



SENTORIA GROUP BERHAD
(Registration No. 199801007217 (463344-K))

DIRECTORS' FIT AND PROPER POLICY

1. INTRODUCTION

Sentoria Group Berhad (the “Company”) has established a Directors’ Fit and Proper Policy (this “Policy”) for the appointment and re-appointment/re-election of directors of the Company and its subsidiaries (the “Group”) to ensure that each of its directors has the character, experience, integrity, competence and time to effectively discharge his/her role as a director of the Group. This Policy is made publicly available on the Group’s corporate website.

2. FIT AND PROPER CRITERIA

The fix and proper criteria, among others are as follow:-

(i) Character and Integrity

(a) Probity

- Comply with legal obligations, regulatory requirements and professional standards;
- Has not been obstructive, misleading or untruthful in dealings with regulatory bodies or court;

(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 professional conduct;
- Service contract (in the capacity of management or Director) had not been terminated in the past due to concerns on personal integrity;

(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

- 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, where that failure has been occasioned in part by deficiencies in that management.

(ii) Competency and Capability

- (a) The Nomination Committee of the Company responsible for reviewing and assessing annually the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each existing individual Director and thereafter, report its findings to the Board.

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(b) The Nomination Committee of the Company shall recommend to the Board, the potential candidates for appointment as Directors as well as Directors who are seeking for re-appointment/re-election in the Company for approval of the shareholders at the forthcoming Annual General Meeting by considering the following:-

- Possess appropriate qualification, relevant skills, knowledge, practical experience and professionalism;
- Ability and capability to carry out the role and responsibilities as a director effectively in the best interest of the Group as well as understanding of good corporate governance best practices and inherent risks; and
- Has satisfactory past performance or expertise in the nature of the business of the Group.

(iii) 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 Directors across listed issuers and non-listed entities (including not-for-profit organizations);
- (b) Participation and Contribution in the Board or track record
- Demonstrate willingness to participate actively in Board activities;
 - Demonstrate willingness to devote time and effort to understand the businesses and exemplify readiness to participate in events outside the boardroom;
 - Manifest passion in the vocation of a Director;
 - Exhibit ability to articulate views independently, objectively and constructively; and
 - Exhibit open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

3. REVIEW OF THIS POLICY

This Policy shall be reviewed by the Nomination Committee periodically and recommend any changes to this Policy as deems appropriated to the Board for approval to ensure its relevance and in line with the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Malaysian Code on Corporate Governance and all other relevant rules and regulations.