

**DIALOG**

**FIT AND PROPER POLICY**

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The Board of Directors (“Board”) of DIALOG Group Berhad (“DIALOG” or “the Company”) believes that having a strong corporate governance framework is the key to enhancing shareholders’ value and ensuring a firm commitment to the sustainability of the Company. With that in mind, the appointed directors in the Company and its subsidiaries should consist of qualified individuals with a diverse set of skills, experience, knowledge, integrity, competence, time and commitment to effectively discharge their roles as directors.

This Fit and Proper Policy (“Policy”) has been established and adopted to guide the Nomination Committee (“NC”) and the Board in their review and assessment of candidates that are to be appointed or seeking re-election on the Board of DIALOG.

The Policy also serves as a guide for the subsidiaries in their selection of their director candidates.

The Policy is to be read in conjunction with the Board Charter.

Any person to be appointed or re-elected as a director of the Company, or its subsidiaries should be assessed, individually and collectively, based on the following considerations:-

### 1. Character and Integrity

- a) **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.
- b) **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 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.
- c) **Financial integrity**
  - manages personal debts or financial affairs satisfactorily.
  - demonstrates ability to fulfil personal financial obligations as and when they fall due.
- d) **Reputation**
  - is of good repute in the financial and business community.
  - has not been the subject of civil or criminal enforcement action, in managing or governing an entity for the past 5 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.

## 2. Experience and competence

- a) Qualifications, training and skills
  - possesses educational qualification that is relevant to the skill set that the director is earmarked to bring to bear onto the boardroom and has a considerable understanding on the workings of a corporation.
  - possesses general management skills for at least 5 years 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.
- b) 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.
- c) Relevant past performance or track record
  - had a career of occupying a senior position in a comparable organisation, and contributed or was accountable for driving or leading the organisation's governance, business performance or operations for at least 5 years.
  - possesses commendable past performance record as gathered from the results of the board effectiveness evaluation or based on the financial and non-financial performance of the corporation where his/her appointment as a director was involved.

## 3. Time and commitment

- a) 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).
- b) Participation and contribution in the board or track record (applicable for re-election of existing directors only)
  - 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.

### **REVIEW OF THE POLICY**

The Policy has been adopted by the Board on 27 May 2022. Any subsequent amendment to the Policy shall be approved by the Board.

The Policy will be periodically reviewed and updated as and when deemed necessary and upon any new regulations that may have an impact on the Policy.

The Policy is made available for reference in the Company's website at [www.dialogasia.com](http://www.dialogasia.com).