



NTT DATA Payment Services Sdn. Bhd.  
(formerly known as GHL Systems Sdn. Bhd.)  
Director's Fit & Proper Policy

NTT DATA Payment Services Sdn. Bhd.  
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## VERSION CONTROL

Version	Approval Date	Prepared by	Approved by
1.0	26/05/2022	Group Legal, Compliance & Sustainability	Board of Directors
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## PART 1 POLICY OBJECTIVES

- 1.1 The objective of this Director's Fit & Proper Policy ("Policy") is to guide the Board of Directors of NTT DATA Payment Services Sdn Bhd (the "Company") ("Board") in their review and assessment of potential candidates for appointment as Directors as well as Directors who are seeking re-election in the Company and/or its subsidiaries.
- 1.2 This Policy is to ensure that Directors must possess the character, integrity, relevant range of skills, knowledge, experience, competence and time commitment to carry out their roles and responsibilities effectively in the best interest of the Company and/or its subsidiaries and its stakeholders.
- 1.3 The fit and proper criteria will be applicable at the time of appointment as a Director and on a continuing basis as all Directors of the Company and/or its subsidiaries are expected to conduct themselves with highest integrity and professionalism as well as to comply with all relevant legal and regulatory obligations.

## PART 2 FIT AND PROPER CRITERIA

- 2.1 In determining whether a candidate met the criteria outlined in this policy, the board shall consider the "fit and proper" criteria of a Director which include but are not limited to the following:
  - 2.1.1 Probity, Personal Integrity and Reputation
    - i. has not been the subject of any proceedings of a disciplinary or criminal nature, or has not been notified of any impending proceedings or of any investigations, which might lead to such proceedings;
    - ii. has not contravened any provision made by or under any written law designed to protect members of the public against financial loss due to dishonesty, incompetence or malpractice;
    - iii. has not contravened any of the requirements and standards of a regulatory body and professional body;
    - iv. the person and also the business in which the person has a controlling interest or exercises significant influence, must not has been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;
    - v. has 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 the person's honesty or integrity;

- vi. has not been a Director or has held a position of responsibility of, or directly related 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;
- vii. has not been a director of, or directly related in the management of any company or any entity where the license has been revoked;
- viii. is not involved in any business or in any other relationship which could materially pose a conflict of interest or interfere with the exercise of his judgment when acting in the capacity of a key responsible person which would be disadvantageous to the interest of the company.

#### 2.1.2 Competency and capability

- i. has the appropriate qualification, training, skills, practical experience and commitment to effectively fulfil the role and responsibilities of the position, having regard to their other commitments in which the person should only be a Director on the number of Boards of Companies as that specified and in compliance with the Bursa Main Market Listing Requirements, if applicable; and
- ii. preferably has a satisfactory past performance and experience as a Director in a Malaysia public listed company.

#### 2.1.3 Financial Integrity

- i. has been and/or has the ability to fulfil his or her financial obligations, whether in Malaysia or elsewhere, as and when they fall due; and
- ii. has not been the subject of any judgment debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.

Notwithstanding the above, the fact that a person may be of limited financial means does not in itself, affect the candidate's ability to satisfy the financial integrity criteria.

## PART 3 ASSESSMENT

- 3.1 The person must complete the Director's Self Declaration Form, which can be found in **Appendix A** herein.

- 3.2 The assessment results are part of the Company's internal documents and will not be disclosed to any third party.

## **PART 4 REVIEW OF THE POLICY**

- 4.1 The Board shall review and approve of any changes to this Policy that it deems appropriate. The Policy's terms will be assessed, reviewed, and updated as and when is needed, such as when the Malaysian Code on Corporate Governance or any other regulatory requirements change.

## APPENDIX A

### DIRECTOR'S SELF DECLARATION FORM

#### PART 1: PERSONAL DETAILS

1.	Full Name	
2.	Date of Birth	
3.	NRIC No/Passport No	
4.	Citizenship	
5.	Permanent Address	
6.	Correspondence Address (if different from above)	
7.	Telephone No	
8.	Email Address	

#### PART 2: DECLARATION

No	Questions	Yes	No
1.	Do you have any business or other relationship with any of the Directors or Shareholders of NTT DATA Payment Services Sdn Bhd?		
		If yes, please state details:	
2.	Do you have any interest, directly and/or indirectly in NTT DATA Payment Services Sdn Bhd?		
		If yes, please state details:	
3.			

	Do you have any relatives currently working in NTT DATA Payment Services Sdn Bhd?	If yes, please state details:	
4.	Have you ever been committed of any commercial and criminal crimes under the Laws of Malaysia or under the Laws of any other countries?		If yes, please state details:
5.	Have you been the subject of any proceedings of a disciplinary or criminal in nature, or has been notified of any impending proceedings or of any such investigations, which might lead to such proceedings?		If yes, please state details:
6.	Have you or the company where you are a director contravene any provision made by or under any written law such as the Anti Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001, the Malaysian Anti-Corruption Commission Act 2009, the Companies Act 2016, Capital Markets and Services Act 2007 and any other similar applicable laws in any other countries?		If yes, please state details:
7.	Have you or the company where you are a director been reprimanded by the regulators namely, the Securities Commission Malaysia, the Bursa Malaysia and/or the Suruhanjaya Syarikat Malaysia?		If yes, please state details:



8.	Have you been involved in any business or relationship which could materially pose a conflict of interest (directly or indirectly) or interfere with your judgment when acting as a director which is disadvantageous to the company?		
		If yes, please state details:	
9.	Have you been dismissed, asked to resign, or resigned from a position of trust, fiduciary appointment, or similar position due to concerns about your honesty or integrity?		
		If yes, please state details:	
10.	Have you been a director or has held a position of responsibility of, or directly related 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?		
		If yes, please state details:	
11.	Are you currently a Director in any Board of any public listed companies listed on the Bursa Malaysia?		
		If yes, please state details:	
12.	Have you served as a director or been directly related to the management of any company or any entity whose license has been revoked?		
		If yes, please state details:	

13.	Have you been the subject of any judgment debt which is unsatisfied, either in whole or in part or has been adjudged a bankrupt or has been served with a Bankruptcy Notice or the subject of any bankruptcy or insolvency proceedings or winding up proceedings within and outside of Malaysia?	<table border="1"> <tr> <td></td> <td></td> </tr> <tr> <td colspan="2">If yes, please state details.</td> </tr> </table>			If yes, please state details.	
If yes, please state details.						
14.	Do you hold a post in any political party within and outside of Malaysia?	<table border="1"> <tr> <td></td> <td></td> </tr> <tr> <td colspan="2">If yes, please state details:</td> </tr> </table>			If yes, please state details:	
If yes, please state details:						

I, ..... (NRIC/Passport No: ..... ) hereby solemnly affirm and declare that the above responses are true and correct. I further hereby irrevocably authorize the Company to conduct background check, if necessary, which may include but not limited to, any prior or current employment verification, professional reference checks, education confirmation and/or criminal record and credit checks for the purpose of my appointment as a Director of NTT DATA Payment Services Sdn Bhd.

.....  
Signature:

.....  
Name:

.....  
Date: