



Huanxi Media Group Limited
歡喜傳媒集團有限公司*
(Incorporated in the Bermuda with limited liability)
(the “Company”)
(Stock Code: 1003)

NOMINATION POLICY

1. Objective

The nomination committee of the Company (“**Committee**”) shall nominate suitable candidates to the board (“**Board**”) of directors (“**Directors**”) of the Company for it to consider and approve the appointment of Directors or to consider and make recommendations to shareholders of the Company (“**Shareholders**”) for election as Directors.

The objective of this nomination policy (“**Policy**”) is to set out the selection criteria and nomination procedures for appointment of Directors and to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

2. Selection Criteria

The Committee is responsible for, amongst other matters, identifying individuals suitably qualified to become Board members, evaluating the potential candidate(s) and determining whether to recommend the candidate(s) to the Board. The Committee may also consider, at its discretion, any individuals for nomination as Directors by any other sources.

The factors listed below would be used as reference by the Committee in assessing the suitability of a proposed candidate:-

- Reputation for integrity;
- Qualifications including professional qualifications, skills and knowledge;
- Accomplishment and experience in relation to the Company’s business;
- Commitment in respect of available time and relevant interest;
- Potential contribution that can bring to the Company; and
- For Independent Non-Executive Director(s), fulfilment of the independence requirements as set out in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

These factors are for reference only, and not meant to be exhaustive and decisive. The Committee may also consider diversity perspectives stated in the Board Diversity Policy, requirements under the Listing Rules and other factors as it may deem to be in the best interest of the Company and its Shareholders. The Committee has the discretion to nominate any person, as it considers appropriate.

Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as a Director and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a Director.

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

3. Nomination Procedures

Any member of the Committee or the company secretary of the Company (“**Company Secretary**”), on requisition of any member of the Committee, shall call a meeting of the Committee, and invite nominations of candidates from Board members if any, for consideration by the Committee prior to its meeting. The Committee may also put forward candidates who are not nominated by Board members.

The Committee shall, upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out in the section headed “Selection Criteria” above and the Board Diversity Policy to determine whether such candidate is qualified for directorship. The Committee may use any process it deems appropriate for the purpose of evaluating candidates which may include but not limited to personal interviews, background checks, written submissions by the candidates and third-party references. The Committee shall then recommend to the Board for the Board’s consideration.

If the process yields more than one desirable candidate, the Committee shall rank them by order of preference based on selection criteria as stated above and reference check of each candidate (where applicable).

For filling a casual vacancy or as addition to the Board to be approved by the Board, the Committee shall make recommendations for the Board’s consideration and approval. For proposing candidates to stand for election at a general meeting, the Committee shall make nominations to the Board for its consideration and recommendation unless a notice served by a Shareholder to the Company Secretary within the lodgement period of its intention to propose a resolution to elect a certain person as a Director.

The Committee shall consider any director of the Company who has indicated that he or she is willing to stand for re-election as a candidate and may use any process it deems appropriate for the purpose of evaluating such a candidate which is consistent with this Policy and the Board Diversity Policy. The Committee shall then make recommendation to the Board which in turn makes recommendation to Shareholders in respect of the proposed re-election of director(s) at the general meeting.

In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, and to invite nominations from Shareholders, a circular will be sent to Shareholders. The lodgement period for Shareholders to make the nominations commence on the date after despatch of the notice of the general meeting and end no later than seven (7) days prior to the date of such general meeting (please refer to “Procedure for Shareholders to Propose a Person for Election as Director” for details). The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to Shareholders.

A candidate is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the Company Secretary.

4. Monitoring and Review of the Policy

The Committee will monitor and review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Committee will discuss any revision that may be required, and recommend any such revision to the Board for consideration and approval.

5. Disclosure of the Policy

A summary of this Policy will be disclosed in the annual Corporate Governance Report (if necessary) and would be published on the Stock Exchange of Hong Kong Limited’s website and the Company’s website if required by the Listing Rules.

6. Confidentiality

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