



**AURELIUS TECHNOLOGIES BERHAD**  
(Company Registration No. 202101005015 (1405314-D))  
(Incorporated in Malaysia)

## **FIT AND PROPER POLICY**

### **1. PURPOSE**

The primary objective of this Fit and Proper Policy (“**Policy**”) is to set out the criteria to guide the Nomination Committee (“**NC**”) and the Board of Directors (“**Board**”) in their review and assessment of candidates proposed to be appointed as Directors and key senior management of Aurelius Technologies Berhad (“**Company**”) and its subsidiaries (collectively referred to as “**Group**”) as well as Directors who are seeking for re-election, to ensure that the Group is led by persons of integrity, credibility and competency.

The NC shall be guided by this Policy in assessing the candidates before making relevant recommendation to the Board on the proposal regarding appointment as Directors and/or key senior management, as well as re-election of Directors of the Group. The Board is to approve such proposal and where necessary, make recommendation to the shareholders of the Company for approval at a general meeting.

This Policy has been prepared after taking into consideration of the guidance contained in the Corporate Governance Guide (4th Edition) issued by the Bursa Malaysia Securities Berhad (“**Bursa Securities**”) on 15 December 2021, and to ensure compliance with the relevant provisions of the Main Market Listing Requirements of Bursa Securities (“**MMLR**”) and the Malaysian Code on Corporate Governance issued by the Securities Commission Malaysia on 28 April 2021. This Policy is to be read together with the Terms of Reference of the NC and Board Charter of the Company.

### **2. SCOPE**

This Policy applies to the appointment of Directors and key senior management, as well as re-election of Directors of the Group.

### **3. FIT AND PROPER CRITERIA**

Any person to be appointed or re-elected as a Director or key senior management of the Group must not be disqualified under Section 198(1) of the Companies Act 2016 and Paragraph 15.05(1) of the MMLR, and has been assessed by the NC to have met all the fit and proper criteria which shall include, but not limited to the following:

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

### **4. ASSESSMENT CRITERIA**

In assessing a candidate, the NC and the Board shall consider criteria which include, but not limited to the following:

#### **4.1 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.
  
- (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 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.
  
- (iii) **Financial integrity**
  - manages personal debts or financial affairs satisfactorily.
  - demonstrates ability to fulfil personal financial obligations as and when they fall due.
  
- (iv) **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 10 years.
  - 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.

#### **4.2 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).
  - has a considerable understanding on the 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.
  
- (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.

**AURELIUS TECHNOLOGIES BERHAD (202101005015 (1405314-D))**  
**FIT AND PROPER POLICY**

- possesses commendable past performance record as gathered from the results of the Board effectiveness evaluation.

**4.3 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 listed issuers 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.
  - exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

The NC shall consider and assess all the above factors, individually or collectively, taking into account the relative importance. The NC shall also assess and take into consideration any other factors or circumstances, if deemed required, and exercise the assessment objectively in the best interests of the Group.

**5. REVIEW AND REVISION OF THE POLICY**

This Policy will be reviewed periodically or as and when necessary by the NC and make recommendation to the Board for approval on any revision to this Policy.

**6. PUBLICATION OF THE POLICY**

This Policy will be available on the Company's website at <https://www.atechgroup.com.my/>.

This Policy was approved and adopted by the Board on 29 June 2022 and will continue to be in force unless varied or revoked by the Board.