

**NANYANG HOLDINGS LIMITED**  
**(Incorporated in Bermuda with limited liability)**  
**(Stock Code: 212)**

**Nomination Policy**

*(Adopted by the Board on 5 December 2018 and revised on 22 March 2023)*

**Objective**

The Nomination Committee (the “Committee”) shall nominate suitable candidates to the Board of Directors (the “Board”) of Nanyang Holdings Limited (the “Company”) for it to consider and make recommendations to the Board on the selection of individuals nominated for directorship to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirement of the Company’s business.

**Selection Criteria**

1. The following factors would be used as references by the Committee in assessing the suitability of a proposed candidate.

- a) Reputation for integrity
- b) Accomplishment and experience

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

- c) Commitment in respect of available time and relevant interest

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 Nomination Committee should consider the reason given by the candidate for being able to devote sufficient time to the Board and committee meetings.

- d) Diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, and length of service

The Nomination Committee should have due regard to the diversity perspectives set out in the Board Diversity Policy of the Company.

e) Independence of a candidate for the position as an INED

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

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

2. All retiring Executive Directors, the Non-Executive Director and INEDs, are eligible for nomination by the Board to stand for re-election at a general meeting.

### **Nomination Procedures**

1. The Secretary of the Committee shall call a meeting of the Committee, and invite nominations of candidates from the Board if any, for consideration by the Committee prior to its meeting. The Committee may also put forward candidates who are not nominated by the Board.
2. For filling a casual vacancy, the Committee shall make recommendations for the Board's consideration and approval on the appointment or re-appointment of Directors. For proposing candidates to stand for election at a general meeting, the Committee shall make nominations to the Board for its consideration and recommendation.
3. If an INED has served for more than nine years, such INED's further appointment should be subject to a separate resolution to be approved by shareholders of the Company. The papers to shareholders accompanying that resolution should state why the Board (or the nomination committee) believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the board (or the nomination committee) in arriving at such determination.
4. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

**Implementation and Review of this policy**

The Nomination Committee will monitor the implementation of this policy.

The Nomination Committee will from time to time review this policy, as appropriate, to ensure the effectiveness of the policy and compliance with regulatory requirements and good corporate governance practice and make recommendations on any proposed revisions as may be required to the Board for approval.

**Disclosure of this policy**

This policy will be published on the Company's website for public information.

A summary of this policy will be disclosed in the Corporate Governance Report of the Company annually.