



Cheshi Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(the “Company”)

(Stock Code: 1490)

DIRECTOR NOMINATION POLICY

(Adopted by the Company pursuant to the Board resolution passed on 8 December 2020)

1. SELECTION CRITERIA

The Nomination Committee shall consider the following selection criteria in evaluating and selecting candidates for directorships:

- Character and integrity.
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy.
- The ability to devote adequate time to discharge duties as a member of the board of directors (the “**Board**”) taking into account his/her other directorships and any other significant commitments.
- For the appointment of an independent non-executive director, requirement for the Board to have independent non-executive directors in accordance with the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and whether the candidates might be considered not independent with reference to the independence guidelines set out in the Listing Rules.
- Board Diversity Policy and any objectives adopted by the Nomination Committee for achieving diversity in all 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, on the Board.
- Such other perspectives appropriate to the Company’s business and corporate strategy.

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

2. NOMINATION PROCESS

2.1 Appointment of New Director

2.1.1 The Nomination Committee shall, upon receipt of the proposal on appointment of new director to fill a casual vacancy and the biographical information (or relevant details) of the candidate, evaluate and assess such candidate based on the selection criteria as set out in section 1 to determine whether such candidate is qualified for directorship. The Nomination Committee may engage such external service provider as it considers appropriate in making such determination.

2.1.2 If there is more than one desirable candidate, the Nomination Committee shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).

2.1.3 The Nomination Committee shall then recommend to the Board to appoint the appropriate candidate for directorship.

2.1.4 For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee shall evaluate such candidate based on the selection criteria as set out in section 1 to determine whether such candidate is qualified for directorship and where appropriate, the Nomination Committee and/or the Board shall make recommendation to the shareholders in respect of the proposed election of director at the general meeting.

2.2 Re-election of Director at General Meeting

2.2.1 The Nomination Committee shall review the overall contribution and service to the Company of the retiring director including his/her attendance of Board meetings and, where applicable, general meetings and his/her level of participation and performance on the Board and the Company's business.

2.2.2 The Nomination Committee shall also review and determine whether the retiring director continues to meet the selection criteria as set out in section 1.

2.2.3 The Board, with the recommendation from the Nomination Committee, shall then make recommendation to the shareholders in respect of the proposed re-election of director at the general meeting.

3. The nomination of directors is also subject to any restrictions under the Cayman Islands law, the Listing Rules and the Company's articles of association. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting. The Company shall disclose its nomination policy adopted during the year in its corporate governance report.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.