

FIT AND PROPER POLICY

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1.0 INTRODUCTION

1.1 Overview

Kawan Food Berhad ("KAWAN" or "the Company") is committed in meeting its obligations in complying with Paragraph 15.01A of the Main Market Listing Requirements ("MMLR") that a listed issuer must have a Fit and Proper policy for the appointment and re-election of directors of the listed issuers and its subsidiaries. Kawan Food Berhad ("KAWAN" or "the Company") is committed to sound and prudent management of the Company and maintaining a high-performance culture in the organization. KAWAN considers it essential that the leaders of KAWAN possess the right competencies, character, diligence, honesty, integrity and judgement in the performance of their duties.

The Fit and Proper Policy ("Policy") sets out the criteria for the selection and appointment of persons for key functions in KAWAN and proposed candidates for appointment and re-election as Directors ("Key Responsible Persons").

2.0 DEFINITION

"Key Responsible Persons" include the Directors and Key Senior Management of the Company.

"Directors" includes Executive Directors, Independent Non-Executive Directors and Non-Independent Non-Executive Director of the Company.

"Key Senior Management" shall refer to the KAWAN Leadership comprising the following:

- a) Chief Executive Officer
- b) Chief Operating Officer
- c) Financial Controller
- d) Head of Human Resources
- e) Head of Sales
- f) Head of Manufacturing
- g) Head of Commercial

3.0 RESPONSIBILITY

3.1 The Board's Commitment and Responsibility

In the application of this Policy, the Board is primarily responsible for ensuring that all Key Responsible Persons fulfill the fit and proper requirements and to conduct assessment for fitness and propriety of all Key Responsible Persons.

The Board is committed in ensuring that each Key Responsible Person has the appropriate skills and experience commensurate with the role that they hold and will make all final determinations on the fitness and propriety of Key Responsible Persons.

3.2 The Nominating Committee's ("NC") Responsibility

The NC is responsible for the fit and proper assessment of the existing Key Responsible Persons and candidates to be appointed as Key Responsible Persons - based on this Policy and make recommendations to the Board of Directors ("Board") on these matters.

The responsibility to assess the fitness and propriety of Key Senior Management other than the Chief Executive Officer may be delegated by the NC to the Chief Executive Officer.

The NC is also responsible for addressing any gaps in the assessment process, and for ensuring that information and documents obtained and collected for fit and proper assessments are kept confidential.

4.0 FIT AND PROPRIETY STANDARDS

4.1 Key Responsible Persons

The Company's objective is to have Key Responsible Persons who have the attributes that enable them to discharge their duties and responsibilities in a prudent manner under this Policy. These include attributes that relate to character, integrity, experience, competence, diligence, honesty, judgement and relevant technical and financial qualifications, knowledge and skills.

4.2 Fit and Proper Criteria

For the purpose of establishing whether the Key Responsible Persons are fit and proper, the Company shall have regard, at the minimum, to the following:

- (a) Character and Integrity** – probity, personal integrity, financial integrity and reputation.
- (b) Experience and Competence** – qualifications, training and skills, relevant experience and expertise, relevant past performance or track record.
- (c) Time and Commitment** – ability to discharge role having regard to other commitments, participation and contribution in the board or track record.

The assessment to the above criteria shall have regard to the considerations set out below in Clauses 4.2.1 to 4.2.3 of this policy.

4.2.1 Character and Integrity

In assessing the person's character and level of integrity to hold the position as Key Responsible Persons, the NC and the Board should consider matters including, but not limited to the following:

Probity

- (a) Compliant with legal obligations, regulatory requirements and professional standards in Malaysia and elsewhere; has not been found guilty in any disciplinary, professional and/or regulatory body proceedings; has not been subjected to a Judgement or debt remaining unsatisfied; and has not been the subject of criminal proceedings;
- (b) Has not been obstructive, misleading or untruthful in dealings with auditors, regulatory bodies, a court or a tribunal;
- (c) Is free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of his judgement when acting in the capacity of a Key Responsible Person which would be disadvantageous to the Company or its interest.

