



APOLLO FOOD HOLDINGS BERHAD

199401005792 (291471-M)

(Incorporated in Malaysia)

DIRECTORS' FIT AND PROPER POLICY

01 JULY 2022

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Objective

- (a) This Policy serves as a guide to the Nomination Committee ("NC") and the Board of Directors ("the Board") in their review and assessment in relation to the appointment and re-appointment/re-election of Directors on the Board as well as Key Senior Management based on a list of fit and proper criteria.
- (b) This policy is to ensure that each Directors possesses the character, integrity, relevant range of skills, experience, knowledge, competence and time commitment to discharge his/her role and responsibilities as a Director.

Scope

This Policy shall apply to the Board of Apollo Food Holdings Berhad ("AFHB") and its subsidiaries ("AFHB Group").

Fit and Proper Criteria

The Fit and Proper criteria of Director / Key Senior Management of AFHB Group include but not limited to the following:

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 of law; and
- has not been reprimanded or disqualified or removed by a professional or regulatory body in relation to matters pertaining to the person's honesty, integrity or business conduct.

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/her professional conduct;
- service contract (i.e. in the capacity of Senior Key Management or Director) had not been terminated in the past due to concerns on personal integrity; and
- has not abused other positions (i.e. he/she has held) in a manner that contravenes the principles of good governance and professional ethics.

iii) Financial integrity

- manages personal debts or financial affairs satisfactorily; and
- demonstrates ability to fulfil personal financial obligations as and when they fall due.

iv) Good 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 ten (10) years;
- has not been reprimanded by the Securities Commission Malaysia, Bursa Malaysia Securities Berhad, Companies Commission of Malaysia or any other regulatory authorities for the past ten (10) years; and
- has not been substantially involved in the management of a business or company which has failed (including a GN3 or PN17 company), 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 / Senior Key Management is earmarked to bring to bear onto the boardroom and APHB Group (i.e. a match to the Board skill set matrix);
- has a considerable understanding on the business and 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;
- possesses leadership capabilities and a high level of emotional intelligence; and
- financial literacy especially able to read and understand financial statements.

ii) Relevant experience, expertise or track record

- 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.
- had a career of occupying a senior management or 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 time as a Board member, having factored other outside obligations including concurrent board positions held by the Director across other listed issuers (taking into consideration his/her board attendance records) and non-listed entities (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.

Assessment of Candidate as Director for Appointment or Re-election

The NC shall assess each candidate for new appointment as Director based on the Fit and Proper criteria as spelt out above before recommending to the board for approval.

For the re-election of Director, the annual evaluation of the Director based on the Individual Director Self/Peer Evaluation Form shall include the Fit and Proper criteria to ensure the director meets the criteria on a continuing basis. The NC shall make recommendation to the Board of the re-election of the Director based on the results of the evaluation.

Review of the Policy

The NC shall review this Policy on a regular basis to ensure its effectiveness and recommend to the Board for approval or any changes which it may deemed necessary in compliance with the requirements of AFHB Group, Bursa Malaysia Securities Berhad Market Listing Requirements and/or any other regulatory requirements.

This Policy is available on the Company's website at www.apollofood.com.my