

# WINFAIR INVESTMENT COMPANY LIMITED

永發置業有限公司

(the “Company”)

(「本公司」)

## NOMINATION POLICY

提名政策

### 1. Objective

目的

- 1.1 The Company is committed to ensuring the Board of Directors of the Company (the “Board”) has a balance of skills, knowledge, experience and diversity of perspectives appropriate to the Company’s business needs and development.

本公司致力確保本公司董事會（「董事會」）成員，因應本公司的業務需要及發展，在技巧、知識、經驗、多元化方面保持適當的平衡。

- 1.2 The Nomination Committee (the “NC”) assists the Board in making recommendations to the Board on the appointment / re-appointment of directors and succession planning for directors.

提名委員會（「提名委員會」）為董事會提供協助，就委任董事、重新委任董事及董事繼任計劃向董事會提供建議。

- 1.3 This policy sets out process and procedures which govern the nomination of members of the Board (“Member”) applicable to both new appointments and re-appointments.

本政策列出提名董事會成員（「董事會成員」）的過程及程序，適用於委任新董事會成員及重新委任董事會成員的情況。

### 2. Selection Criteria

甄選標準

- 2.1 When making recommendations regarding the appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board, the NC shall consider a variety of factors but not limited to the following in assessing the suitability of the proposed candidate:

就委任董事會候選人或重新委任董事會現有成員作出建議，提名委員會在評估候選人時需考慮的因素包括(但不限於)以下各項：

- (a) Reputation for integrity;  
誠信；
- (b) Experience in other relevant industry;  
其他相關行業的經驗；
- (c) Commitment in respect of available time and interest and attention to the Company's business;  
承諾投入足夠時間、代表界別的利益及關注本公司的業務；
- (d) Diversity in all aspects, including but not limited to gender, age, cultural and educational background, professional skills, knowledge or length of service;  
董事會各方面的多元化，包括但不限於性別、年齡、文化和教育背景、專業經驗、知識或服務任期；
- (e) The ability to assist and support management and make significant contributions to the Company's success;  
有能力協助和支持管理層，並對本公司的成功作出重大貢獻；
- (f) Compliance with the criteria of independence as prescribed under Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules) for the appointment of an independent non-executive director; and  
符合載列於《香港聯合交易所有限公司證券上市規則》(「《上市規則》」)規則第3.13條對委任獨立非執行董事所規定的獨立性準則；及
- (g) Any other relevant factors as may be determined by the Committee or the Board from time to time.  
委員會或董事會不時決定的任何其他相關因素。

2.2 In accordance with the Company's Articles of Association #117, all newly appointed directors are subject to election by shareholders at the following annual general meeting ("AGM") after appointment.

根據本公司組織章程細則第117條，所有新委任董事須在下一屆股東週年大會上退任並候選連任。

2.3 In accordance with the Company's Articles of Association #112, at each AGM, one-third of the directors (if the number is not multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and are eligible for re-election.

根據本公司組織章程細則第 112 條，在每年的週年大會上，董事會內三份之一之董事須輪值退任，並候選連任。如董事的人數並非三的倍數，則最接近但不少於三份一人數的董事須輪值退任。

### **3. Nomination Procedures for Appointments and Re-appointments**

#### **委任及重新委任的提名程序**

#### **3.1 Appointments by the Board**

##### **由董事局作出的委任**

- 3.1.1 The NC has been delegated authority to identify potential candidates for appointment to the Board through different means, including recommendations from Members or any other means that it deems appropriate.

提名委員會已獲授權經不同渠道物色適當董事會會員人選，包括董事會成員的推薦，以及任何其他提名委員會認為合適的渠道。

- 3.1.2 Once a candidate has been identified, the Company Secretary, on behalf of the NC, will request the candidate to provide his/her biographical information and other additional information and documents deemed necessary, including but not limited to (i) information on his/her interests in the securities of the Company (if any); (ii) his/her consent to act as a Member and disclosure of information relating to his/her proposed appointment; and (iii) for an independent non-executive director candidate, his/her declaration of independence in accordance with the criteria under the Listing Rules.

物色人選後，公司秘書代提名委員會將會要求該人選提供他／她的履歷及提名委員會認為需要的其他資料，包括但不限於(i)他／她於本公司的證券權益（如有）；(ii)他／她對出任董事會成員及披露有關他／她的委任建議相關資料的同意；及(iii)如屬獨立非執行董事的人選，他／她依據上市規則的準則就其獨立性而作出的聲明。

- 3.1.3 The NC will review and take reasonable steps to verify the information obtained from the candidate and seek clarification, where required. The NC may, at its discretion, invite the candidate to meet with the Committee members in order to assist them in their consideration of the proposed nomination or recommendation. The NC will then make recommendations for the Board's consideration and approval.

提名委員會會就有關人選的資料作出評估，並會採取合理的步驟以核實該人選的資料，並在有需要時尋求澄清。提名委員會可酌情決定邀請有關人選與委員會成員會面，以助委員會就提名的建議作出考量或推薦意見。其後，提名委員會會向董事會建議有關提名以供考量及批准。

### **3.2 Appointment by the Shareholders at a General Meeting**

#### **由股東作出的委任**

For the procedures of shareholders' nomination of any proposed candidate for election as a Member, please refer to the "Procedure for Nomination of Directors by Shareholders", which is available on the Company's website.

有關股東提名任何候選人參選董事的程序，請參閱登載於本公司網站的「股東提名董事之程序」。

### **3.3 Re-appointment at a General Meeting**

#### **於成員大會重新委任**

The NC will review the profile of the existing Members who have offered themselves for re-appointment to consider their suitability in the light of the Group's corporate strategy, the structure, size and composition of the Board at that time. The NC will then make recommendations for the Board's consideration and the Board will, at its discretion, make recommendations to the Shareholders.

提名委員會將會評估各同意參與重新委任的董事會成員之個人履歷，並因應本集團當時的策略、董事會的架構、人數及組成，考量該董事會成員是否合適被重新委任。提名委員會會將其推薦意見提交董事局考慮。而董事會將酌情向股東作出推薦意見。

For those existing independent non-executive directors, who have offered themselves for re-appointment and serve the Company more than 9 years, the NC shall consider the reason why they are still independent and therefore eligible for re-election. The NC will then make recommendations for the Board's consideration and the Board will make recommendations to the Shareholders.

若現任獨立非執行董事同意參與重新委任，且在任超過九年，提名委員會將考慮該名人士仍屬獨立人士及應獲重選的原因。提名委員會會將其推薦意見提交董事會考慮。而董事會向股東作出推薦意見。

#### **4. Approval and Review of this Policy**

##### **批准及檢討本政策**

This policy has been approved by the Board. The Board will review this Policy periodically to ensure its adequacy. Any subsequent amendment of this policy shall be reviewed by the Nomination Committee and approved by the Board.

本政策已獲董事會批准。董事會將定期審視本政策以確保本政策的適切性。本政策日後的任何修訂需由提名委員會審視，並經董事會批准。