Personal Integrity

- (a) 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;
- (b) The service contract (i.e. in the capacity of Management or Director) had not been ended in the past due to concerns on personal integrity;
- (c) Has not abused other positions (e.g. political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance.

Financial Integrity

- (a) Manages personal debts or financial affairs satisfactorily;
- (b) Demonstrates ability to fulfill personal financial obligations as and when they fall due;
- (c) Is not an undischarged bankrupt or been a subject of a judgement debt which has not been satisfied in whole or in part and demonstrates the ability to fulfil personal financial obligations as and when they fall due, whether in Malaysia or elsewhere.

Reputation

- (a) Has good repute in the financial and business community;
- (b) Has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years;
- (c) 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.

4.2.2 Experience and Competency

Experience and competency are demonstrated by a person who possesses the relevant education, knowledge, skill, experience and competency to understand the technical requirements of the business and the management process required to perform his/her role as a Key Responsible Person in the relevant capacity effectively.

In assessing the person's experience and competency, the NC and the Board should consider matters including, but not limited to the following:

Qualifications, training and skills

- (a) Possesses the appropriate education qualification, experience or functional/technical expertise and possess knowledge of the laws and rules that is relevant to fulfill the role and responsibilities of the positions;
- (b) Has a considerable understanding on the workings of a corporation;
- (c) Possesses general management skills as well as understanding of corporate governance and sustainability issues;
- (d) Keeps knowledge current based on continuous professional development;
- (e) Possesses leadership capabilities and a high level of emotional intelligence.

Relevant experience and expertise

- (a) 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.

Relevant past performance or track record

- (a) Had a career of occupying a suitably high-level position in a comparable organization, and was accountable for driving or leading the organisation's governance, business performance or operations;
- (b) Possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

4.2.3 Time and Commitment

In assessing the person's time and commitment, the NC and the Board should consider matters including, but not limited to the following:

Ability to discharge role having regard to other commitments

- (a) Able to devote time as requisite by his/her positions, having factored in other outside obligations including other board positions/executive duties held by the Key Responsible Persons across other organizations (including not-for-profit organization).

Participation and contribution in the board or track record (Director)

- (a) Demonstrates willingness to participate actively in board activities;
- (b) Demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom;
- (c) Manifests passion in the vocation of his/her position as Key Responsible Person;
- (d) Exhibits ability to articulate views independently, objectively and constructively;
- (e) Exhibits open mindedness to the views of others and ability to make considered judgement after hearing the views of others.

Directorship in other companies

- (a) The directorships held by any Director at any one time shall not exceed five (5) listed companies;
- (b) Key senior management must devote the whole of his/her professional time as requisite by his/her positions and shall not carry on any other business or vocation, except as non-executive director or shareholder of another company. In ensuring that a position of responsibility outside his/her position in the Company does not create conflicts of interest or demands on the senior management's professional time, a senior management can hold non-executive directorship in other entities outside the Kawan Group of Companies, subject to NC recommendation to the Board for approval.

5.0 ASSESSMENT PROCESS

5.1 ASSESSMENT PROCESS

The fit and proper assessment will be conducted as follows:

Category of Key Responsible Persons	Conducting of the fit & proper assessment
Directors	<p><u>Prior to appointment/re-election</u>: The NC will assess and makes recommendation to the Board for final decision.</p> <p><u>Existing</u>: The NC will assess annually during the Board Evaluation exercise and makes recommendation on the re-election of the Directors to the Board for final decision.</p>
Chief Executive Officer	<p><u>Prior to appointment</u>: The NC will assess and makes recommendation to the Board for final decision.</p> <p><u>Existing</u>: The NC will assess annually during the performance evaluation exercise and report to the Board.</p>
Key Senior Management other than the Chief Executive Officer	<p><u>Prior to appointment</u>: The Chief Executive Officer will assess and report to the NC and Board.</p> <p><u>Existing</u>: The Chief Executive Officer will assess annually during the performance evaluation exercise and report to the NC and Board.</p>

In assessing a person's fitness and propriety, the Board through its NC, shall consider all relevant factors based on the fit and proper criteria pursuant to Clause 4.2 above.

