

DOLPHIN INTERNATIONAL BERHAD

[Registration no. 201201016010 (1001521-X)]
(Incorporated in Malaysia)

BOARD CHARTER

1. OVERVIEW

The Board of Directors (“the Board”) of Dolphin International Berhad (“the Company”) is accountable and responsible for the performance and affairs of the Company and its subsidiaries (collectively “Group”). The Board is to ensure the maximization of shareholders’ value and safeguarding the stakeholders’ interests and thus all Board members are expected to show good stewardship and act in a professional manner, as well as upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.

The Board Charter sets out the composition, roles, responsibilities, operations and processes of the Board and is to ensure that all Board members are acting on behalf of the Company and are aware that their duties and responsibilities are towards the best interest of the Group.

This Board Charter would act as a source reference and primary induction literature to provide insights to prospective Board members and senior management. In addition, it will assist the Board in the assessment of its own performance and that of its individual Directors.

2. THE BOARD

2.1 Board Membership Guideline

2.1.1 Composition

The number of Directors shall not be less than 2 but not more than 15 as set out in the Constitution of the Company. At any one time, at least 2 or 1/3 of the Board members are Independent Directors. The composition and size of the Board are reviewed from time to time to ensure its appropriateness.

2.1.2 Appointments and Re-election

The appointment of a new Director is a matter for consideration and decision by the full Board upon the recommendation of the Nomination Committee (“NC”) which the candidates may identify from existing board members, management, major shareholders or independent sources. In making these recommendations, the NC will consider the required mix of skills, knowledge, experience, independent elements and diversity, including gender, where appropriate, which the Director brings to the Board.

The Constitution of the Company provides that every newly appointed Director be subjected to re-election at the immediate Annual General Meeting (“AGM”). Further, one third (1/3) of the Board shall retire from office and be eligible for re- election at every AGM, and all the Directors shall submit themselves for re-election at least every three (3) years.

2.1.3 Independence

An Independent Director is independent of management and free of any significant business or other relationships that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgment, and who otherwise meet the criteria for independence.

The Independent Directors provide independent judgment, experience and objectivity without being subordinated to operational considerations. They help to ensure that the interests of all shareholders are indeed taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.

An Independent Director, upon his/her appointment, give the Company a letter of confirmation that he/she is an Independent Director as defined under Paragraph 1.01 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Board assesses the independence of the Independent Directors annually by taking into consideration of their disclosed interests and having regard to the criteria for assessing the independence of Directors under the annual Board Assessment. A separate assessment for Independent Directors is also undertaken when any new interest or relationships develops. Independent Director shall provide to the Company an annual declaration of his/her independence on the form as set out in Appendix A of this Board Charter or in such other forms as the NC may from time to time prescribe or approve.

The tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. Upon completion of the 9 years, an Independent Director may continue to serve on the Board subject to the Director's designation as a Non-Independent Director. Otherwise, the Board must justify and seek shareholders' approval at the Company's Annual General Meeting in the event it retains the Director as an Independent Director. However, no Director shall serve as Independent Director for a cumulative term of more than twelve (12) years.

2.1.4 New Directorship

All Board members shall notify the Chairman of the Board before accepting any new directorship. The notification shall include an indication of time that will be spent on the new appointment. The Chairman shall also notify the Board if he has any new directorship or significant commitments outside the Company.

2.2 Board Role

2.2.1 Duties and Responsibilities

The Board assumes, amongst others, the following duties and responsibilities:-

- (a) promote good corporate governance culture within the Company and its subsidiaries ("the Group") which reinforces ethical, prudent and professional behavior;
- (b) review and adopt the overall strategic plans and programmes for the Group; and ensure that the strategic plan supports long term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- (c) oversee and evaluate the conduct of business of the Group which includes supervision and assessment of Management's performance to determine whether the business is properly being managed;
- (d) ensure there is a sound framework for internal controls and risk management;

- (e) understand the principal risks of the Group, set the risk appetite within which Management is expected to operate and ensure there is an appropriate risk management framework, to identify, analyse, manage and monitor significant risks including corruption risk management;
- (f) ensure the senior management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of the Board and senior management;
- (g) ensure the Company has in place procedures to enable effective communication with stakeholders; and
- (h) review the adequacy and the integrity of the financial and non-financial reporting of the Group.

