

**Rules of Procedures for  
Nomination of Candidates and  
Election of Council Members (“the Rules”)**  
(Enacted by the Council Members on 15 November 2023  
pursuant to Article 22 of the Articles of Association)

1. Article 22 provides that:-

*“22. Election of Council Members*

*Subject to these articles, the Council Members may make rules as they think fit about—*

- (a) the procedures for the nominations of candidates for the election of Council Members; and*
- (b) the procedures for the election of Council Members.”*

2. Unless otherwise stated:-

- (1) The abbreviations and nomenclature employed in the Article of Association shall be adopted herein;
- (2) References to Article numbers herein are references to the Article numbers of the Article of Association.

**Procedures for Nomination of Candidates for the Election of Council Members**

- 3. The Council Members shall appoint a nomination committee (“the **Nomination Committee**”) for the purpose of making nominations of candidates for the election of Council Members on such terms as the Council Members think fit.
- 4. The Nomination Committee shall comprise 3 members as follows:-
  - (1) A chairperson being a Past President of the Council;
  - (2) 2 other members being full members of the company.
- 5. The Nomination Committee may invite members of the company to, in a specified form, express interest of being nominated as potential candidates for the election of Council Members within reasonable time, and in any event at least **42** days, before the general meeting where the election for Council Members shall take place (“the **Election GM**”).
- 6. The Nomination Committee shall make nominations (“the **Nominations**”) of candidates (“the **Candidates**”) for appointments by election as mentioned under Articles 20 (1) and (2). The Candidates shall satisfy the requirements set out in Articles 20 to 21.
- 7. None of the members (including the Chairperson) of the Nomination Committee shall be a Candidate.

8. The Nomination Committee shall submit the Nominations (together with such personal particulars of the Candidates as the Nomination Committee shall require) to the company at least **28** days before the Election GM.

### **Procedures for Election of Council Members**

9. At an uncontested election (i.e. where the number of candidates for a particular office of Council Member(s) under each of Article 20(1)(a) paragraphs (i) to (v) is equal or less than the number of vacancy(-ies)), the candidate(s) shall be deemed duly appointed under Article 20(2).
10. At every contested election to elect Council Members:-
  - (1) A poll is to be taken of the members of the company at the Election GM;
  - (2) The voting at the poll is to be by secret ballot.
11. The chairperson of the Election GM (as constituted in accordance with Article 40) shall appoint an election officer (“the **Election Officer**”) to take charge of the conduct of the election for Council Members.
12. Voting and counting of votes at a poll for the election of Council Members is to be conducted in accordance with the simple or relative majority system of election (otherwise known as the “first past the post” voting system) whereby an electing member may vote for as many candidates as there are vacancies and no more.
13. The election of Council Members shall be conducted as follows:-
  - (1) If the election is for an office of Council Member with 1 vacancy that is contested by 2 or more candidates, the candidate to be elected is the candidate who obtains the greater or greatest number of votes.
  - (2) If the election is for an office of Council Member with 2 vacancies that is contested by 3 or more candidates, the candidates to be elected are the 2 candidates who obtain the greatest and second greatest numbers of votes.
  - (3) If the election is for an office of Council Member with 3 vacancies that is contested by 4 or more candidates, the candidates to be elected are the 3 candidates who obtain the greatest, second greatest, and third greatest numbers of votes.
  - (4) If the election is for an office of Council Member with 4 vacancies that is contested by 5 or more candidates, the candidates to be elected are the 4 candidates who obtain the greatest, second greatest, third greatest and fourth greatest numbers of votes.

- (5) The preceding paragraph applies with any necessary modifications to an election to elect more than 4 Council Members for an office of Council Member with more than 4 vacancies.
  - (6) If, after the counting is finished at an election for Council Members, a Council Member or Council Members is still to be elected and the most successful candidates have an equal number of votes:-
    - (a) A second round of election, among only the said candidates having equal number of votes, shall be conducted in the same manner as set out in paragraphs (1) to (5) above;
    - (b) In the event that, after the counting is finished at the said second round of election, a Council Member or Council Members is still to be elected and the most successful candidates have an equal number of votes, the Election Officer must determine the result of the election by drawing lots. The candidate or candidates on whom the lot falls is or are to be elected at the election.
14. Candidates elected in accordance with the Rules herein shall be deemed duly appointed under Article 20(2).