



Hengxing Gold Holding Company Limited

恒興黃金控股有限公司

(「the company」)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 2303)

NOMINATION POLICY

The board approved on 29th March 2019

1. Objective

- 1.1 The Nomination Committee (“NC”) shall nominate suitable candidates to the Board for it to consider and make recommendations to shareholders for election as non-executive directors of the company at general meetings or appoint as the company to fill casual vacancies.
- 1.2 The NC 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.

2. Selection Criteria

- 2.1 The factors listed below would be used (but not limited to) as reference by the NC in assessing the suitability of a proposed candidate
 - (a) Reputation for integrity
 - (b) Achievements and experience in the company's business
 - (c) Commitment in respect of available time and relevant interest
 - (d) Diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service
 - (e) Compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules for the appointment of an independent non-executive director; and

(f) Any other relevant factors as may be determined by the Committee or the Board from time to time.

2.2 The NC shall request proposed candidates to submit the necessary personal information in prescribed form.

2.3 The NC may request candidates to provide additional information and documents, if considered necessary.

2.4 The appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Company's Articles of Association and other applicable rules and regulations.

3. Nomination Procedures

3.1 The Secretary of the NC shall call a meeting of the NC, and invite nominations of candidates from Board members if any, for consideration by the NC prior to its meeting. The NC may also put forward candidates who are not nominated by Board members.

3.2 In the context of appointment of any proposed candidate to the Board, the NC shall undertake adequate due diligence in respect of such individual and make recommendations for the Board's consideration and approval.

3.3 In the context of re-appointment of any existing member(s) of the Board, the NC shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.

3.4 Please refer to the "Procedures for Shareholders to propose a person for election as a Director", which is available on the Company's website.

3.5 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. Confidentiality

Unless required by law or any regulatory authority, under no circumstances shall a member of the NC 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 shareholders, as the case may be, is issued. Following the issue of the circular, the NC or Company Secretary or other staff member of the company approved by the NC may answer enquiries from the regulatory authorities or the public but confidential information regarding nominations and candidates should not be disclosed.

5. Approval and Review of this Policy

This policy has been approved by the Board. Any subsequent amendment of this policy shall be reviewed by the NC and approved by the Board.