



GREENHEART GROUP LIMITED

綠心集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 94)

Nomination Policy

March 2022

GREENHEART GROUP LIMITED
(the “Company”)

Nomination Policy

Purpose

1. This Nomination Policy (the “Policy”) aims to set out the nomination procedure and the process and criteria to nominate suitable candidates to the board of directors of the Company (the “Board”) for it to consider and make recommendations to shareholders for election as director of the Company at general meetings.

Objective

2. The Nomination Committee shall nominate suitable candidates to the Board for it to consider and make recommendations to shareholders for election as the directors of the Company (the “Directors”) at general meetings or appoint as Directors to fill casual vacancies.
3. The Nomination Committee may, as it considers appropriate, nominate a number of candidates more than the number of Directors to be appointed or re-appointed at a general meeting, or the number of casual vacancies to be filled.
4. The Board shall have the ultimate responsibility and final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

Selection Criteria

5. In assessing the suitability of a proposed candidate, the Nomination Committee should consider a number of factors, including but not limited to the following:
 - reputation for integrity;
 - accomplishment and experience;
 - commitment in respect of available time and relevant interest;
 - the Company’s board diversity policy that ensures the Board has diversity in all aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and any other factors that the Board may consider relevant and applicable from time to time;
 - in the case of independent non-executive Directors, the independence of the candidate (the independence requirements as set out under any applicable laws, rules and regulations shall have been met); and
 - any other factors that the Nomination Committee considers appropriate.
6. Subject to the provisions of the Bye-laws of the Company, retiring Directors are eligible for nomination by the Board to stand for re-election at a general meeting.

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7. Proposed candidate will be asked to submit the necessary personal information in a prescribed form, together with his/her written consent to be appointed as a Director and to the public disclosure of his/her personal data on any documents or the relevant websites for the purpose of or in relation to his/her standing for election as a Director. The Nomination Committee may request the proposed candidate to provide additional information and documents, if considered necessary.

Nomination Procedures

8. *Appointment of new and replacement directors*

If the Nomination Committee determines that an additional or replacement Director is required, it will arrange multiple channels for identifying suitable candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive recruitment firms.

Upon compilation and interview of the list of potential candidates, the Nomination Committee will shortlist candidates and make recommendation based on the selection criteria and such other factors that it considers appropriate for consideration by the Board. The Board has the final authority on determining suitable director candidate for appointment.

9. *Re-election of directors*

Where a retiring Director, being eligible, offers himself for re-election, the Nomination Committee shall consider and, if consider appropriate, make recommendations to the Board for consideration, for such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to a general meeting in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

10. *Nomination from shareholders*

Any shareholder of the Company who wishes to nominate a person to stand for election as a Director at a general meeting must lodge with the Company Secretary of the Company within the lodgment period specified in the relevant shareholder circular (a) a written nomination of the candidate, (b) a written confirmation from such nominated candidate of his or her willingness to stand for election, and (c) biographical details of such nominated candidate as required under the Listing Rules. Particulars of the candidate so proposed will be sent to all shareholders for information by a supplemental circular.

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Confidentiality

11. Unless required by law or any regulatory authority, under no circumstances shall a member of the Nomination Committee or a staff member of the Company disclose any information to or entertain any enquiries from the public with regard to any nomination or candidature before the circular to the Company’s shareholders is issued. Following the issue of the circular, the Nomination Committee or Company Secretary or other staff member of the Company approved by the Nomination Committee may answer enquiries from the regulatory authorities or the public but confidential information regarding nominations and candidates should not be disclosed.

Review and Monitoring

12. The Nomination Committee will review and monitor the implementation of this Policy to ensure its continued effectiveness and makes recommendations on any proposed revisions as may be required to the Board for approval.

Disclosure

13. This Policy will be published on the Company’s website for investors’ information.
14. A summary of this Policy will be disclosed in the Corporate Governance Report contained in the Company’s annual report.