

Gemilang International Limited

彭順國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “Company”, and together with its subsidiaries, the “Group”)

NOMINATION POLICY

A. Objective

1. The Nomination Committee of the Company (the “Nomination Committee”) shall nominate suitable candidates to the board of the Company (the “Board”) for it to consider and make recommendations to shareholders for election as directors of the Company (the “Directors” and each a “Director”) at general meetings or appoint as Directors to fill casual vacancies.
2. This Nomination Policy (the “Policy”) aims to set out the criteria and process in the nomination and appointment of Directors of the Company.

B. Selection Criteria

1. The Nomination Committee shall consider the following criteria in evaluating and selecting candidates for directorships:
 - i. Character and integrity;
 - ii. Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy;
 - iii. Willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments;
 - iv. The number of existing directorships and other commitments that may demand the attention of the candidate;
 - v. Requirement for the Board to have independent non-executive Directors in accordance with the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules;

- vi. Board diversity policy of the Company and any measurable objectives adopted by the Board for achieving diversity on the Board; and
- vii. Such other perspectives appropriate to the Company's business.

C. Nomination Procedures

1. The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.
2. The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
3. The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
4. For any person that is nominated by a shareholder for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of Director at the general meeting.

D. Re-election of Director at general meeting

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 of the Company, and the level of participation and performance on the Board.
2. The Nomination Committee shall also review and determine whether the retiring Director continues to meet the criteria as set out above.

3. The Nomination Committee and/or the Board shall then make recommendation to shareholders in respect of the proposed re-election of Director at the general meeting of the Company.

E. Monitoring and Review

1. The Nomination Committee has been delegated with the overall responsibility for implementation, monitoring and periodic review of the Policy.
2. The Nomination Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

F. Disclosure

1. A summary of this Policy will be disclosed in the annual corporate governance report of the Company.

Hong Kong, 1 January 2019