

BINA PURI HOLDINGS BHD.

[Registration No. 199001015515 (207184-X)]
(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATING COMMITTEE

(Revised and adopted on 30 October 2024)

1. Objective

The primary objective of the Nominating Committee ("**Committee**") is to establish a documented, formal and transparent procedure to support and advise the Board of Directors ("**Board**") in fulfilling their responsibilities to shareholders in ensuring the Board are comprised of individuals with an optimal mix of qualifications, skills and experience.

2. Composition

The members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise of at least three (3) members, all of whom must be Non-Executive Directors, with a majority of them being independent.

The Committee shall elect a Chairman from among its members and the elected Chairman shall be an Independent Non-Executive Director.

No alternate director shall be appointed as a member of the Committee. The terms of office and performance of the Committee and each of its members shall be reviewed by the Board annually to determine whether the members have carried out their duties in accordance with their terms of reference.

If a member of the Committee resigns or for any other reason ceases to be a member, resulting in the number of members falling below three (3), the Board must, within three (3) months from the date of that event, appoint new member to fill the vacancy.

3. Authority

The Board authorises the Committee, within the scope of its duties and responsibilities set out in this TOR to:

- i) acquire the resources which are required to perform the activities required to discharge its responsibilities and make the relevant recommendations to the Board;
- ii) have access to information pertaining to the Group;
- iii) at the Company's expense, obtain relevant internal and external independent professionals to assist in the proper discharge of its roles and responsibilities;

advice, as it deems necessary; and

4. Duties and Responsibilities

In fulfilling its primary objectives, the Committee shall undertake, amongst others, the following duties and responsibilities:

- i) To review the structure, size and composition (including skills, knowledge, experience and diversity in skills, experience, age, cultural background and gender) of the Board, Board Committees, all Directorships and Senior Management with a view to determine the impact in respect of its effectiveness and recommend on any improvements or changes. For the purpose of this TOR, Senior Management means C-level executives, Heads of department or individuals who are primarily responsible for key functions within the Company;
- ii) To facilitate the evaluation of the Board's overall effectiveness, the effectiveness of respective Committees and each individual Director's contribution to the Board's decision making process;
- iii) To give full consideration to succession planning for Directors and Senior Management in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board and Senior Management in the future;
- iv) To identify, review and make recommendation for appointment of new member to the Board and appointment of Senior Management or to fill board vacancies as and when they arise, for Board's approval. The Committee shall evaluate and identify a suitable candidate of new Board member based on the criteria as set out in item vii;
- v) To ensure that orientation and training programmes are provided for new members of the Board;
- vi) To recommend to the Board concerning the re-election/re-appointment of Director to the Board pursuant to the provisions in the Company's Constitution;
- vii) In identifying a suitable candidate of new Board member, the Committee will ensure that an appropriate review is undertaken to ensure the requirement and qualification of the candidate nominated based on a prescribed set of criteria comprising but not limited to the following:
 - a) Skills, knowledge, expertise and experience;
 - b) Professionalism;
 - c) Integrity;

- d) Existing number of directorships held;
- e) Confirmation of not being an undischarged bankrupt or involved in any court proceedings in connection with the promotion, formation or management of a corporation or involving fraud or dishonesty punishable on conviction with imprisonment or subject to any investigation by any regulatory authority under any legislation; and
- f) In the case of candidates being considered for the position of independent director, such potential candidates have the ability to discharge such responsibilities/functions as expected from independent non-executive directors. Amongst others, the potential candidates must fulfil the criteria used in the definition of "independent directors" prescribed by the Bursa Main Market Listing Requirements of Bursa Malaysia Securities Berhad and being able to bring independent and objective judgement to the Board.

Where required, the members of the Committee would meet up with the potential candidate for the position of director to conduct an assessment of the suitability.

(Note: The Group practices non-discrimination in any form whether based on age, gender, ethnicity or religion throughout the organisation and this includes the selection of directors).

- viii) To undertake an annual review of the training programmes attended by the Directors for each financial year as well as to identify any additional training programmes needed to assist the Directors in fulfilling their duties effectively and to keep abreast with industry developments and trends; and
- ix) To provide a report summarising its activities undertaken for each financial year in compliance with the Malaysian Code on Corporate Governance, Listing Requirements and any relevant regulations. The report can be incorporated into the corporate governance overview statement in the annual report or included as a separate report.

5. Meetings

The Committee shall meet at least once a year and as frequently as may be required. In the event the elected Chairman is not able to attend a meeting, a member of the Committee shall be nominated as Chairman for the meeting. The nominated Chairman shall be an Independent Non-Executive Director.

Subject to the notice and quorum requirements as provided in the Terms of Reference, meeting of the Committee may be held and conducted through telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at

the meeting and shall be entitled to vote and be counted in a quorum accordingly.

6. Quorum

The quorum for a meeting of the Committee shall consist of not less than two (2) members, majority of members present must be Independent Non-Executive Directors.

7. Notice of Meetings

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and all other non-executive directors, no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate within a reasonable period prior to the meeting.

8. Secretary and Minutes

The Company Secretary or his nominee or such other persons authorised by the Board shall act as the Secretary of the Committee. The Company Secretary shall record, prepare and circulate the minutes of the meetings of the Committee and ensure that the minutes are properly kept and produced for inspection if required.

9. Circular Resolution

A resolution in writing, signed or approved by letter, telegram, telex, telefax or electronic means by a majority of the Committee members present in Malaysia for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

All such resolution shall be described as "Nominating Committee Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary and shall be recorded in the Company's minutes book.

Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Committee.

10. Revision and Updates

This Terms of Reference will be reviewed and updated periodically to ensure it remains consistent with the Committee's objectives and responsibilities.