



ZACD GROUP LTD.

杰地集團有限公司*

(a company incorporated in the Republic of Singapore with limited liability)

(Stock Code: 8313)

NOMINATION POLICY

1. OBJECTIVE

- 1.1 The Nomination Committee (“NC”) shall identify candidates who are qualified/suitable to become a member of the Company’s board of directors (“**Board**”) and to make recommendations to the Board on the selection of candidates nominated for directorships with a view to ensuring that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

2. SELECTION CRITERIA

- 2.1 The NC is authorized by the Board to determine the nomination of directors, the procedure, process and criteria to be adopted for the purposes of selecting and recommending candidates for directorship, and shall make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular, the chairman and the chief executive officer.
- 2.2 In assessing the suitability of a proposed candidate, the NC may make reference to certain criteria such as Company’s need, reputation for integrity, experience in principal business of the Company, balance of skills, knowledge and experience on the Board, the amount of time and effort that the candidate will devote to discharge his/her duties and responsibilities and, in case of independent non-executive director (“**INED**”), the independence requirements set out in the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (as amended from time to time), and take into account various aspects set out in the Board Diversity Policy of the Company, number of directorship in other listed/public companies and in case of INED, number of years he/she has already served.
- 2.3 Proposed candidate will be asked to submit the necessary personal information, 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 their standing for election as a director.

- 2.4 Non-executive director will receive a formal letter of appointment on his/her appointment to the Board, setting out clearly the expectations of him/her in terms of time commitment, committee service and involvement outside board meetings.

3. NOMINATION PROCEDURES

- 3.1 The Company Secretary shall be the secretary of the NC. The secretary of the NC shall invite nominations of candidates from Board members if any, for consideration by the NC. The NC may also put forward candidates who are not nominated by Board members. Any director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his/her appointment and be subject to re-election at such meeting, and any director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. The Board 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

- 4.1 The NC shall keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to complete effectively in the marketplace. The NC will report annually in the annual Corporate Governance Report on how this Policy is being applied in recommending candidates for directorship and retiring Directors for re-election during the year.

5. REVIEW OF THIS POLICY

- 5.1 The NC shall keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates. The NC will review this Policy, as appropriate, to ensure the effectiveness of this Policy in line with the Company's strategy. The NC will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

6. DISCLOSURE OF THIS POLICY

- 6.1 This Policy will be published on the Company's website (www.zacdgroup.com) for public information. A summary of this Policy will be disclosed in the annual Corporate Governance Report.

(Adopted by the Company on 31 December 2018)