

GREAT CHINA HOLDINGS LIMITED

大中華集團有限公司

(Incorporated in Hong Kong with limited liability)

(于香港注册成立之有限公司)

NOMINATION POLICY

提名政策

ADOPTED BY THE BOARD ON 3 DECEMBER 2018

董事会于二零一八年十二月三日采纳

1 Constitution 章程

1.1 The Nomination Policy (the “Policy”) was approved and adopted on 3 December 2018 pursuant to a resolution passed on the same day by the board (the “Board”) of directors (the “Directors”) of Great China Holdings Limited (the “Company”).

提名政策（「该政策」）于二零一八年十二月三日根据大中华集团有限公司（「本公司」）董事（「董事」）会（「董事会」）于同日通过的决议案所通过及采纳。

2 Purpose and Principles 目的和原则

2.1 The Policy is to ensure that the Board maintains a balance of skills, experience and diversity of perspectives appropriate to the requirement of the Company’s business.

该政策旨在确保董事会在技能，经验和观点多样性上保持平衡以适应公司的业务需求。

2.2 The criteria for appointment and re-election of the Directors are determined in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “Companies Ordinance”).

本公司委任及重选董事之准则乃根据香港联合交易所有限公司证券上市规则（「上市规则」）及公司条例(香港法例第 622 章)（「公司条例」）之要求而厘定的。

2.3 The nomination committee of the Company (the “Nomination Committee”) has been delegated to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.

本公司提名委员会（「提名委员会」）已获委派以识别具备合适资格成为董事会成员的人士，并就已被提名担任董事职位的人士进行甄选或向董事会提出建议。

2.4 The Board is ultimately responsible for selection and appointment of new Directors.
董事会最终负责甄选和任命新董事。

3 Director Nomination Process 董事提名程序

3.1 The Nomination Committee utilizes various methods for identifying director candidates, including recommendations from Board members, management, and professional recruitment agency. In addition, the Nomination Committee will consider director candidates properly nominated by the shareholders of the Company (the “Shareholders”).

提名委员会采用各种方法来识别董事候选人，包括来自董事会成员，管理层和专业猎头公司的建议。此外，提名委员会还将考虑本公司股东（「股东」）所提名的董事候选人。

3.2 All director candidates, including candidates nominated by the current Directors and Shareholders, are evaluated by the Nomination Committee based upon the director qualifications, as summarized below. While director candidates will be evaluated on the same criteria, the Nomination Committee retains the discretion to establish the relative weighting of such criteria, which may vary based on the composition, skill sets, and experiences of the collective Board rather than on the individual candidate.

所有的董事候选人，包括现任董事及股东提名的候选人，均由提名委员会根据以下所概述的董事资格进行评估。虽然董事候选人将按照相同的标准进行评估，但提名委员会保留酌情决定权，以确定此类标准的相对权重，这些标准可能会根据集体董事会的组成，技能和经验而不是个别候选人而有所不同。

3.3 The evaluation of director candidates may include, without limitation, the following:
对董事候选人的评估包括但不限于以下内容：

- Review of resume and job history;
审查简历和工作经历；
- Personal interviews;
个人面试；
- Verification of professional and personal references; and
核实专业及个人资料；及
- Performance of background checks.
进行背景调查。

3.4 The Company may request candidates to provide additional information and documents if considered necessary.

本公司如认为有必要，可以要求候选人提供额外资料及文件。

3.5 For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.

如要填补临时空缺，提名委员会须推荐人选供董事会考虑及批准。如要推荐候选人在股东大会上参选，提名委员会须向董事会提名供其考虑及推荐参选。

3.6 Pursuant to the Articles of Association which was formulated in accordance with the Companies Ordinance, at each annual general meeting one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest but not less than one-third, shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.

根据公司条例而制定的本公司组织章程细则，于每届股东周年大会上，当时董事总数之三分之一人数（或倘董事人数并非三或三之倍数，则为最接近但不少于三分之一的人数）须予退任。每年退任之董事应为自上次获选以来在任最久之董事，倘有多位董事于同日当选为董事，则以抽签方式决定须退任之董事（除非彼等就此另行达成协议）。退任董事均有资格于相关股东周年大会上获股东重选连任。

3.7 A retiring director candidate who will be re-elected at the general meeting is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the Board or the company secretary of the Company (the "Company Secretary").

于股东大会重选的退任董事候选人可于股东大会举行前任何时候向董事会或本公司的公司秘书（「公司秘书」）发出书面通知退选。

4 Director Selection Criteria 董事评选的准则

4.1 In considering the nomination of director candidate, the Nomination Committee will take into account whether a candidate has the qualifications, skills, experience and gender diversity that can add to and complement the range of skills, experience and background of existing Directors.

