



# SKYECHIP BERHAD

Registration No. 201901014484 (1323812-D)  
(Incorporated in Malaysia)

## Fit & Proper Policy

## Revision History

Revision	Revision Description	Author	Approved by	Effective Date
00	NEW Document	Company Secretary	Board	24 October 2025
01				
02				

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## 1. Introduction

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- 1.1 SkyeChip Berhad (“**SkyeChip**” or “**Company**”) and its subsidiaries (“**SkyeChip Group**” or “**Group**”) are committed to meeting their obligation in complying with Paragraph 15.01A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**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; ensure the policy addresses board quality and integrity and will aid the listed issuer to comply with Paragraph 2.20A of the MMLR and make the policy available on the listed issuer’s website. In accordance with Paragraph 15.08A(3) of the MMLR, the listed issuer must include in its annual report a statement of activities of the nomination committee in the discharge of its duties for the financial year. Such statement must include, among others, the application of the listed issuer’s fit and proper policy in the nomination and election of its directors.

## 2. Objective

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- 2.1 The objective of this Fit and Proper Policy (“**Policy**”) is to set out the Group’s approach to the assessment on the fitness and propriety of the Responsible Persons (as defined herein) to ensure that they have the character, experience, integrity, competence and commitment of time to effectively discharge their roles and responsibilities which include diligence, honesty and judgement to perform properly the duties of that position, in tandem with good corporate governance practices.

## 3. Definitions and Interpretations

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- 3.1 In this Policy, the following shall apply:

“**Board**” means the Board of Directors of the Company.

“**Bursa Securities**” means Bursa Malaysia Securities Berhad.

“**Directors**” means all independent and non-independent directors, executive and non-executive directors of the Group and shall also include alternate or substitute directors.

“**GHR**” means the Group Human Resource of the Group.

“**Key Officers**” includes Chief Executive Officer (“**CEO**”) or Chief Financial Officer (“**CFO**”) or other C-suite officers and any person performing a senior management function who has primary or significant responsibility for the financial management and performance of significant business activities; and any person who has primary or significant responsibility for key control functions.

“**MMLR**” means the Main Market Listing Requirements of Bursa Securities.

“**MCCG**” means the Malaysia Code on Corporate Governance revised and updated on 28 April 2021 by the Securities Commission Malaysia.

“**NC**” or “**Committee**” means the Nomination Committee of the Board.

“**PDPA**” means Personal Data Protection Act 2010.

“**Responsible Persons**” means individuals including any person identified to be appointed as a Director or to continue holding the position as a Director within the Group, Key Officers and Senior Management to ensure the respective individual have the character, experience, integrity, competence and time to effectively discharge his/her role and responsibilities.

“**Senior Management**” means persons (other than a Director) who:

- (a) make or participate in decision making that affect the whole or substantial part of the Group’s business operations;
- (b) have the capacity to affect significantly the Group’s business operations or its financial standing; or
- (c) may materially affect the whole, or a substantial part of the Group’s business operations or its financial standing through their responsibility for:
  - (i) enforcing policies and implementing strategies approved by the Board;
  - (ii) developing and implementing systems used to identify, assess, manage or monitor risks in relation to the Group’s business operations, or
  - (iii) monitoring the appropriateness, adequacy and effectiveness of risk management frameworks; or
- (d) are otherwise an executive officer of the Group.

All terms used herein are in a gender-neutral sense.

#### **4. Scope and Oversight**

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4.1 This Policy falls under the purview of the NC in accordance with its Terms of Reference.

#### **4.2 The Board’s Commitment and Responsibility**

- (1) In the application of this Policy, the Board and the NC are primarily responsible in ensuring that all Responsible Persons fulfil the fit and proper criteria and requirements by conducting the assessment for fitness and propriety of the Responsible Persons.
- (2) The Board is committed in ensuring that each Key Officer or Senior Management possess the necessary skills and experience in fulfilling the roles that they hold and will make all final determinations on the fitness and propriety of the Responsible Persons.

#### 4.3 The NC's Responsibility

The NC is responsible for the following:

- (a) The assessment on existing Directors for reappointment, or candidates for nomination for appointment as Directors and make recommendations to the Board on these matters;
- (b) Ensuring that appropriate fit and proper assessments are carried out for each Responsible Person, including using the services of credible 3<sup>rd</sup> party service providers where necessary and appropriate;
- (c) Reporting to the Board about any matters that are relevant to a particular assessment of a Responsible Person's fitness and propriety;
- (d) Providing information to the Board on matters concerning the criteria and procedure for fit and proper assessments including addressing any gaps in the assessment; and
- (e) Ensuring that the Group takes all reasonable steps to protect the information and documents, which are collected for fit and proper assessments purposes from misuse, unauthorised access, modifications or disclosure.

