EONMETALL GROUP BERHAD
Registration No. 200301029197 (631617-D)
(Incorporated in Malaysia)

Directors' Fit & Proper Policy

1.0 POLICY STATEMENT

The Board of Directors (the "Board") of Eonmetall Group Berhad ("Company") and its subsidiaries (collectively referred to as the "Group") has established and adopted this Directors' Fit and Proper Policy ("Policy"). The Group is committed to set the tone and standard at the top by possessing integrity and good character to nurture an ethical culture which engenders ethical conduct throughout all levels, as well as complying with the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad, all applicable laws, rules and regulations including the constitutions of the Group, guidance, directives, amendments or re-enactments issued by the authorities from time to time.

This Policy demonstrates the Company's commitment to ensure Directors are able to fulfil their fiduciary obligations and to act honestly, integrity and competently in the course of daily business and operation activities.

2.0. OBJECTIVE OF THE POLICY

To set out the fit and proper criteria for the appointment and re-election of Directors on the Boards. The policy serves as a guide to the Nominating Committee ("NC") and the Board in their review and assessment of candidates that are to be appointed onto the Board as well as Directors who are seeking for appointment or re-election.

2.1. Scope and Application

The Company shall strive to prudently manage board quality and ensure that the Directors are fit and proper through the following actions:

(a) Committing to promote values of integrity, transparency and good governance;

(b) Strengthening internal systems that support the assessment of its Directors; and

(c) Complying with laws, policies and procedures relating to good governance.

2.2. Commitment

The NC (with the assistance of the Company Secretary, where appropriate) is responsible for the review and assessment of candidates that are to be appointed as Directors as well as existing Directors who are seeking for appointment or re-election as Directors and making recommendations to the Board on these matters.

3.0. CRITERIA OF FIT AND PROPER PERSON

For the purpose of determining whether a person is a fit and proper person, the following criteria may be taken into consideration:
(a) Character and integrity;
(b) Experience and competence; and
(c) Time and commitment.

The assessment of the above criteria shall have regard to the considerations set out below in paragraphs 3.1 to 3.3 of this Policy.

3.1. Character and Integrity

(1) Have not been disqualified from acting as a Director of any corporation, or from taking part directly or indirectly in the management of any corporation.

(2) Has not been refused the right or restricted in any trade, business or profession, for which a specific licence, registration or other authorization is required by law in any jurisdiction.

(3) Has not been subject to any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on my part that relates to the capital market.

(4) Has not been charged or convicted of any offence or is being subject to any pending proceedings which may lead to a conviction under laws in any jurisdiction.

(5) No judgment was entered against personnel, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on any part, involving a breach of law or regulatory requirements.

(6) Has not been unable to fulfil any of its or his/her financial obligations in and out of Malaysia.

(7) Has not entered into a compromise or scheme of arrangement with any creditors.

(8) Has not been subjected to a judgment debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.

(9) Has not been subject to petition under any bankruptcy or insolvency laws filed (and not struck out) on a personnel basis or any partnership in which he/she was a partner or any corporation of which he/she was a Director or member of key senior management.

3.2. Experience and Competence

(1) Has reasonable past performance or expertise in the relevant person's business or duties, in and out of Malaysia.

(2) Has satisfactory educational qualification or experience, relevant skills and knowledge in relation to the nature of the duties to be performed.

(3) Possesses knowledge of listing requirements, corporate governance and sustainability issues.

(4) Have the willingness to maintain effective internal control systems and risk management practices.

(5) Has shown the ability to articulate views independently, objectively and constructively.

3.3. Time and Commitment

(1) Has no concurrent responsibilities which would contribute to a conflict of interests or otherwise impair the ability to discharge duties.

(2) Able to devote time as a board member, having factored in other outside obligations.

(3) Demonstrates willingness to participate and contribute in the board meetings.

4.0. IMPLEMENTATION

4.1 The NC will review and assess each candidate that is to be appointed onto the Board as well as Directors who are seeking for election or re-election based on the criteria set under paragraph 3.0 before recommending to the Board for approval.

4.2 For the appointment of a new Director, the candidate is required to complete the Prospective Directors Information.

5.0. PERIODIC REVIEW

The NC reserves the right to amend or modify this Policy in whole or in part, at any time necessary so to do. The NC shall recommend any change to the Policy as the NC deems appropriate to the Board for approval.