



VARIA BERHAD

(formerly known as Stella Holdings Berhad)

Registration No. 199701004603 (420099-X)

DIRECTORS' FIT AND PROPER POLICY

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1. PURPOSE

1.1 The purpose of the directors' fit and proper policy ("**the Policy**") are:-

- (a) to set out the fit and proper criteria for the appointment and re-election of Directors on the Board of Stella Holdings Berhad ("**Stella**" of "**the Company**") and its subsidiaries.
- (b) to ensure that board quality and integrity are addresses and that each of the Directors has the character, experience, integrity, competence and time to effectively discharge his/her role as a Director of Stella and its subsidiaries.
- (c) to guide the Nomination Committee and the Board in their review and assessment of the persons that are to be appointed to the Board as well as Directors who are seeking for re-election.

2. THE POLICY

2.1 The fit and proper criteria in assessing the appointment or re-election of a Director, include, but not limited to the following:

2.1.1 Character and Integrity

(a) 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

(b) 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) had 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

(c) Financial integrity

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

(d) 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

2.1.2 Experience and competence

(a) 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
- has a considerable understanding on the workings of a corporation
- 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

(b) 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

(c) Relevant past performance or track record

- had a career of occupying a high level position in a comparable organization, and was accountable for driving or leading the organisation's governance, business performance or operations
- possesses commendable past performance record

2.1.3 Time and commitment

(a) 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 organization)

(b) 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 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 judgment after hearing the views of others

3. THE ASSESSMENT

3.1 In assessing each person for a new appointment or re-election of directors, the Nomination Committee shall consider the fit and proper criteria as set out in item 2.1, before recommending the appointment or re-election to the Board.

3.2 For appointment of new director, the Company will also conduct the relevant due diligence and searches (if necessary) and the outcome of the searches will be informed to the Nomination Committee.

4. REVIEW OF THE POLICY

4.1 The Nomination Committee will review the Policy as and when necessary, and discuss any changes that may be required and recommend any such changes to the Board for consideration and approval.

The Directors' Fit and Proper Policy has been approved by the Board on 26 May 2022.