

BAO SHEN HOLDINGS LIMITED
寶申控股有限公司
(the “Company”)
(incorporated in the Cayman Islands with limited liability)
(Stock Code : 8151)

NOMINATION POLICY

1. Objective

This Nomination Policy (the “**Policy**”) aims to:

- set out the criteria and process in the nomination and appointment of directors of the Company;
- ensure that the board of directors (the “**Board**”) of the Company has a balance of skills, experience and diversity of perspectives appropriate to the Company; and
- ensure the Board continuity and appropriate leadership at Board level.

2. Scope

This Policy applies to the directors of the Company and where applicable, senior management prepared for Board positions under the succession planning of the Company.

3. Responsibilities

The Board has delegated its responsibilities and authority for selection and nomination of directors of the Company to the Nomination Committee (the “**Nomination Committee**”) of the Company. The Nomination Committee shall identify candidates who are qualified/suitable to become a member of the Board of the Company and to make recommendations to the Board on the selection of candidates nominated for directorships.

4. Nomination and Appointment of Directors

4.1 Criteria

In evaluating and selecting any candidate for directorship, the following criteria should be considered:

- Character and integrity.

- Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company’s business and corporate strategy.
- Any measurable objectives adopted for achieving diversity on the Board.
- Requirement for the Board to have independent directors in accordance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) (as amended from time to time) and whether the candidate would be considered independent with reference to the independence guidelines set out in the GEM Listing Rules.
- Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.
- Willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company.
- Such other perspectives that are appropriate to the Company’s business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

Where necessary, the Nomination Committee should seek independent professional advice to access a wider range of potential candidates.

Proposed candidate will be asked to submit the necessary personal information, together with his/her written consent to be appointed as a director and to the public disclosure 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.

Non-executive director will receive a formal letter of appointment on his/her appointment to the Board, setting out clearly the expectations of him/her in terms of time commitment, committee service and involvement outside board meetings.

4.2 Nomination Procedures

4.2.1 Appointment of directors

- (1) The Nomination Committee identifies individual(s) suitably qualified to become Board members, having due regard to the board diversity policy and the nomination policy of the Company, and assesses the independence of the proposed independent nonexecutive director(s) as appropriate.
- (2) The Nomination Committee makes recommendation(s) to the Board.
- (3) The Board considers the individual(s) recommended by the Nomination Committee, having due regard to the board diversity policy and the nomination policy of the Company.

- (4) The Board confirms the appointment of the individual(s) as director(s) or recommends the individual(s) to stand for election at a general meeting. Individual(s) appointed by the Board to fill a casual vacancy or as an addition to the Board will be subject to re-election by shareholders of the Company (the “**Shareholders**”) at the next annual general meeting after initial appointment in accordance with the Company’s articles of association.
- (5) The Shareholders approve the election of individual(s), who stand(s) for election at general meeting, as director(s).

4.2.2 Re-appointment of directors

- (1) The Nomination Committee considers each retiring director, having due regard to the board diversity policy and the nomination policy of the Company, and assesses the independence of each retiring independent non-executive director.
- (2) The Nomination Committee makes recommendation(s) to the Board.
- (3) The Board considers each retiring director recommended by the Nomination Committee, having due regard to the board diversity policy and the nomination policy of the Company
- (4) The Board recommends the retiring directors to stand for re-election at the annual general meeting in accordance with the Company’s articles of association.
- (5) The Shareholders approve the re-election of directors at the annual general meeting.

5. Review and Monitor of this Policy

The Nomination Committee shall review the structure, size, composition (including skills, knowledge, experience and length of service) of the Board on a regular basis at least annually and diversity of the Board to ensure that it has a balance of expertise, skills and experience and diversity of perspective appropriate to the requirements for the business of the Company.

The Nomination Committee shall keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace.

The Nomination Committee shall keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.

6. Disclosure of this Policy

A summary of the work during the year, including this Policy for the nomination of directors, will be disclosed in the annual Corporate Governance Report.

Dated this 28th day of December 2018.

Note : If there is any inconsistency between the English and Chinese versions of this Nomination Policy, the English version shall prevail.