



**I REIT MANAGERS SDN. BHD.**

Registration No. 202101014501 (1414801-X)

**FIT AND PROPER POLICY FOR THE BOARD  
OF DIRECTORS AND/OR CAPITAL MARKET  
SERVICE REPRESENTATIVE LICENCE  
(CMSRL) HOLDER**

## 1. INTRODUCTION

The Board of Directors (“**Board**”) of I REIT Managers Sdn Bhd (“**I REIT**” or “**Manager**”), the management company of AME Real Estate Investment Trust (“**AME REIT**”) has framed and adopted the Fit and Proper Policy for Director and/or Capital Market Service Representative Licence (“CMSRL”) Holder (“**Policy**”).

The Manager is committed to ensure that this Policy sets out the Board’s approach to the assessment of the fitness and propriety of individuals who hold, or who are to be appointed or be reappointed as a Director and/or CMSRL Holder are based on objective criteria, including merit and take into account diversity in skills, experience, age, cultural background, and gender.

Each Director and/or CMSRL Holder must have the character, experience, integrity, competence, and time to effectively discharge his/her role as a Director and/or CMSRL Holder.

This Policy shall ensure that individuals appointed as Director(s) or CMSRL Holder(s) possess the necessary qualifications, integrity, and commitment to uphold the Manager's and AME REIT’s objectives and corporate governance standards :-

- (i) serve as a guide to the Nomination and Remuneration Committee in their review and assessment of individuals that proposed to be appointed or to be reappointed onto the Board, and making recommendations on their proposed appointments/reappointments to the Board;
- (ii) serve as a guide to the Nomination and Remuneration Committee in their annual assessment on Director(s); and
- (iii) serve as a guide to the Board in their review and assessment of individual who are to be appointed or to be reappointed as a CMSRL Holder in the Manager in managing AME REIT.

## 2. FIT AND PROPER CRITERIA OF DIRECTOR AND/OR CMSRL HOLDER

### 2.1 Character and Integrity

#### Probity

- Complies with legal obligations, regulatory requirements and professional standards.

- Has not been obstructive, misleading or untruthful in dealings with regulatory bodies or courts.

#### 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 (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.

#### Financial Integrity

- Manages personal debts or financial affairs satisfactorily.
- Demonstrates ability to fulfil personal financial obligations as and when they fall due.

#### Reputation

- Maintains a reputation of integrity and professionalism within 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.
- Has not been substantially involved in the management of a business or company which has failed, where that failure was partly attributable to poor corporate governance or mismanagement.

## **2.2 Experience and Competence**

#### Qualifications, training and skills

- Possesses education qualification that is relevant to the skill set that the director and/or individual is earmarked to bring to bear onto the boardroom (i.e. a match to the board skill set matrix) and/or as CSMRL Holder.
- Has a considerable understanding on the workings of a corporation.
- Possesses general management skills 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.

#### 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.

#### Relevant past performance or track record

- Had a career of occupying a high-level position in a comparable organisation, and was accountable for driving or leading the organisation's governance, business performance or operations.
- Possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

### **2.3 Time and Commitment**

#### Ability to discharge role having regard to other commitments

- Able to dedicate sufficient time as a board member and/or CMSRL Holder, having factored other external commitments such as concurrent board positions held by a Director and/or CMSRL Holder across listed issuers and non-listed entities (including no-for-profit organisations), as well as other professional or personal commitments.

#### Participation and contribution in the board or track record by a Director

- Demonstrates willingness to participate actively in board activities.
- Demonstrates willingness to devote time and effort to understand the business 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 judgement after hearing the views of others.

### **3. FIT & PROPER ASSESSMENT**

The Fit and Proper Assessment outlined in Annexure 1 shall be conducted as follows:

1. For individuals proposed for appointment or reappointment as Directors of the Company, the assessment shall be carried out by the Nomination and Remuneration Committee.
2. For existing Directors, the assessment shall be conducted by the Nomination and Remuneration Committee at least once annually.
3. For individuals proposed for appointment or reappointment as CMSRL Holder, the assessment shall be conducted at least once annually by the Board, with facilitation by the Compliance Officer or Secretary of the Manager.

### **4. REVIEW OF THE POLICY**

This Policy shall be reviewed by the Nomination and Remuneration Committee every three (3) years or as required when internal or external events warrant a more frequent review to be undertaken.

This Policy is adopted by the Board on 12 April 2022. This Policy is reviewed and approved by the Board on 20 December 2024.

