

MCB Investment Holding Limited

NOMINATION AND APPOINTMENT PROCESSES OF NON EXECUTIVE DIRECTORS

Approved on 14 May 2018

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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.

NOMINATION AND APPOINTMENT PROCESSES

4. The Remuneration, Corporate Governance and Ethics Committee (RCGEC) of MCB Group Limited identifies suitable candidates for the Board of the subsidiary company, MCB Investment Holding Ltd ("MCBIH" or the "Company") 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.
5. The RCGEC carries out interviews of the potential candidates before selecting appropriate candidates.
6. The RCGEC then proposes the selected candidates to the Board of MCBIH for review and approval.
7. Once Board of the Company has reviewed and is satisfied with the profile of the candidates, the Board shall:
 - a. 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
 - b. 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.** A letter of appointment stipulating the terms and conditions is remitted to the new directors.
- 9.** Necessary filing is effected with regulatory authorities
- 10.** An induction programme is provided to the new directors covering their roles and responsibilities.
- 11.** All existing directors are reappointed each year in the Annual Meeting of Shareholders.