### 5. Fit and Propriety Standards

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#### 5.1 Responsible Persons

- (1) The NC shall periodically assess the suitability of the candidates prior to recommending to the Board for appointment and/or reappointment as well as the fitness and propriety of the Responsible Persons.
- (2) The assessment shall have regard to the considerations set out below of this Policy.

#### 5.2 Fit and Proper Criteria

- (1) For the purpose of establishing whether the Responsible Persons are fit and proper, the Group shall have regard to the person's:
  - (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.
- (2) The assessment to the above criteria shall have regard to the considerations set out below in paragraphs 4.3 to 4.5 of this Policy.

### 5.3 Character and Integrity

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

(1) Probity

- (a) whether the person has complied with legal obligations, regulatory requirements and professional standards, government or any agencies either in Malaysia or elsewhere and has not been the subject of any legal or disciplinary proceedings either civil or criminal in nature; and
- (b) whether the person has at any time shown a strong objection or lack of willingness to cooperate with regulatory authorities resulting in a failure or potential failure to comply with legal, regulatory and professional requirements and standards including, but not limited to compliance with tax requirements and obligations.

(2) Personal Integrity

- (a) whether the person has 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;
- (b) whether the person had been terminated, asked to resign or has resigned from the employment in the past due to concerns on personal integrity; and
- (c) whether the person had abused other positions (i.e. political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance.

(3) Financial Integrity

- (a) whether the person manages personal debts or financial affairs satisfactorily; and
- (b) whether the person demonstrates the ability to fulfill personal financial obligations as and when they fall due.

(4) Reputation

- (a) whether the person is of good repute in the society, financial and business community;
- (b) whether the person has been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years; and
- (c) whether the person has 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.

#### 5.4 Experience and Competence

Experience and competence are demonstrated by a person who possesses the relevant education, knowledge, experience and competence to understand the technical requirements of the business and the management process required to perform his/her role as a responsible person in the relevant capacity effectively. In assessing the person's experience and competence, the NC and the Board should consider matters including, but not limited to the following:

- (1) Qualifications, training and skills
  - (a) whether the person has the appropriate qualifications and training that are relevant to the skillset that the Director is earmarked to bring to the board (i.e. match to the Board's skill set matrix);
  - (b) for the re-election of directors, whether the person had satisfactory past performance or expertise and/ or had experiences in leading or driving governance, business performance or operations with good past performance track records gathered from board effectiveness evaluation;
  - (c) whether the person possesses general management skills as well as understanding of corporate governance and sustainability issues;
  - (d) whether the persons keep knowledge current based on continuous professional development; and
  - (e) whether the person possesses management and leadership capabilities and a high level of emotional intelligence.
- (2) Relevant experience and expertise
  - (a) whether the person possesses relevant experience and expertise with due consideration given to length of past service, nature and size of businesses, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.
- (3) Relevant past performance or track record
  - (a) whether the person had a career of occupying a high-level position in a comparable organization or otherwise, and was accountable for driving or leading the organisation's governance, business performance, operations or risk management; and
  - (b) whether the person possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

## 5.5 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:

- (1) Ability to discharge role having regard to other commitments
  - (a) whether the person is able to devote sufficient time as a board member, having factored other external obligations including concurrent board positions held by the director across the company and other listed or non-listed companies (including not-for-profit organisations).
- (2) Participation and contribution in the board or track record
  - (a) demonstrates willingness to devote time and effort to understand the businesses, as well as participate actively in board deliberations and/or activities whilst maintaining his/ her integrity;
  - (b) exhibits ability to articulate views independently, objectively and constructively; and
  - (c) exhibits open-mindedness to the views of others and ability to make a considered judgement after hearing the views of others.

## 6. Assessment Process

### 6.1 Assessment Process

- (1) Fit and proper assessments will be conducted prior to appointment, re-election and whenever the Board or the NC becomes aware of information that may materially compromise the Responsible Persons fitness and propriety.
- (2) The process for assessing the fitness and propriety of the Responsible Persons entails the following steps:

Step	Appointment of New Director	Existing Director	Additional Director
(A)	<ul style="list-style-type: none"> <li>➤ Identification of skills applicable/ required for new candidates</li> <li>➤ Selection of candidates</li> </ul>	Re-appointment and/or evaluation of existing directors, as the case may be	<ul style="list-style-type: none"> <li>➤ Additional Director requested by shareholders collectively represent not less than 10% of the paid-up capital of the Company as at the date of the requisition for the sole purpose of Board representation for their interest in the voting shares in the Company</li> </ul>
(B)	<ul style="list-style-type: none"> <li>➤ "Fit and Proper" assessment by the NC based on the criteria in section 4 above</li> </ul>		