## ANNEXURE 1

### Declaration by Director/Capital Market Service Representative Licence (CMSRL) Holder

Section 1: Notification Type			
(Please tick <input checked="" type="checkbox"/> the relevant box)			
New Appointment	<input type="checkbox"/>	Re-election/Re-appointment of Director	<input type="checkbox"/>
Existing Director	<input type="checkbox"/>	CMSRL Holder	<input type="checkbox"/>

Section 2: Profile	
Personal details	
Name (as per NRIC)	
Date of Birth	
Gender	
Nationality	
Residential Address	
Present Occupation	
Email and Contact Number	

Section 3: Academic and Professional Qualification			
Qualification Type	Year	Educational Institution/ Professional Body	Degree/Diploma/ Certificate/Others
<i>Other qualification (please provide details)</i>			

Section 4: Work Experience					
Form (Month_Year)	To ( Month_Year )	Not in Employment (Yes/No)	Full Name of Organisation	Description and Duties and Responsibilities	CM/FS-related? (Yes/No)

**Section 5: Fit & Proper Assessment**

Character and Integrity <i>(Please tick ✓ the relevant box)</i>	YES	NO
1) Have you in Malaysia or elsewhere –		
a. been convicted of any offence, or are you currently involved in any proceedings which may lead to a conviction of any offence, involving bribery, fraud, dishonesty, mismanagement of an entity or violence?		
b. been convicted of an offence in respect of banking, securities and insurance laws?		
c. had judgement involving findings of fraud or other dishonesty, bribery, misrepresentation, breach of fiduciary duty or professional negligence against you, as the case may be, in any civil or criminal proceedings, or are you currently involved in any proceedings now pending that may lead to a judgement or conviction against you?		
d. engaged in any business practices appearing to Securities Commission Malaysia or any other relevant authorities and agencies., to be deceitful or oppressive or otherwise reflect discredit on your method of conducting business and or your professional conduct?		
e. have been dismissed, asked to resign or has been subjected to any disciplinary proceedings or actions from previous employment or from a position of trust, fiduciary appointment or similar position because of questions about involving honesty and integrity?		
f. been subject to any form of investigation, disciplinary proceedings, suspension, reprimand or actions by any professional or regulatory body, whether publicly or otherwise?		
<p>If <b>YES</b>, please specify details (i.e., nature of the offence, the circumstances in which the offence was committed and the time elapsed since the offence was committed):</p>          		

**Section 5: Fit & Proper Assessment**

Character and Integrity <i>(Please tick ✓ the relevant box)</i>	YES	NO
2) Have you been involved in the management of entity, in Malaysia or elsewhere, which at the time of your involvement in the entity, you and/or the entity –		
a. been convicted of any offence, or is subject to any proceedings which may lead to a conviction of any offence, involving bribery, fraud, dishonesty, mismanagement of an entity or violence?		
b. been convicted of an offence in respect of banking, securities and insurance laws?		
c. had judgement involving findings of fraud, dishonesty, violence, misrepresentation, breach of contract, breach of fiduciary duty or professional negligence given against it in any civil or criminal proceedings, or are there any proceedings now pending that may lead to such a judgement or finding?		
d. Contravened any written law for protecting members of the public against financial loss due to dishonesty, incompetence, or malpractice by persons concerned in the provision of financial services or the management of companies, or against financial loss due to the conduct of discharged or undischarged bankrupts.		
e. had a receiver and/or manager been appointed in respect of any of the assets of the said entity?		
f. entered into a compromise or arrangement with creditors or members?		
g. had a petition presented in a court for its winding up?		
h. been subjected to any form of disciplinary proceedings or action by, or, entered into a settlement with, any regulatory, supervisory or professional body?		

If **YES**, please specify details (i.e., nature of the offence, the circumstances in which the offence was committed and the time elapsed since the offence was committed):

Section 5: Fit & Proper Assessment		
Character and Integrity <i>(Please tick ✓ the relevant box)</i>	YES	NO
3) Have you at any time been prohibited from one or more of the following under an order made, or a notice given, under Malaysia law or the law of an overseas jurisdiction:		
a. being a director of an entity; or		
b. being a promoter of an entity; or		
c. being concerned with or taking part in the management of an entity.		
If YES, please specify details:		
Experience and Competence <i>(Please tick ✓ the relevant box)</i>	YES	NO
4) I have –		
a. the appropriate qualifications, training, skills, and practical experience required to satisfactorily discharge the responsibilities of director and/or CMSRL Holder that I hold or seek appointment to.		
b. commitment to effectively fulfil the role and responsibilities as a director and/or CMSRL Holder having regard to my other commitments.		
c. satisfactory past performance or expertise in the nature of the business being conducted (Select “No” in case of “Not Applicable”)		
d. not been engaged in or associated with any other business practices or otherwise conducted myself in such a way as to cast doubt on my competence and soundness of judgment.		
e. been authorised in any capacity, either to practise any profession or to carry on any occupation, trade or business, in or relating to the capital markets or financial services industry, for which authorisation is required in Malaysia or elsewhere.		
f. been refused the right to in any capacity, either to practise any profession or to carry on any occupation, trade or business, in		

Section 5: Fit & Proper Assessment		
or relating to the capital markets or financial services industry, for which authorisation is required in Malaysia or elsewhere.		
<b>Financial Soundness</b> <i>(Please tick ✓ the relevant box)</i>	<b>YES</b>	<b>NO</b>
5) I have –		
a. not been the subject of a judgement debt which is unsatisfied, whether in Malaysia or elsewhere		
b. not been subject of a bankruptcy petition, whether in Malaysia or elsewhere.		
c. not been an undischarged bankrupt, whether within or outside Malaysia		
d. been and will be able to fulfil my financial obligations, whether in Malaysia or elsewhere, as and when they fall due		

