

# **EDUSPEC HOLDINGS BERHAD**

(Company No. 646759-X)

(Incorporated in Malaysia)

## **NOMINATION COMMITTEE**

### **TERMS OF REFERENCE**

#### **1. Composition**

The Nomination Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise exclusively of non-executive Directors, majority of whom are independent.

The Nomination Committee shall consist of at least two (2) members.

#### **2. Quorum**

Two (2) members shall form a quorum for meetings provided that two (2) are independent Directors.

#### **3. Chairman**

The Chairman of the Nomination Committee shall be Senior Independent Non-Executive Director who shall be identified and appointed by the Board. In the absence of the Chairman of the Nomination Committee, the remaining members present shall elect one of their members as Chairman of the Meeting.

#### **4. Secretary**

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

#### **5. Meetings and Minutes**

a) The Nomination Committee shall meet at least once a year or at such other times as the Chairman of the Nomination Committee deems necessary.

b) Minutes of meeting shall be recorded and kept.

- 2 -

c) Questions arising shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote provided that where two (2) members form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.

***d) Any resolution in writing, signed or assented to by all the members of the Committee shall be as valid and effectual as if had been passed at a meeting of the Committee duly convened and held, and may consist of several documents in the like form, each signed by one or more members of the Committee.***

## **6. Scope of Responsibilities**

The Nomination Committee shall have the following responsibilities:-

- (a) Recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board. In making its recommendations, the Nomination Committee should consider the candidates'
  - skills, knowledge, expertise and experience;
  - professionalism;
  - integrity; and
  - in the case of candidates for the position of independent non-executive directors, the Nomination Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.
- (b) To identify and propose new nominees for appointment to the Board of Directors.
- (c) ***To assess annual assessment on the effectiveness of the Board of Directors as a whole, the Board Committees and the contribution of each individual Director and Chief Executive Officer.***
- (d) To recommend to the Board, Directors to fill the seats on Board Committees.
- (e) To review annually the Board's mix of skills and experience and other qualities including core competencies which non-executive Directors should bring to the Board. This should be disclosed in the Annual Report.
- (f) To determine annually whether or not a Director is Executive, Non-Executive or Independent.

...3/-

- 3 -

- (g) To recommend to the Board for contribution (or not) in service of executive Director(s) and Directors who are due for retirement by rotation.
- (h) To consider, in making its recommendations, candidates for directorship proposed by the Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any director or shareholder.
- (i) *To develop criteria to assess Independence of Directors.*
- (j) *To review Board's succession plan.*
- (k) *To facilitate Board induction and training for newly appointed directors.*
- (l) *To review training programs for the board.*
- (m) *To facilitate achievement of board gender diversity policies and targets.*

## **7. Reporting Procedures**

- (a) The actual decision as to who shall be appointed to the Board shall be the responsibility of the full Board after considering the recommendation of the Nomination Committee.
- (b) The Nomination Committee should report to the full Board for its consideration and implementation.