



TRADELINK ELECTRONIC COMMERCE LIMITED

貿易通電子貿易有限公司

(the “Company” or “Tradelink”)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 536)

NOMINATION POLICY

(the “Policy”)

(ADOPTED ON 27 NOVEMBER 2018)

1. Objectives

The objectives of the Policy are:

- (a) to provide formal, clear and transparent procedures, process and criteria for the Nomination Committee of the Company (“**NC**”) to nominate and recommend a suitable candidate to the board of directors (the “**Board**”) of the Company either to fill a causal vacancy or as an addition to the Board; or stand for election by shareholders at the general meetings of the Company; and
- (b) to ensure the Board has a balance of skill, experience and diversity of perspectives appropriate to the requirements of the Company’s businesses.

2. Responsibility and Review

The Board is responsible for approving the Policy and any subsequent changes proposed to be made thereto.

NC is responsible for monitoring and reviewing the Policy and recommend any changes thereto to the Board for its adoption as and when necessary in order to ensure that the Policy remains relevant to the Company’s needs and reflects both current regulatory requirements and good corporate governance practice.

The ultimate responsibility for selection and appointment of directors rests with the Board.

3. Selection Criteria

NC and the Board may consider the following factors, which are neither exhaustive nor decisive, when assessing the suitability of a proposed candidate:

- (a) personal ethics, reputation and integrity;
- (b) professional qualifications, skills, knowledge and experience that are relevant to the Company's businesses and corporate development and strategy;
- (c) willingness and ability to devote adequate time to discharge the duties as a director and to make required commitments;
- (d) the "Board Diversity Policy" adopted by the Company (as amended from time to time) for achieving diversity on the Board with reference to the Company's business model and specific needs, including but not limited to gender, age, educational background and work-profile; and
- (e) applicable legal and regulatory requirements (as amended from time to time).

4. Nomination Procedures

- (a) For filling a causal vacancy or appointing an additional director to the Board in accordance with Article 92 of the Articles of Association of the Company, NC shall make recommendation for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, NC shall make nomination to the Board for consideration and recommendation.
- (b) Shareholder(s) may nominate a candidate to stand for election as a director at a general meeting in accordance with the "Procedures for shareholders to propose a person for election as a director" published by the Company from time to time.
- (c) The nomination proposal should include the candidate's biographical information and other information as required to be disclosed under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the candidate's signed written consent to be appointed as a director and to the publication of his/her personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a director.
- (d) If considered necessary, NC may request the candidate to provide additional information and documents.
- (e) NC shall consider the nomination proposal, evaluate such candidate based on the selection criteria as set out in para. 3 above and review the structure, size and diversity of the Board to determine whether such candidate is suitable for recommending to the Board.

- (f) A circular with the candidate information such as the name, brief biography (including qualifications and relevant experience), proposed remuneration, independence and any other information, as required pursuant to the applicable laws, rules and regulations will be provided to shareholders before the general meeting and within the prescribed period as required under Listing Rules.
- (g) The Board shall have the final decision on all matters relating to the recommendation of a candidate to stand for election at a general meeting.

5. Disclosure of the Policy

The Policy, as amended from time to time, will be disclosed in the website of the Company and the corporate governance report of the annual report.

*In case of inconsistencies between the English and Chinese versions, the English version shall prevail.