

NOVA MSC BHD
(Company No. 591898-H)
(Incorporated in Malaysia)

CODE OF CONDUCT AND ETHICS FOR DIRECTORS

1 Introduction

The Code of Conduct and Ethics for Directors (“Code”) describes the standards of conduct and ethical behaviour for Directors in the performance and exercise of their duties and responsibilities as Directors of the Company or when representing the Company.

Directors hold a position of trust with the public and other stakeholders as well as with each other, and with officers and employees of the Company. Appropriate standards of conduct and ethical behaviour are fundamental to the preservation of the Company’s reputation and the success of its operations and to the exercise of their duties and responsibilities as Directors of the Company.

Accordingly, this Code is established to reflect the Board’s commitment to such standards.

2 Objectives

This Code is formulated to enhance the standard of corporate governance and corporate behaviour with the intention of achieving the following objectives:-

- (a) To establish standards of ethical behaviour for Directors based on trustworthiness and values that can be accepted, are held or upheld by any one person;
- (b) To enhance skills in the implementation of duties and adaptability to the work environment;
- (c) To inculcate noble values in performing duties so as to improve work quality and productivity;
- (d) To uphold the spirit of responsibility in line with the legislation, regulations and guidelines for administrating a Company; and
- (e) To enhance public confidence and trust in the integrity, objectivity and impartiality of the Company.

3 Definition

In the context of this Code, a Company Director means any person occupying the position of Director of a Company by whatever name called, and includes an alternate or substitute director or any person in accordance with whose directions and instructions the Directors of a Company are accustomed to acting. A Director also includes executive and non-executive Directors as well as an executive or non-executive Chairman.

4 Code of Conduct and Ethics

- (a) To have a clear understanding of the aims and purpose, capabilities and capacity of the Company;
- (b) To devote time and effort to attend meetings and to know what is required of the board and each of its Directors, and to discharge those functions;
- (c) To ensure at all times that the Company is properly managed and effectively controlled;
- (d) To stay abreast of the affairs of the Company and be kept informed of the Company's compliance with the relevant legislation and contractual requirements;
- (e) To insist on being kept informed on all matters of importance to the Company in order to be effective;
- (f) To limit his/her directorship of companies to a number in which he can best devote his time and attention; each Director is his own judge of his abilities and how best to manage his time effectively in the Companies in which he holds directorships;
- (g) To have access to the advice and services of the Company Secretary, who is responsible to the board to ensure proper procedures, rules and regulations are complied with;
- (h) At all times to exercise his/her powers for the purposes they were conferred, for the benefit and best interest of the Company;
- (i) To disclose immediately all contractual interests whether directly or indirectly with the Company;
- (j) To neither divert to his own advantage any business opportunity that the Company is pursuing, nor use confidential information obtained by reason of his office for his own advantage;
- (k) At all times to act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of his/her powers in discharging his duties; and
- (l) To be willing to exercise independent judgement and, if necessary, to state his/her opposition if the vital interest of the Company is in jeopardy.

5 Relationship with Shareholders, Employees, Creditors and Customers

- (a) Should be conscious of the interest of shareholders, employees, creditors and customers of the company;
- (b) Should at all times promote professionalism and improve the competency of management and employees; and
- (c) Should ensure adequate safety measures and provide proper protection to workers and employees at the workplace.

6 Review of the Code

The Board will monitor compliance with the Code and review it regularly to ensure that it continues to remain relevant and appropriate.

A copy of the Code is made available for reference in the Company's website at www.novamsc.com

The Board of Directors has adopted the Code on 23 May 2016.