



## Sa Sa International Holdings Limited (the “Company”)

### Nomination Policy

#### Objectives

1. This policy sets out the criteria, procedures and process to be adopted when considering candidates to be appointed or re-appointed as directors of the Company. One of the policy objectives is to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business. Principle A.5
2. The Nomination Committee has a duty to identify suitably qualified individuals to become directors and make recommendations to the Board on the selection, appointment and re-appointment of directors as well as succession planning for directors, but the ultimate responsibility for selection and appointment of directors rests with the Board. A.5.2(b) & (d)

#### Nomination Criteria

3. When selecting a candidate to be nominated for directorship or re-appointment, considerations will be given to the following:
  - (a) age, gender, skills, knowledge, experience, expertise, professional and educational qualifications, background and other personal qualities of the candidate;
  - (b) effect on the board’s composition and diversity;
  - (c) ability and commitment of the candidate to devote sufficient time to effectively carry out his/her duties. In this regard, the number and nature of offices held by the candidate in public companies or organizations, and other executive appointments or significant commitments should be considered; A.6.6
  - (d) potential/actual conflicts of interest that may arise if the candidate is selected;
  - (e) the contributions that the candidate is expected to bring;
  - (f) independence of the candidate; and A.4.3 & A.5.2(c)
  - (g) other factors considered to be relevant on a case by case basis.

## **Nomination Procedures and Process**

4. Subject to the provisions in the Company's Articles of Association, if the Board recognises the need to appoint an additional director, the following procedures should be adopted:
  - (a) the Nomination Committee identifies or selects candidates, with or without assistance from external agencies or the Company, pursuant to the criteria set out in paragraph 3 above;
  - (b) the Nomination Committee may use any process it deems appropriate to evaluate the candidates, which may include personal interviews, background checks, presentations, written submissions by the candidates or third-party references;
  - (c) the Nomination Committee will hold a physical meeting to consider the matter and avoid the making of decisions by written resolutions unless it is impractical that a physical meeting be held;
  - (d) the Nomination Committee provides to the Board with all the information required including information set out in Rule 13.51(2) of the Listing Rules in relation to the candidates;
  - (e) the Nomination Committee makes recommendation to the Board including the terms and conditions of the appointment;
  - (f) the Board deliberates and decides on the appointment based upon the recommendation of the Nomination Committee;
  - (g) all appointments of director should be confirmed by a letter of appointment setting out the key terms and conditions of the appointment of the directors, which should be approved by the Nomination Committee; and
  - (h) pursuant to Rule 13.74 of the Listing Rules, where shareholders are required to vote on electing or re-electing a director, the circular accompanying the notice of the relevant general meeting should contain all the information of the candidates required under Rule 13.51(2) of the Listing Rules.
  
5. In cases of re-appointments of existing directors, a physical meeting will be held to consider the re-appointment based on the same criteria set out in paragraph 3 above.

## **Nomination by Shareholders**

6. The shareholders of the Company may also propose a person for election as a director, details of which are set out in the "Procedures for Shareholders to Propose a Person for Election as a Director" of the Company.

### **Review and Monitoring**

7. This policy will be reviewed periodically to ensure it remains relevant to the Company's needs and reflects both regulatory requirements and good corporate governance practices.

### **Language Version**

8. The text of this policy appears in both English and Chinese languages. In case of discrepancy, the English version shall prevail.

### **Approval of this Policy**

9. This policy was first adopted by resolutions of the directors passed on 27 February 2012, and last amended by resolutions of the directors passed on 20 February 2019.