



CHINA MINSHENG DIT GROUP LIMITED

中民築友智造科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 726)

NOMINATION POLICY FOR DIRECTORSHIP

**Adopted by the board of directors of the Company (the “Board”)
on 14 December 2018 to take effect from 1 January 2019**

A. PURPOSE

This nomination policy for directorship (the “Policy”) is supplemental to the Terms of Reference of the Nomination Committee of the Board (the “Nomination Committee”) as adopted by the Board on 14 December 2018.

This Policy aims at setting out the processes and criteria for the nomination of a candidate for directorship in the Company.

B. POLICY STATEMENT

The Company adopts a nomination policy to ensure that all nominations of Board members are fair and transparent in order to facilitate the constitution of the Board with a balance of skills, experience and diversity of perspectives that is appropriate to the requirements of the Company’s business.

C. NOMINATION PROCEDURES

The nomination procedures to select and recommend candidates for the Company’s directorship could be summarised as follows:

1. The chairman of the Nomination Committee will, upon his/her own motion or receipt of a nomination from a Board member (as the case may be), convene a meeting of the Nomination Committee or circulate a resolution in writing to the members of the Nomination Committee to consider the same in accordance with the Terms of Reference.
2. For filling a casual vacancy to the Board or as an addition to the Board, the Nomination Committee will conduct the relevant selection process (coupled with the relevant selection criteria) against the nominated candidate and make recommendations to the Board for consideration, and the Board will then make a decision as to whether the nominated candidate shall be eligible to be appointed as a director of the Company.

3. For re-appointing a director of the Company:
 - (a) subject to Paragraph C.3(b) below, the Nomination Committee will conduct the relevant selection process (coupled with the relevant selection criteria) against the director proposed to be re-appointed and make recommendations to the Board for consideration, and the Board will then make a decision as to whether the director shall be eligible to be re-appointed as a director of the Company; and
 - (b) if the director proposed to be re-appointed or re-elected due to retirement by rotation under the Company's Articles of Association is an independent non-executive director of the Company who has served the Board for more than 9 years, the Nomination Committee shall also assess whether the director has remained independent in the context of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time (the "Listing Rules") and should be re-elected at the next general meeting of the Company and make recommendations to the Board for consideration. The Board will then make a decision as to whether the director has remained independent in the context of the Listing Rules, and if so, recommend the proposed re-appointment/re-election of the director to the Company's shareholders for consideration at the next general meeting of the Company. According to Code Provision A.4.3 of Appendix 14 to the Listing Rules, the Company's circular relating to the proposed re-appointment of such director shall include the reasons why the Board believes that the director is still independent and should be re-elected.

D. SELECTION CRITERIA

The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate

- reputation for integrity
- accomplishment and professional knowledge and industry experience which may be relevant to the Company
- commitment in respect of available time
- merit and potential contributions that such candidate could bring to the Board with reference to the Company's Board Diversity Policy (as adopted and amended by the Board from time to time), including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, independence, skills, knowledge and length of service

- in case of a candidate for an independent non-executive director of the Company, to assess: (i) the independence of such candidate with reference to, among other things, the independence criteria as set out in Rule 3.13 of the Listing Rules; and (ii) the guidance and requirements relating to independent non-executive directors as set out in Code Provision A.5.5 of Appendix 14 to the Listing Rules and in the “Guidance for Boards and Directors” published by The Stock Exchange of Hong Kong Limited
- board succession planning considerations and the long-term needs of the Company

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to consider any other factors and matters and nominate any person, as it considers appropriate.

E. INFORMATION FROM CANDIDATE

1. The nominated candidate will be asked to provide 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 his/her appointment.
2. The Nomination Committee may request the candidate to provide additional information and documents, if considered necessary.

F. BOARD’S DECISION

The entire Board is ultimately responsible for the selection and appointment or recommendation (as the case may be) of candidates for the Company’s directorship, and accordingly, shall consider the recommendations from the Nomination Committee and make a decision as to:

1. in relation to new appointment, whether the nominated candidate shall be eligible to be appointed as a director of the Company to fill a casual vacancy or as an addition to the Board, or (as the case may be) to be nominated and recommended to the Company’s shareholders for consideration at a general meeting of the Company; and
2. in relation to re-appointment, whether the director shall be eligible to be re-appointed as a director of the Company, and (if such director is an independent non-executive director of the Company who has served the Board for more than 9 years and whose re-appointment shall be subject to a separate resolution to be approved by the Company’s shareholders under the Listing Rules) whether such director has remained independent in the context of the Listing Rules and should be re-elected at the next general meeting of the Company.

G. REVIEW AND DISCLOSURE OF THIS POLICY

The Nomination Committee will monitor and review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any proposed changes to this Policy that may be required, and recommend any such revision to the Board for consideration and approval.

According to Paragraph L of Appendix 14 to the Listing Rules, the Company will disclose this Policy in the Company's corporate governance report under its annual report.