

**Nomination and Appointment  
Processes of Non-Executive  
Directors**

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## **1. Directors' Appointment as per the Constitution of the Company**

### **1. 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 be eligible for re-election.

### **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 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.

### **3. Appointment of Directors by resolution**

A person may be appointed as a director of the Company by an Ordinary Resolution passed in a Meeting of Shareholders subject to the following:

3.1 The potential candidate should deliver a notice in writing duly signed by himself at the registered office of the company at least 30 days before the day appointed for the Meeting of Shareholders.

3.2 The notice should also be duly signed by a Shareholder of the Company qualified to attend and vote at the Meeting for which such notice is given, of his intention to propose such person for election.

## **2. Nomination and Appointment Processes**

4. The Corporate Governance and Sustainability Committee (CGSC) of MCB Group Limited 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 CGSC and whether the potential new directors are fit and proper and are not disqualified from being directors.
5. The CGSC carries out interviews of the potential candidates before selecting appropriate candidates.
6. The CGSC then proposes the selected candidates to the Board of the Company or to the Board of subsidiaries for review and approval.
7. Once Board has reviewed and is satisfied with the profile of the candidates, the Board then shall:

- 7.1 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 1 above); or
- 7.2 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.
8. Reappointment of a director at the end of his/her mandate shall be based on the recommendation of the CGSC and subject to approval from the Board of directors and to election by the shareholders in the Annual Meeting of Shareholders.
9. A letter of appointment stipulating the terms and conditions is remitted to the new directors.
10. Necessary filing is effected with regulatory authorities.
11. The CGSC then ensures that an induction programme is provided to the new Directors covering their roles and responsibilities.