

DOLPHIN INTERNATIONAL BERHAD

[Registration no. 201201016010 (1001521-X)]

(Incorporated in Malaysia)

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. Composition

The Nomination Committee shall consist of not less than three (3) members. All the members shall be Non-Executive Directors, the majority of whom are independent.

2. Quorum

The quorum for each meeting shall be a majority of members present.

3. Chairman

The Chairman of the Nomination Committee shall be an 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 or his/her representative(s).

5. Meetings

- (a) The meetings shall be held not less than one (1) time a year. A member may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Nomination Committee.
- (b) Questions arising at any meeting of Nomination Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the Nomination Committee.
- (c) 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 members are competent to vote on the question at issue, shall not have a casting vote.
- (d) Any resolution in writing, if signed or assented to by all the members of the Committee shall be as valid and effectual as if it 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. Objectives

The primary objectives of the Nomination Committee are to act as a committee of the full Board to assist in discharging of the Board's responsibilities in:

- (a) assessing the ability of the existing Directors to contribute to the effective decision making of the Board;

- (b) identifying, appointing and orientating new Directors;
- (c) identifying the skills mix and experience and other qualities the Board requires in order to function completely and efficiently.

7. Responsibilities

The Nomination Committee shall have the following responsibilities:

- (a) Recommend to the Board, candidates for all directorships to be filled by 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) 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.
- (c) Recommend to the Board, Directors to fill seats on Board Committees.
- (d) Assess the effectiveness of the Board as a whole.
- (e) Assess the effectiveness of the committees of the Board.
- (f) Assess the contribution of each individual Director.
- (g) Review and recommend to the Board the required mix of skills and experience and other qualities the Board requires in order to function completely and efficiently.
- (h) Assess the performance and contribution of Directors who stand for re-election whether they meet established performance evaluation criteria.
- (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 diversity policies and targets.
