



Daohe Global Group Limited

道和環球集團有限公司

(Incorporated in Bermuda with limited liability)

Stock Code: 915

(“Company”)

DIRECTOR NOMINATION POLICY

(Approved by the Board on 14 December 2018)

1. Objective

- 1.1 The objective of the Director Nomination Policy (“**Policy**”) is to set out the procedures and criteria to be used by the Nomination Committee of the Company in relation to the selection, appointment and re-appointment of directors of the board (“**Board**”) to ensure that the Board maintains an appropriate mix and balance of skills, knowledge, experience and diversity of perspectives to the requirements of the Company’s business.
- 1.2 The Nomination Committee shall make reference to this Policy and the Board Diversity Policy to nominate suitably qualified candidates to the Board for it to consider and make recommendations to shareholders for election as directors at general meetings or appoint as directors to fill casual vacancies.

2. Selection Criteria

- 2.1 In evaluating and selecting any candidate for directorship, the following criteria shall be considered:
 - Character and integrity.
 - Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company’s business and corporate strategy.
 - Any measurable objectives adopted for achieving diversity on the Board.
 - Requirement for the Board to have independent directors in accordance with the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules.

- Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.
- Willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company.
- Such other perspectives that are appropriate to the Company's business and succession plan.

2.2 The Nomination Committee has discretion to nominate any person, as it considers appropriate.

2.3 Proposed candidates will be asked to submit such documents and information (including personal information) as the Nomination Committee may consider necessary for its consideration and assessment, 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 in connection with their nomination or otherwise pursuant to applicable legal and regulatory requirements.

3. Nomination Procedures

3.1 Appointment of New Director

- (i) Meetings or written resolutions of the Nomination Committee shall be arranged for nominating candidate for the consideration by the Nomination Committee upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, the Nomination Committee shall evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- (ii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board shall rank them by order of preference based on the needs of the Company.
- (iii) The Nomination Committee shall then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- (iv) For any person that is nominated by a shareholder for election as a director at the 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.

Where appropriate, the Nomination Committee and/or the Board shall make recommendation to shareholders in respect of the proposed election of director at the general meeting.

3.2 Re-election of Director at General Meeting

- (i) The Nomination Committee and/or the Board shall review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.
- (ii) The Nomination Committee and/or the Board shall also review and determine whether the retiring director continues to meet the criteria as set out above.
- (iii) The Nomination Committee and/or the Board shall then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

Where the Board proposes a resolution to elect or re-elect a candidate as director at the general meeting, the relevant information of the candidate will 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.

- 3.3 The Board has the ultimate responsibility for selection and appointment of directors as permitted in the Company's Bye-laws and shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

4. **Monitoring and Reporting**

The Nomination Committee shall disclose annually in the corporate governance report of the Company's annual report this Policy and its work, pursuant to the legal and regulatory requirements.

5. **Regular Review**

This Policy shall be reviewed when necessary, and can be revised by the Board from time to time.