在考虑董事候选人的提名时，提名委员会将会考虑候选人在资格，技能，经验和性别多样性等方面是否可以增加和补充现有董事的技能，经验和背景范围。

4.2 The Nomination Committee considers the following qualifications are at a minimum to be required of a director candidate in recommending to the Board director candidate, or the continued service of existing Director:

提名委员会认为获推荐为董事会新董事的候选人或继续提供服务的现任董事至少需要具备以下资格:

- the highest personal and professional ethics and integrity;
最高个人及职业道德和诚信;
- proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;
在被提名人的领域证明了自己的成就和能力并具备做出正确的商业判断的能力;
- skills that are complementary to those of the existing Board;
与现有董事会相辅相成的技能;
- the ability to assist and support management and make significant contributions to the Company's success;
协助和支持管理层的能力, 并可以为公司的成功做出重大贡献;
- an understanding of the fiduciary responsibilities that is required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities;
了解董事会成员所需的信托责任以及履行这些责任所需的时间和精力;
- independence: the independent non-executive director candidates should meet the "independence" criteria as required under the Listing Rules and the composition of the Board is in conformity with the provisions of the Listing Rules.
独立性: 独立非执行董事的候选人应符合上市规则所规定的「独立性」标准, 并且董事会的组成要符合上市规则的条文。

4.3 Other than the foregoing, there are no stated minimum criteria for director candidate, although the Nomination Committee may also consider such other factors as it may deem are in the best interests of the Company and its Shareholders. The Nomination Committee does, however, believe it appropriate for at least one independent non-executive Director to have appropriate professional qualifications or accounting or related financial management expertise as required under the Listing Rules.

除上述者外, 董事候选人并无既定最低准则, 但提名委员会亦可考虑其认为符合本公司及其股东最佳利益的其他因素。不过, 提名委员会认为, 至少有一名独立非执行董事具备上市规则所规定的适当专业资格或财务或相关财务管理专业知识。

5 Board Succession Plan 董事会继任计划

- 5.1 The Nomination Committee shall assess whether any vacancy on the Board has been created or is expected due to a Director's death, resignation, retirement, disqualification, removal from office or other cause or due to an increase in the required number of Directors on a regular basis or as required.

提名委员会应定期或根据需要来评估因董事死亡，辞职，退休，取消资格，免职或其他原因或由于按需要增加董事人数而导致或即将导致的董事会职位空缺。

- 5.2 Depending on the circumstances, the Nomination Committee may endeavor to identify in advance one or more candidates who may fill those expected vacancies. The Nomination Committee develops the criteria to be applied in identifying candidates, based upon the considerations described in Section 4 above.

根据具体情况，提名委员会应尽可能确定一名或多名可填补预期职位空缺的候选人。提名委员会可根据上文第4节所述的考虑因素，制定适用于确定候选人的标准。

6 Disclosure of the Policy 政策的披露

- 6.1 The Company shall disclose the summary of the Policy and the progress made towards achieving the objectives set in the Policy periodically (e.g. in the corporate governance report). 公司应定期披露政策摘要及实现政策中所设立的目标的进展（例如在企业管治报告中）。

7 Evolution 发展

- 7.1 To ensure that the continuous smooth implementation of the Policy, the Company shall undertake regular reviews of the Policy having regard to the regulatory requirements, good corporate governance practice and the expectations of the Shareholders and other stakeholders of the Company.

为确保现行政策在实践中继续顺利实施，公司应根据监管要求，良好的企业管治常规以及股东及本公司其他利益相关者的期望，定期检讨政策。

8 Confidentiality 保密

Unless required by law or any regulatory authority, under no circumstances shall a member of the Board or a staff of the Company disclose any information to or entertain any enquiries from the public with regard to any nomination or candidature before the circular to shareholders, as the case may be, is issued. Following the issue of the announcement or circular, the Board or the Company Secretary or other staff of the Company approved by the

Board may answer enquiries from the regulatory authorities or the public but confidential information regarding nominations and candidates should not be disclosed.

除非法律或任何监管机构规定，否则董事会成员或本公司之职员在任何情况下不得于股东通函发出前就有关任何提名或候选人的任何资料向公众披露或接受任何公众查询（视乎情况而定）。待公告或通函发出后，董事会或公司秘书或获本公司批准的职员可回答监管机构或公众人士的查询，但有关提名及候选人的机密资料则不可披露。