

**MCB REGISTRY & SECURITIES LTD
NOMINATION AND APPOINTMENT PROCESSES
OF NON EXECUTIVE DIRECTORS**

CONTENTS

1. DIRECTORS' APPOINTMENT AS PER THE MEMORANDUM OF ARTICLES AND ASSOCIATION OF THE COMPANY	3
APPOINTMENT TO FILL UP CASUAL VACANCY	3
2. NOMINATION AND APPOINTMENT PROCESSES	3

I. DIRECTORS' APPOINTMENT AS PER THE MEMORANDUM OF ARTICLES AND ASSOCIATION OF THE COMPANY

Appointment to fill up Casual Vacancy

The Board of directors may at any time appoint any person as a director to fill a casual vacancy but the director shall hold office only until the next Annual Meeting of Shareholders where the director shall then be eligible for re-election.

2. NOMINATION AND APPOINTMENT PROCESSES

- 2.1 The nomination and appointment processes are carried out by the Remuneration, Corporate Governance and Ethics Committee (RCGEC) of MCB Group Limited, the holding company of MCB Registry and Securities Limited (the "Company").
- 2.2 The RCGEC identifies suitable candidates for the Board of 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.
- 2.3 The RCGEC carries out interviews of the potential candidates before selecting appropriate candidates.
- 2.4 The RCGEC then proposes the selected candidates to the Board of the Company for assessment.
- 2.5 Once Board has reviewed and is satisfied with the profile of the candidates, the Board shall request the approval of the regulatory authorities.
- 2.6 Upon approvals being obtained from the regulatory bodies, the Board shall appoint the director/s either to fill a casual vacancy or as an addition to the existing directors until the next Annual Meeting of Shareholders.
- 2.7 Reappointment of a director at the end of his/her mandate shall be subject to election by the shareholder.
- 2.8 A letter of appointment stipulating the terms and conditions is remitted to all new directors.
- 2.9 Necessary filing is effected with regulatory authorities.
- 2.10 An induction programme is to be provided to the new Directors covering their roles and responsibilities.
- 2.11 All existing directors are reappointed each year in the Annual Meeting of Shareholders.