

# Yadong Group Holdings Limited

## 亞東集團控股有限公司

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

**(Stock code: 1795)**

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### NOMINATION POLICY

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#### **Introduction**

1. The purpose of the Nomination Policy (the “**Policy**”) is to set out the nomination procedures for selecting candidates for election as directors (the “**Director(s)**”) of the board (the “**Board**”) of Yadong Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”). The Policy is adopted by the Board and administered by the Nomination Committee (the “**Committee**”) of the Company.

#### **Criteria**

2. The Committee shall consider the following criteria in evaluating and selecting candidates for directorships:
  - (a) Character and integrity;
  - (b) Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy;
  - (c) Willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments;
  - (d) The number of existing directorships and other commitments that may demand the attention of the candidate;
  - (e) Requirement for the Board to have independent non-executive Directors (“**INED(s)**”) in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules;
  - (f) Board diversity policy of the Company and any measurable objectives adopted by the Committee for achieving diversity on the Board; and
  - (g) Such other perspectives appropriate to the Company’s business.

#### **Director Nomination Procedure**

3. Subject to the provisions in the articles of association of the Company, if the Board recognises the need for an additional Director or member of senior management:

- (a) the Committee and/or the Board identifies potential candidates based on the criteria as set out in section 2 above, possibly with assistance from external agencies and/or advisers;
- (b) the Committee and/or the company secretary of the Company provides the Board with the biographical details and details of the relationship between the candidate and the Company and/or the Directors, directorships held, skills and experience, other positions which involve significant time commitment and any other particulars required by the Listing Rules, the Companies Law of the Cayman Islands and other regulatory requirements for any candidate for appointment to the Board;
- (c) the Committee would make recommendation on the proposed candidate(s) and the terms and conditions of the appointment to the Board;
- (d) the Committee should ensure the proposed candidate(s) will enhance the diversity of the Board, being particularly mindful of gender balance;
- (e) in the case of the appointment of an INED, the Committee and/or the Board obtains all information in relation to the proposed Director to allow the Board to adequately assess the independence of the Director in accordance with the factors set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by The Stock Exchange of Hong Kong Limited from time to time;
- (f) the Board deliberates and decides on the appointment based upon the recommendation of the Committee.

#### **Re-election of Director at General Meeting**

- 4. The Committee shall review the overall contribution and service to the Company of the retiring Director including his/her attendance of Board meetings and, where applicable, general meetings of the Company, and the level of participation and performance in the Board.
- 5. The Committee shall also review and determine whether the retiring Director continues to meet the criteria as set out in section 2 above.
- 6. The Committee and/or the Board shall then make recommendation to shareholders of the Company (the “**Shareholder(s)**”) in respect of the proposed re-election of Director at the general meeting of the Company.

#### **Nomination by Shareholders**

- 7. The Shareholders may also propose a person for election as a Director, details of which are set out in the “Procedures for Shareholders to Propose a Person for Election as a Director” of the Company.
- 8. For any person that is nominated by a Shareholder for election as a Director at the general meeting of the Company, the Committee shall evaluate such candidate based on the criteria as

set out in section 2 above and to determine whether such candidate is qualified for directorship and where appropriate, the Committee shall recommend to the Board which shall then make recommendation to the Shareholders in respect of the proposed election of Director at the general meeting of the Company.

### **Principles**

9. Each candidate should satisfy the Committee that he/she has the character, experience and integrity and is able to demonstrate a standard of competence commensurate with his/her position as a Director.
10. In the case of the appointment of INEDs, appointments should be for specific terms and subject to re-election, the Listing Rules, the Companies Law of the Cayman Islands and any other regulatory requirements.

### **Evolution**

11. The Committee will review the Policy periodically having regard to the regulatory requirements and the expectations of the Shareholders and other stakeholders of the Company. It will make recommendations on amendments thereto, if necessary.

### **Disclosure**

12. A summary of the Policy will be disclosed in the corporate governance report of the Company.

Adopted by the Board on 21 October 2020.