2.2.2 Matters Reserved for the Board

The following are matters which are specifically reserved for the Board:-

- (1) Approval of major corporate plans, policies and programmes;
- (2) Approval of major capital commitments;
- (3) Approval of new ventures;
- (4) Approval of material acquisitions and disposals of undertakings and properties;
- (5) Changes to the management and control structure within the Company and its subsidiaries (“the Group”), including key policies, delegated authority limits;
- (6) Appointment and removal of Director;
- (7) Establishment of Board Committees;
- (8) Appointment and removal of Secretary;
- (9) Remuneration for Non-Executive Director;
- (10) Executive Directors’ Remuneration packages;
- (11) The Company’s material communications to the public and/or shareholders, including Press Releases, Announcements, Annual Reports, Letters, Circulars, and the Group’s policies and commitments on anti-corruption;
- (12) Any matter for which Board approval is required by law as specified in the MMLR, guidelines of the Securities Commission, the Companies Act 2016, the Malaysian Code on Corporate Governance, Malaysian Anti-Corruption Commission Act 2009 (Act 694) and any other relevant authority;
- (13) The Group’s general stance against corrupt practices in relation to its business activities; and
- (14) The Group’s anti-corruption compliances and the monitoring of anti-compliance initiatives throughout the Group.

2.3 Role of Chairman

The Chairman is responsible for the leadership, effectiveness, conduct and governance of the Board.

The responsibilities of the Chairman, amongst others, are as follows:-

- (1) Leading the Board in establishing and monitoring good corporate governance practices in Company;
- (2) Leading the Board and ensuring its effectiveness of all aspects of its role;
- (3) Managing the interface between Board and Management;
- (4) Facilitating the effective contribution of all Directors at Board meetings;
- (5) Encouraging active participation and allowing dissenting views to be freely expressed;
- (6) Promoting constructive and respectful relations between Directors, and between the Board and Management;
- (7) Setting the board agenda and ensuring that board members receive complete and accurate information in a timely manner; and

- (8) Ensuring appropriate steps are taken to provide effective communication with shareholders and that their view are communicated to the Board as a whole.

2.4 Role of Managing Director/Chief Executive Officer

The Managing Director/Chief Executive Officer has overall responsibility for the day-to-day management of the business and implementation of the Board's policies and decisions. Managing Director/Chief Executive Officer is responsible to ensure due execution of strategic goals, effective operation within the Company, and to explain, clarify and inform the Board on matters pertaining to the Group.

- (1) Developing the strategic direction of the Group;
- (2) Ensuring that the Group's strategies and corporate policies are effectively implemented;
- (3) Ensuring that Board decisions are implemented and board directions are adhered to;
- (4) Ensuring the efficiency and effectiveness of the operation for the Group;
- (5) Assessing business opportunities which are of potential benefit to the Group; and
- (6) Bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

2.5 Board Committees

The Board may from time to time establish Committees as is considered appropriate to assist in carrying out its duties and responsibilities. The Board delegates certain functions to the following Committees to assist in the execution of its responsibilities:-

- (1) Audit and Risk Management Committee;
- (2) NC;
- (3) Remuneration Committee; and

The Committees shall operate under clearly defined terms of reference. The Committees are authorized by the Board to deal with and to deliberate on matters delegated to them within their terms of reference. The Chairman of the respective Committees reports to the Board on the outcome of the Committee meetings.

The Board shall at all time exercise collective oversight of the Committees and Management and would not delegate matters to the Committees or Management to an extent that would significantly hinder or reduce the Board's ability to discharge its functions. Regular reviews on the roles and responsibilities of the Committee would be conducted, when the need arises, to ensure that the Company is able to adapt to changing business circumstances.

2.6 Board and Board Committee Evaluation

The Board through the NC, shall undertake a formal and rigorous annual evaluation of its own performance and effectiveness, including the assessment on the Board as a whole, Board committees, individual committee members and individual Directors.

The Board assesses the independence of the Directors annually by taking into consideration of their disclosed interest and having regards to the criteria for assessing the independence of Directors through the Assessment of Independence of Independent Directors.

The NC and the Board will consider the assessment results from the annual evaluation to determine the re-election and/or re- appointment of Directors, as well as for further development of the Directors.

The Board evaluation shall be facilitated by a professional independent party as and when the Board deem necessary, in order to achieve a greater objectivity to the assessment by providing an unbiased perspective on a Director's performance and contribution.

2.7 Board Meetings

The Board shall conduct at least four (4) scheduled meetings annually, with additional meetings to be convened as and when necessary.

