysia or any other regulatory authorities, both local and abroad.

(iv) Financial integrity

- manages personal debts or financial affairs satisfactorily;
- demonstrate ability to fulfil his/her personal financial obligations as and when they fall due, whether in Malaysia or elsewhere; and
- not made arrangements with creditors, filed for bankruptcy or been adjudged bankrupt or has assets sequestered.

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**b) Experience and Competence**

(i) Qualifications, 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 and strategic priorities of the Company);
- has a considerable understanding on the workings of a corporation.
- possesses general management skills as well as understanding of corporate governance and sustainability issues;
- financial literacy especially able to read and understand financial statements;
- keeps knowledge current based on continuous professional development; and
- possesses management and 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 performance or track record.

- had a career of occupying a high-level position in a comparable organisation and was accountable for driving or leading the organisation'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 sufficient time as a Board member, having factored other external obligations including concurrent board positions held by the Director across listed companies and/or non-listed companies (including not-for-profit organisations).

(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.

## **5. FIT AND PROPER ASSESSMENT AND PROCEDURES**

- a) The fit and proper assessment on any Candidates or on any Existing Directors shall be conducted by the NC prior to recommending to the Board for consideration and approval.
- b) The assessment should take into consideration the suitability of Candidates against considerations such as competencies, commitment, contribution and performance, including the current composition of Board and Board committees (where applicable), mix of skills and experiences of Directors whilst taking into account the current and future needs of the Group, boardroom diversity (including gender diversity) and other soft attributes required as Directors. The assessment should be exercised objectively in the best interests of the Group.
- c) The evaluation will be based on the fit and proper criteria set out in Clause 4 above. The criteria shall be assessed individually, as well as collectively, taking into account their relative importance.
- d) A person who had been identified for appointment as a Director or for re-appointment/re-election as a Director shall be required to make the fit and proper declaration ("**Declaration**") in the form as set out in Appendix A of this Policy or in such other forms as the NC may from time to time prescribe or approval. By executing the Declaration, the Candidate(s) will authorise the Company to perform background check, if necessary, which may cover previous employment verification, professional reference checks, education confirmation and/or criminal record and credit checks. The information gathered from the assessments shall be for the NC's strict use for the purpose of the assessment and not for public disclosure.

## **6. DISCLOSURE**

Pursuant to the ACE LR on the disclosure of the application of the Directors' fit and proper policy in the nomination and election process of the directors in the statement of the NC, the Board shall disclose such statement in the Annual Report.

## **7. REVIEW OF THIS POLICY**

The NC will review this Policy periodically to ensure that it continues to remain relevant, appropriate and consistent with the Group's practices, Malaysian Code on Corporate Governance, ACE LR or any other applicable regulatory requirements. Any recommendation for revisions shall be submitted to the Board for approval.

## **8. REVISION OF THIS POLICY**

The provisions of this Policy can be amended and supplemented from time to time as recommended by the NC to the Board for consideration and approval.

## **9. PUBLICATION ON THE CORPORATE WEBSITE**

In line with the ACE LR, a copy of this Policy is available on the Company's corporate website at <https://www.gohubcapital.com.my>.

**10. EFFECTIVE DATE**

This Policy is effective from 19 September 2023.

History:-

<b>Document No.</b>	<b>Version No.</b>	<b>Board's Approval Date</b>	<b>Effective Date</b>
GO-010	1.0	19 September 2023	19 September 2023

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**GO HUB CAPITAL BERHAD**

[Registration No. 202201019895 (1465592-V)]  
(Incorporated in Malaysia)

**DIRECTORS' DECLARATION OF FIT AND PROPER**

**NAME** : \_\_\_\_\_

**NRIC/PASSPORT NO.** : \_\_\_\_\_

do hereby solemnly affirm and declare the following:-

No.	Criteria	Options (Please tick)	
		Yes	No
<b>Probity, Personal Integrity and Reputation</b>			
1.	I have not been the subject of any proceedings of a disciplinary or criminal nature, or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;		
2.	I have 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;		
3.	I have not contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;		
4.	I or any business in which I have a controlling interest or exercise significant influence, have not been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;		
5.	I have not been engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on my professional conduct;		
6.	I have not been dismissed, asked to resign or have resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions on my honesty and integrity;		
7.	I have not been associated, in ownership or management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a licence to conduct any trade, business or profession, or has had that registration, authorisation, membership or licence revoked, withdrawn or terminated;		
8.	I have not held a position of responsibility in the management of a business that has gone into receivership, insolvency, or involuntary liquidation while I was connected with that business;		

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## Director's Declaration of Fit and Proper

No.	Criteria	Options (Please tick)	
		Yes	No
9.	I have not been a director of, or have been directly concerned in the management of, any corporation which is being or has been wound up by a court or other authority competent to do so within or outside Malaysia, or of any licensed institution, the licence of which has been revoked under any written law;		
10.	In the past, I have not acted unfairly or dishonestly in my dealings with my customers, employer, auditors and regulatory authorities;		
11.	I have 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;		
12.	I have not contributed significantly to the failure of an organisation or a business unit;		
13.	I have not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices; and		
14.	I am free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of my judgement when acting in the capacity of a Director which would be disadvantageous to Farm Price's or its subsidiaries' interest.		
<b>Financial Integrity</b>			
15.	I am and will be able to fulfil my financial obligations, whether in Malaysia or elsewhere, as and when they fall due;		
16.	To my knowledge, I have not been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.		
17.	I have not made arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction.		



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Director's Declaration of Fit and Proper

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\*Where you have not ticked 'YES', please explain and/or provide the relevant documents

<b>Explanation for items not ticked 'YES'</b>	
<b>No.</b>	<b>Explanation</b>

<b>SIGNATURE</b>	
<b>NAME</b>	
<b>DATE</b>	

**DUE DILIGENCE CHECKS  
(APPLICABLE FOR NEW APPOINTMENT OF DIRECTOR ONLY)**

		YES	NO	REMARKS
(i)	Education Background			
(ii)	Professional Body Membership/License			
(iii)	Working Experience			
(iv)	Credit Bureau Report			
(v)	SSM Search			
(vi)	Bankruptcy and winding up searches			
(vii)	Malaysian Anti-Corruption Commission - Corruption Offender Database			
(viii)	Securities Commission Malaysia - Criminal Prosecution - Civil Actions & Regulatory Settlements - Administrative Actions - Persons wanted by the SC - List of People Sought to Assist in Investigation			
(ix)	Bursa Malaysia Berhad - Enforcement action on participants - Public enforcement on Company or Advisor - Public enforcement on delisting - Public enforcement on Directors or individuals			
(x)	Other such available and necessary searches			