Step	Appointment of New Director	Existing Director	Additional Director
(C)	<ul style="list-style-type: none"> <li>➤ The NC's evaluation, deliberation and confirmation that the Responsible Person is fit and proper for the Board and the Group's purposes</li> <li>➤ Recommendation by the NC for the Board's approval</li> </ul>		
(D)	Interaction with the new candidate(s), if required	NA	Interaction with the candidate
(E)	Decision by the Board on the recommended appointment of the new director	Decision by the Board on the recommended re-appointment/ evaluation of the existing director, as the case may be	Decision by the Board on the recommended appointment of the new director

- (3) A person who has been identified for appointment as the Responsible Persons of the Group shall be required to make a fit and proper declaration in the form as set out in Appendix of this Policy ("**Fit and Proper Declaration Form**") or in such other forms as the NC may from time to time prescribe or approve. All Responsible Persons (and potential Responsible Persons) will be provided with a copy of this Policy prior to their appointments and prior to the commencement of any further assessment.

## 6.2 Fit and Proper Criteria and Prudent Judgement

- (1) The Group will make its decision based on the provision of information as outlined within this policy. The Group will also make reasonable enquiries to obtain relevant information that can be taken into account in making a fit and proper assessment, in addition to the Fit and Proper Declaration Form completed by the Responsible Persons.
- (2) 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.

## 6.3 Failure to Meet Fit and Proper Criteria

- (1) 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 Responsible Person is required to resign, or their appointment will be terminated immediately.

#### 6.4 **Disclosure of Information Relevant to a Fit and Proper Assessment**

- (1) All Responsible Persons are required to disclose to the Group all information that may be relevant to a fit and proper assessment. The Group will take all reasonable steps to ensure compliance with PDPA in collecting and using the information about Responsible Persons as part of the assessment process.
- (2) Conflict of interest is required to be disclosed by the Responsible Persons on initial appointments and on an ongoing basis, or for directors, being given the opportunity to declare any interests at each Board meeting.
- (3) All information provided by the Responsible Persons is required to be true, accurate and complete for submission to the NC/Company.

### 7. **Document Retention and Reporting**

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- 7.1 The Group will maintain on file information related to the fit and proper assessment of all current and past Responsible Persons.

### 8. **Disclosures**

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- 8.1 All 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 PDPA in collecting and using the information about Responsible Persons as part of the assessment process.
- 8.2 The information gathered from the assessments shall be strictly for the NRC's use for the purpose of the assessment and not for public disclosure.
- 8.3 Conflict of interest is required to be disclosed by all Responsible Persons on their respective appointment and thereafter, on an ongoing basis. All information provided by the Responsible Person is required to be true, accurate and complete for submission to the NRC/Company.

### 9. **Deeming Provision**

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- 9.1 The provisions under this Policy have been drafted in a manner to also incorporate the provisions under the MMLR, MCCG and other statutes, regulations and guidelines applicable to the Policy. In the event the applicable provisions of the MMLR, MCCG and/or relevant governing statutes, regulations and guidelines relating to the Policy are from time to time amended, modified or varied, such amendments, modifications and variations shall be deemed inserted herein whereupon this Policy shall be read and construed subject to and in accordance with the amended, modified or varied MMLR, MCCG, statutes, regulations and guidelines

## 10. **Revision to the Policy**

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- 10.1 The Policy shall be reviewed by the NC annually and as when necessary to ensure its relevance in aiding the Committee to discharge its duties and responsibilities vis-à-vis changes in corporate and employment laws and regulations that may arise from time to time.
- 10.2 Any revision or amendment to the Policy, as proposed by the Board Committees or any third party, shall first be presented to the Board for its approval. Upon the Board's approval, the said revision or amendment shall form part of the Policy and the Policy shall be considered duly revised or amended.
- 10.3 This Policy must be made available on the Company's website, if so required.