A full agenda of the meeting and all Board papers, including complicated issues or specific matters, would be distributed in advance to ensure Directors are well informed and have the opportunity to seek additional information, and are able to obtain further clarification from the Company Secretary, should such a need arise. Where necessary, the services of other senior management or external consultants will be arranged to brief and help the Directors clear any doubt or concern.

The proceedings of all meetings will be minuted and signed by the Chairman of the meeting. Minutes of all Board meetings will be circulated to all Directors and approved by the Board at the subsequent meeting. Actions on all matters arising from any meeting shall be reported at the following meeting.

Directors' Circular Resolutions signed by majority of the Directors shall be as valid and effectual as if the resolutions had been passed at the meeting of the Directors.

2.8 Financial Reporting

In presenting the annual financial statements and quarterly announcements to the shareholders, including other price sensitive public reports and reports submitted to regulators, the Board aims to present a balanced and understandable assessment of the Group's position and prospects.

The Board ensures that the financial statements is prepared in accordance with the Companies Act and applicable approved accounting reporting standards, so as to give a true and fair view of the state of affairs of the Group and the Company.

2.9 Directors' Remuneration

The objectives of the Group's policy on Directors' remuneration are to ensure that the Group attracts and retains Directors of caliber and integrity to the run the Group successfully. The Executive Directors' and Key Senior Management's remuneration will be reviewed by Remuneration Committee annually and recommended for Board's approval after taking into consideration all relevant factors including the function, workload, responsibilities, contribution and commitment of the Executive Directors and senior management.

In the case of the Non-Executive Directors, the level of remuneration reflects the contribution and level of responsibilities undertaken by the particular Non-Executive Director. The fee which is subject to the approval of the shareholders shall be fixed in sum and not by a commission or on percentage of profits/turnover.

2.10 Directors' Training & Continuing Education

In addition to the Mandatory Accreditation Programme as required by the Bursa Malaysia Securities Berhad ("Bursa Malaysia"), the Directors shall continue to update their knowledge and enhance their skills through appropriate continuing education programmes and life-long learning. This will enable Directors to effectively discharge duties and sustain active participation in the Board deliberations.

3. DIRECTORS' FIT AND PROPER POLICY

All members of the Board are required to have necessary qualities, competencies and experience that allows them to perform their duties and carry out the responsibilities required of the position in the most effective manner.

The NC shall conduct a fit and proper assessment on each person for a new appointment or re-appointment of Directors before recommending to the Board for approval. The fit and proper assessment on a Director may also be conducted whenever the Company becomes aware of information that may materially compromise a Director's fitness and propriety.

The NC and the Board, in conducting the fit and proper assessment, shall be guided by the Fit and Proper Policy as described herein.

The fit and proper criteria of a Director include but not limited to the following:

A) CHARACTER AND INTEGRITY

i) Probity

- is compliant with legal obligations, regulatory requirements and professional standards
- has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court

ii) Personal integrity

- has not perpetrated or participated in any business practices which are deceitful, oppressive, improper (whether unlawful or not), or which otherwise reflect discredit on his/her professional conduct
- service contract (i.e. in the capacity of management or Director) had not been terminated in the past due to concerns on personal integrity
- has not abused other positions (ie. political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance

iii) Financial integrity

- manages personal debts or financial affairs satisfactorily
- demonstrates ability to fulfil personal financial obligations as and when they fall due

iv) Reputation

- is of good repute in the financial and business community
- has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years
- has not been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in that management

B) EXPERIENCE AND COMPETENCE

i) Qualifications, training and skills

- possesses education qualification that is relevant to the skill set that the Director is earmarked to bring to bear onto the boardroom (i.e. a match to the board skill set matrix)
- has a considerable understanding on the business and workings of a corporation
- possesses general management skills as well as understanding of corporate governance and sustainability issues
- keeps knowledge current based on continuous professional development
- possesses leadership capabilities and a high level of emotional intelligence

ii) Relevant experience and expertise

- possesses relevant experience and expertise with due consideration given to past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities

iii) Relevant past performance or track record

- had a career of occupying a high-level position in a comparable organisation, and was accountable for driving or leading the organisation's governance, business performance or operations
- possesses commendable past performance record as gathered from the results of the board effectiveness evaluation

C) TIME AND COMMITMENT

i) Ability to discharge role having regard to other commitments

- able to devote time as a board member, having factored other outside obligations including concurrent board positions held by the Director across listed issuers and non-listed entities (including not-for-profit organisations)

ii) Participation and contribution in the board or track record

- demonstrates willingness to participate actively in board activities
- demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom
- manifests passion in the vocation of a Director
- exhibits ability to articulate views independently, objectively and constructively
- exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others

A person who has been identified for appointment as a Director or for re-appointment/re-election as a Director of the Company shall be required to make the fit and proper declaration in the form as set out in Appendix B of this Board Charter or in such other forms as the NC may from time to time prescribe or approve.

