

## **DIRECTOR NOMINATION POLICY**

(Adopted by the Company pursuant to the Board resolution passed on [26 December, 2018](#))

### **1. PURPOSE**

This Director Nomination Policy (the “Policy”) aims to:

- set out the criteria and process in the nomination and appointment of directors of the Company;
- ensure that the board of directors (the “Board”) of the Company has a balance of skills, knowledge, experience and diversity of perspectives appropriate to the Company; and
- ensure the Board continuity and appropriate leadership at Board level.

### **2. SCOPE**

This Policy applies to the directors of the Company and where applicable, members of the senior management and/or any other persons proposed for Board positions under the succession planning of the Company.

### **3. RESPONSIBILITIES**

The Board has delegated its responsibilities and authority for selection and appointment of directors of the Company to the Nomination Committee of the Company.

Without prejudice to the authority and duties of the Nomination Committee as set out in its terms of reference, the ultimate responsibility for selection and appointment of directors of the Company rests with the entire Board.

### **4. NOMINATION AND APPOINTMENT OF DIRECTORS**

#### **4.1 CRITERIA**

In evaluating and selecting any candidate for directorship, the following criteria should be considered:

- character and integrity.
- qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company’s business and corporate strategy.
- any measurable objectives adopted for achieving and implementing the diversity policy of the Board.
- requirement for the Board to have independent directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules.

- any potential contributions the candidate can bring to the Board in terms of qualifications, skills, knowledge, experience, independence and gender diversity.
- willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company.
- such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

## **4.2 NOMINATION PROCESS**

The Nomination Committee shall examine the election criteria and procedures and the term of office of the Company's directors in accordance with relevant laws and regulations and the provisions of the articles of association of the Company while taking into consideration of the actual circumstances of the Company. The committee shall, upon formation of a resolution, submit it to the board of directors for approval and, if approved, implement it accordingly.

The procedures for the election and appointment of directors are set out as follows:

- (i) the Nomination Committee shall actively carry out exchanges with relevant departments of the Company in examining the Company's demand for directors and prepare written materials;
- (ii) the committee may search for candidates for directors on an extensive scale in the Company, its subsidiaries and the job market;
- (iii) the committee shall gather information of the preliminary candidates, including occupation, education, job title, detailed work experience and all part-time jobs, and prepare written materials;
- (iv) the committee shall seek the consent of the nominees on the nomination or otherwise such persons shall not be considered as candidates for directors;
- (v) the committee shall convene a meeting to conduct a qualification check of the preliminary candidates based upon the appointment criteria for directors;
- (vi) the committee shall submit to the board of directors its recommendations on candidates for directors and relevant materials in fifteen days prior to the election of new directors;
- (vii) the committee shall implement other follow-up work in accordance with the decisions and feedback of the board of directors.

## **5. MONITORING AND REPORTING**

A summary of this Policy including the nomination procedures and the process and criteria adopted for selection and recommendation for directorship, should be disclosed in the Company's Corporate Governance Report.

## **6. REGULAR REVIEW**

The Nomination Committee will conduct regular review on the structure, size and composition of the Board and this Policy and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and business needs.