

**Wan Leader International Limited**  
**(the “Company”, together with its subsidiaries as the “Group”)**

**NOMINATION POLICY (the “Policy”)**

**1. Objectives**

- 1.1 The nomination committee (the “NC”) of the board of directors (the “Board”) of the company shall nominate suitable candidates to the Board for it to consider and make recommendations to shareholders for election as directors of the Company (the “Directors”) at general meetings or appoint as Directors to fill casual vacancies.
- 1.2 The NC may, as it considers appropriate, nominate a number of candidates more than the number of directors to be appointed or re-appointed at a general meeting, or the number of casual vacancies to be filled.
- 1.3 The NC shall ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

**2. Selection Criteria**

- 2.1 The factors listed below would be used as reference by the NC in assessing the suitability of a proposed candidate:
- character and integrity;
  - qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy;
  - accomplishment and experience in the business from time to time conducted, engaged in or invested in by any member of the Group;
  - commitment in respect of available time and relevant interest;
  - requirement for the Board to have independent directors in accordance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules;
  - Board diversity policy and any measurable objectives adopted by the NC for achieving diversity on the Board; and
  - such other perspectives appropriate to the Company’s business.

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

- 2.2 Rigorous review is applied to assessing the continuing independence of Directors having served for over 9 consecutive years, with attention to ensuring that they remain independent in character and judgement, and continue to present an objective and constructive challenge to the assumptions and viewpoints presented by the management and the Board.
- 2.3 Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as Directors and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a Director.
- 2.4 The NC may request candidates to provide additional information and documents, if considered necessary.

### **3. Nomination Procedures**

- 3.1 For filling a casual vacancy, the NC shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the NC shall make nominations to the Board for its consideration and recommendation. The Board shall have the ultimate responsibility for selection and appointment of Directors.
- 3.2 The NC shall, 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 in section 2 to determine whether such candidate is qualified for directorship.
- 3.3 If the process yields one or more desirable candidates, the NC shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- 3.4 For any person that is nominated by a shareholder for election as a director at the general meeting of the Company pursuant to its constitutional documents, the NC shall evaluate such candidate based on the criteria as set out in section 2 to determine whether such candidate is qualified for directorship and where appropriate, the NC and/or the Board shall make recommendation to shareholders in respect of the proposed election of director at the general meeting.

#### **4. Re-election of Directors at General Meetings**

- 4.1 The NC shall review the overall contribution and service to the Company of the retiring director including his/her attendance of Board meetings and, where applicable, general meetings, and the level of participation and performance on the Board.
- 4.2 The NC shall also review and determine whether the retiring director continues to meet the criteria as set out in section 2.

#### **5. Succession Planning**

- 5.1 The Board recognises the importance of having continuity in the management of the Company, and leaders with appropriate skills and experience to support the delivery of the Group's strategic priorities. Succession planning is a regular Board agenda item and considered by the Board annually.

#### **6. Review and Disclosure of the Policy**

- 6.1 The NC will review the Policy on a regular basis to ensure its continued effectiveness, will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.
- 6.2 The Company will disclose details of the Policy together with any measurable objectives it has set itself in this regard and the progress made towards achieving those objectives, in the corporate governance report set out in its annual report.

#### **7. Confidentiality**

- 7.1 Unless required by law or any regulatory authority, under no circumstances shall a member of the NC or a staff member of the Company disclose any information to or entertain any enquiries from the public with regard to any nomination or candidature before the circular to shareholders, as the case may be, is issued. Following the issue of the circular, the Company may answer enquiries from the regulatory authorities or the public but confidential information regarding nominations and candidates should not be disclosed.

- 8. This Policy should be interpreted in its English version in case of ambiguities.

28 December 2018