



美捷滙控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1389)

(the “**Company**”, and together with its subsidiaries, the “**Group**”)

DIRECTOR NOMINATION POLICY (“**Policy**”)

1. Objective

1.1 This Policy sets out the approach and procedures the board of directors of the Company (the “**Board**”) adopts for the nomination and selection of directors of the Company (the “**Directors**”), including the appointment of additional Directors, replacement of Directors, and re-election of Directors.

2. Policy Statement

- 2.1 The Company recognises the importance of having a qualified and competent Board to achieve the Group’s corporate strategy as well as to promote shareholder value.
- 2.2 The Company believes that a Board that possesses a balance of skill set, experience, expertise and diversity of perspectives appropriate to the requirements of the Company’s business enhances decision-making capability and the overall effectiveness of the Board. The Board is committed to ensuring that Directors devote sufficient time and contributions to the Company that are commensurate with their role and Board responsibilities, and ensuring that proper, considered and transparent nomination and election processes are in place for the selection and nomination of Directors.
- 2.3 The nomination committee of the Company (the “**Nomination Committee**”) shall identify, assess, select, nominate and recommend suitable Director candidates to the Board for it to consider for appointment and re-appointment.
- 2.4 The ultimate responsibility and decision relating to the selection, appointment and re-appointment of Directors rests with the Board as a whole.

* For identification purpose only

3. Selection Criteria

- 3.1 In the determination of the suitability of a candidate, the Nomination Committee shall consider the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence, and diversity of perspectives, including but not limited to age, cultural and educational background, ethnicity, language, gender, length of service, knowledge as well as industry and professional experience.

The Nomination Committee shall consider the following selection criteria and such other factors that it may consider appropriate for a position on the Board:

- (i) **Attributes Complementary to the Board:** The candidate should possess attributes that complement and expand the skill set, experience and expertise of the Board as a whole, having regard to the current structure, size, diversity profile, skills matrix and the needs of the Board and its respective Board committees (including the number of independent non-executive Directors (“INED(s)”) on the Board and Board committees to ensure independent views are available) as well as succession planning.
- (ii) **Business Experience & Board Expertise and Skills:** The candidate should have the ability to exercise sound business judgment and also possess proven achievement and experience in directorship including effective oversight of and guidance to management.
- (iii) **Commitment:** The candidate should have sufficient time for the proper discharge of the duties of a Director, including devoting adequate time for the preparation and participation in meetings, training and other Board or Company associated activities. For an INED candidate who will be holding his or her seventh (or more) listed company directorship, the candidate should be able to devote sufficient time to the Board.
- (iv) **Motivation:** The candidate should be self-motivated and have a strong interest in the Company’s businesses.
- (v) **Integrity:** The candidate should be a person of integrity, honesty, good reputation and high professional standing.
- (vi) **Independence:** The INED candidate must satisfy the independence requirements under Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The INED candidate shall be independent in character and judgement and be able to represent and act in the best interests of all shareholders of the Company. The Board shall ensure the appointment of at least three INEDs and at least one-third of its members being INEDs (or such higher threshold as may be required by the Listing Rules from time to time).

The above criteria are for reference only and are not meant to be exhaustive or decisive. The Board shall take into consideration the benefits of a diversified Board when selecting Board candidates.

- 3.2 The Nomination Committee may request the proposed candidate to provide his or her biographical information and other information deemed necessary under Rule 13.51 of the Listing Rules, including but not limited to (i) information on his or her interests in the securities of the Company (if any); (ii) his or her consent to act as a Director and disclosure of information relating to his or her proposed appointment; and (iii) for an INED candidate, his or her declaration of independence in accordance with the criteria under the Listing Rules. After his or her appointment, each INED is also required to inform the Company as soon as practicable if there is any change in his or her own personal particulars that may materially affect his or her independence and provide an annual confirmation of his or her independence pursuant to Rule 3.13 of the Listing Rules.

4. Nomination Procedures

4.1 Appointment of New and Replacement Directors

- (i) If the Nomination Committee determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable Director candidates, including referral from Directors, shareholders of the Company, management, advisors of the Company, external executive search firms, and any other means or channels that it deems appropriate.
- (ii) Upon compilation and interview of the list of potential candidates, the Nomination Committee will shortlist candidates and make recommendations based on the selection criteria and such other factors that it considers appropriate for consideration and approval by the Board. The Board has the final authority on determining suitable Director candidate for appointment.

4.2 Re-election of Directors and Nomination from Shareholders of the Company

- (i) Where a retiring Director, being eligible, offers himself or herself for re-election, the Nomination Committee shall review the overall contribution to the Company of the retiring Director as well as the selection criteria set out in section 3.1 of this Policy and, if consider appropriate, make recommendations to the Board for its consideration and recommendation, for such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders of the Company prior to a general meeting in accordance with the Listing Rules.

- (ii) Any shareholder of the Company who wishes to nominate a person to stand for election as a Director at a general meeting must lodge with the Company at its head office in Hong Kong from time to time or its branch share registrar and transfer office in Hong Kong within the specified lodgment period (a) a written notice signed by him or her, stating his or her intention to propose such person for election as a Director, accompanied by the biographical details of the proposed Director as required under Rule 13.51(2) of the Listing Rules; and (b) a written notice signed by such proposed Director of his or her willingness to stand for election and consent of the publication of his or her information as required under Rule 13.51(2) of the Listing Rules. Particulars of the candidate so proposed will be sent to all shareholders of the Company for information by a supplementary circular or included in an announcement in accordance with the Listing Rules. For further details, please refer to the “Procedures for a Shareholder to Propose a Person for Election as a Director” on the Company’s website.
- (iii) For an INED who has served more than nine years, the recommendation for the re-appointment of such INED by the Nomination Committee to the Board for such INED to stand for re-election at a general meeting, shall state why the Nomination Committee believes he or she is still independent and should be re-elected, including the factors considered, the process and the discussion of the Nomination Committee in arriving at such determination.
- (iv) Where all INEDs have served more than nine years, the length of tenure of such INED on a named basis will be disclosed in the circular to the shareholders of the Company and/or explanatory statement accompanying the notice of the general meeting.

5. Review and Monitoring

- 5.1 The Nomination Committee will from time to time review this Policy, monitor its implementation to ensure its continued effectiveness and compliance with regulatory requirements and good corporate governance practice and make recommendations on any proposed revisions as may be required to the Board for approval.

6. Disclosure and Publication

- 6.1 This Policy is available on the website of the Company.
- 6.2 A summary of this Policy, and the progress on achieving the objectives set in this Policy, where applicable, will be disclosed in the Corporate Governance Report of the Company annually.

(2022 version)

If there is any inconsistency between the English and Chinese versions of this Policy, the English version shall prevail.