

NOVA MSC BHD

(Company No. 591898-H)
(Incorporated in Malaysia)

NOMINATION COMMITTEE

TERMS OF REFERENCE

Purpose

The primary objective of the Nomination Committee is to assist the Board in appointing new directors and assessing directors on an ongoing basis.

Composition

Comprises exclusively of non-executive directors, majority of whom are independent.

Reporting Responsibilities

The Nomination Committee will report to the Board on the nature and extent of the functions performed by it and may make such recommendations to the Board as it may think fit.

Frequency of Meetings

The Committee will meet frequently as the Chairman shall decide, with due notice of issues to be discussed and should record its conclusions whilst discharging its duties and responsibilities.

Quorum

The quorum for a meeting shall be two members.

Duties

The duties of the Nomination Committee include the following:-

1. To recommend to the Board new candidates for directorship and members for the Board's Committee. To consider in making its recommendations, candidates for

directorships proposed by the chief executive officer and within the bounds of practicability, by any other senior executive or any director or shareholder.

2. To assist the Board to review annually the required mix of skills and experience and other qualities of directors.
3. To assist the Board to assess annually the effectiveness of the Board as a whole and the Board's committees and contribution of each director.
4. To ensure that the composition of the Board of Directors is in compliance with regulations, guidelines and where possible, to be in line with recommended best practices.