4. GENDER DIVERSITY POLICY

- 4.1 The Board is committed to workplace diversity, with a particular focus on supporting the representation of women in the composition of Board and senior management positions of the Company.
- 4.2 The Board, through the NC, should conduct all Board appointment processes in a manner that promotes gender diversity, having regards also to merits of each candidate.
- 4.3 The Board with the assistance of management, is responsible for developing strategies to meet the objectives of gender diversity and monitoring the progress of achieving the objectives through the monitoring, evaluation and reporting mechanisms.
- 4.4 The gender diversity strategies includes:-
- a) recruiting from a diverse pool of candidates ie. from Director's registry, professional bodies, open advertisement, recommendations from the Directors, management, major shareholders or external parties including the Company's contacts in related industries or by the use of independent search firms for all positions;
 - b) reviewing succession plans to ensure an appropriate focus on gender diversity;
 - c) identifying specific factors to take into account the recruitment and selection processes to encourage gender diversity;
 - d) developing programs to develop a broader pool of skilled and experienced senior management and board candidates, including, workplace development programs, mentoring programs and targeted training and development; and
 - e) any other strategies the Board develops from time to time.

5. COMPANY SECRETARY

The appointment and removal of the Company Secretary or Secretaries shall be the prerogative of the Board.

The Company Secretary is responsible for ensuring that Board procedures are followed, that the applicable rules and regulations for the conduct of the affairs of the Board are complied with and for all matters associated with the maintenance of the Board or otherwise required for its efficient operation.

6. SHAREHOLDER COMMUNICATION

The Board shall place great importance in ensuring the high standards of transparency and accountability in its communication to shareholders, as well as to potential investors, analysts and the public. The shareholders shall be informed of all material matters affecting the Company and Group.

The ways of communication to shareholders and investors, amongst others, are as follows:-

- (a) Timely announcements and disclosures made to the Bursa Malaysia, which includes quarterly financial results, material contract awarded, changes in the composition of the Group and any other material information that may affect investors' decision making;

- (b) Make available of the corporate information and/or disclosures of the Group for reference on the website; and
- (c) Dialogues with financial analysts as a means of effective communication that enable the Board and Management to convey information relating to the Company's performance, corporate strategy and other matters affecting shareholders' interests as and when required.

The AGM is the principal forum for dialogue with shareholders. The Board also encourages shareholders to participate in the question and answer session at the AGM.

7. ACCESS TO INFORMATION AND INDEPENDENT ADVICE

The Directors may access such information and seek such independent professional advice at the Company's expense, as they individually or collectively consider necessary, to fulfil their responsibilities and permit independent judgment in decision making.

8. CODE OF CONDUCT AND ETHICS

The Company Code of Conduct and Ethics ("the Code") is to be observed by all Directors and employees of the Group. The Board will review the Code regularly to ensure that it continues to remain relevant and appropriate.

9. REVIEW OF THE BOARD CHARTER

Any subsequent amendment to the Charter can only be approved by the Board. The Board Charter will be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.

DOLPHIN INTERNATIONAL BERHAD
[Registration No. 201201016010 (1001521-X)]

