

TERMS OF REFERENCE FOR NOMINATING COMMITTEE

1 Objectives

The Nominating Committee (“NC”) of EUPE was formed by the Board in July 2013. Its primary function, in line with the Malaysian Code on Corporate Governance and Paragraph 15.08A (2) of the Listing Requirements is to assist the Board in the following areas:

- Develop and review policies and procedures governing the composition for effective and efficient functioning of the Board;
- Review and assess the mix of skills, experience, size and diversity of the Board;
- Recommend to the Board on candidates for directorship, on the re-appointment and re-election of Directors and the Directors to sit on Board Committees;
- Review and assess the contribution, effectiveness and performance of individual Directors, as well as the effectiveness of the Board and its Committees;
- Review and assess the criteria for assessment of independence for Independent Directors (“IDs”); and
- Recommend to the Board the continuation of office of the IDs whose tenure has exceeded a cumulative term of nine (9) years, as ID of the Company.

The existence of the NC does not diminish the Board’s ultimate responsibility for decision-making relating to the work of the NC.

2 Membership

The membership of the NC shall comprise of exclusively Non-Executive Directors (“NEDs”), a majority of whom must be independent and consist of at least three (3) members.

3 Quorum and Meeting Procedures

The NC shall meet at least once (1) a year. More meetings may be conducted if the need arises. The quorum for a meeting of the NC shall be two (2) members.

Should the Chairman of the NC be absent from meeting, the NC members present shall appoint a Chairman from amongst them for that particular meeting. In addition to the regular scheduled meeting, the Chairman shall call a meeting of the NC if so requested by any member of the NC or by the Chairman of the Board. If a member is unable to be physically present, the member may choose to participate via video or tele-conferencing.

The Secretary of the Company shall be secretary (the “Secretary”) of the NC. The Secretary, in consultation with the Chairman of the NC, shall draw up the agenda of the meeting. The agenda, together with the relevant papers, shall be circulated at least seven (7) days prior to each NC meeting. The Secretary of the NC shall keep the minutes of meetings and copies thereof shall be circulated to all members of the Board.

4 Authority

The Board has authorised the NC, within the scope of its duties and responsibilities set out in this Charter to:

- perform the activities required to discharge its responsibilities and make the relevant recommendations to the Board;
- select engage and obtain, at the cost of the Company, professional advice in order for the NC to carry out its duties; and
- have full and unrestricted access to information pertaining to the Company.

5 Rotation of Members

Rotation of the NC members is encouraged, where practical, to ensure undue reliance is not placed on a particular individual.

6 Attendance

The Chairman of the NC, or the NC members with the approval from the Chairman, may invite any person or persons to attend the NC meetings, but not necessarily for the full duration of the meeting.

7 Duties

The duties of the NC are as follows:

A. Board composition

- develop and review the Board Diversity policy by considering the mix of skills, experience, knowledge, independence and diversity representation of the Board to optimise its effectiveness, creativity and capacity;
- consider the size of the Board and Board Committees with a view of determining the impact of the number upon the Board's and Board Committees' effectiveness and recommend to the Board any improvements to be made; and
- review and oversee the development of a succession planning framework for Board members

B. Board nomination and election process

- review the nomination and election process of directors including that for candidature in Board Committees;
- develop, maintain and review the criteria to be used in the recruitment process;
- make recommendations to the Board, candidates for all directorships in the Company. All candidates shall be assessed for suitability based on the following criteria:
 - skills, knowledge, expertise and experience;
 - character, professionalism and integrity;
 - diversity;
 - commitment;
 - competence;
 - contribution and performance;