
FIT AND PROPER POLICY

1. INTRODUCTION

Dataprep Holdings Bhd. (“DHB” or the “Company”) is committed to meeting its obligations towards ensuring compliance with the relevant provisions of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and other relevant regulatory requirements.

As such, the Company has adopted the Directors’ Fit and Proper Policy (“the Policy”) which set out the fit and proper criteria for the appointment and re-election of directors on the Boards of DHB and its subsidiaries.

2. OBJECTIVE

2.1 The Policy aims to guide the Company’s Board of Nomination and Remuneration, Committee (“NRC”) and Board of Directors (“the Board”) in their review and assessment of candidates who are to be appointed onto the Board as well as directors who are seeking re-election.

2.2 The general criteria in relation to the Policy are outlined below:

- a) Character and integrity;
- b) Experience and competence; and
- c) Time and commitment.

3. CRITERIA

In accessing if a candidate meets the criteria under the Policy, the Board and the NRC should consider factors which includes but not limited to the following:

3.1 CHARACTER AND INTEGRITY

- 3.1.1 the person is compliant with legal obligations, regulatory requirements and professional standards.
- 3.1.2 the person has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law.
- 3.1.3 the person 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 professional conduct.
- 3.1.4 the person’s service contracts (i.e. in the capacity of management or Director) have not been terminated in the past due to concerns on personal integrity.
- 3.1.5 the person has not abused other positions (i.e. that he or she have held) in a manner that contravenes principles of good governance and professional ethics.

- 3.1.6 the person is of good repute in the financial and business community.
- 3.1.7 the person has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years.

3.2 EXPERIENCE AND COMPETENCE

Competency and capability are demonstrated by a person who possesses the relevant knowledge, experience and ability to understand the technical requirements of the business, the inherent risks and the management process required to perform their role in a key function in the relevant capacity effectively:

- 3.2.1 Qualifications, training and skills
 - a) the person possesses education qualification that is relevant to the skill set that the Director is earmarked to bring or to bear onto the boardroom.
 - b) the person has a considerable understanding on the business and workings of a corporation.
 - c) the person possesses general management skills as well as understanding of corporate governance and sustainability issues.
 - d) the person possesses leadership capabilities and a high level of emotional intelligence.
- 3.2.2 Relevant past performance and past experience / track record
 - a) the person 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.
 - b) the person possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

3.3 TIME AND COMMITMENT

Ability to discharge role having regard to other commitments:

- 3.3.1 the person is able to devote time as a board member, having factored other outside obligations including concurrent board positions held by the Director across listed issuers and non-listed entities (including not for-profit organizations).
- 3.3.2 Participation and contribution in the board or track record (applicable for re-election of existing Directors):
 - a) the Director demonstrates willingness to participate actively in board activities.
 - b) the Director demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom.

- c) the Director manifests passion in the vocation of a Director.
- d) the Director exhibits ability to articulate views independently, objectively and constructively.
- e) the Director exhibits open mindedness to the views of others and ability to make a considered judgement after hearing the views of others.

4. RESPONSIBILITIES OF THE BOARD AND NOMINATION & REMUNERATION COMMITTEE (“NRC”)

The NRC will evaluate candidates for new appointment as Directors based on the fit and proper criteria as spelt out in Item 3 above before recommending to the Board for approval.

For Directors seeking re-election, the Directors will be evaluated based on Item 3 above as well as the Board Effectiveness Evaluation Exercise carried out annually.

5. ASSESSMENT OF FITNESS AND PROPRIETY OF DIRECTORS

The fit and proper assessments on each director within the scope of this Policy shall be conducted by the Company both prior to initial appointments and at regular intervals of at least annually or whenever the Company becomes aware of information that may materially compromise a director’s fitness and propriety.

The Company may consider the factors set out in Item 3 above in assessing a director’s fitness and propriety. Failure to meet one factor on its own does not necessarily mean failure to meet the fit and proper criteria. The Company will consider the specific circumstances surrounding a director’s failure to meet specific factors, such as the lapse of time since the occurrence of events, other contributing factors and the significance of the event from the perspective of potential risks posed to the Company.

The Company should exercise the assessment objectively in the best interests of the Company and the sound conduct of the Company’s business.

6. REVIEW

This Policy may be reviewed periodically by the NRC and be revised at any time as it may deem necessary in accordance with the needs of the Company and its group of subsidiaries, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Malaysian Code of Corporate Governance and/or any other regulatory requirements. Any revisions to this Policy as recommended by the NRC will be submitted to the Board of the Company for consideration and approval.

The Directors’ Fit and Proper Policy has been adopted by the Board on 1 August 2023.