



TYSAN HOLDINGS LIMITED
泰昇集團控股有限公司
(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock Code: 687)
(股份代號: 687)
(the “Company”)
(「本公司」)

DIRECTOR NOMINATION POLICY
董事提名政策

1. PURPOSE 目的

This Director Nomination Policy (the “**Policy**”) aims to:
本董事提名政策（「**本政策**」）旨在：

- (a) set out the criteria and process for the nomination and appointment of directors (the “**Directors**”, and each a “**Director**”) of the Company;
載列提名及委任公司董事（「**董事**」）的準則及程序；
- (b) ensure the board of Directors (the “**Board**”) has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business;
and
確保董事局（「**董事局**」）成員具備切合本公司業務所需的技巧、經驗及多元觀點；及
- (c) ensure the Board’s continuity and appropriate leadership at the Board level.
確保董事局的持續性及其領導角色。

2. SCOPE 適用範圍

The Policy applies to the Board and, where applicable, the senior management of the Company being prepared for Board positions under the succession planning of the Board.
本政策適用於董事局，以及（如適用）在董事局繼任計劃下準備獲擢升至董事職位的本公司高級管理層。

3. RESPONSIBILITIES 責任

- (a) The Board has delegated its responsibilities and authority for selection and appointment of Directors to the nomination committee of the Company (the “**Nomination Committee**”).
董事局已將其甄選及委任董事的責任及權力授予本公司的提名委員會（「**提名委員會**」）。
- (b) Without prejudice to the authority and duties of the Nomination Committee as set out in its terms of reference, the ultimate responsibility for selection and appointment of Directors rests with the entire Board.
在不影響提名委員會於其職權範圍內所列出的權力及職責下，甄選並委任董事的最終責任由全體董事局承擔。
- (c) External recruitment agents may be engaged to assist in carrying out the selection process where necessary.
如有需要，外部招聘代理可被受聘協助進行甄選程序。

4. NOMINATION AND APPOINTMENT OF DIRECTORS 董事的提名及委任

Criteria 準則

- (a) When evaluating and selecting a candidate for Directorship, the following criteria shall be considered:
在評估及挑選候選人擔任董事時，應考慮下列準則：
- (i) character and integrity;
品格與誠信；
- (ii) qualifications including professional qualifications, skills, knowledge and experience and diversity criteria under the Board Diversity Policy of the Company which are relevant to the Company’s business and corporate strategy;
資格，包括與本公司業務及企業策略相關的專業資格、技巧、知識及經驗，以及本公司的董事局成員多元化政策所提述的多元化因素；
- (iii) any measurable objectives adopted for achieving diversity on the Board;
為達致董事局成員多元化而採納的任何可計量目標；

- (iv) requirement for the Board to have independent Directors in accordance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;
根據《香港聯合交易所有限公司證券上市規則》（「上市規則」），董事局需包括獨立董事的規定，以及參考《上市規則》內列明的獨立指引，候選人是否被視為獨立；
- (v) the potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence, gender diversity and diversity of perspectives;
候選人可為董事局的資歷、技巧、經驗、獨立性、性別多元化及多元觀點等方面帶來的潛在貢獻；
- (vi) willingness and ability to devote sufficient time to discharge duties and make contributions to the Company as a member of the Board and/or Board committee(s); and
是否願意及是否能夠投入足夠時間履行身為董事局成員及／或董事局轄下委員會委員的職責以及向公司作出貢獻；及
- (vii) such other criteria which are appropriate to the Company’s business and corporate strategy and the Board’s succession plan and, where applicable, which may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of Directors and succession planning.
適用於本公司業務及企業策略以及董事局繼任計劃的其他因素，以及（如適用）董事局及/或提名委員會可不時採納及/或修訂的及有關董事提名及繼任計劃的其他因素。

Nomination Process 提名程序

(b) Appointment of New Director 委任新董事

- (i) The Nomination Committee and/or the Board may select candidates for Directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management of the Company and external recruitment agents, and 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 above to determine whether such candidate is qualified for Directorship.
提名委員會及/或董事局可從各種途徑甄選董事人選，包括但不限於內部晉升、調任、由本公司管理層其他成員和外部招聘代理推薦，以及應在收到委任新董事的建議及候選人的個人資料（或相關詳情）後，依據上述準則評估該候選人是否合資格擔任董事。

- (ii) If the process yields more than one qualified candidates, the Nomination Committee and/or the Board shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
如過程產生多於一個合資格的候選人，提名委員會及/或董事局應根據本公司的需要及（如適用）每位候選人的證明審查排列他們的優先次序。
- (iii) The Nomination Committee shall then recommend to the Board to appoint the appropriate candidate for Directorship, as applicable.
提名委員會隨後應就委任合適人選擔任董事一事向董事局提出建議（如適用）。
- (iv) For any person who is nominated by any shareholder of the Company for election as a Director at any general meeting of the Company, the Nomination Committee and/or the Board shall evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for Directorship.
就任何經由本公司股東提名於本公司任何股東大會上選舉為董事的人士，提名委員會及/或董事局應依據上述準則評估該候選人是否合資格擔任董事。
- (v) Where appropriate, the Nomination Committee and/or the Board shall make recommendation to the shareholders of the Company in respect of the proposed election of Director(s) at the general meeting of the Company.
提名委員會及/或董事局應就於本公司股東大會上委任董事的提案向本公司股東提出建議（如適用）。
- (c) Re-election of Director at General Meeting 於股東大會上重選董事
- (i) Every Director, including those appointed for a specific term, should be subject to retirement by rotation in accordance with the provisions of the Bye-Laws of the Company.
每位董事，包括有特定任期的董事，應根據公司章程細則輪席退任。
- (ii) The Nomination Committee and/or the Board shall review the overall contribution and service to the Company of the retiring Director who would like to be re-elected and his/her level of participation and performance on the Board.
提名委員會及/或董事局應檢討退任並且希望被重選的董事對本公司的整體貢獻及服務，以及其在董事局的參與程度及表現。
- (iii) The Nomination Committee and/or the Board shall also review and determine whether such retiring Director continues to meet the criteria as set out above.
提名委員會及/或董事局亦應檢討及確定該退任董事是否仍然符合上述準則。

- (iv) The Nomination Committee and/or the Board shall then make recommendation to the shareholders of the Company in respect of the proposed re-election of such retiring Director at the general meeting of the Company.

提名委員會及/或董事局應就於本公司股東大會上重選該退任董事的提案向本公司股東提出建議。

- (d) Where the Board proposes a resolution to elect or re-elect a candidate as Director at the general meeting of the Company, the relevant information of the candidate shall be disclosed in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

若董事局擬於本公司股東大會上提呈決議案委任或重選某候選人為董事，在有關股東大會通告所隨附的致股東通函及/或說明函件中，應按《上市規則》及/或適用法律及規則要求，載列候選人的有關資料。

- (e) In the event where all the independent non-executive Directors of the Company have served more than nine years on the Board, the Company should:

若公司的董事局內所有獨立非執行董事均在任超過九年，公司應：

- (i) disclose the length of tenure of each existing independent non-executive Director on a named basis in the circular to shareholders and/or explanatory statement accompanying the notice of the annual general meeting; and
在股東周年大會通告所隨附的致股東通函及/或說明函件中披露每名在任獨立非執行董事的姓名及任期；及
- (ii) appoint a new independent non-executive director on the Board at the forthcoming annual general meeting.
在下次的股東周年大會上委任一名新的獨立非執行董事。

5. MONITORING AND REPORTING 監察及報告

A summary of the Policy, including the nomination procedures and the process and criteria adopted for selection and recommendation of candidate(s) for Directorship(s), shall be disclosed in the Company's corporate governance report.

本政策的摘要，包括董事候選人的提名程序以及就甄選及建議董事候選人採納的程序和準則，應在本公司的企業管治報告內披露。

6. REVIEW 檢討

The Nomination Committee shall review the structure, size and composition of the Board, the Policy and the mechanisms for ensuring independent views and input are available to the Board, at least annually, make recommendations on changes to the Board to complement the Company's business and corporate strategy.

提名委員會應每年對董事局的架構、人數及組成、本政策以及確保董事局獲得獨立意見的機制作出適當檢討，並（如適用）就為配合本公司的業務及企業策略而對董事局作出的變動提出建議。

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

注：如本文件的英文及中文版本有任何差異，概以英文版本為準。

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於2019年5月7日由董事局採納第一版本

於2022年12月16日由董事局採納之經修訂第二版本