

PLASTRADE TECHNOLOGY BERHAD

(Company No. 591077-X)

(Incorporated in Malaysia)

REVISED TERMS OF REFERENCE @ BOARD MEETING 27/2/13

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. COMPOSITION

- 1.1 The members of the NC shall be appointed by the Board of Directors from among the members of the Board.
- 1.2 The members of the NC shall comprise exclusively of Non-Executive Directors, a majority of whom shall be Independent Directors (as defined in Bursa Malaysia Berhad's Listing Requirements) and shall consist of a minimum of not less than three members. The appointment and position of a NC member shall automatically terminate when he ceases to be a member of the Board of Directors.

2. POWER & AUTHORITY

The NC has the power and authority to examine all issues as stated in its Terms of Reference and report to the Board with its recommendations.

In carrying out its duties and responsibilities the NC shall at the cost fully borne by the Company :

1. Have full and unrestricted access to the Company's resources, records, properties and personnel.
2. Be able to engage independent external professional advisers or consultants.
3. Be able to secure the attendance of outsiders with relevant experience and expertise.

3. RESPONSIBILITIES

- 3.1 To oversee the selection criteria and recruitment process and recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board taking into consideration the candidates' :-
 - competencies, commitment, contribution and performance ;
 - professionalism ;
 - integrity ; and
 - in the case of candidates for the position of independent non-executive directors, the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.including formalising its stand and approach to boardroom diversity.
- 3.2 Consider, in making its recommendations, candidates for directorships proposed by the Managing Director and, within the bounds of practicability, by any other senior executive or any director or shareholder.
- 3.3 Recommend to the Board, directors to fill the seats on Board Committee.
- 3.4 Reviewing on an annual basis, that the Board's size, composition and balance is appropriate and in particular that the required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the Board are present.
- 3.5 To oversee the development, maintenance and review of the criteria to be used in the recruitment process and the annual review and assessment of the effectiveness of the Board as a whole, the committees of the Board, and the contributions of each individual director, including an assessment of the independence of the independent non-executive directors and their length of tenure in office in line with the recommendations of MCCG 2012.

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-2-

3.6 To make assessment, consider justifications and make recommendations on the element of independence of an Independent Director should the Board wish to retain as an Independent Director, a person who has served in that capacity for more than nine years.

3.7 Review of Board's succession plans and facilitate induction and training programmes.

4. MEETINGS AND PROCEDURES

4.1 The Committee shall meet at least once a year. Additional meetings shall be scheduled as considered necessary by the Committee of Chairman. The Committee may establish any procedures from time to time to govern the meetings, keeping of minutes and the administration.

4.2 The Secretary of the Committee shall be appointed by the Committee from time to time.

4.3 Committee meeting agendas shall be the responsibility of the Committee Chairman with input from Committee members. The Chairman may also ask management to participate in this process.

4.4 The agenda for each meeting shall be circulated at least seven days before each meeting to the Committee members and all those who are required to attend the meeting. Written materials including information requested by the Committee from management or external consultants shall be received together with the agenda for the meetings.

4.5 In the absence of Chairman of the Committee, the members present shall elect one of their numbers to chair the meeting.

4.6 The quorum for each meeting shall be two who must be non-executive directors.

4.7 In the event of equality of votes, the Chairman of the Committee shall have a casting vote.

4.8 The Committee shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The minutes of the Committee meeting shall be available to all Board meeting.

4.9 The Committee, through its Chairman, shall report to the Board at the next Board of Directors' meeting after each Committee meeting.