



BINTAI KINDEN CORPORATION BERHAD
[199401005191 (290870-P)]
(“BINTAI” OR “COMPANY”)

NOMINATION COMMITTEE

**TERMS OF REFERENCE AND FIT & PROPER POLICY
FOR APPOINTMENT AND REELECTION OF DIRECTORS**

GENERAL AUTHORITY

1. The Board of Directors (“Board”) has constituted the Nomination Committee with the authorities necessary to perform the duties as outlined in these terms of reference which also forms the Fit and Proper Policy of the Company for appointment and reelection of Directors.
2. The Nomination Committee is authorised to assess and process new nominees for the Board and further empowered to assess the existing directors on an on-going basis. The actual decision as to who shall be appointed shall be the responsibility of the full Board after considering the recommendations by the Nomination Committee.
3. The Nomination Committee will have access to the professional advice both internally and externally at the Company’s expense in order for it to perform its duties.
4. The Nomination Committee is governed by the terms of reference which may be amended and varied from time to time, subject to the approval of the Board of Directors.

COMPOSITION

1. The Nomination Committee shall consist of not less than 3 Directors appointed by the Board of Directors, all of whom should be exclusively Non-Executive Directors, a majority of whom must be independent.
2. The Chairman of the Nomination Committee shall be appointed by the Board and he shall be a senior independent director identified by the Board. In the absence of the Committee Chairman, the remaining members present shall elect one of their members, who shall be an Independent Non-Executive Director to chair the meeting.
3. If the number of members, for whatever reasons, falls below 3, the Board of Directors, shall, within 3 months of the event, appoints such number of new members as may be required to make up the minimum number of 3 members.

4. The office of a member shall ipso facto, become vacant upon the member's resignation/retirement/removal or disqualification as a Director of the Company, or as determined by the Board.
5. The Nomination Committee shall have no executive powers.

SCOPE & FIT AND PROPER POLICY

1. The Nomination Committee shall recommend to the Board, candidate for directorship, Board committee and senior executive position such as chief executive officer/chief financial officer, based on the candidate's character, experience, integrity, competence and time commitment which is necessary for him to effectively discharge his role and duties as director, chief executive officer and/or chief financial officer, whichever applicable.
2. To review and evaluate on an annual basis with regards to the structure, size, balance and composition of the Board and Board Committees which complies with Chapter 15 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), in ensuring that the Board and Board Committee are functioning efficiently and effectively.
3. In determining whether the person is fit and proper to be appointed/re-elected, the following criteria must be considered:
 - (a) Character, Integrity and Reputation
 - (i) Is compliant with legal obligations, regulatory requirements and professional standards;
 - (ii) Has not been obstructive, misleading or untruthful in dealings with regulatory bodies or court;
 - (iii) Has not perpetrated or participated in any business practices which are unethical, deceitful, oppressive and improper that discredit his professional conduct;
 - (iv) Has not been abusing his positions that contravene with the principles of good corporate governance;
 - (v) Has not been previously terminated in the past for misconduct, bribery and matters concerning integrity;
 - (vi) Demonstrated the proof in managing his personal financial obligations satisfactorily, as and when they fall due.
 - (vii) Having good reputation in financial and business community;
 - (viii) Has not been subject to civil or criminal proceedings or enforcement action for the past 10 years.
 - (b) Competency and Experience
 - (i) Possess appropriate qualification, training, skills, practical experience and commitment to effectively fulfill the role and responsibilities of the position;
 - (ii) Possess general management skills as well as understanding of corporate governance and sustainability issues;
 - (iii) Consistently upgrading himself on continuous professional development;
 - (iv) Possesses leadership capabilities with high level of emotional intelligence;
 - (v) Possesses relevant experience and expertise;

- (vi) Having the accountability to lead the organisation's governance, business performance and/or operations.
- (c) Time and commitment
- (i) Able to devote time as a Board member having considered other obligations including concurrent Board positions held in other listed or non-listed entities, including non-profit organisations.
 - (ii) Demonstrates willingness to devote time and effort to understand the business and active participation/contribution during Board meetings or other Board activities;
 - (iii) Ability to review and assess any situation independently, objectively and constructively; and
 - (iv) Open minded and able to practice both way communications and provide constructive feedback and/or judgement subsequently.
4. To recommend to the Board to fill up any vacancy on Board, Board Committees, Chief Executives/Chief Financial Officers and to determine/recommend to the Board on who will be retiring by rotation and by casual vacancy under the Company's Constitution to be put forward for reelection at annual general meetings.
 5. To ensure that the positions of the Chairman and Managing Director are held by different individuals and the Chairman shall be a non-executive member of the Board. The Nomination Committee shall ensure that the composition of the Board consists of at least a majority of independent directors should the Chairman is an executive member of the Board.
 6. Assist the Board to implement a procedure to be carried out by the Nomination Committee for annual assessment on the effectiveness of the Board as a whole, the Board Committee and the contribution of each individual Director, including independent non-executive directors and Managing Director and/or Chief Executive Officer. Conduct an annual review on the terms of office and performance of an audit committee and each of its members to determine whether such audit committee and members have carried out their duties in accordance with their terms of reference. All assessments and evaluation carried out by the Nomination Committee in the discharge of all its functions should be properly documented.
 7. Review and assess the tenure of the Independent Directors to ensure their terms do not exceed a cumulative period of nine (9) years. In such circumstances, the Board is to recommend the reappointment of that director at every annual general meeting for shareholders' approval with valid justification on why no other candidate can be appointed instead of reappointment of the same director.
 8. To establish an appropriate framework at the Board level for succession planning and boardroom diversity, particular emphasis on gender diversity. The Nomination Committee should work with the Board to evaluate potential successors.
 9. To provide adequate training and orientation of new Directors with respect to the business, structure and management of the Group as well as expectations of the Board with regards to their contribution to the Board and Group. To assess the sufficiency of training programs attended by the Board during the financial year to meet the MMLR's requirements.

10. This Terms of Reference including the Fit & Proper Policy shall be assessed, reviewed and updated from time to time whenever deem necessary for approval by the Board.

FREQUENCY AND ATTENDANCE OF MEETINGS

1. Meetings of the Nomination Committee should be held at least once a year and as and when the Nomination Committee deems necessary.
2. Meetings may be called by the Nomination Committee Chairman or any member of the Nomination Committee and any Director or management may be invited to attend and/or participate in the meeting.
3. Quorum of Nomination Committee meeting is two (2) members, with majority comprises independent directors and each member shall be entitled to one (1) vote on matters raised at any meeting.
4. The Company Secretary shall be appointed as Secretary of the Nomination Committee or in her absence, other person shall be appointed as Secretary from time to time, where necessary. The Secretary shall minute the proceedings and resolutions of all meetings of the Nomination Committee accordingly.
5. Minutes of all Nomination Committee Meetings shall be confirmed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and is so signed, shall be conclusive evidence without any proof of the facts thereon stated. The minutes of the Nomination Committee shall be circulated to all Board members.
6. The Nomination Committee, through its Chairman, shall report to the Board at the next Board of Directors' meeting after each Nomination Committee meeting.
7. The Chairman of the Nomination Committee shall be available to answer questions about the Nomination Committee's scope of work at General Meetings of the Company, where necessary.