



ZZ CAPITAL INTERNATIONAL LIMITED

中植資本國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08295)

(the “Company”)

NOMINATION POLICY

INTRODUCTION

The nomination committee of the Company (the “Committee”) is responsible for the nomination function of the Company pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”).

The articles of association of the Company and the GEM Listing Rules have provided the framework within which directors may be nominated, appointed, rotated for retirement and re-appointment. Similarly, there are provisions as to proposal to appoint new directors by shareholders of the Company.

THE POLICY, PROCEDURES AND CRITERIA TO SELECT AND RECOMMEND CANDIDATES FOR DIRECTORSHIP

- (a) The Committee shall review from time to time (as when needed and not less than once a year) whether the composition of the board of directors of the Company (the “Board”) is adequate and consider it desirable to change by adding new directors or appointing new directors to fill casual vacancies or for orderly succession of directors;
- (b) The Committee should identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships. When selecting and recommending candidates for directorship, the Committee shall consider various factors including but not limited to the following: -
 - (i) the character and integrity, skill and expertise, professional and education background, that will best complement the Board’s effectiveness and contribute to the Board a diversity of perspectives;

- (ii) the capability of the candidate to devote necessary time and commitment to the role. This involves a consideration of matters such as other directorships or executive appointments of the candidate;
 - (iii) the potential conflicts of interest and independence, where applicable; and
 - (iv) any other factors as may be determined by the Board from time to time.
- (c) Upon identifying the potential candidate, detailed background information of the potential candidate together with recommendations from the executive Board members (if any) shall be provided to the Committee for consideration. Subsequently, the Committee shall recommend the candidate for Board approval.

THE PROCEDURE TO APPOINT NEW DIRECTORS BY THE SHAREHOLDERS OF THE COMPANY

The members of the company who is duly qualified to attend and vote at general meetings (the “Shareholders”) may by ordinary resolution elect any individual to be a Director. Candidate for election are proposed by separate resolutions put forward for shareholders’ consideration at general meetings.

According to Article 16.4 of the articles of association of the Company, any Shareholder who wishes to nominate a candidate for election should observe the following nomination procedure:

- (a) Prepare a signed notice of intention to propose a candidate for election;
- (b) Obtain a notice signed by the candidate stating his willingness to be elected;
- (c) Both notices can only be filed after the dispatch of the notice of the general meeting and the last day for submission is seven (7) days before such meeting; and
- (d) The notice of intention to propose must state the full name of the person to be proposed for election as a Director, as well as the person’s biographical details as required by Rule 17.50(2) of the GEM Listing Rules; and
- (e) Both notices must be submitted to the Hong Kong principal place of business or the Share Registrar of the Company for the attention of the company secretary of the Company.

Adopted on: 3 April 2013

Updated on: 21 June 2019

Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.