



# CHINA WANTIAN HOLDINGS LIMITED

中國萬天控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1854)**

(the “**Company**”)

## NOMINATION POLICY

### 1. Purpose

- 1.1 This Policy aims to set out the criteria and process in relation to the selection, appointment and re-appointment of the directors of the Company (the “**Directors**”) to guide the nomination committee of the Company (the “**Nomination Committee**”).
- 1.2 It aims to ensure that the board of Directors (the “**Board**”) has a balance of skills, experience, knowledge and diversity of perspectives appropriate to the development of the Company’s business.
- 1.3 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 rests with the entire Board.

### 2. Selection Criteria

- 2.1 In assessing the suitability of a candidate for directorship, the Nomination Committee shall consider the following selection criteria (the “**Criteria**”) and such other factors that it may consider appropriate for a position on the Board:
  - a. Character and integrity;
  - b. Qualifications including professional qualifications, skills, knowledge, accomplishment and experience that are relevant to the Company’s business and corporate strategy;
  - c. Diversity in all aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
  - d. Commitment in respect of available time and relevant interest; and
  - e. Potential contributions that the individual can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.

The 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.

2.2 The Nomination Committee will evaluate and recommend candidate(s) for the position of the independent non-executive Directors (“**INED(s)**”) by taking into account the factors listed below, including but not limited to:

- a. those set out in Rules 3.10(2) and 3.13 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to any amendments as may be made from time to time and/or any other rules imposed by the Stock Exchange from time to time; and
- b. the Criteria.

### 3. Nomination Procedures

#### 3.1 Appointment of New and Replacement Directors

- (i) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the Criteria to determine whether such candidate is qualified for directorship.
- (ii) The Nomination Committee will recommend to the Board for appointment as additional Director or to fill Board’s casual vacancy in accordance with the following procedures:
  - a. The Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, recommendations from personnel agents or as proposed by shareholders of the Company (the “**Shareholders**”) with due consideration given to the Criteria;
  - b. The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks and third-party reference checks;
  - c. The Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
  - d. The Nomination Committee will provide the relevant information of the selected candidate to the remuneration committee of the Company (the “**Remuneration Committee**”) for consideration of a remuneration package of such candidate;
  - e. The Remuneration Committee will make a recommendation to the Board on the proposed remuneration package; and
  - f. All appointment of Directors will be confirmed by the signing of the consent to act as Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment, as the case may be) and filing of the same with the Companies Registry of Hong Kong and/or the Companies Registry of the Cayman Islands.

### 3.2 Re-election of Directors and Nomination from Shareholders

- (i) The Nomination Committee will evaluate and recommend retiring Director(s) to the Board for re-appointment in accordance with the following procedures:
  - a. The Nomination Committee and/or the Board should review the overall contribution and service of the retiring Director(s) to the Company and the level of participation and performance on the Board, including but not limited to the attendance of the Board and/or its committees meetings and general meetings;
  - b. The Nomination Committee and/or the Board should also review and determine whether the retiring Director(s) continue(s) to satisfy the Criteria; and
  - c. The Nomination Committee and/or the Board should then make recommendation to the Shareholders in respect of the proposed re-election of Director at the general meeting. A circular containing the requisite information on such retiring Director will be sent to the Shareholders prior to a general meeting in accordance with the Listing Rules.
- (ii) Any Shareholder 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 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 Shareholders 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 and/or explanatory statement accompanying the notice of the general meeting.

#### **4. Monitoring and Review of the Policy**

- 4.1 The Nomination Committee will monitor the implementation of the Policy and from time to time review the Policy, as appropriate, to ensure its effectiveness in complementing the Company's corporate strategy and business needs. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

#### **5. Disclosure of the Policy**

- 5.1 This Policy is available on the Company's website for public information. A summary of this Policy will be disclosed in the annual Corporate Governance Report.

(November 2022)