Section 6: Conflict of Interest or Potential Conflict of Interest (Please tick <input checked="" type="checkbox"/> the relevant box)	YES	NO
6) Do you have both direct and indirect interest in AME REIT and AME Elite Consortium Berhad and its subsidiaries (collectively referred to as “ <b>AME Group</b> ”), including I REIT Managers Sdn Bhd (“I REIT”)?	<input type="checkbox"/>	<input type="checkbox"/>
If <b>YES</b> , please specify:-		
7) Do you have any relatives or extended family members (“ <b>Person Connected</b> ”) <sup>1</sup> holding directorship or share in I REIT, AME Real Estate Investment Trust (“AME REIT”), AME Group?	<input type="checkbox"/>	<input type="checkbox"/>
If <b>YES</b> , please provide details of the following: (i) Full name of the Person Connected (ii) Your relationship with the Person Connected (iii) If applicable, the number of shares and indirect shareholding of the Person Connected in AME.		
8) Do you have Person Connected who is working in AME Group?	<input type="checkbox"/>	<input type="checkbox"/>
If <b>YES</b> , please provide details of the following: (i) Full name of the Person Connected (ii) Your relationship with the Person Connected		
9) Do you or your Person Connected have businesses outside which are similar or may otherwise compete, or which may influence the performance of AME Group?	<input type="checkbox"/>	<input type="checkbox"/>
If <b>YES</b> , please provide details of the following: (i) Names of such business/company (ii) Nature, principal activities and principal geographical markets of such company/business (iii) Your role or the role of your Person Connected in the said company/business (iv) Percentage of the direct and indirect shareholdings by you and/or the Person Connected in the said company/business		
10) Have you held or are you currently holding any position in statutory/regulatory bodies within or outside Malaysia?	<input type="checkbox"/>	<input type="checkbox"/>
If <b>YES</b> , please specify:-		

<sup>1</sup>Person Connected shall have the meaning given in Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Section 6: Conflict of Interest or Potential Conflict of Interest (Please tick ✓ the relevant box)	YES	NO
11) Have you held or are you currently holding any position as Member of Parliament, State Assemblyman or holds a position at the Supreme Council or division level in a political party?		
If <b>YES</b> , please specify:-		

Section 7: Interest in Securities <i>(Please tick ✓ the relevant box)</i>					YES	NO
<p>12) Have you purchased/sold securities that are quoted on a stock exchange in Malaysia, whether directly or indirectly (which includes purchases/sales through your own nominees for/on behalf of your relatives) for your own account during the 12 months immediately preceding the date of this Declaration?</p> <p>If <b>YES</b>, please select one of the options below:</p> <ul style="list-style-type: none"> <li>i. Information is attached as supporting document(s) with this Declaration</li> <li>ii. Information is outlined in the table below:</li> </ul>						
Name of Securities	No. of Securities	Price	Acquisition /Disposal	Other Consideration	Date of Contract	

<b>Section 8: Directorship</b> <i>(Please tick ✓ the relevant box)</i>					<b>YES</b>	<b>NO</b>
13) Are you a director of any corporation, wherever incorporated?  If <b>YES</b> , please select one of the options below: <ul style="list-style-type: none"> <li>i. Information is attached as supporting document(s) with this Declaration</li> <li>ii. Information is outlined in the table below:</li> </ul>						
Name of Corporation	Nature of Business	Place of Incorporation	Date of Appointment as Director	Nature of Appointment (Independent/Non-Independent and Executive/Non-Executive)		

<b>Section 9: Ownership</b> <i>(Please tick ✓ the relevant box)</i>					<b>YES</b>	<b>NO</b>
14) Do you own, either directly or indirectly, 5% or more of the voting securities of any corporation, wherever incorporated?  If <b>YES</b> , please select one of the options below: <ul style="list-style-type: none"> <li>i. Information is attached as supporting document(s) with this Declaration.</li> <li>ii. Information is outlined in the table below:</li> </ul>						
Name of Corporation	Nature of Business	Place of Incorporation	% Ownership	Paid Up Capital (RM)		

## **TRUE AND CORRECT INFORMATION**

I hereby –

- a. declare that the information provided in this Declaration and its annexures (if any) are true and correct;
- b. undertake to immediately inform the Manager and/or AME REIT in writing upon any change in circumstances, that would affect the correctness and completeness of any information in which I have provided in this Declaration; and
- c. acknowledge that the Manager and/or AME REIT may conduct checks and obtain references to establish that I am a Fit and Proper person and I provide my consent to the Manager and/or AME REIT to perform any relevant checks, and that any false statement I make in this Declaration may lead to dismissal or removal from the Board and/or from the position I have been appointed to.

## **Signature**

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Name:

Date: