



HUSCOKE HOLDINGS LIMITED 和嘉控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號: 704)

提名政策 NOMINATION POLICY

1. 原則 PRINCIPLE

和嘉控股有限公司（「本公司」）採納本提名政策（「本政策」）以確立一套甄選過程透明及公正的董事提名政策。Huscoke Holdings Limited (the “**Company**”) adopted this nomination policy (the “**Policy**”) to establish a transparent and fair process of selection of directors.

2. 目標 OBJECTIVE

提名委員會須向本公司董事會（「董事會」）提名適當人選，以供董事會考慮委任新董事或填補臨時空缺。The nomination committee shall nominate suitable candidates to the board of the Company (the “**Board**”) for consider to appoint as additional directors or to fill casual vacancies.

董事會擁有甄選及委任董事的最終決定權。The Board has the right of final decision on the selection and appointment of directors.

本政策旨在確保本公司董事會成員具備切合業務發展所需的技能、經驗及多元觀點。The Policy is designed to ensure the Board having a balance of skills, experience and diversity of perspectives appropriate to the business development.

3. 甄選準則 SELECTION CRITERIA

提名委員會於評估合適人選時須參考以下因素：Nomination committee shall take reference of the following factors when assessing the suitability of a candidate:

- 於本集團主營業務或擬發展業務方面的資歷、技能、成就及經驗; Qualifications, skills, accomplishment and experience in the principal activities of business of the group or the business planning to develop;
- 獨立性（尤其是按照《聯交所證券上市規則》及董事會成員結構; Independence (in particular in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) and the composition of the Board members;
- 可投入的時間; 及 Commitment in respect of available time; and
- 董事會成員多元性(包括但不限於性別、年齡、文化及教育背景或專業經驗)。 Diversity of the Board members (including but not limited to gender, age, cultural and educational background, or professional experience).

上述因素只供參考，並不旨在涵蓋所有因素，也不具決定性作用。提名委員會可決定提名

任何其認為適當的人士。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.

建議人選須要提交所需的個人資料，以及簽署同意書，同意被委任為董事，並同意就其參選董事或與此有關的事情在任何文件或相關網站公開披露其個人資料。Proposed candidates are required to provide necessary personal information, together with their written consent to be appointed as directors and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as directors.

4. 提名程序 NOMINATION PROCEDURES

公司秘書召開提名委員會會議，並於提名委員會開會前將提名人選資料（包括姓名、簡歷、獨立性、建議酬金及其他資料將根據適用的法律、規則及規例而披露）提供予提名委員會成員考慮。The company secretary shall call a meeting of the nomination committee, and provide the information (including the names, brief biographies, independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations) of the nominated candidates to the members of nomination committee for consideration prior to its meeting.

倘填補臨時董事空缺，提名委員會須推薦人選供董事會考慮及批准。倘推薦候選人在應屆股東大會上參選，提名委員會須向董事會提名供其考慮及推薦參選。To fill casual vacancies, the nomination committee shall make recommendations for the Board's consideration and approval. To propose candidates to stand for election at the coming general meeting, the nomination committee shall make nominations to the Board for its consideration and recommendation.

倘填補臨時董事空缺，獲提名委員會確定建議委任及薪酬委員會確定建議酬金後，公司秘書召開董事會會議，並將提名人選資料提供予董事會成員於開會前考慮。To fill casual vacancies and upon confirm the recommendation of appointment by nomination committee and recommendation of remuneration package by remuneration committee, the company secretary shall call for a Board meeting and provide the information of the nominated candidates to the members of the Board for consider prior to its meeting.

倘推薦候選人在應屆股東大會上參選，於該應屆股東大會通函內應根據適用的法律、規則及規例而披露候選人的姓名、簡歷、獨立性、建議酬金及其他資料，供股東參閱及考慮。To propose candidates to stand for election at the coming general meeting, the circular in respect of the coming general meeting shall disclose the information (including the names, brief biographies, independence, proposed remuneration and any other information, as required to disclose pursuant to the applicable laws, rules and regulations) of the nominated candidates to the shareholders for consideration and perusal.

此外，有關通函應該列明：Further, such circular shall set out:

1. 用以物色該候選人的流程、董事會認為應選任該候選人的理由以及他們認為該候選人屬獨立人士的原因；the process used for identifying the candidate and why the board believes such candidate should be elected and the reasons why it considers such

- candidate to be independent;
2. 如果候任獨立非執行董事將出任第七家（或以上）上市公司的董事，董事會認為該候選人仍可投入足夠時間履行董事責任的原因；if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the board believes such candidate would still be able to devote sufficient time to the board;
 3. 該候選人可為董事會帶來的觀點與角度、技能及經驗；及 the perspectives, skills and experience that the candidate can bring to the board; and
 4. 該候選人如何促進董事會成員多元化。how such candidate contributes to diversity of the board.

候選人可於股東大會舉行前任何時候向公司秘書發出書面通知退選。A candidate is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the company secretary.

董事會對於其推薦候選人在股東大會上參選的所有事宜有最後決定權。The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

5. 保密 CONFIDENTIALITY

除非法律或任何監管機構規定，否則提名委員會成員或本公司人員在任何情況下不得於股東通函發出前就有關任何提名或候選人的任何資料向公眾披露或接受任何公眾查詢。待通函發出後，提名委員會、公司秘書或本公司投資者關係部可回答監管機構或公眾人士的查詢，但有關提名及候選人的機密資料則不可披露。Unless required by law or any regulatory authority, under no circumstances shall a member of the nomination committee or a staff member of Company may 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 circular, the nomination committee, company secretary or the investor relation department of the Company may answer enquiries from the regulatory authorities or the public but confidential information regarding nominations and candidates should not be disclosed.