

REDPLANET[®]

REDPLANET BERHAD

REGISTRATION NO.: 201901014292 (1323620-A)

**DIRECTORS' FIT AND PROPER
POLICY**

1. PURPOSE

- This Fit and Proper Policy ("**Policy**") functions as a gatekeeping mechanism to guide the Nomination Committee ("**NC**") and the Board of the Company and its subsidiaries ("**Group**") in their review and assessment of candidates to be appointed on the Board as well as personnel holding key positions including but not limited to the Managing Director, Chief Executive Officer and Chief Financial Officer ("**Key Senior Management**"), and Directors who are seeking for re-election.
- This Policy seeks to enhance the governance of the Group in relation to the quality and integrity of the Board and Key Senior Management to ensure that they have the character, experience, integrity, competence, time and commitment to effectively discharge his/her role.
- The Board shall ensure that the fit and proper criteria on the appointment and re-appointment/ re-election/ continuation of Directors and Key Senior Management of the Group set out in Paragraph 2 are applied continuously.
- The Board and the NC shall conduct the fit and proper assessment prior to the appointment of any candidate as a Director or Key Senior Management, or before making any recommendation for the re-election of an existing Director.

2. CRITERIA

The fit and proper criteria of a Director or Key Senior Management include but are not limited to the following:-

A. Character and Integrity

(i) Probity

- is compliant with legal obligations, regulatory requirements and professional standards; and
- has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law.

(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/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; and
- 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;
- has good financial standing based on report from a credit rating agency; and
- 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; and
- has not been substantially involved in the management of a business or company which has failed [including a company falling within the definition of Guidance Note 3 or Practice Note 17 of the Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**")], where that failure has been occasioned in part by deficiencies in that management.

B. Experience and Competence

(i) Qualification, 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 sound general management skills as well as good understanding of corporate governance and sustainability issues;
- undergoes continuous professional development to keep his/her knowledge up-to-date; and
- possesses leadership capabilities and has 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 experience or track record

- has occupied a position at a senior management or high level post in any organisation, with demonstrable experience and accountability in driving or leading the organisation's governance, business performance or operations; and
- possesses commendable past performance track record based on the results of board evaluations or based on the financial and non-financial performance of the corporation where the person identified for appointment as a Director of Key Senior Management was involved.

C. Time and Commitment

(i) Ability to discharge role having regard to other commitments

Is able to devote time as a Board member, having factored other outside obligations including existing board positions held by the Director in other listed issuers (taking into consideration his/her board attendance records) and non-listed entities (including not-for-profit organisations).

(ii) Participation and contribution in the Board or track record (applicable for re-election of existing Director 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; and
- exhibits open mindedness and receptiveness to the views of others and ability to make considered judgment after hearing the views of others.

3. Nomination Procedures

(i) Candidate Identification

- Recommendations from Directors, management, major shareholders, or third-party referrals.
- Internal promotions or external candidates from independent sources.

(ii) Assessment and Evaluation

- Conducted by the NC based on the selection criteria.
- Additional assessment for Independent Director positions.

(iii) Recommendation and Decision

- NC makes recommendations to the Board.
- The Board discusses and decides on the appointment

(iv) Confidentiality

All information regarding nominations and candidates is confidential and will not be disclosed unless required by law or regulatory authorities.

4. Review of this Policy

The NC will review this Policy from time to time and make the necessary amendments taking into consideration the needs of the Company as well as any changes to the Malaysian Code on Corporate Governance by the Securities Commission Malaysia, Corporate Governance Guide by Bursa Securities, ACE Market Listing Requirements of Bursa Securities or any other regulatory requirements.

Any amendments to this policy shall be tabled to the Board for approval and made available on the Company's website. This Policy was adopted by the Board on 28 January 2026 and is made available on the Company's website at <https://redplanetgrp.com/>.

[The rest of this page has been intentionally left blank]