A person who has been identified for appointment as Key Responsible Person of the Company shall be required to make fit and proper declaration in the form as set out in Appendix I of this Policy or in such other forms as the NC may from time to time prescribe or approve.

5.2 FIT AND PROPER CRITERIA AND PRUDENT JUDGEMENT

The Company will make its decisions based on this Policy. The Company will also make reasonable enquiries to obtain relevant information that can be taken into account in making a fit and proper assessments, in addition to the Fit and Proper Declaration Form completed by the Key Responsible Persons. The information may include a person's formal qualifications and attainments, curriculum vitae, referee reports obtained as part of a recruitment process,

and any other publicly available information that is relevant to the fit and proper assessment exercise.

5.3 FAILURE TO MEET FIT AND PROPER CRITERIA

Where a person is found to be not fit and proper due to lack of character, diligence, honesty, integrity or judgement, or is found to be misleading or deceptive, the person is required to resign. Otherwise, for a Director and a Chief Executive Officer, the NC may recommend his/her immediate removal as a Director to the Board for approval. For a Key Senior Management other than a Chief Executive Officer, the Chief Executive Officer can terminate him/her immediately.

5.4 DISCLOSURE OF INFORMATION RELEVANT TO A FIT AND PROPER ASSESSMENT

The Key Responsible Persons are required to disclose to the Company all information that may be relevant to a fit and proper assessment. The Company will take all reasonable steps to ensure compliance with Personal Data Protection Act 2010 (“PDPA”) in collecting and using the information about Key Responsible Persons as part of the assessment process.

Conflicts of interest are required to be disclosed by the Key Responsible Persons on initial appointment and ongoing basis, or for Directors, declaration of any interests could be made at each Board meeting.

6.0 DOCUMENT RETENTION AND REPORTING

The Company will maintain on file information related to the fit and proper assessment of all current and past Key Responsible Persons. Fit and proper assessment results are available to the Chairman and to be tabled annually first at the NC meeting, which would then be reported by the NC to the Board at a Board meeting. The Company must include the application of its fit and proper policy in the nomination and election of its directors in the NC’s Report in its annual report.

7.0 REVISION OF POLICY

This Policy shall be reviewed as and when necessary. A copy of this Policy is uploaded onto the Company’s website.

Adopted on 30 June 2022.

KEY RESPONSIBLE PERSONS DECLARATION OF FIT AND PROPER

Name: _____

NRIC/Passport No: _____

Do hereby solemnly affirm and declare the following:

No.	Criteria
Character and Integrity	
(a)	I *have/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;
(b)	I *have/have not contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies; <i>(For example, provisions in Bursa Malaysia Listing Requirements, Companies Act 2016);</i>
(c)	I or any business in which I have a controlling interest or exercise significant influence, *have/have not been investigated, disciplined, suspended, or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;
(d)	I *have/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;
(e)	I *have/have not been dismissed, asked to resign or has resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions about my honesty and integrity;
(f)	I *have/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;
(g)	I *have/have not been a director of, or 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 license of which has been revoked under any written law;
(h)	In the past, I *have/have not acted unfairly or dishonestly in his dealings with his customers, employer, auditors, and regulatory authorities;
(i)	I *have/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;

(j)	I *have/have not contributed significantly to the failure of an organization or a business unit;
(k)	I *have/have not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices;
(l)	I *have/have not been involved in 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 key responsible person which would be disadvantageous to the Company;
(m)	I *have/have not been able to fulfill my financial obligations, whether in Malaysia or elsewhere, as and when they fall due;
(n)	To my knowledge, I *have/have not been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.
Experience and Competence	
(o)	I *do have/do not have the appropriate qualification and experience to effectively fulfill the role and responsibilities of my position;
(p)	I *do have/do not have the satisfactory past performance or expertise in the nature of the business being conducted.
Time and Commitment	
(q)	I *can/cannot allocate sufficient time to commit and perform my duties in the Company.

**to delete if not applicable*

Please explain if it's answered as "have"	
No.	Explanation

.....
 (Signature)
 Name:
 NRIC/Passport No.:
 Date: