

The Fincorp logo is positioned in the upper right quadrant of the page. It features the word "Fincorp" in a sans-serif font, with "Fin" in grey and "corp" in red. The background of the entire page is white with large, abstract, light grey shapes that resemble stylized leaves or petals, and a thin black curved line that sweeps across the lower half of the page.

Fincorp

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



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

### **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 Memorandum and Articles of Association of the Company. The appointed director would remain in office 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 ultimate holding company of Fincorp Investment 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 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 (refer to Section I above).
- 2.6 Reappointment of a director at the end of his/her mandate shall be 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 to be provided to the new Directors covering their roles and responsibilities.