**SKYCHIP BERHAD**

Registration No. 201901014484 (1323812-D) | Incorporated in Malaysia

APPENDIX  
**STRICTLY CONFIDENTIAL**

**Declaration of Fit and Proper by Responsible Person**

1. Full Name (as per NRIC / Passport) : [Click or tap here to enter text.](#)  
\_\_\_\_\_
2. Date of Birth : [Click or tap here to enter text.](#)  
\_\_\_\_\_
3. NRIC / Passport No. : [Click or tap here to enter text.](#)  
\_\_\_\_\_
4. Nationality / Citizenship : [Click or tap here to enter text.](#)  
\_\_\_\_\_
5. Residential Address : [Click or tap here to enter text.](#)  
\_\_\_\_\_
6. Service Address (if different from Residential Address) : [Click or tap here to enter text.](#)  
\_\_\_\_\_

Criteria		YES	NO
<b>(A) Character and Integrity</b>			
(1)	I 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;  If yes, please state details: <a href="#">Click or tap here to enter text.</a>	<input type="checkbox"/>	<input type="checkbox"/>
(2)	I have not contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;  (For example, provisions in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Companies Act 2016)  If yes, please state details: <a href="#">Click or tap here to enter text.</a>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

**Declaration of Fit and Proper by Responsible Person**

Criteria	YES	NO
<p>(3) I or any business in which I have a controlling interest or exercises significant influence, have not been investigated, disciplined, suspended, or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;</p> <p>If yes, please state details: <a href="#">Click or tap here to enter text.</a></p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>(4) I 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;</p> <p>If yes, please state details: <a href="#">Click or tap here to enter text.</a></p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>(5) I 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;</p> <p>If yes, please state details: <a href="#">Click or tap here to enter text.</a></p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>(6) I 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;</p> <p>If yes, please state details: <a href="#">Click or tap here to enter text.</a></p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>(7) I 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;</p> <p>If yes, please state details: <a href="#">Click or tap here to enter text.</a></p>	<input type="checkbox"/>	<input type="checkbox"/>

**Declaration of Fit and Proper by Responsible Person**

Criteria		YES	NO
(8)	<p>In the past, I have not acted unfairly or dishonestly in his dealings with his customers, employer, auditors, and regulatory authorities;</p> <p>If yes, please state details: <a href="#">Click or tap here to enter text.</a></p>	<input type="checkbox"/>	<input type="checkbox"/>
(9)	<p>I 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;</p> <p>If yes, please state details: <a href="#">Click or tap here to enter text.</a></p>	<input type="checkbox"/>	<input type="checkbox"/>
(10)	<p>I have not contributed significantly to the failure of an organization or a business unit;</p> <p>If yes, please state details: <a href="#">Click or tap here to enter text.</a></p>	<input type="checkbox"/>	<input type="checkbox"/>
(11)	<p>I have not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices;</p> <p>If yes, please state details: <a href="#">Click or tap here to enter text.</a></p>	<input type="checkbox"/>	<input type="checkbox"/>
(12)	<p>I am free from 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 responsible person which would be disadvantageous to the Company;</p> <p>If NO, please state details: <a href="#">Click or tap here to enter text.</a></p>	<input type="checkbox"/>	<input type="checkbox"/>

**Declaration of Fit and Proper by Responsible Person**

Criteria		YES	NO
(13)	I am and will be able to fulfill my financial obligations, whether in Malaysia or elsewhere, as and when they fall due;  If NO, please state details: <b>Click or tap here to enter text.</b>	<input type="checkbox"/>	<input type="checkbox"/>
(14)	To my knowledge, I have not been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.  If NO, please state details: <b>Click or tap here to enter text.</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>(B) Experience and Competency</b>			
(15)	I have the appropriate qualification, skills, experience and competence to effectively fulfill the role and responsibilities of my position;  <b>Please state details, in reverse chronological order:</b>	<b>Click or tap here to enter text.</b>	
(16)	I have satisfactory past performance or expertise in the nature of the business being conducted.  <b>(Please list in reverse chronological order and use separate sheet(s) if required).</b>	<b>Click or tap here to enter text.</b>	

**Declaration of Fit and Proper by Responsible Person**

Criteria		YES	NO
(17)	What do you consider to be your core area(s) of expertise?  (Please use separate sheet(s) if required)	Click or tap here to enter text.	
(18)	List of current and past directorship.  (Please use separate sheet(s) if required)	Click or tap here to enter text.	
<b>(C) Time and Commitment</b>			
(19)	I can allocate sufficient time to commit and perform my duties in the Company.  If NO, please state details: Click or tap here to enter text.	<input type="checkbox"/>	<input type="checkbox"/>
(20)	What kind of time commitments do you now have for your current activities?	Click or tap here to enter text.	
(21)	What would your time commitment be for the Board of Directors of SkyeChip Berhad and/or its subsidiaries?	Click or tap here to enter text.	

**Declaration of Fit and Proper by Responsible Person**

I, [Click or tap here to enter text.](#) NRIC / Passport No. [Click or tap here to enter text.](#) do hereby declare that the information provided in this Declaration of Fit & Proper by Responsible Person is true and correct, to the best of my knowledge.

Signature : \_\_\_\_\_  
Designation : [Click or tap here to enter text.](#)  
Date : [Click or tap to enter a date.](#)