MEGA FORTRIS BERHAD

DIRECTORS' FIT AND PROPER POLICY

1. INTRODUCTION

Paragraph 15.01A of the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad requires the Company and its subsidiaries ("**Group**") to have and publish on its website, a fit and proper policy for the appointment and re-election of directors of the Company and its subsidiaries ("**Directors' Fit and Proper Policy**"), and to ensure that the Directors' Fit and Proper Policy addresses board quality and integrity and will aid the Company to ensure that each of its Board of Directors ("**Board**"), Managing Director or the Executive Director has the character, experience, integrity, competence and time to effectively discharge his or her role.

Pursuant to Paragraph 15.08A(3) of MMLR, the Company is required to disclose the application of the Directors' Fit and Proper Policy during the financial year in its annual report under the statement about the activities of the Nominating Committee ("**NC**") in the discharge of its duties ("**NC Statement**") in line with MMLR.

In addition, Practice 5.5 of the Malaysian Code on Corporate Governance 2021 ("**MCCG**") recommends that the appointment of Board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the Board effectively. The Board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the Company should be avoided.

2. PURPOSE

2.1 This Policy set out the fit and proper criteria for the appointment and re-appointment of Directors on the Board of the Company and its subsidiaries.

2.2 To ensure that each of the Directors has the character, experience, integrity, competence and time to effectively discharge his/her role as a Director of the Group.

2.3 Serve as a guide to the NC, Remuneration Committee ("**RC**") and the Board in the review and assessment of candidates that are to be appointed to the Board as well as Directors who are seeking election or re-election.

3. CRITERIA

3.1 The fit and proper criteria of a Director include but not limited to the following:

3.1.1 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 the ability to fulfill 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.

3.1.2 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 of the business and workings of a corporation.
- possesses general management skills as well as an 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 the 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.
- possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

3.1.3 Time and commitment

(i) Ability to discharge role having regard to other commitments
- able to devote time as a board member, having factored in other outside obligations including concurrent board positions held by the Director across listed issuers and non-listed entities (including non-for-profit organisations).

(ii) Participation and contribution to the board or track record
- demonstrates a willingness to participate actively in board activities.

- demonstrates a 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 the ability to articulate views independently, objectively and constructively.
- exhibits open-mindedness to the views of others and the ability to make a considered judgment after hearing the views of others.

4. REVIEW OF THE POLICY

The NC shall recommend any change to the Policy as the NC deems appropriate to the Board for approval. The terms of the Policy shall be assessed, reviewed and updated where necessary i.e. when there are changes to MMLR or any other regulatory requirements.

5. REVISION OF THE POLICY

The provisions of this policy can be amended and supplemented from time to time by a resolution of the Board.

6. PUBLISHED AT THE WEBSITE

This policy must be made available on the Company's website.

MEGA FORTRIS BERHAD
[Company No.: 199801004408 (460535-H)]

DIRECTORS' DECLARATION FORM

I, _____, NRIC/Passport No. _____of_____, do hereby affirm and declare that I am a fit and proper person within the meaning of the Fit and Proper Policy issued by the Company. I specifically declare that:

		YES	NO	If the answer is "No", please provide an explanation
Probity, Personal Integrity and Reputation				
1	I have not been the subject of civil or criminal proceedings or been found by a court or tribunal to have: - a) engaged in an act, omission or course of conduct that constitutes serious wrongdoing; or b) aided, abetted, counselled, or procured any other person to engage in an act, omission, or course of conduct that constitutes serious wrongdoing.			
2.	I have not been convicted whether within or outside Malaysia of any offence: a) in connection with the promotion, formation or management of a corporation; b) involving bribery, fraud or dishonesty; or c) under section 213, 217, 218, 228 or 539 of the Companies Act 2016 within a period of five years preceding the date of this declaration.			

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		YES	NO	If the answer is "No", please provide an explanation
Probity, Personal Integrity and Reputation				
3.	I have not been convicted of any offence. If convicted of an offence at any time please specify: a) Nature of the offence _____ b) The circumstances in which the offence was committed _____ c) The time elapsed since the offence was committed _____ d) Your age when the offence was committed _____			
4.	To my knowledge, no financial penalty has been imposed upon me or any enforcement action taken against me by any regulatory body or financial regulatory authority in any jurisdiction.			
5.	I have not been refused the right to carry on any trade, business or profession for which a specific authorisation by any regulatory authority, professional body or government agency is required by law in any jurisdiction.			

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		YES	NO	If the answer is "No", please provide an explanation
Probity, Personal Integrity and Reputation				
6.	I have not been dismissed, asked to resign or have resigned from employment or from holding office as a director of a company because of negligence, incompetence, fraud or mismanagement.			
7.	I have not been the subject of current disciplinary action in respect of a profession or occupation (being disciplinary action taken by a regulatory or disciplinary body for persons engaging in that profession or occupation) and I have never been the subject of disciplinary action of that kind that has involved a finding of guilt, however expressed.			
8.	I have not objected or been unwilling to cooperate with regulatory authorities resulting in a failure or potential failure to comply with legal, regulatory and professional requirements or standards.			

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		YES	NO	If the answer is "No", please provide an explanation
Probity, Personal Integrity and Reputation				
9.	I have no conflict or potential conflict of interest (direct or indirect) that affects, or may affect, my proper performance of the duties of this position.			
10.	I have not engaged in or been associated with any conduct that could pose a brand and reputation risk to the Company and its subsidiaries.			

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		YES	NO	If the answer is "No", please provide an explanation
Financial Integrity				
1.	I am not an undischarged bankrupt.			
2.	I have met relevant solvency requirements imposed upon me.			
3.	To my best knowledge, I have not been subject to judgment debt that remains outstanding in any jurisdiction.			
4.	I have not made any arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction.			

		YES	NO	If the answer is "No", please provide an explanation
Experience, competence and time commitment				
1.	I have the required educational or technical qualification and competence to discharge the duties and responsibilities of the position I hold or seek appointment to.			
2.	I have the ability to understand the technical requirements, risk and management of the company's business.			
3.	I am prepared to attend training programmes on a continuous basis to keep abreast with market development and equip myself to execute my role as a director.			

4.	I am 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).			

Supporting Documents:

Documents submitted	
Curriculum vitae/profile (mandatory)	
Photocopy of the Identity card/Passport (mandatory)	
Academic certificate (mandatory)	

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I acknowledge that the Company may conduct checks and obtain references to establish that I am a fit and proper person and I provide my consent to the Company to perform any relevant checks including criminal history checks and professional and occupational checks in Malaysia and overseas, if so required, and that any false statement I make in this declaration may lead to dismissal or removal from the Board of Directors of the Company or from the position I have been appointed to.

……..…….
(Signature)
Name :
NRIC No. :
Date :

in the presence of witness:

……..……..
(Signature)
Name :
NRIC No. :
Date :

(Note : *A husband shall not witness the signature of his wife or vice versa)*

Reviewed Date : 03/09/2026
Revised Date : 03/09/2026