



景業名邦
JY GRANDMARK

JY Grandmark Holdings Limited

景業名邦集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2231)

DIRECTOR'S NOMINATION POLICY

(Adopted on 23 June 2022 by the Board)

1. Purpose

This Policy sets out the principles which guide the Nomination Committee of JY Grandmark Holdings Limited (the “**Company**”) to identify and evaluate a director candidate for nomination to (i) the board of directors of the Company (the “**Board**”) for appointment or (ii) the shareholders of the Company for election, as a director of the Company.

2. Nomination Criteria

2.1 The Nomination Committee shall consider a number of factors in making nominations, including but not limited to the following: -

- (i) Qualifications: The candidate should possess the skills, knowledge and experience, which are relevant to the operations and corporate strategies of the Company and its subsidiaries.
- (ii) Diversity: The candidate should be considered on merit and against objective criteria, with due regard to the diversity perspectives set out in the Board Diversity Policy of the Company and the balance of skills and experience in board composition.
- (iii) Commitment: The candidate should be able to devote sufficient time to attend board meetings and participate in induction trainings and other board associated activities.
- (iv) Character: The candidate must satisfy the Board and The Stock Exchange of Hong Kong Limited that he/she has the character, experience and integrity, and is able to demonstrate a standard of competence commensurate with the relevant position as a director of the Company.
- (v) Independence: The candidate to be nominated as an independent non-

executive director 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.

- 2.2 The above criteria are for reference only and are not meant to be exhaustive or decisive. The Board shall take into consideration the benefits of a diversified Board when selecting Board candidates.

3. Nomination Procedures

- 3.1 If the Nomination Committee determines that an additional or replacement director is required, the Committee may take such measures that it considers appropriate in connection with its identification and evaluation of a candidate.
- 3.2 The Nomination Committee may propose to the Board a candidate recommended or offered for nomination by a shareholder of the Company as a nominee for election to the Board.
- 3.3 On making recommendation, the Nomination Committee may submit the candidate's personal profile to the Board for consideration. The Board may appoint the candidate(s) as director(s) to fill a casual vacancy(ies) or as an addition to the Board or recommend such candidate to shareholders for election or re-election (where appropriate) at the general meeting.

4. Review and Monitoring

The Nomination Committee will from time to time review this Policy, monitor its implementation to ensure its continued effectiveness and compliance with regulatory requirements and good corporate governance practice and makes recommendations on any proposed revisions as may be required to the Board for approval.

5. Disclosure of this Policy

- 5.1 This Policy will be published on the Company's website for public information.
- 5.2 A summary of the Director's Nomination Policy will be disclosed in the annual corporate governance report to be published by the Company.

(In case of any discrepancy between the English and Chinese versions of this Policy, the English version shall prevail.)