



## GOLIK HOLDINGS LIMITED

高力集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 1118)

### NOMINATION POLICY

#### 1 Purpose

- 1.1 This policy sets out the principles which guide the Company's board of directors (the "Board") to identify and evaluate a candidate for nomination to (i) the Board for appointment or (ii) shareholders of the Company for election, as a director of the Company.

#### 2 Nomination Criteria

- 2.1 The Board shall consider a number of factors in making nominations, including but not limited to the following:

2.1.1 Skills, Experience and Professional Expertise

The candidate should possess the skills, knowledge, experience and professional expertise which are relevant to the operations of the Company and its subsidiaries.

2.1.2 Diversity

Candidates should be considered on merit and against objective criteria, with due regard to the diversity perspectives set out in the Board Diversity Policy of the Company.

2.1.3 Commitment

The candidate should be able to devote sufficient time to attend the board meetings and participate in induction, training and other board associated activities. In particular, if the proposed candidate will be nominated as an independent non-executive director ("INED") and will be holding his/her seventh (or more) listed company directorship, the Board should consider the reason given by the candidate for being able to devote sufficient time to the Board meetings.

2.1.4 Standing

The candidate must satisfy the Board and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") that he/she has the character, experience and integrity, and is able to demonstrate a standard of competence commensurate with the relevant position as a director of the Company.

#### 2.1.5 Independence

The candidate to be nominated as an INED must satisfy the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an INED.

### 3 Nomination Procedures

#### 3.1 Appointment of New and Replacement Directors

3.1.1 If the Board determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable director candidates, including, but not limited, to referral from Directors, shareholders, management, advisors of the Company and external executive search firms.

3.1.2 Upon compilation and interview of the list of potential candidates, the Board based on the selection criteria and such other factors that it considers appropriate. The Board has the final authority on determining suitable director candidate for appointment.

#### 3.2 Re-election of Directors and Nomination from Shareholders

3.2.1 Where a retiring Director, being eligible, offers himself for re-election, the Board shall consider and, if consider appropriate, recommend such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to a general meeting in accordance with the Listing Rules.

3.2.2 Any shareholder of the Company who wishes to nominate a person to stand for election as a Director at a general meeting must lodge with the Company Secretary of the Company within the lodgment period specified in the relevant shareholder circular (a) a written nomination of the candidate, (b) written confirmation from such nominated candidate of his willingness to stand for election, and (c) biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules. Particulars of the candidate so proposed will be sent to all shareholders for information by a supplementary circular.

### 4 Monitoring and Review of this Policy

4.1 The Board will from time to time review this Policy and monitor its implementation to ensure its continued effectiveness and compliance with regulatory requirements and good corporate governance practice.

5 Disclosure

5.1 This Policy will be published on the Company's website ([www.golik.com](http://www.golik.com)).

5.2 A summary of this Policy will be disclosed in the annual Corporate Governance Report.

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