

1. Introduction

The Board of Directors (“the Board”) of Oppstar Berhad (“Oppstar” or “the Company”) recognizes that a formal, rigorous and transparent process for the appointment and re-election of Directors should be put in place, based on merit and with due regards to skills, experience, age, cultural background, gender and evaluating if an individual has the characteristics and time to discharge his/her role effectively.

The Directors' Fit and Proper Policy (“the Policy”) was established and adopted to guide the Nomination Committee (“NC”) and the Board in objectively assessing the suitability of candidates to be part of the Board as well as Directors who are seeking for re-election.

2. Criteria

The basis of evaluating if an individual is fit and proper to be a Director or hold key responsible person position, the company shall have in regard- the person's:

a) Character and Integrity

i. Probity

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

ii. 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 conduct (i.e. in the capacity of management or director) had not been terminated in the past due to concerns about 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.

iii. Financial integrity

- manages personal debts or financial affairs satisfactorily.
- demonstrates the ability to fulfil personal financial obligations as and when they fall due.

iv. 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 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.

b) Experience and Competence

i. Qualifications, training and skills

- possesses education qualification that is relevant to the skill set that the director is earmarked to bring to bear onto the boardroom (i.e. a match to the board skill set matrix).
- has a considerable understanding of corporate operations.
- possesses 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.

ii. Relevant experience and expertise

- possesses relevant experience and expertise with due consideration given to the past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.

iii. 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 past performance record as gathered from the results of the board effectiveness evaluation.

c) Time and Commitment

i. 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 issuers and non-listed entities (including not-for-profit organisations).

ii. Participation and contribution to the board or track record

- demonstrates a willingness to participate actively in board activities.
- demonstrates a 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.
- exhibits open mindedness to the views of others and ability to make considered judgement after hearing the views of others.

3. Assessment

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, Main or ACE Market Listing Requirements of Bursa Malaysia Securities Berhad or any other applicable regulatory requirements. Any revisions to this Policy as recommended by the NC will be submitted to the Board of the Company for consideration and approval.