



WING ON COMPANY INTERNATIONAL LIMITED

永安國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 289)

(the “**Company**”)

NOMINATION POLICY

1. Purpose

- 1.1 This policy aims to set out the principles, criteria and procedures to guide the nomination committee of the Company (“**Nomination Committee**”) when considering candidates to be appointed or re-appointed as directors of the Company.

2. Policy statement

- 2.1 The Company recognises and acknowledges the benefits of a board of directors (“**Board**”) and senior management team that possesses a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.
- 2.2 The Company believes that diversity enhances decision-making capability and thus the overall effectiveness of the Board and the senior management team in achieving sustainable business operation and enhancing shareholder value.

3. Nomination criteria

- 3.1 When considering a candidate to be appointed or re-appointed as a director of the Company, the Nomination Committee shall have regard to the following factors:

- (a) The skills, experience or professional expertise of the candidate

The candidate should possess the skills, knowledge, experience or professional expertise which are relevant to the operations of the Company and its subsidiaries.

- (b) Diversity in all its aspects including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, required experience, skills, knowledge and length of service

The Nomination Committee should have due regard to the diversity perspectives set out in the Board Diversity Policy of the Company.

- (c) Complement to corporate strategy

- (d) Time commitment and relevant interest of the candidate

The candidate should be able to devote sufficient time to attend the Board meetings and participate in induction, training and other Board associated activities. In particular, if the proposed candidate will be nominated as an independent non-executive director (“**INED**”) and will be holding his/her seventh (or more) listed company directorship, the Nomination Committee should consider the reason given by the candidate for being able to devote sufficient time to the Board and committee meetings.

- (e) Independence of a candidate for the position as an INED

The candidate must satisfy the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) (the “**Listing Rules**”). Where applicable, the totality of the candidate’s education, qualifications and experience shall also be evaluated to consider whether the candidate has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an INED.

- (f) Succession planning consideration

- (g) Reputation for integrity

The candidate should satisfy the Nomination Committee that they have the character, experience and integrity, and is able to demonstrate a standard of competence commensurate with the relevant position as a director of the Company.

- (h) Other factors considered to be relevant by the Nomination Committee.

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

4. Nomination procedures and process

Subject to the provisions in the Company’s Bye-Laws, if the Board intends to appoint an additional director or the Nomination Committee determines that an additional or replacement director is required, the following procedures should be adopted:

- 4.1 The Chairman and Deputy Chairman of the Board may identify candidates pursuant to the nomination criteria as set out above and recommend to the Nomination Committee for consideration. The Nomination Committee may also nominate candidates for its consideration.

- 4.2 In the context of appointment of any proposed candidate to the Board, the Nomination Committee will hold meeting(s) to discuss the proposed candidate for new appointment, and may also include personal interviews and reference checking, if considered appropriate. If the candidate is proposed to be appointed as an INED, the candidate's independence shall be assessed 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 from time to time. The Nomination Committee shall then make recommendation to the Board.
- 4.3 In the context of the re-appointment of any existing member(s) of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation for the proposed candidate(s) to stand for re-election at a general meeting. If an INED has served for more than nine years, such INED's further appointment should be subject to a separate resolution to be approved by shareholders of the Company.
- 4.4 Any director appointed by the Company, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.
- 4.5 The Board shall have the ultimate responsibility relating to the appointment of a new director and re-appointment of directors.
- 5. Monitoring and review of the policy**
- 5.1 The Nomination Committee will monitor the implementation of this policy.
- 5.2 The Nomination Committee will from time to time review this policy, as appropriate, to ensure the effectiveness of the policy and compliance with regulatory requirements and good corporate governance practice and make recommendation on any proposed revisions as may be required to the Board for approval.
- 6. Disclosure of this policy**
- 6.1 This policy will be published on the Company's website for public information.
- 6.2 A summary of this policy, and the progress on achieving the objectives set out in this policy, will be disclosed in the corporate governance report of the Company annually.

Hong Kong, 8 December 2022