

PRESTAR RESOURCES BERHAD

(Company No. 123066-A)

(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(Revised and Adopted on 24 May 2016)

1. Objectives

The principal objective of the Nomination Committee is to assist the Board of Directors in their responsibilities in nominating new nominees to the Board of Directors. The Nomination Committee shall also assess the performance of the Directors of the Company on an on-going basis.

2. Composition of members

The Board of Directors shall elect the Nomination Committee members from amongst themselves, composed exclusively of non-executive Directors, a majority of whom are independent.

3. Chairman

The Chairman of the Nomination Committee shall be elected from amongst the Nomination Committee members. The Chairman of the Committee shall be approved by the Board of Directors.

4. Secretary

The Secretary of the Nomination Committee shall be the Company Secretary of the Company.

5. Meetings

The Nomination Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at the Chairman's discretion.

The Secretary shall on the requisition of the members of the Nomination Committee summon a meeting of the Nomination Committee except in the case of an emergency, reasonable notice of every Nomination Committee meeting shall be given in writing.

In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the Meeting.

6. Quorum

A quorum shall consist of two (2) members.

7. Circular Resolutions

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(Terms of Reference of Nomination Committee - cont'd)

A resolution in writing signed or approved by letter, telegram, telex or telefax by all the Nomination Committee Members and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a Meeting of the Nomination Committee duly called and constituted. All such resolutions shall be described as "Nomination Committee Members' Resolutions in Writing" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minutes Book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Nomination Committee Members.

8. Authority

The Nomination Committee shall, in accordance with a procedure or process to be determined by the Board of Directors and at the expense of the Company,

- (a) annually review the required mix of skills and experience and other qualities, including core competencies which non-executive and executive Directors should have.
- (b) assess on an annual basis, the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual Director.
- (c) be entitled to the services of a Company Secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both for the Company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the Listing Requirements of Main Market of Bursa Malaysia Securities Berhad or other regulatory requirements.

9. Duties and Responsibilities

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(Terms of Reference of Nomination Committee - cont'd)

The duties and responsibilities of the Nomination Committee are as follows:-

- To recommend to the Board of Directors, candidates for all directorships to be filled by the Shareholders or the Board of Directors. In making its recommendations, the Nomination Committee would consider the candidates’:-
 - skills, knowledge, expertise and experience;
 - professionalism;
 - integrity; and
 - in the case of the candidates for the position of independent non-executive Directors, the Nomination Committee would also evaluate the candidates’ ability to discharge such responsibilities/functions as expected from independent non-executive Directors;
- 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.
- To recommend to the Board of Directors the nominees to fill the seats on the committees of the Board.
- To assess the effectiveness of the Board of Directors as a whole and each individual Director/committee of the Board, including the Chief Executive Officer. All assessments and evaluations carried out by the Nomination Committee in the discharge of all its functions would be properly documented.
- To review annually, the term of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee and members have carried out their duties in accordance with the terms of reference of the Audit Committee.
- To formulate and review the succession plans for the Company’s key management personnel.
- To review training programmes for the Board of Directors and to facilitate Board induction and training programmes, including induction training for new Board members.
- To act in line with the directions of the Board of Directors.
- To consider and examine such other matters as the Nomination Committee considers appropriate.