DIRECTORS' DECLARATION OF INDEPENDENCE PURSUANT TO
MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

Name: _____

NRIC No.: _____

Please **CIRCLE** the correct answer*, whichever applicable

Q	Part 1: General Test of Independence - a director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of the Company.
1.1	I * have / * do not have management relationship with the Company or any of its subsidiaries which could interfere, or be reasonably regarded as interfering with the exercise of my independent business judgement or the ability to act in the best interests of the Company
1.2	<p>(a) I * am (i) * a director, (ii) * a substantial shareholder or (iii) * an executive officer, or I * am not (i) * a director, (ii) * a substantial shareholder or (iii) * an executive officer of a firm or corporation, where such firm or corporation carried on business for purposes of profit, to which the Company or any of its subsidiaries has made or from which the Company or any of its subsidiaries has received any payments for transactions other than those involving standard services with published rates or for routine or retail transactions or relationships.</p> <p>(b) I * am / * am not receiving or * has / * has not received any compensation from the Company or from any of its subsidiaries, other than remuneration for my services as a director at any time.</p> <p>(c) I * am / * am not a * director or a * substantial shareholder of a firm or corporation which is –</p> <p style="padding-left: 40px;">(i) A member/shareholder of; or (ii) A related corporation of a member/shareholder of,</p> <p style="padding-left: 40px;">The Company or any of its subsidiaries.</p> <p>(d) I * am / * am not employed by or receiving or * have / * have not at any time during the current or immediately preceding financial year of the Company received any compensation from a firm or corporation which is –</p> <p style="padding-left: 40px;">(i) A member/shareholder of; or (ii) A related corporation of a member/shareholder of,</p> <p style="padding-left: 40px;">the Company or any of its subsidiaries.</p>
	In the above context of Q 1.2, if any one answer to the above (a) to (d) is positive, then you are deemed to have business relationship with the Company or any of its subsidiaries, which could interfere, or be reasonably regarded as interfering with the exercise of my independent business judgement or the ability to act in the best interests of the Company

Please **CIRCLE** the correct answer *, whichever applicable

Q	Part 2: General Exclusion Test
2.1	I * am / * am not an Executive Director (ED) of the Company
2.2	I * have / * have not been an officer (except as a non-ED) of the Company within the last 3 years e.g. CEO, Company Secretary
2.3	I * am / * am not a major shareholder of the Company
2.4	<p>I * am / * am not a relative of the ED, officers or major shareholder of the Company</p> <p>Note for Q 2.4: Pursuant to Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, “family” includes a person who falls within any one of these categories namely (a) spouse, (b) parent (c) child including adopted child and step-child, (d) brother or sister, and (e) spouse of parent referred to in (c) and (d).</p>
	<p>Note for Q2.7 and Q2.9: “Entity” refers to an entity other than the Company or its subsidiaries “major shareholder” – interest of 10% or more of the total number of voting shares; or 5% or more of the total number of voting shares in the Entity where such person is the largest shareholder of the Entity</p>
2.5	I * am / * am not acting as a nominee of the ED or major shareholder of the Company
2.6	I * have / * have not been engaged as a professional adviser by the Company; OR
2.7	<p>I * am / * am not presently a partner of an Entity I * am / * am not presently a Director (except Independent Director) of an Entity I * am / * am not presently a major shareholder of an Entity,</p> <p>which provides professional advisory services to the Company under such circumstances as prescribed by the Exchange and the consideration in aggregate * exceeds / * does not exceed 5% of the gross revenue on a consolidated basis where applicable, of the said Director or of the Entity (based on annual audited accounts for the last 3 financial years)] or RM1 million, whichever is the higher.</p> <p>Note for Q.2.6 & Q 2.7: Pursuant to Paragraph 4.1 of Practice Note 13, the Director would be disqualified from being an Independent Director (ID) if he/she has “PERSONALLY” provided professional advisory services to the Company within the last 3 years, the consideration of which in aggregate exceeds 5% of the gross revenue on a consolidated basis (where applicable) of the said Director or Entity (based on annual audited accounts for last 3 financial years) or RM1 million, whichever is the higher.)</p> <p>Note : PERSONALLY refer to the director or an Entity whereby he/she presently is a partner, Director (other than ID) or major shareholder.</p>
2.8	I * have / * have not engaged in any transaction with the Company; OR
2.9	<p>I * am / * am not presently a partner of an Entity, I * am / * am not presently a Director of an Entity I * am / * am not presently a major shareholder of an Entity,</p> <p>which has engaged in any transaction with the Company within the last 3 years, and the consideration in aggregate * exceeds / * does not exceed 5% of the gross revenue on a consolidated basis where applicable, of the said Director or of the Entity (based on annual audited accounts for the last 3 financial years) or RM1 million, whichever is the higher.</p>

