



Rimbaco Group Global Limited

(Incorporated in the Cayman Islands with limited liability)

(the “**Company**”)

(Stock Code: 1953)

NOMINATION POLICY

1. Objectives

- 1.1 The nomination committee of the Company (the “**Nomination Committee**”) shall assist the board (the “**Board**”) of directors (the “**Directors**”, each as a “**Director**”) of the Company and its subsidiaries (collectively the “**Group**”) in nominating suitable candidates to the Board. The Board shall make recommendations to the Company’s shareholders (the “**Shareholders**”) on the appointment of Directors and succession planning for Directors.
- 1.2 This Nomination Policy (the “**Policy**”) sets out the key selection criteria, procedures and principles adopted by the Nomination Committee in making any such recommendations.

2. Selection Criteria

- 2.1 The Nomination Committee shall consider the following factors when assessing the suitability of a proposed candidate:
 - (a) reputation for integrity;
 - (b) accomplishment and experience in the business and industry;
 - (c) commitment of the candidate to devote sufficient time and interest to carry out his/her duties;
 - (d) diversity in all aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
 - (e) independence of the candidate;
 - (f) for a proposed re-appointment of a Director, the number of years he/she has served the Company; and
 - (g) other relevant factors considered by the Nomination Committee or the Board as appropriate.

These factors are for reference only and are not meant to be exhaustive and decisive. The Nomination Committee shall have the discretion to nominate any person, if considered appropriate.

- 2.2 Proposed candidates shall submit necessary personal information in a prescribed form, together with their written consent to be appointed as a Director and to the public disclosure of their personal data on any documents or relevant websites for the purpose of or relating to their standing for election as a Director.
- 2.3 The Nomination Committee shall be entitled to request candidates to provide additional information and documents, if considered necessary.

3. Nomination Procedures

- 3.1 Subject to provisions in the Memorandum of Association and Articles of Association of the Company, if the Board recognizes the need to appoint or re-appoint a Director, the following procedures should be followed:
 - (a) the secretary of the Nomination Committee shall convene a meeting of the Nomination Committee, and invite nominations of candidates from the Board, if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee shall also be entitled to put forward candidates who are not nominated by the Board;
 - (b) the Nomination Committee shall identify or select candidates recommended to the Nomination Committee pursuant to criteria set out in clause 2.1 herein;
 - (c) the Nomination Committee shall be entitled to use any process it deems appropriate to evaluate candidates, including but not limited to personal interviews, background checks, presentations or written submissions by candidates and third party references;
 - (d) to fill casual vacancies, the Nomination Committee shall make recommendations for consideration and approval of the Board. To propose candidates to stand for election at a general meeting of the Company, the Nomination Committee shall make nominations for the Board's consideration and recommendation;
 - (e) the Board shall deliberate and decide on the appointment based on the recommendation of the Nomination Committee;
 - (f) appointments of Directors should be confirmed by a letter of appointment or Director service agreement, as appropriate, setting out the key terms and conditions of the appointment of Directors;

- (g) pursuant to Rule 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), where Shareholders are required to vote on electing or re-electing Directors, the circular accompanying the notice of the relevant general meeting should include all information of the candidates required under Rule 13.51(2) of the Listing Rules;
- (h) a Shareholder shall be entitled to serve a notice to the Company Secretary within the lodgment period of its intention to propose a resolution to elect a person as a Director, without recommendation of the Board or nomination of the Nomination Committee, other than those candidates set out in the Shareholder circular. The particulars of the candidates proposed shall be sent to all Shareholders for information by a supplementary circular;
- (i) a candidate shall be entitled to withdraw his/her candidature at any time before the general meeting by serving a notice, in writing, to the Company Secretary; and
- (j) the Board shall have the final decision on matters relating to its recommendation of candidates to stand for election at any general meeting.

4. Approval and Review of this Policy

- 4.1 This Policy has been approved by the Board. Any amendment of this Policy shall be reviewed by the Nomination Committee and approved by the Board.
- 4.2 The Nomination Committee shall monitor and review this Policy on a regular basis to ensure its continued effectiveness. The Nomination Committee shall also discuss any proposed changes to this Policy that may be required, and shall recommend any such revision to the Board for consideration and approval.
- 4.3 The Nomination Committee shall assess and report annually, in the corporate governance report of the annual report of the Company, on the composition of the Board, and shall launch a formal process to monitor the implementation of this Policy as appropriate.

5. Confidentiality

- 5.1 Unless required by law or any regulatory authority, under no circumstances shall a member of the Nomination Committee or a staff member of the Group disclose any information with regard to any nomination or candidature before the announcement or circular to Shareholders, as the case may be, are issued.

31 March 2020