

MIECO CHIPBOARD BERHAD

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. Composition of Nomination Committee

The Nomination Committee ("NC") shall be appointed by the Board of Miecoco Chipboard Berhad ("MIECO") from amongst their members (pursuant to a resolution of the Board) which compose of not fewer than three (3) non-executive directors, majority of them being independent directors.

2. Authority

The NC is entrusted with the task of proposing new nominees for the Board and for assessing existing Directors on an on-going basis. Any decision or recommendation made by the NC shall be subject to the review and ultimate approval of the Board of MIECO.

3. Functions of the NC

- (a) to recommend to the Board, candidates for directorships to be filled by the shareholders or the board;
- (b) to consider in making its recommendations, candidates for directorships proposed by the Executive Chairman and, within the bounds of practicability, by any other senior executive or any director or shareholder;
- (c) to recommend to the Board, directors to fill the seats on board committees;
- (d) to undertake an annual review of the required mix of skills and experience and other qualities of directors, including core competencies which non-executive directors should bring to the Board;
- (e) to assist the Board to implement a procedure for assessing the effectiveness of the Board as a whole, the committees of the Board and for assessing the contributions and performance of individual directors.

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4. Meetings and Reporting Procedures

- (a) The NC shall meet at least once a year. Additional meetings may be called at the discretion of the NC's Chairman.
- (b) The quorum for a NC meeting shall be at least two (2) members.
- (c) Non member Directors or members of management may attend any particular NC Meeting only at the invitation of the NC.
- (d) The Company Secretary of MIECO shall act as the Secretary of the NC.
- (e) The Secretary of the NC is responsible for :-
 - (i) drawing up the agenda in consultation with the NC's Chairman, and circulating it, supported by explanatory documentation, to the committee members prior to each meeting;
 - (ii) recording attendance of all members and invitees;
 - (iii) preparing and keeping minutes of meetings.

Approved by the Board of MIECO

on 17 November 2008