Please **CIRCLE** the correct answer *, whichever applicable

	Note for Q2.8 & Q 2.9:
(1)	Pursuant to Paragraph 5 of Practice Note 13, the Director would be disqualified from being an ID if he/she has engaged “PERSONALLY” in transactions with the Company (within the last 3 years, the consideration of which in aggregate exceeds 5% of the gross revenue on a consolidated basis (where applicable) of the said Director or Entity (based on annual audited accounts for last 3 financial years) or RM1 million, whichever is the higher. <i>Note : PERSONALLY refer to the director or an Entity whereby he/she presently is a partner, Director (other than ID) or major shareholder.</i>
(2)	“Transactions” above shall exclude:-
(a)	Transactions on normal commercial terms entered into between the Entity and the Company where the said Director is also a partner director or major shareholder (i) for personal use of the said Director; or (ii) for personal investment of the said Director but not for the purpose of carrying on a trade or business
(b)	Transactions on normal commercial terms entered into between the Company and the Company, where the said Director is also director (not a major shareholder) but is NOT involved in the said transactions;
(c)	Transactions for following goods and services, provided that they are sold or rendered based on a non - negotiable fixed price or rate, which is published or publicly quoted and the material terms including the prices or charges are applied consistently to all customers or classes of customers:- (i) provision or usage of public utility services such as water, electricity, telecommunications, data, postal or courier services, services by licensed persons as defined under the Financial Services Act 2013 (other than professional advisory services which are subject to Paragraph 4.1 of Practice Note 13), insurance, unit trusts, stockbroking services, public transport, education, medical services, provision or usage of tolled highways, hotel facilities and recreational activities, provision or consumption of fuel on retail or food and beverage at eateries, provision or purchase of goods at retail outlets such as supermarkets, hypermarkets or departmental stores; and (ii) such other types of goods or services that may be prescribed by the Exchange from time to time.
Q	Part 3: Additional Independence Criteria
3.1	The Company’s substantial shareholders as at [] are as follows:- (1) (2) (3)
	(a) I * am / * am not employed by the * substantial shareholder , a * subsidiary or an * associated corporation of the substantial shareholder of the Company ;
	(b) I * am / * am not a director of the * substantial shareholder , a * subsidiary or an * associated corporation of the substantial shareholder of the Company;
	(c) I * am / * am not accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the substantial shareholder.

Confirmed by:

.....

(Signature)

Name:

Date:

DOLPHIN INTERNATIONAL BERHAD
[Registration No. 201201016010 (1001521-X)]

DIRECTORS' DECLARATION OF FIT AND PROPER

Name: _____

NRIC No.: _____

do hereby solemnly affirm and declare the following:-

No.	Criteria	YES	NO
Probity, Personal Integrity and Reputation			
1.	I have not been the subject of any proceedings of a disciplinary or criminal nature, or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;		
2.	I have not contravened any provision made by or under any written law designed to protect members of the public against financial loss due to dishonesty, incompetence or malpractice;		
3.	I have not contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;		
4.	I or any business in which I have a controlling interest or exercise significant influence, have not been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;		
5.	I have not been engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on my professional conduct;		
6.	I have not been dismissed, asked to resign or have resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions on my honesty and integrity;		
7.	I have not been associated, in ownership or management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a licence to conduct any trade, business or profession, or has had that registration, authorisation, membership or licence revoked, withdrawn or terminated;		
8.	I have not held a position of responsibility in the management of a business that has gone into receivership, insolvency, or involuntary liquidation while I was connected with that business;		
9.	I have not been a director of, or have been directly concerned in the management of, any corporation which is being or has been wound up by a court or other authority competent to do so within or outside Malaysia, or of any licensed institution, the licence of which has been revoked under any written law;		

No.	Criteria	YES	NO
10.	In the past, I have not acted unfairly or dishonestly in my dealings with my customers, employer, auditors and regulatory authorities;		
11.	I have not at any time shown a strong objection or lack of willingness to cooperate with regulatory authorities and failure to comply with legal, regulatory and professional requirements and standards, including compliance with tax requirements and obligations;		
12.	I have not contributed significantly to the failure of an organisation or a business unit;		
13.	I have not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices; and		
14.	I am free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of my judgement when acting in the capacity of a Director of the Company and/or its Group which would be disadvantageous to the Company or the Company's interest		
Financial Integrity			
15.	I am and will be able to fulfil my financial obligations, whether in Malaysia or elsewhere, as and when they fall due;		
16.	To my knowledge, I have not been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.		
17.	I have not made arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction.		

* Where you have not ticked 'YES', please explain and/or provide the relevant documents

Explanation for items not ticked 'YES'	
No.	Explanation

.....
 (Signature)
 Name:
 Date: