



## HYBRID KINETIC GROUP LIMITED

### 正道集團有限公司

(於百慕達註冊成立之有限公司)

(股份代號：1188)

#### Nomination Policy

#### 提名政策

#### 1. Objective 目的

##### 1.

- 1.1 The Nomination Committee (the “**Committee**”) established by the board of directors (the “**Board**”) of Hybrid Kinetic Group Limited (the “**Company**”) together with its subsidiaries, the “**Group**”) is responsible for identifying and recommending candidate(s) for the role of Director(s) to the Board for nominating them for election by shareholders at general meetings for appointment or re-appointment or to fill a casual vacancy.

正道集團有限公司(「本公司」連其附屬公司,「本集團」)董事會成立的提名委員會須向董事會提名適當人選,以供董事會考慮及向股東推薦於股東大會上選任/重任為本公司董事,或供填補董事會臨時空缺。

- 1.2 The ultimate responsibility for the selection and appointment of Directors rests with the entire Board.

董事會負有最終選擇和委任董事的責任。

#### 2. Selection Criteria (甄選準則)

- 2.1 The Board should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business. To ensure changes to the Board composition can be managed without undue disruption, there should be a formal, considered and transparent procedure for selection, appointment and re-appointment of Directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. The appointment of a new Director (to be an additional Director or fill a casual vacancy as and when it arises) or any re-appointment of Directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Committee.

- 2.1 董事會應根據本公司業務所需技術、經驗及多元觀點與角度。為確保其組成人員的變動不會帶來不適當的干擾,本公司應設有正式、經審慎考慮並具透明度的董事甄選、委任及/或重新委任程序,並設定有秩序的董事繼

任計劃（如認為有需要），包括定期檢討此類計劃。委任新董事（作為新增董事或填補所出現的臨時空缺）乃經委員會推薦候選人後由董事會作出決定。

2.2 The criteria to be taken into account when considering the suitability of a candidate shall be his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities which, in particular, are set out as follows:

- (a) bringing an independent judgment and make constructive recommendation on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
- (b) taking the lead where potential conflicts of interests arise;
- (c) serving on the Audit Committee, and the Remuneration Committee and the Nomination Committee (in the case of candidate for Non-Executive Director) and other relevant Board Committees, if invited;
- (d) devoting sufficient time to the Board and/or any Committee(s) on which he or she serves so as to allow them to benefit from his or her skills, expertise, and varied backgrounds and qualifications and diversity through attendance and participation in the Board and/or Committee meetings;
- (e) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;
- (f) ensuring the Committees on which he or she serves to perform their powers and functions conferred on them by the Board; and
- (g) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Listing Rules, where appropriate.

考慮候選人是否合適的標準，應視乎候選人是否能對董事會作出貢獻，使董事會能有效履行其職責，尤其是下文所載各項：

- (a) 能為本集團在策略、政策、表現、職責、資源、主要委任及操守準則等事項作出獨立判斷及有建設性之建議；
- (b) 於發生潛在利益衝突時發揮領導作用；
- (c) 服務於審核委員會及薪酬委員會，以及提名委員會（如為非執行董事候選人）以及其他相關董事會轄下之委員會（如獲邀請）；
- (d) 能分配足夠時間出席及參與董事會/委員會會議，使董事會及任何委員會受惠於其技能、專長、各種背景及資格；
- (e) 監察本公司在達致議定之企業宗旨及目標方面的表現及監督相關表現的申報情況；
- (f) 確保彼所服務的委員會履行董事會授予的權力及職能；及
- (g) 遵守董事會不時訂定，或本公司憲章文件不時所載，或法例或上市規則不時訂立的任何規定、指示及規例（如適用）。

- 2.3 If the candidate is proposed to be appointed as an independent non-executive Director (INED), his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an INED with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

如建議委任候選人為獨立非執行董事，則須根據（其中包括）上市規則第 3.13 條（經聯交所可能不時作出修訂）所載的因素評估其獨立性。如適用，則亦須評估該候選人的學歷、資格及經驗等整體情況，以考慮彼是否具備合適的專業資格或會計或相關財務管理專長（即上市規則第 3.10(2) 條所規定的相關資格或專長）以擔任獨立非執行董事。

### **3. Nomination Procedures (提名程序)**

- 3.1 Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

- (a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
- (b) if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
- (c) the perspectives, skills and experience that the individual can bring to the Board; and
- (d) how the individual contributes to diversity (including gender diversity) of the Board.

倘董事會提呈一項決議案於股東大會上選任某人士為獨立非執行董事，則須於有關股東大會通告所隨附的致股東通函及/或說明函件中，應該列明：

- (a) 用以物色該名人士的流程、董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因；
- (b) 如果候任獨立非執行董事將出任第七家（或以上）上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；
- (c) 該名人士可為董事會帶來的觀點與角度、技能及經驗；及
- (d) 該名人士如何促進董事會成員（包括性別）多元化。

**4. Review of this Policy (檢討本政策)**

- 4.1 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.

為確保本政策行之有效，提名委員會將於適當時候檢討本政策。提名委員會將會討論任何需對本政策作出的修訂，並向董事會提出修訂建議，供董事會考慮及通過。

**5. Disclosure of this Policy (披露本政策)**

- 5.1 This Policy can be published on the Company's website for public information.  
本政策可登載在本公司網站供公眾查閱。

Effective Date: 16 April 2019

生效日期： 2019年4月16日

*Note: In case of inconsistency, the English text of this nomination policy shall prevail over its Chinese text.*