

STI EDUCATION SYSTEMS HOLDINGS, INC.

NOMINATION COMMITTEE CHARTER

I. Purpose and Responsibilities of the Committee

The Nomination Committee (the "Committee") of the Board of Directors (the "Board") of STI Education Systems Holdings, Inc. (the "Company") shall:

- (a) set up and maintain a procedure to ensure that nominees to the Board for election by the stockholders or the Board are qualified in accordance with the By-laws, Manual of Corporate Governance and relevant laws, rules and regulations;
- (b) encourage the selection of competent directors, each one of whom can increase value and contribute independent judgment to the formulation of sound corporate strategies and policies;
- (c) review the qualifications of the nominees for directors and prepare a final list of candidates;
- (d) make available assessment on the Board's effectiveness in directing the process of renewing and replacing Board members and in appointing officers or advisors and develop, update as necessary and recommend to the Board policies for considering nominees for directors, officers or advisors; and
- (e) review succession plans for members of the Board.
- (f) discharge any other duties and responsibilities delegated to the Committee by the Board from time to time. The Committee shall be guided by the Company's mission and vision in the fulfillment of its functions.

II. Organization

(a) Charter

This charter shall be subject to an annual review by the Committee. In case there will be changes, it shall be subject to the approval of the Board.

(b) Membership

The Committee shall be composed of at least three (3) directors, one of whom shall be an independent director. The Board may from time to time increase the membership of the Committee, and appoint additional members therein. Actions of the committee shall be approved by a majority of the members thereof.

The Board appoints the members of the Committee at the annual organizational meeting of the Board and each member shall serve upon his election until the next organizational meeting of the Board unless removed or replaced by, and in the sole discretion of the Board. The Committee shall comply with the rules and regulations of the Securities and Exchange Commission and the Philippine Stock Exchange.

(c) Meeting of the Committee

The Company's Corporate Secretary sends the notice of each meeting confirming the date, time, venue, and agenda shall be given to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice will include the agenda to be discussed during the meeting. Full

minutes of the proceedings of, and resolutions made during, Committee meetings, shall be kept by the Corporate Secretary. Draft minutes shall be sent to the Committee members for their comment. Notices, minute, agenda and supporting papers will be made available to any Director upon request to the Corporate Secretary.

The Committee shall meet in person or via teleconference at least twice a year at a time and place determined by its Chairman, with further meetings to occur when deemed necessary or desirable by the Committee or its Chairman. Actions of the Committee may also be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chairman.

Minutes of the Committee meeting will be recorded and maintained by the secretary of the meeting and presented to the Committee at the next Committee meeting for approval. The Corporate Secretary or his designate shall act as secretary for the meetings.

(d) Reports to the Board

The Chairman of the Committee shall report to the Board all actions of the Committee at the meeting of the Board.

The Committee may invite such members of management and other persons to its meetings and may secure independent expert advice as it may deem desirable or appropriate.

STI EDUCATION SYSTEMS HOLDINGS, INC.

Approved by:



EUSEBIO B. TANCO
Chairman of the Board and
the Nomination Committee



ERNEST LAWRENCE CU
Independent Director and
Member of the Nomination Committee