

Directors' Assessment Policy

1. Introduction

The Board and Chief Executive Officer (“**CEO**”) of VSTECS Berhad (formerly known as ECS ICT Berhad) (“**VSTECS**” or the “**Company**”) provide strategic leadership that influences the financial position and future direction of The Group. As such, persons in these positions should have the necessary qualities, integrity, credibility, competencies and experiences that will allow them to perform the duties and carry out the responsibilities required of the position in the most effective manner.

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

2. Objectives

2.1. The policy is designed to:

- 2.1.1. Review the pre-determined roles of the Board and individual Directors as set out in the Board Charter;
- 2.1.2. Assess the Board's effectiveness;
- 2.1.3. Annually assess the Directors in the discharge of their responsibilities;
- 2.1.4. Individually assess the quality of a Director's contribution to general discussions, business proposals, strategic planning and governance responsibilities; and
- 2.1.5. Evaluate the effectiveness and efficiency of the CEO in executing The Group's strategies to achieve business objectives.

3. Criteria

3.1. The Nominating Committee has developed the following criteria to be used in the assessment of Board and Board Committees:

3.1.1. Board structure

- Should have appropriate composition and committees;
- Should have right mix of skills and experiences;
- Should work constructively as a team;
- Should have a clear definition on roles and responsibilities of the Board and Individual Directors in the Board Charter;
- Should enhance the quality of management decision-making and engage constructively with management to stimulate its thinking and performance;
- Should give continuing programmes to keep all Directors abreast with the latest developments in the market industry and regulatory environment;
- Should consist of a good balance of Independent Directors and Executive Board Members and that Independent Directors have an adequate degree of independence; and
- Should have a clear definition on matters reserved for the Board.

3.1.2. Board operations

- Should hold board meetings with appropriate frequency;
- The information on the agenda items is provided well in advance of board meetings;

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- The financial information is adequately provided to help Directors understand the important issues and trends in the business prior to board meetings;
- Should review and monitor the performances against the budget and business plans;
- The information is adequately and sufficiently supplied for good decision-making;
- Should have adequate time allocated between board discussions and management presentations;
- The board meetings should be carried out in an open communication environment with meaningful participation and timely and constructive resolution of issues;
- Should resolve potential areas of conflicts that may impair the independence of the Independent Directors;
- The Directors should have sufficient access to management and/or the Chairman; and
- Should ensure that all legal/ethical requirements are met satisfactorily and compliance systems are monitored.

3.1.3. Board roles and responsibilities

- Should understand its role, authority and priorities;
- Should understand the Company's values, mission, strategic and business plans
- Should effectively review the Company's strategic plan;
- Should identify the relevant tools to monitor management's performance;
- Should identify and manage risks;
- Should establish a succession plan for CEO and Senior Management;
- Should consider its role in protecting shareholders' interests;
- Should rate the Board's deliberation of the Company's investor relations program in its decision-making process;
- Should review the adequacy and integrity of the Company's system of internal controls; and
- Should spend appropriate amount of time to discuss strategy, benefit and risk on acquisition of lands, assets or new businesses.

3.1.4. Board Chairman's role and responsibilities

- Should build healthy boardroom dynamics and deal effectively with dissent and work constructively towards consensus;
- Should oversee an effective decision-making process and ensure crucial alternatives are considered;
- Should have a good working relationship with the CEO and understand their respective roles; and
- 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.

3.1.5. Board Committees

- Should have the right composition;
- Should provide useful recommendations in assisting the Board for better decision-making;
- The members of the committees should have sufficient, recent and relevant expertise in fulfilling their roles;

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- The Chairman of the committees should properly discharge their responsibilities, deploy resources and expertise, and provide appropriate reporting and recommendations to the Board;
- The appointment of Board and Board Committees Chairman should consider the ability, experience and expected performance of the candidate;
- The Board should be informed on a sufficiently timely basis regarding the Board Committee's deliberations; and
- The members of the committees should carry out their duties in accordance with the terms of reference.

3.2. The Nominating Committee has developed the following criteria to be used in the assessment of Directors:

3.2.1 Strategic

- Should understand the critical issues affecting The Group;
- Should understand The Group's strategic direction;
- Should promptly provide input to Board discussion on strategic issues; and
- Should actively participate in Board deliberations.

3.2.2 Ethical and Value-Driven

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

3.2.3 Competence and Capability

- Should understand their role, duties and responsibilities as a Director;
- Should have appropriate qualification, skills, practical experiences to effectively fulfil the role, duties and responsibilities; and
- Should understand the relevant industry sector of the Company.

3.2.4 Commitment

- Should devote sufficient time to carry out their responsibilities;
- Should commit to the Board on the time that will be spent as The Group's Director;
- Should devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes;
- Should attend meetings regularly; and
- Should attend meetings well prepared.

3.2.5 Any other criteria contained in the Board Charter, Board Committee Term of Reference, Letter of Appointment and position description.

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3.3. The Independent Director is subject to the following criteria:

3.3.1 Independence

- Should comply with the definition of Independent Director under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any other criteria determined by the Nominating Committee;
- Should bring independent and objective judgement to the Board;
- Should mitigate or avoid any conflict of interest or undue influence decisions-making; and
- Should act independently.

3.3.2 Tenure

- The tenure of an Independent Director should not exceed a cumulative service of nine years with intervals;
- Upon completion of the nine years, an Independent Director may continue to serve on the Board subject to the Director's re-designation as a Non-Independent Director; and
- In exceptional cases and subject to the assessment of the Nominating Committee, the shareholders may decide that an Independent Director can remain as an Independent Director after serving a cumulative term of nine years. The Board must make a recommendation and provide strong justification to the shareholders in a general meeting.

4. Procedure for Board Performance Assessment

4.1. The Nominating Committee seeks input from each Director separately in relation to:

- 4.1.1. The performance of the Board;
- 4.1.2. The performance of the other Director;
- 4.1.3. The performance of each Board Committee;
- 4.1.4. The performance of the Non-Executive Chairman of Board;
- 4.1.5. The performance of the CEO; and
- 4.1.6. Their own performance.

4.2. The performance should be assessed on a quantitative and qualitative basis against criteria set in the policy.

4.3. The Chairman of Board and Nominating Committee 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 annual assessment of its own performance including suggestion for change or improvement, as well as any skills, training needs 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.

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5. Procedure for CEO Performance Assessment

5.1. The Board should assess the CEO performance in relation to:

- 5.1.1. Execution of The Group's strategies through efficient and effective implementation; and
- 5.1.2. 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.

5.2. The Board should suggest the change or improvement, as well as any skills, training needs or development required by the CEO for the forthcoming year.

5.3. The CEO performance assessment should be conducted on an annual basis and the results of the performance assessment should be documented.

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 should analyse the training needs of each individual Director on an annual basis. The Directors should devote sufficient time for the continuing training programme.

7. Periodic Review and Disclosure

7.1. The Nominating Committee should conduct a periodic review of the criteria to be used in the assessment of Directors. The Nominating Committee should promptly communicate the new changes or amendments of the criteria to the Board and individual Directors.

7.2. The Board should disclose how it has conducted Board performance assessment in the annual report.

8. Review of Policy

The Director Assessment Policy is to be regularly reviewed by the Board as and when required.

* Amended pursuant to the Board of Directors' approval on 19 March 2018.

** Updated on 30 November 2018 subsequent to the change of company name from "ECS ICT Berhad" to "VSTECS Berhad" with effect from 30 November 2018.