



**NOMINATION AND  
APPOINTMENT PROCESSES OF  
NON EXECUTIVE DIRECTORS**

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- 1 The Remuneration, Corporate Governance and Ethics Committee (RCGEC) of MCB Group Limited identifies suitable candidates for the Board of the subsidiary company, MCB Microfinance Ltd (“MCBMF” 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.
- 2 The RCGEC carries out interviews of the potential candidates before selecting appropriate candidates.
- 3 The RCGEC then proposes the selected candidates to the Board of MCBMF for review and approval.
- 4 Once Board of the Company has reviewed and is satisfied with the profile of the candidates, the Board shall:
  - 4.1 Request the Financial Services Commission’s (FSC) approval to appoint the potential candidate as director of the Company.
- 5 Once approval from the FSC is obtained the potential candidate is appointed as a director of the Company by way of an Ordinary Resolution passed in a Meeting of Shareholder or a resolution in writing signed by the Shareholder.
- 6 A letter of appointment stipulating the terms and conditions are remitted to the new directors.
- 7 Necessary filing is effected with regulatory authorities.
- 8 An induction programme is provided to the new directors covering their roles and responsibilities.
- 9 All existing directors are reappointed each year in the Annual Meeting of Shareholders.