

# CHINA MODERN DIARY HOLDINGS LIMITED

(the “Company”)

## NOMINATION POLICY

### 1. OBJECTIVE

- 1.1. This policy was approved and adopted by the board of directors (the “Board”) of the Company by resolution passed on 17 December 2018 upon the recommendation of the Nomination Committee.
- 1.2. This policy sets out the selection criteria and procedures to be adopted when considering candidates to be nominated to the Board for it to consider or recommended to the shareholders of the Company for election, whether new appointment or re-appointment, as directors of the Company at general meetings or as directors to fill casual vacancies to ensure the Board has a balance of skills, experience and diversity of perspectives to meet various needs of the Company. It is the Board which has the ultimate responsibility for selecting and appointing the directors.

### 2. SELECTION CRITERIA

- 2.1. When considering a candidate nominated for directorship or a director’s proposed re-appointment, the Nomination Committee will take into account the following factors as a reference:
  - whether the qualification, skills, experience, industry knowledge of the candidate meet the business needs or are in line with the long term development of the Company;
  - effect on the board’s composition and diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and the compliance with the diversity policy of the Company;
  - commitment of the candidate to devote sufficient time to effectively discharge his/her duties. In this regard, the number and nature of offices held by the candidate in public companies or organizations, and other executive appointments or significant commitments will be considered;
  - any potential/actual conflicts of interest that may arise if the candidate is selected;
  - for the appointment or re-appointment of independent non-executive directors, the independence of the candidate and his/her immediate family from the Company; and
  - in the case of a proposed re-appointment of an independent non-executive director, the number of years he/she has already served.

The above 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 on a case by case basis.

- 2.2. Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as a director of the

Company and to the public disclosure of their personal data on any document or the relevant websites for the purpose of or in relation to their standing for election as a director of the Company.

- 2.3. The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

### **3. NOMINATION PROCEDURES**

- 3.1. Subject to the provisions in the Company's Articles of Association, if the Board recognises the need to appoint an additional director, the following procedures should be adopted:
- the chairman of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also identify or select candidates to be recommended to the Board, with or without assistance from external agencies or the Company;
  - the Nomination Committee may use any process it deems appropriate to assess the suitability of and the potential contribution to the Board by the candidates based on (but not limited to) the criteria set out in section 2.1 herein, which may include personal interviews, background checks, presentations or written submissions by the candidates and third party references;
  - the Nomination Committee will hold a physical meeting to consider the matter and avoid the making of decisions by written resolutions unless it is impractical that a physical meeting be held;
  - the Nomination Committee shall provide to the Board for its consideration with all the information required, including information set out in Rule 13.51(2) of the Listing Rules in relation to the candidates;
  - the Nomination Committee shall make recommendation to the Board, including the terms and conditions of the appointment.
- 3.2. The Board deliberates and decides on the appointment based upon the recommendation of the Nomination Committee. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.
- 3.3. All appointments of director should be confirmed by letter of appointment setting out the key terms and conditions of the appointment of the directors, which should be approved by the Nomination Committee.
- 3.4. In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, and to invite nominations from shareholders, a circular accompanying the notice of the relevant general meeting will be sent to shareholders of the Company. The circular will set out the lodgment period for shareholders to make the nominations. The

names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to shareholders of the Company.

#### **4. RE-APPOINTMENTS OF EXISTING DIRECTORS**

In cases of re-appointments of existing directors, a physical meeting will be held to consider the re-appointment based on (but not limited to) the criteria set out in paragraph 2.1 above.

#### **5. NOMINATION BY SHAREHOLDERS**

The shareholders of the Company 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 Director” of the Company.

#### **6. GENERAL**

- 6.1. This policy and the progress towards achieving the objectives set out in this policy will be disclosed in the corporate governance report of the Company.
- 6.2. This policy shall be reviewed annually by the Nomination Committee at its annual meeting. This policy shall be updated and revised as and when necessary in light of changes in circumstances (e.g. change in business needs of the Company) and reflect any change in regulatory requirements, including those under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Any amendment to this policy shall be approved and resolved by the Board in writing.
- 6.3. In case of discrepancy in respect of the language of this Policy, the English version shall prevail.