



**NOMINATION  
AND  
APPOINTMENT  
PROCESSES  
OF NON-EXECUTIVE DIRECTORS**

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## **DIRECTORS' APPOINTMENT AS PER THE CONSTITUTION OF PROMOTION AND DEVELOPMENT LTD**

### **1. Number of directors**

The minimum number of directors shall be FIVE (5) and the maximum number shall be TEN (10).

### **2. Appointment**

The directors of the Promotion and Development Ltd ("PaD" or "Company") shall be such person or persons as may from time to time be appointed by the shareholders by ordinary resolution but so that the total number of directors shall not at any time exceed the maximum permitted by the Constitution.

### **3. Appointment to fill up Casual Vacancy**

The Board of directors may at any time appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors up to a maximum number permitted by the Constitution until the next Annual Meeting of Shareholders where the director shall then retire and shall be eligible for appointment at that meeting.

### **4. Retirement**

At the annual meeting, every year, one-third of the directors, or, if their number is not a multiple of three, then the number nearest to, but not exceeding one third, shall retire from office and shall be re-eligible for re-election.

### **5. Removal**

Every director shall hold office subject to the provisions of the Constitution and may at any time be removed from office by ordinary resolution of the shareholders.

## **NOMINATION AND APPOINTMENT PROCESSES**

1. The Remuneration, Corporate Governance and Ethics Committee (RCGEC) of PaD identifies suitable candidates for the Board of the Company and for its subsidiaries after determining whether the potential candidates have the required criteria established by the RCGEC and whether the potential new directors are fit and proper and are not disqualified from being directors.
2. The RCGEC carries out interviews of the potential candidates before selecting appropriate candidates.
3. The RCGEC then proposes the selected candidates to the Board of the Company or to the Board of subsidiaries for review and approval.
4. Once the Board has reviewed and is satisfied with the profile of the candidates, the Board shall then:
  - 4.1. either appoint a director either to fill a casual vacancy or as an addition to the existing directors until the next Annual Meeting of Shareholders (refer to Section 3 above); or
  - 4.2. shall propose the election of the potential candidate/s by way of an ordinary resolution/s in a Meeting of Shareholders with notice duly sent to all shareholders.

5. Reappointment of a director at the end of his/her mandate shall be based on the recommendation of the RCGEC and subject to approval from the Board of directors and to election by the shareholders in the Annual Meeting of Shareholders.
6. A letter of appointment stipulating the terms and conditions is remitted to the new directors.
7. Necessary filing is effected with regulatory authorities.
8. The RCGEC then ensures that an induction programme is provided to the new Directors covering their roles and responsibilities.