



EMITS BERHAD

[Registration No. 202501005450 (1606864-T)]
(Incorporated in Malaysia)

DIRECTORS' ASSESSMENT POLICY

1. INTRODUCTION

The Board of Directors ("**Board**") and Chief Executive Officer ("**CEO**") of Emits Berhad ("**the Company**") provides strategic leadership that influences the financial position and future direction of the Company and its subsidiaries ("**the Group**"). As such, persons in these positions should have the necessary qualities, integrity, credibility, competencies and experience that will allow them to perform the duties and carry out the responsibilities required of the position in the most effective manner.

This Directors' Assessment Policy ("**Policy**") sets out the criteria to be used in the assessment of Directors and CEO.

2. OBJECTIVES

The objectives of this Policy are as follows:-

- (a) Review the pre-determined roles of the Board and individual Directors as set out in the Board Charter;
- (b) Assess the Board's effectiveness;
- (c) Annually assess the Directors in discharging their duties and responsibilities;
- (d) Individually assess the quality of each Director's contribution to general discussions, business proposals, strategic planning and governance responsibilities; and
- (e) Evaluate the effectiveness and efficiency of the CEO in executing the Group's strategy to achieve business objectives.

3. CRITERIA

- 3.1 The Nomination Committee ("**NC**") has developed the following criteria to be used in the assessment of Board and Board Committee:-

(A) Board Structure

- (i) Should have appropriate composition and committees;
- (ii) Should have right mix of skills and experience;
- (iii) Should work constructively as a team;
- (iv) Should have a clear definition on roles and responsibilities of the Board and Individual Directors in the Board Charter;
- (v) Should enhance the quality of the Management's decision-making and engage constructively with the Management to stimulate its thinking and performance;
- (vi) Should provide continuing training programmes to keep all Directors up to date with the latest developments in the market industry and regulatory environment;
- (vii) Should consist of a good balance of Independent Directors and Executive Board members and that Independent Directors have an adequate degree of independence; and
- (viii) Should have a clear definition on matters reserved for the Board.

(B) Board Operations

- (i) Should hold board meeting with appropriate frequency;
- (ii) The information on the agenda items is provided well in advance of Board meetings;
- (iii) The information is adequately provided to help the Directors understand the important issues and trends in the business prior to Board meetings;
- (iv) The information is adequately and sufficiently supplied for good decision-making;
- (v) Should have adequate time allocated between board discussions and management presentations;
- (vi) The Board meetings should carry out in an open communication environment with meaningful participation and timely and constructive resolution of issues;
- (vii) Should resolve the potential areas of conflicts that may impair the independence of the Independent Directors;
- (viii) The Directors should have sufficient access to the Management and/or the Chairman of the Board; and
- (ix) Should ensure that all legal and ethical requirements are met satisfactorily and compliance systems are monitored.

(C) Board Roles and Responsibilities

- (i) Should understand its role, authority and priorities;
- (ii) Should understand the Company's values, mission, strategic and business plans;
- (iii) Should effectively review the Company's strategic plan;
- (iv) Should identify the relevant tools to monitor management's performance;
- (v) Should identify and manage risks;
- (vi) Should establish a succession plan for the CEO and senior management;
- (vii) Should consider its role in protecting shareholders' interests;
- (viii) Should rate the Board's deliberation of the Company's investor relations program in its decision-making process; and
- (ix) Should review the adequacy and integrity of the Company's system of internal controls.

(D) Board Chairman's Role and Responsibilities

- (i) Should build healthy boardroom dynamics and dealing effectively with dissent and working constructively towards consensus;
- (ii) Should oversee an effective decision-making process and ensure crucial alternatives are considered;
- (iii) Should have a good working relationship with the CEO and understand their respective roles; and
- (iv) Should aim to ensure the Board's workload is properly managed and, where appropriate, allocated to delegated committees with specific terms of reference approved by the Board.

(E) Board Committees

- (i) Should have right composition;
- (ii) Should provide useful recommendations in assisting the Board for better decision-making;

- (iii) The members of the Board Committees should have sufficient, recent and relevant expertise in fulfilling their roles;
- (iv) The Chairman of each Board Committee should properly discharge their responsibilities, deploy resources and expertise, and provide appropriate reporting and recommendations to the Board;
- (v) The appointment of the Chairman of the Board and Board Committees should consider the ability, experience and expected performance of the candidate;
- (vi) The quality of the Board Committee's communications to the Board;
- (vii) The Board should be informed on a sufficiently timely basis regarding the Board Committee's deliberation; and
- (viii) The members of the committees should carry out their duties in accordance with the terms of reference.

