

**KINGDOM HOLDINGS LIMITED**  
**("the Company")**  
**NOMINATION POLICY**

(Approved and adopted by the Board on 14 December 2018)

**1. Objective**

- 1.1 The Nomination Committee ("**NC**") shall nominate suitable candidates to the board of directors of the Company (the "**Board**") for it to consider and make recommendations to shareholders for election as directors including independent non-executive directors of the Company ("**INEDs**") at general meetings or appoint as directors including INEDs 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 ultimate responsibility for selection and appointment of directors rest with the entire Board.

**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.
  - Reputation for integrity
  - Accomplishment and experience in the textile industry
  - Commitment in respect of available time and relevant interest
  - Diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service

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 Retiring INEDs are eligible for nomination by the Board to stand for re-election at a general meeting. For those who have served as INEDs for a period of 9 consecutive years may be stand for re-election at a general meeting, subject to a separate resolution to be approved by shareholders at the general meeting. For the avoidance of doubt, the 9-year period for determining the independence of an INED for nomination by the Board to stand for election at a general meeting would count from his/her date of first appointment as an INED until the date of the forthcoming annual general meeting.
- 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 an INED 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 an INED.

- 2.4 The NC may request candidates to provide additional information and documents, if considered necessary

### **3. Nomination Procedures**

- 3.1 The secretary of the NC shall call a meeting of the NC, and invite nominations of candidates from Board members if any, for consideration by the NC prior to its meeting. The NC may also put forward candidates who are not nominated by Board members.
- 3.2 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.
- 3.3 Until the issue of the shareholder circular, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.
- 3.4 In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, a circular will be sent to shareholders. The circular will set out the names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to shareholders.
- 3.5 A candidate is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the Company Secretary.
- 3.6 The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.
- 3.7 As there may be more candidates than the vacancies available, and the "highest number of votes" method will be used to determine who shall be elected as an INED.

### **4. Confidentiality**

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 NC or Company Secretary or other staff member of the Company approved by the NC may answer enquiries from the regulatory authorities or the public but confidential information regarding nominations and candidates should not be disclosed.

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