

## **SUNSURIA BERHAD**

(Registration no: 196801000641 (8235-K))

(Incorporated in Malaysia)

### **DIRECTORS' FIT AND PROPER POLICY ("Policy")**

#### **1. OVERVIEW**

Sunsuria Berhad ("Sunsuria" or the "Company") has adopted the Directors' Fit & Proper Policy to ensure a formal, rigorous and transparent process for the appointment and re-election of directors and senior management of the Company and its subsidiaries.

In formulating this Policy, the Company is obliged to comply with the requirements contained in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other applicable rules and regulations to ensure compliance with the obligations imposed.

#### **2. PURPOSE**

The Policy serves to guide the Nomination and Remuneration Committee ("NRC") and Board of Directors ("Board") of Sunsuria in their review and assessment of candidates that are to be appointed onto the Board of Sunsuria and its subsidiaries as well as Directors who are seeking for re-election.

#### **3. FIT AND PROPER CRITERIA**

The general criteria that form the overarching criteria in relation to the Policy are outlined below:

- (a) Character and Integrity
- (b) Experience and competence
- (c) Time and commitment

##### Character and integrity

- Probity
  - is compliant with legal obligations, regulatory requirements and professional standards;
  - has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court.
- 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) has 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
  - 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 10 years;
- has not need 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

- Qualification, training and skills
  - has the appropriate qualification, training, skills, practical experience and commitment to effectively fulfil the role and responsibilities of the position;
  - has a considerable understanding on the workings of a corporation;
  - possess 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 performance record as gathered from the results of the board effectiveness evaluation.

#### Time and commitment

- Ability to discharge role having regard to other commitments
  - able to devote time as a board member, having factored other outside obligations including concurrent board positions held by the director across listed entities and non-listed entities (including not-for-profit organisations).
- 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 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 judgment after hearing the views of others.

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

This Policy shall be reviewed periodically by the Board and be revised at any time as it may deem necessary in accordance with the needs of the Company and/or compliance with applicable laws and regulations enforced at the time being.

The Directors' Fit and Proper Policy was approved and adopted by the Board on 30 May 2022.