3.2 The NC has developed the following criteria to be used in the assessment of Directors:-

(A) Strategic

- (i) Should understand the critical issues affecting the Group;
- (ii) Should understand the Group's strategic direction;
- (iii) Should promptly provide input to Board discussion on strategic issues; and
- (iv) Should actively participate in Board deliberations.

(B) Ethical and Value-Driven

- (i) Should understand and commit to the Group's values and code of conduct;
- (ii) Should manage the conflicts of interest in the best interests of the Group;
- (iii) Should maintain confidentiality, where required;
- (iv) Should take shareholders and stakeholders into account in decision making; and
- (v) Should take strong constructive stands at board or committee meetings, when necessary.

(C) Competency and Capability

- (i) Should understand their role, duties and responsibilities as a Director; and
- (ii) Should have appropriate qualification, skills, practical experience to effectively fulfil; the role, duties and responsibilities.

(D) Commitment

- (i) Should devote sufficient time to carry out their responsibilities;
- (ii) Should commit to the Board on the time that will be spent as the Group's Director;
- (iii) Should devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes; and
- (iv) Should attend meetings regularly with preparation.

(E) Any other criteria contained in the Board Charter, Board Committees' Terms of Reference, Letter of Appointment and position description.

3.3 The Independent Director is subjected to the following criteria:-

(A) Independent

- (i) Should comply with the definition of Independent Director as stipulated in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (ii) Should bring independent and objective judgement to the Board;
- (iii) Should mitigate or avoid any conflict of interest or undue influence decisions-making; and
- (iv) Should act independently.

(B) Tenure

- (i) Pursuant to Practice 5.3 of the MCCG, the tenure of an Independent Director does not exceed a term limit of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board as a Non-Independent Director; and
- (ii) If the Board intends to retain an Independent Director beyond nine (9) years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

4. PROCEDURE FOR BOARD PERFORMANCE ASSESSMENT

4.1 The Chairman of the Board or NC should meet with each Director separately to seek the input in relation to:-

- (a) the performance of the Board;
- (b) the performance of the individual Directors;
- (c) the performance of each Board Committee;
- (d) the performance of the Chairman of the Board;
- (e) the performance of the CEO;
- (f) the performance of the Financial Director; and
- (g) their own performance.

4.2 The performance should be assessed quantitatively and qualitatively against criteria set in this policy;

4.3 The Chairman of the Board and NC should collect, collate and compound the inputs and provide an overview report for discussion by the Board;

4.4 The Board should undertake a formal and rigorous annual assessment of its own performance including suggestion for change or improvement, as well as any skills, training or development required over the forthcoming year;

4.5 The Board performance assessment should be conducted on an annual basis and the results of the performance assessment should be documented in a form of report.

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5. PROCEDURE FOR CEO PERFORMANCE ASSESSMENT

The Board should assess the CEO performance in relation to:-

- (i) Execute the Group's strategy through the efficient and effective implementation;
- (ii) Review the achievement of the Group's pre-set performance objectives based on qualitative and quantitative measures, these objectives form part of the Key Performance Indicators (KPIs) for the CEO;
- (iii) The Board should suggest the change or improvement, as well as any skills, training or development required by the CEO over the forthcoming year; and
- (iv) The CEO performance assessment should be conducted on an annual basis and the results of the performance assessment should be documented in a form of report.

6. CONTINUING TRAINING PROGRAMME

- 6.1 The Board or individual Directors should attend the relevant training programmes, seminars and forums to enhance their skills and knowledge on relevant new laws and regulations, changing commercial risk to keep abreast with the development in the economy, industry, technology and business environment within which the Group operates.
- 6.2 The Board or individual Directors should analyse the training needs on an annual basis. The Directors should devote sufficient time to the continuing training programme.

7. DISCLOSURE

- 7.1 The results of the evaluation processes are to be presented by the NC Chairman or a nominated member of the NC to the Board.
- 7.2 The Board should disclose in the Annual Report that it has conducted the Directors' Assessment.

8. REVIEW OF THIS POLICY

The NC will review this Policy periodically to ensure that it continues to remain relevant, appropriate and consistent with the Group's practices, Malaysian Code on Corporate Governance, ACE LR or any other applicable regulatory requirements, and the new changes and amendments of this Policy shall be promptly communicated to the Board and individual Directors. Any recommendation for revisions shall be submitted to the Board for approval.

9. REVISION OF THIS POLICY

The provisions of this Policy can be amended and supplemented from time to time as recommended by the NC to the Board for consideration and approval.

10. EFFECTIVE DATE

This Policy is effective from 11 November 2025.

History:-

Document No.	Version No.	Board's Approval Date	Effective Date
EMITS-009	1.0	11 November 2025	11 November 2025

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