

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

REMUNERATION COMMITTEE

TERMS OF REFERENCE

Purpose

The primary objective of the Remuneration Committee is to assist the Board in developing and establishing commensurate remuneration policies and packages.

Composition

Comprises wholly or mainly of non-executive directors

Reporting Responsibilities

The Remuneration 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 Remuneration Committee include the following:-

1. To determine a procedure for developing a remuneration policy which will enable the Company to attract and retain directors with the relevant experience and expertise needed to run the Group successfully.
2. To review the remuneration policies of the Company to ensure alignment of directors and shareholders' interest in promoting the Company's progress.
3. In respect of executive directors, to ensure that the remuneration package is commensurate with the skills and responsibilities expected of the director concerned and is sufficient to retain directors to run the Company successfully.
4. In respect of non-executive directors, to ensure via the Board as a whole, that the fees payable reflect the experience, time demanded of directors to discharge their duties and level of responsibilities undertaken.

While discharging the above duties, directors should abstain from discussion of their own remuneration.