

Revision Date : 26 April 2024



BINASTRA CORPORATION BERHAD
(Formerly known as Comintel Corporation Bhd)
(Registration No. 200301027648 [630068-T])
(Incorporated in Malaysia)

**TERM OF REFERENCE
OF THE
NOMINATION COMMITTEE**

1. Objectives

The Nomination Committee (“**Committee**”) is entrusted with duties in assisting the Board of Directors (“**Board**”) to implement procedures for selection of directors, identifying qualified individuals to serve as members of the Board and recommending such candidates for appointment to the Board and Board Committees and assessing the effectiveness of the Board as a whole, the Committees of the Board and contributions and performance of individual Director.

2. Composition of Members

The Committee shall be appointed by the Board and shall consist of not less than 2 members of which comprising exclusively non-executive directors, a majority of whom shall be independent directors.

In the event of any vacancy in the Committee resulting in the non-compliance of the abovementioned composition, the Company shall fill the vacancy within 3 months of that event.

The members of the Committee shall elect a Chairman amongst themselves who shall be an independent director or senior independent director.

The Board shall review the term of office and performance of the Committee and each of its members at least once in every 3 years to determine whether such Committee and its members have carried out their duties in accordance with their terms of reference.

3. Secretary

The Company Secretary shall be the secretary of the Committee (“**Secretary**”) and shall be responsible, in consultation with the Chairman, for drawing up the agenda and circulating it prior to each meeting.

The Secretary shall also be responsible for keeping the minutes of meetings of the Committee and circulating them to the Committee members.

The Committee members may inspect the minutes of the Committee at the Registered Office or such other place as may be determined by the Committee.

4. Meetings

The Committee shall meet at least once annually and as and when there are matters referred to them for consideration, with reasonable notice as the Committee members deem fit of issues to be discussed. A member of the Committee may at any time and the secretary shall on the requisition of a member summon a meeting of the Committee. The Committee should disclose the number of committee meetings held in a year and the details of attendance of each individual member in respect of meetings held.

The quorum shall be 2 members with majority of independent directors.

The Committee should have a formal schedule of matters specifically reserved to it for review and make appropriate recommendation to the Board for decision. All assessments and evaluations carried out by the Committee in the discharge of all its functions should be properly documented.

All decisions at such meeting shall be decided on a show of hands on majority of votes.

Minutes of each meeting shall be circulated to the Committee members and presented to the Board. Issues discussed and actions recommended by the Committee shall be presented and reported to the Board for decision.

If need arises, issues shall be resolved through circular resolution. A circular resolution in writing, signed by MAJORITY members, shall be valid and effective as if it has been passed at a meeting duly convened and constituted.

The Committee should be entitled to the services of a secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both the Company's own records and for the purposes of meeting statutory requirements, as well as obligations arising from the Listing Requirements of Bursa Malaysia Securities Berhad and/or other regulatory authorities.

Other directors or employees may attend any particular Committee Meeting only at the Committee's invitation, specific to the relevant meeting.

5. Functions of the Committee

The Committee shall:-

- (a) determine the core competencies and skills required of Directors to best serve the business and operations of the Company as a whole and the optimum size of the Board to reflect the desired skills and competencies;
- (b) assist the Board in reviewing the criteria used/to be used in the Fit and Proper Policy for recruitment process of Directors of the Company and its subsidiaries as well as Key Management and annual assessment of directors and making any changes to the Fit and Proper Policy as and when the Committee deemed fit, and recommend any such changes to the Board for approval;
- (c) recommend prospective candidates, as required, to provide an appropriate balance of knowledge and mix of skills, experience, merit and capability from a wide range/diverse background, including gender, age and ethnicity to complement the Board;
- (d) consider, in making its recommendations, candidates for directorships proposed by the Executive Directors and, within the bounds of practicability, by any other Executive Director, shareholder or utilise independent sources to identify suitable qualifies candidates;
- (e) recommend to the Board, Directors to fill the seats on Board Committees;
- (f) review of Board's succession plans for Directors and Key Management positions;
- (g) facilitate board induction and training programmes when need arises;
- (h) recommend retiring Directors for re-election to the Board, based on the individual Directors' annual assessment result to ensure that the performance of the retiring Directors is satisfactory;

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Term of Reference of the Nomination Committee

- (i) supportive of boardroom diversity policy and take steps to ensure that women candidates are sought as part of its recruitment exercise.
- (j) develop the criteria to assess independence and apply these criteria upon admission, annually and when any new interest or relationship develops;
- (k) review annually the structure, size, composition of the Board and/or Board Committees, required mix of skills and experience and other qualities, including core competencies and ability of each Director in carry out their obligations and duties as a director and thereafter, recommend its findings to the Board;
- (l) assess annually the term of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee and members have carried out their duties in accordance with their terms of reference;
- (m) assess annually the effectiveness of the Board as a whole, the other Board Committees and the contribution of each existing individual Director and thereafter, recommend its findings to the Board;
- (n) report in the annual report, a statement about the activities of the Committee in the financial year as required under the Main Market Listing requirements; and
- (o) review and report such other matters as may be delegated by the Board from time to time.

6. Access to Advice

In furtherance to their duties as the Committee's members of the Company, there should be an agreed procedure for the members, whether as a full Committee or in their individual capacity, to take independent professional advice at the Company's expense, if necessary.

7. Review of the Terms of Reference

This Terms of Reference shall be reviewed periodically (subject to at least once in every 3 years) in accordance with the needs of the Company and the Board's approval shall be obtained for any amendment or changes proposed by the Committee or any third parties made from time to time.