



B & D Strategic Holdings Limited

(an exempted Company incorporated in the Cayman Islands with limited liability)

(the “Company”)

(Stock Code : 1780)

NOMINATION POLICY

(the “Policy”)

1. Objective

This Nomination Policy (the “**Policy**”) aims to:

- set out the criteria and process in the nomination and appointment of directors of the Company;
- ensure that the board of directors (the “**Board**”) of the Company has a balance of skills, experience and diversity of perspectives appropriate to the Company; and
- ensure the Board continuity and appropriate leadership at Board level.

2. Scope

This Policy applies to the directors of the Company and where applicable, senior management prepared for Board positions under the succession planning of the Company.

3. Responsibilities

The Board has delegated its responsibilities and authority for selection and nomination of directors of the Company to the nomination committee (the “**Nomination Committee**”) of the Company. The Nomination Committee shall identify candidates who are qualified/suitable to become a member of the Board of the Company and to make recommendations to the Board on the selection of candidates nominated for directorships.

4. Nomination and Appointment of Directors

4.1 Criteria

In evaluating and selecting any candidate for directorship, the following criteria should be considered:

- Character and integrity.
- Qualifications including professional qualifications, skills, knowledge and

experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy.

- Any measurable objectives adopted for achieving diversity on the Board.
- Willingness to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company.
- Requirement for the Board to have independent directors in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (as amended from time to time) and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.
- Such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

4.2 Nomination Procedures

4.2.1 Appointment of directors

- (1) The Nomination Committee identifies individual(s) suitably qualified to become Board members, having due regard to the board diversity policy and the nomination policy of the Company, and assesses the independence of the proposed independent nonexecutive director(s) as appropriate.
- (2) The Nomination Committee makes recommendation(s) to the Board.
- (3) The Board considers the individual(s) recommended by the Nomination Committee, having due regard to the board diversity policy and the nomination policy of the Company.
- (4) The Board confirms the appointment of the individual(s) as director(s) or recommends the individual(s) to stand for election at a general meeting. Individual(s) appointed by the Board to fill a casual vacancy or as an addition to the Board will be subject to re-election by shareholders of the Company (the "**Shareholders**") at the next annual general meeting after initial appointment in accordance with the Company's articles of association.
- (5) The Shareholders approve the election of individual(s), who stand(s) for election at general meeting, as director(s).

4.2.2 Re-appointment of directors

- (1) The Nomination Committee shall review the overall contribution and service to the Company of the retiring director including his attendance of Board meetings and, where applicable, general meetings, and the level of participation and performance of the Board.
- (2) The Nomination Committee shall also review and determine whether the retiring director continues to meet the criteria as set out in paragraph 4.1 above.
- (3) The Board considers each retiring director recommended by the Nomination Committee, having due regard to the board diversity policy and the nomination policy of the Company
- (4) The Board recommends the retiring directors to stand for re-election at the annual general meeting in accordance with the Company's articles of association.
- (5) The Shareholders approve the re-election of directors at the annual general meeting.

5. Review and Monitor of this Policy

The Nomination Committee shall review the structure, size, composition (including skills, knowledge and experience) of the Board on a regular basis at least annually and diversity of the Board to ensure that it has a balance of expertise, skills and experience and diversity of perspective appropriate to the requirements for the business of the Company.

The Nomination Committee shall keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to complete effectively in the marketplace.

The Nomination Committee shall keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.

6. Disclosure of this Policy

A summary of the work during the year, including this Policy for the nomination of directors will be disclosed in the annual Corporate Governance Report.

This Nomination Policy is adopted by the Board on 4 April 2019

Note : This Nomination Policy is prepared in English. In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.