

CAUDAN
DEVELOPMENT



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

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DIRECTORS' APPOINTMENT AS PER THE CONSTITUTION OF CAUDAN DEVELOPMENT LIMITED

1. Number of directors

The minimum number of directors shall be SEVEN (7) and the maximum number shall be FOURTEEN (14).

2. Appointment by notice

Appointment of directors may be effected by notice in writing signed by the holders of the majority of the ordinary shares of Caudan Development Limited ("the Company" or "CDL") provided the directors have not resigned or been removed or disqualified from office. The directors shall hold office until their resignations, disqualification or removal in accordance with the Constitution.

A notice given shall take effect upon receipt of it at the registered office of the Company unless the notice specifies a later time at which the notice will take effect. The notice may comprise one or more similar documents separately signed by the Shareholders giving the notice.

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. The director shall hold office only until the next Annual Meeting of Shareholders where he/she shall then be eligible for re-election.

4. Appointment of Directors by resolution

In addition to the appointment of directors under (2) and (3) above, a person may be appointed as a director of the Company by an Ordinary Resolution.

5. Retirement

At the annual meeting, every year, all the directors for the time being shall retire from office and shall be eligible for re-election.

6. 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 the Company 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.