

Revision Date : 26 April 2024



BINASTRA CORPORATION BERHAD
(Formerly known as Comintel Corporation Bhd)
(Company No. 630068-T)
(Incorporated in Malaysia)

Directors' Fit and Proper Policy

1. INTRODUCTION

The Board of Binastra Corporation Berhad (formerly known as Comintel Corporation Bhd) (“Company”) (“Board”) is obliged to formulate a fit and proper policy to ensure that the Directors and key senior management of the Company and its subsidiaries (“Group”) appointed have the character, experience, integrity, competence and time to effectively discharge their respective role and responsibilities pursuant to paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

2. PURPOSE

The policy serves as a guideline to the Nomination Committee and the Board in the review and assessment of candidates at the time of appointment or re-appointment of Directors as well as the appointment of key senior management.

3. CRITERIA

The criteria in assessing the fit and proper criterial of Directors and key senior management include but not limited to the following:

a) Character and Integrity

- i) Probity
 - is compliant with legal obligations, regulatory requirements and professional standards; and
 - has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law.
- 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;
 - his or her service contract (i.e. in the capacity of management or Director) had not been terminated in the past due to concerns on personal integrity; and
 - has not abused other positions (such as 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; and
 - demonstrates 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 5 years; and
- 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

- 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 business and 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; and
- 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 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; and
- 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 or key senior management, 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) or management role in other organisations.

- ii) Participation and contribution in the Group or track record
 - demonstrates willingness to participate actively in the Group activities;
 - demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in the Group's events;
 - manifests passion in the vocation of a Director or key senior management;
 - exhibits ability to articulate views independently, objectively and constructively; and
 - exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

4. FIT AND PROPER ASSESSMENT AND PROCEDURES

- a) The fit and proper assessment on any candidates or on any existing Directors shall be conducted by Nomination Committee prior to recommending to the Board for consideration and approval.
- b) The Board and Nomination Committee will take into consideration the criteria as set out in Clause 3 above in assessing the candidate's fitness and propriety. The criteria shall be assessed individually, as well as collectively, taking into account their relative importance.
- c) The Board and Nomination Committee should exercise the assessment objectively in the best interests of the Group and the sound conduct of the Group's business. In conducting the assessment, the Board and Nomination Committee should consider whether there have been material changes in the nature or scope of the responsibilities assumed by a Director or key senior management in which higher standards of competence or judgement are required in order to properly perform the duties associated with the said position.

5. REVIEW OF THE POLICY AND APPROVAL

The Board will review this policy from time to time and make any necessary amendments to ensure that it remains relevant, appropriate and consistent with the Group's practices, Malaysian Code on Corporate Governance, Main Market Listing Requirements or any other applicable regulatory requirements.

This policy was adopted by the Board on 28 June 2022.