

**Tycoon Group Holdings Limited**  
**滿貫集團控股有限公司**  
**(“Company”)**  
**(“本公司”)**

**Director Nomination Policy**  
**董事提名政策**

(Adopted by the Board on and effective from 15 April 2020)  
(董事會于 2020 年 4 月 15 日採納及生效)

**1. 目標**  
**Objectives**

- 1.1 本董事提名政策的制定旨在提高董事（“**董事**”）提名程序的透明度和問責性，并使本公司能够確保董事會（“**董事會**”）具有技能和經驗的平衡以及適合本公司業務要求的多樣化觀點。

This director nomination policy is formulated for the purpose of enhancing transparency and accountability of the nomination process of directors and enabling the Company to ensure the board (“**Board**”) of directors (“**Directors**”) has a balance of skills and experience and diversity of perspectives appropriate to the requirements of the Company’s business.

- 1.2 為達成上述目標，本公司提名委員會（“**提委會**”）負責挑選合適人選，并就委任董事向董事會提出建議。

To achieve the above objectives, the nomination committee (“**Committee**”) of the Company is responsible for selecting suitable candidates and giving recommendations to the Board on appointment of Directors.

**2. 提名董事的甄選準則**  
**Selection Criteria for nominating a Director**

- 2.1 以下評估人選（“**候選人**”）的甄選準則，應作為提委會的參考：

- (i) 誠信和聲譽;
- (ii) 成就和經驗;
- (iii) 可投入的時間及代表相關界別的利益;
- (iv) 董事會成員多元化，包括但不限于性別、年齡（18 歲或以上）、專業經驗、文化和教育背景、技能和知識等方面;
- (v) 法律不禁止其擔任董事;和
- (vi) 提委會認為適合本公司及其股東的最佳利益的任何其他因素。

The selection criteria for assessing the suitability of a proposed candidate (“**Candidate**”) which shall be taken as reference by the Committee are listed below:

- (i) integrity and reputation;

- (ii) accomplishment and experience;
- (iii) commitment in respect of available time and relevant interest;
- (iv) diversity of the Board, including but not limited to gender, age (18 years or above), professional experience, cultural and educational background, skills and knowledge;
- (v) not being prohibited by law from being a Director; and
- (vi) any other factors as the Committee may deem fit to consider in the best interests of the Company and its shareholders.

2.2 上述因素并不涵蓋所有因素，也不具決定性作用。提委會可決定提名任何其認為適當的人士。

These above selection criteria are not exhaustive and conclusive. The Committee has the discretion to nominate any person as it considers appropriate.

2.3 候選人將被要求提交必要的個人信息，包括香港聯合交易所有限公司證券上市規則（“上市規則”）13.51(2)條規定的信息以及候選人的經驗、獨立性及誠信的詳細信息以符合上市規則第 3.09、3.10 及 3.12 條（如適用）的目的，連同其同意被委任為董事及按所有適用法律、規則和法規的要求就其資料的提供及披露之書面同意。

Candidates will be asked to submit the necessary personal information, including information as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and details on the Candidate’s character, experience, independence and integrity for the purpose of Rules 3.09, 3.10 and 3.12 of the Listing Rules (when applicable), together with their written consent to be appointed as a Director and the supply and disclosure of his information as required under all applicable laws, rules and regulations.

2.4 如有必要，提委會可要求候選人提供補充資料和文件供其考慮。

If necessary, the Committee may request candidates to provide additional information and documents for its consideration.

### 3. 董事提名董事的程序

#### **Procedures for nomination of a Director by the Directors**

3.1 從候選人獲得所需信息後，提委會應召開會議，討論并考慮向董事會建議委任候選人為董事。

Upon obtaining the required information from the Candidate, the Committee shall convene a meeting to discuss and consider the recommendation of the Candidate to the Board for appointment as a Director.

3.2 提委會須根據有關上市規則及本公司的政策，檢討候選人是否有資格獲委任、當選或連任為董事會成員。提委會尤其應考慮候選人在資格、技能、經驗、獨立性和性別多元化方面可能給董事會帶來的潛在貢獻。

The Committee shall review whether the Candidate is qualified to be appointed, elected or re-elected into the Board under the relevant Listing

Rules and the policies of the Company. In particular, the Committee shall consider the potential contribution a Candidate can bring to the Board in terms of qualification, skills, experience, independence and gender diversity.

4. 本公司股東提名董事的程序

**Procedures for Nomination of Director by the Shareholders of the Company**

本公司股東（“股東”）可提名任何人（除卸任董事及股東本人以外）被委任為本公司董事（“候選董事”）。有關股東于本公司周年股東大會（“周年股東大會”）或特別股東大會（“大會”）內提名任何人被選舉為本公司董事的詳細程序載于“滿貫集團控股有限公司提名候選董事之程序”。

Shareholder(s) of the Company (each a “**Shareholder**”) may nominate person(s), other than a retiring director of the Company and the Shareholder himself/herself, to be appointed as a Director (“**Proposed Director**”). Details of the procedures for Shareholders to propose a person for election as a Director at a general meeting (either an annual general meeting or extraordinary general meeting) of the Company are set out in the “Procedure for Nomination of Directors of Tycoon Group Holdings Limited”.