

**MCB STRUCTURED SOLUTIONS LTD
NOMINATION AND APPOINTMENT PROCESSES
OF NON EXECUTIVE DIRECTORS**

CONTENTS

1. DIRECTORS' APPOINTMENT AS PER THE CONSTITUTION OF THE COMPANY	3
1.1 Appointment to fill up Casual Vacancy	3
1.2 Appointment by Notice	3
1.3 Appointment of Directors by resolution	3
2. NOMINATION AND APPOINTMENT PROCESSES	3

I. DIRECTORS' APPOINTMENT AS PER THE CONSTITUTION OF THE COMPANY

1.1 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.

1.2 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.

1.3 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.

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 ultimate holding 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 appoint the director/s to either fill a casual vacancy or as an addition to the existing directors until the next Annual Meeting of Shareholders (refer to Section I above).
- 2.6 Reappointment of a director at the end of his/her mandate is subject to approval from the Board of directors and to election by the shareholder.
- 2.7 A letter of appointment stipulating the terms and conditions is remitted to the new director/s.
- 2.8 Necessary filing is effected with regulatory authorities.
- 2.9 An induction programme is provided to the new Directors covering their roles and responsibilities.