

DPI HOLDINGS BERHAD
(Company No: 1249778 – M)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. OBJECTIVES

The principal objectives of the Nomination Committee (“Committee”) are as follows:-

- I. To recommend to the Board of Directors (“Board”), suitable candidate(s) to be appointed as Director(s) (either as an executive, non-executive or independent Director).
- II. To evaluate and consider, before making any recommendations, candidate(s) proposed by the Managing Director and/or any Directors.
- III. To evaluate and consider suitable candidate(s) to fill seats on the Committee.
- IV. To assess and evaluate the performance of each Director of the Company.

2. COMPOSITION OF MEMBERS

The Board shall elect the Committee members from amongst themselves, comprising exclusively of non-executive Directors, a majority of whom must be Independent Directors.

3. CHAIRMAN

The Committee shall elect a Chairman from amongst its members and the elected Chairman of the Committee shall be approved by the Board. The Chairman of the Committee shall be an Independent Director.

In the event the elected Chairman is not able to attend the Committee meeting, a member of the Committee shall be nominated as Chairman for the meeting.

4. MEETINGS OF THE COMMITTEE

I. Meetings

The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. In the event issues requiring the Committee’s decision arise between meetings, such issues shall be resolved through written resolution. Such written resolution in writing shall be valid and effectual if it is signed or approved by letter, facsimile or any electronic means by members of the Committee pursuant to the Constitution of the Company.

For the Committee's meetings (except in the case of an emergency), reasonable notice shall be given in writing to all the members of the Committee.

Other Board members and senior management may be invited to attend the Committee meetings.

II. Quorum

A minimum of two (2) members shall form the quorum.

III. Secretary of the Committee

The Company Secretary shall be the secretary of the Committee.

IV. Minutes of the Committee Meeting

Every meeting of the Committee must be minuted either by the Company Secretary or any other person approved by the Committee and such minutes must be confirmed by the Committee at the next succeeding Committee meeting.

The Minutes of each meeting signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting shall be evidence of the proceedings that the meeting was duly convened and held.

5. FUNCTIONS

The functions of the Committee are as follows:-

- I. 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;
- II. consider in making its recommendations, candidates for directorship proposed by the Executive Chairman / Managing Director and, within the bounds of practicability, by any other senior executive or any Director or shareholder;
- III. recommend to the Board, Directors to fill seats on Board Committees;
- IV. assess the effectiveness of the Board as a whole;
- V. assess the effectiveness of the committees of the Board;
- VI. assess the contribution of each individual Director;
- VII. 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;

- VIII. assess the performance and contribution of Directors who stand for re-election whether they meet established performance evaluation criteria;
- IX. develop criteria to assess independence of Directors;
- X. review Board's succession plan;
- XI. facilitate Board induction and training for newly appointed Directors;
- XII. review training programs for the Board; and
- XIII. facilitate achievement of Board gender diversity policies and targets.

The recommendations of the Nomination Committee are subject to the approval of the Board.