



WINOX

WINOX HOLDINGS LIMITED

盈利時控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6838)

NOMINATION POLICY

Adopted pursuant to the Board Meeting of the Company held on 30 March 2012

As amended by the Board of Directors on 23 August 2013

As amended by the Board of Directors on 7 January 2019

1. Objective

- 1.1 There are formal, considered and transparent procedures for nominating candidates to stand for election as directors of the Company (“**Director(s)**”). The Process of evaluating the skills and composition of the board of directors (“**Board**”) is ongoing and is kept under regular review by the Board in order to ensure that appropriate plans for succession to the Board are in place for smooth Board refreshment, and that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group’s business and retains its effectiveness at all times.
- 1.2 The Nomination Committee (a) reviews the structure, size and diversity of the Board at least annually; and (b) in accordance with Board Diversity Policy, identifies and nominates candidate(s) for the Board’s consideration and recommendation to the shareholders of the Company (“**Shareholders**”) for consideration from time to time when it is necessary. The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate:
 - (1) Reputation for integrity;
 - (2) Commitment in respect of available time and relevant interest; and

- (3) Diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

- 1.3 Directors are subject to re-election at regular intervals in accordance with the articles of association of the Company (“**Articles of Association**”), and every Director will be provided with a service contract or an appointment letter which sets out the terms and conditions of his appointment, upon his appointment.

2. **Nomination Procedures**

2.1 ***Directors appointed and recommended by the Board***

According to Articles 83(3) of the Articles of Association, Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board.

According to Article 85 of the Articles of Association, a retiring Director shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting.

Nomination procedures for appointment of Directors:

- (1) The Nomination Committee identifies individual(s) suitably qualified to become Board members, having due regard to the Nomination Policy and the Board Diversity Policy of the Company, and assesses the independence of the proposed independent non-executive Director(s) as appropriate.
- (2) The Nomination Committee makes recommendation(s) to the Board.
- (3) The Board considers the individual(s) recommended by the Nomination Committee, having due regard to the Nomination Policy and the Board Diversity Policy.
- (4) The Board confirms the appointment of the individual(s) as Director(s) or recommends the individual(s) to stand for election at a general meeting.
- (5) The Shareholders approve the election of individual(s), who stand(s) for election at general meeting, as Director(s).

Nomination procedures for re-appointment of Directors:

- (1) The Nomination Committee considers each retiring Director, having due regard to the Nomination Policy and the Board Diversity Policy of the Company, and assesses the independence of each retiring independent non-executive Director.
- (2) The Nomination Committee makes recommendation(s) to the Board.
- (3) The Board considers each retiring Director recommended by the Nomination Committee, having due regard to the Nomination Policy and the Board Diversity Policy.
- (4) The Board recommends the retiring Directors to stand for re-election at the annual general meeting in accordance with the Articles of Association.
- (5) The Shareholders approve the re-election of Directors at the annual general meeting.

2.2 *Directors proposed by Shareholders*

According to Article 83(2) of the Articles of Association, the Company may by ordinary resolution elect any person (other than a retiring Director) to be a Director either to fill a casual vacancy on the Board or as an addition to the existing Board.

According to Article 85 of the Articles of Association, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election, and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Shareholders who wish to propose a person as a Director may also request the Board or the Secretary of the Company to convene a general meeting for the appointment of a person as a Director. Pursuant to Article 58 of the Articles of Association, the Board may whenever it thinks fit call extraordinary general meetings. Any one (1) or more Shareholders holding at the date of deposit of the requisition not less than one-tenth ($\frac{1}{10}$) of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Shareholders who wish to propose a person as a Director for consideration by the Board or at the general meeting may do so by submitting a written recommendation to the Secretary of the Company at the principal place of business of the Company in Hong Kong for the time being which includes the following documents:

- a. Notice of intention to nominate an individual as a Director, duly signed and dated by the proposing Shareholders (“**Proposers**”);
- b. Written consent duly signed by the nominated candidate (“**Nominated Candidate**”) to be appointed as a Director; and
- c. Consent duly signed by the Nominated Candidate for the publication of his personal data;
- d. Details of the Nominated Candidate’s information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”):
 - i. full name and age;
 - ii. positions held with the Company and other companies of the Group (if any);
 - iii. experience including (a) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (b) other major appointments and professional qualifications;
 - iv. current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the Nominated Candidate;
 - v. length or proposed length of service with the Company;
 - vi. relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules), or an appropriate negative statement;
 - vii. interests in shares in the capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;

- viii. a declaration made by the Nominated Candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that Nominated Candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- ix. contact details of the Proposers and the Nominated Candidate.

To enable Shareholders to make informed decision on their election at a general meeting, the name of every Nominated Candidate submitted for election as a Director together with his biographical details as set out in Rule 13.51(2) of the Listing Rules (including other directorships held in listed public companies in the past three (3) years and other major appointments) will be set out in a circular to be sent to Shareholders prior to the general meeting.

- 2.3 The Board shall have the ultimate responsibility for all matters relating to the selection and appointment of Directors.

3. Term of Office

- 3.1 According to Article 84 of the Articles of Association, at each annual general meeting one-third ($\frac{1}{3}$) of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third ($\frac{1}{3}$)) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three (3) years.
- 3.2 A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) of the Articles of Association (to fill a casual vacancy or as an addition to the existing Board of Directors) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.
- 3.3 According to Article 83(3) of the Articles of Association, Director(s) appointed by the Board to fill casual vacancy(ies) should be subject to election by Shareholders at the first general meeting of the Company after such Directors' appointment(s). Any Director(s) appointed by the Board as an addition to existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

4. Removal of Directors

- 4.1 Shareholders of the Company may, at any general meeting duly convened and held, by ordinary resolution remove a Director at any time before the expiration of his period of office in accordance with Article 83(5) of the Articles of Association.

5. Review of the Nomination Policy

- 5.1 The Nomination Committee will review the Nomination Policy, as appropriate, to ensure the effectiveness of the Nomination Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.