

# TEMPUS

## 騰邦控股

### TEMPUS HOLDINGS LIMITED

### 騰邦控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 06880)**

## NOMINATION POLICY

### INTRODUCTION

The nomination committee of Tempus Holdings Limited (the “**Company**”) (the “**Committee**”) is responsible for the nomination function of the Company pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The articles of association of the Company, the Listing Rules and statute have provided the framework within which directors may be nominated, appointed, rotated for retirement and re-appointment. Similarly, there are provisions as to proposal to appoint new directors by shareholders of the Company.

### THE POLICY, PROCEDURES AND CRITERIA TO SELECT AND RECOMMEND CANDIDATES FOR DIRECTORSHIP

- (a) The Committee shall review from time to time whether the composition of the board of directors of the Company (the “**Board**”) is adequate;
- (b) The review shall be done from time to time as when needed and not less than once a year;
- (c) The Committee should identify individuals suitably to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. When selecting and recommending candidates for directorship, the Committee shall consider various factors including but not limited to the following: -
  - (i) the skill, experience, expertise and personal qualities that will best complement the Board’s effectiveness.

- (ii) the capability of the candidate to devote necessary time and commitment to the role. This involves a consideration of matters such as other directorships or executive appointments.
- (iii) the potential conflicts of interest and independence.
- (d) Upon identifying the potential candidate, detailed background information of the potential candidate together with any recommendations from the executive Board shall be provided to the Committee for consideration and approval (so far as it is accessible and available)

### **THE PROCEDURE TO APPOINT NEW DIRECTORS BY THE SHAREHOLDERS OF THE COMPANY**

The members of the company who is duly qualified to attend and vote at general meetings (the “**Shareholders**”) may by ordinary resolution elect any individual to be a Director. Candidate for election are proposed by separate resolutions put forward for shareholders’ consideration at general meetings.

According to Article 110 of the articles of association of the Company, any Shareholder who wishes to nominate a candidate for election should observe the following nomination procedure:

- (a) Prepare a signed notice of intention to propose a candidate for election.
- (b) Obtain a notice signed by the candidate stating his willingness to be elected.
- (c) Both notices, completed in accordance with listing rules 13.51(2), are to be submitted to Head Office or the Registration Office at least seven (7) clear days before the date of general meeting.
- (d) Should the notice of the general meeting has been sent out, Shareholder can only file the notices one (1) day after the dispatch date and the last day for submission is seven (7) clear days before the general meeting.

Hong Kong, March 2019