

ALPHA IVF GROUP BERHAD
[Registration No. : 202101005100 (1405399-X)]

FIT AND PROPER POLICY

Purpose

1. The primary objective of this Fit and Proper Policy (“**Policy**”) is to set out the criteria to guide the Nomination Committee (“**NC**”) and the Board in their review and assessment of candidates proposed to be appointed as Directors and key senior management of Alpha IVF Group Berhad (“**AIG**” or “**the Company**”) and its subsidiaries (“**the Group**”).
2. To ensure a transparent and rigorous process for the appointment and/or re-election of Directors and members of key senior management of the Group.
3. The NC shall be guided by this Policy in assessing the candidates before making relevant recommendations to the Board on the proposal regarding appointment as Directors and/or key senior management, as well as re-election of Directors of the Group. The Board is to approve such proposal and where necessary, make recommendation to the shareholders of the Company for approval at a general meeting.
4. This Policy aims to ensure that the Directors of the Group comply with Rule 2.20A of the ACE Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad by possessing the character, integrity, relevant range of skills, knowledge, experience, competence and are time-committed to perform their roles and responsibilities with the highest integrity and professionalism as well as to act effectively, honestly and in the best interests of the Group.

Fit and Proper Criteria

Any person to be appointed or re-appointed as a Director or key senior management of the Group must not be disqualified and has been assessed to have met the fit and proper criteria based on, at minimum, the following:-

- (i) Character and integrity;
- (ii) Experience and competence; and
- (iii) Time and commitment.

Character and integrity

- (a) 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.
- (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 (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 held in a manner that contravenes the principles of good governance.
- (c) Financial integrity
- manages personal debts or financial affairs satisfactorily; and
 - demonstrates ability to fulfil personal financial obligations as and when they fall due.
- (d) 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 5 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.

Experience and competence

- (a) Qualifications, training and skills
- possesses education qualification that is relevant to the skill set that the director is earmarked to bring onto the boardroom (i.e. a match to the board skill set matrix);
 - has a considerable understanding of the workings of a corporation;
 - possesses general management skills as well as understanding of corporate governance, best practices and sustainability matters;
 - keeps knowledge current based on continuous professional development; and
 - possesses leadership capabilities and a high level of emotional intelligence.
- (b) 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.
- (c) Relevant past performance or track record
- had a career of occupying a key senior management or director position in a comparable organisation, and was accountable for driving or leading the organisation's governance, business performance or operations; and
 - possesses commendable past performance record as gathered from the results of the Board effectiveness evaluation.

Time and commitment

- (a) Ability to discharge role having regard to other commitments
- able to devote time as a Board member, having factored in other outside obligations including concurrent board positions held by the Director across listed issuers and non-listed entities (including non-profit organisations).
- (b) Participation and contribution in the Board or track record
- 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 to the views of others and ability to make considered judgment after hearing the views of others.

Review and Revision of the Policy

This Policy will be reviewed periodically or as and when necessary by the NC and make recommendation(s) to the Board for approval on any revision to this Policy.