

# FUJIKON INDUSTRIAL HOLDINGS LIMITED

## 富士高實業控股有限公司

(incorporated in the Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(stock code: 927)

股份代號: 927)

(the “Company” and “本公司”)

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### NOMINATION POLICY

#### 提名政策

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#### 1. Purpose

The nomination committee of the Company (the “**Nomination Committee**”) shall nominate suitable candidates to the board (the “**Board**”) of directors (the “**Directors**”) of the Company for it to consider and select or make recommendations on the selection of individuals nominated for directorships. The nomination policy aims to set out the relevant selection criteria and nomination procedures.

#### 目的

本公司提名委員會（「**提名委員會**」）應提名適合候選人予本公司董事（「**董事**」）會（「**董事會**」），以供其審議及挑選提名有關人士出任董事或就此提出建議。提名政策旨在列出相關甄選標準及提名程序。

#### 2. Selection criteria

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

- ability to devote sufficient time and attention to the affairs of the Company;
- reputation for integrity;
- accomplishment and/or experience in the relevant industry(ies);
- commitment in respect of available time;

#### 甄選標準

下列因素將用作提名委員會評估建議候選人適合性的參考：

- 是否能夠投入足夠時間及精力處理本公司事務；
- 誠信的聲譽；
- 於相關行業的成就及 / 或經驗；
- 承諾能夠付出的時間；

- 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 relevant experience (further details are set out in the board diversity policy of the Company); and
- effectiveness in carrying out the responsibilities of the Board, in particular:
  - (a) participating in Board meetings to bring an independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
  - (b) taking the lead where potential conflicts of interests arise;
  - (c) serving on the audit committee, and the remuneration committee and the Nomination Committee (in the case of candidate for non-executive Director) and other relevant Board committees, if invited;
  - (d) bringing a range of business and financial experience to the Board, giving the Board and any Committees on which he or she serves the benefit of his or her skills, expertise, and varied backgrounds and qualifications and diversity through attendance and participation in the meetings of the Board/committee(s) of the Board;
  - (e) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;
- 所有方面的多樣性，包括但不限於性別、年齡（18 歲或以上）、文化及教育背景、種族、專業經驗、技能、知識及相關經驗年期（進一步詳情載於本公司的董事會成員多元化政策）；及
- 有效履行董事會的職責，尤其：
  - (a) 參加董事會會議，就策略、政策、表現、問責性、資源、主要委任及守則標準等事宜作出獨立判斷；
  - (b) 在發生潛在利益衝突時發揮領導作用；
  - (c) 向審核委員會及薪酬委員會及提名委員會（如為非執行董事候選人）以及其他相關董事會轄下之委員會（如獲邀請）提供服務；
  - (d) 透過出席及參與董事會會議 / 董事委員會會議，為董事會帶來一系列營商及財務經驗，而使彼所服務的董事會及任何委員會受惠於其技能、專長、各種背景及資歷以及多元化；
  - (e) 監察本公司在達致議定之企業宗旨及目標方面的表現及監督有關表現的申報情況；

- (f) ensuring the committees of the Board on which he or she serves to perform their powers and functions conferred on them by the Board; and
- (g) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), where appropriate.

(f) 確保彼所服務的董事委員會履行董事會授予的權力及職能；及

(g) 遵守董事會不時訂定，或本公司憲章文件不時所載，或法例或香港聯合交易所有限公司（「**聯交所**」）證券上市規則（「**上市規則**」）不時訂立的任何規定、指示及規例（如適用）。

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.

該等因素僅供參考，並不旨在涵蓋所有因素，也不具決定性作用。提名委員會可酌情決定提名任何其認為適當的人士。

If the candidate is proposed to be appointed as an independent non-executive Director, his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate’s education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an independent non-executive Director with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

如建議委任候選人為獨立非執行董事，則須根據（其中包括）上市規則第 3.13 條（經聯交所可能不時作出修訂）所載的因素評估其獨立性。如適用，則亦須評估該候選人的學歷、資歷及經驗等整體情況，以考慮彼是否具備合適的專業資格或會計或相關財務管理專長（即上市規則第 3.10(2)條所規定的相關資格或專長）以擔任獨立非執行董事。

2.2 Retiring Directors are eligible for nomination by the Board to stand for re-election at a general meeting.

退任董事均有資格獲董事會提名於股東大會上膺選連任。

- 2.3 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.
- 2.4 The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.
- 3. Nomination procedures**
- 3.1 The secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members.
- 3.2 For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.
- 3.3 Until the publication of circular to the shareholders of the Company (the "Shareholders"), the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.
- 建議候選人將須按指定的形式提交必要個人資料及彼等將獲委任為董事之書面同意書，並於任何文件或相關網站公開披露彼等有關參選董事的個人資料。
- 如有必要，提名委員會可要求候選人提供額外資料及文件。
- 提名程序**
- 提名委員會的秘書應召開提名委員會會議，並邀請董事會成員提名的候選人（如有），以供提名委員會於會議前審議。提名委員會亦可推舉未獲董事會成員提名之候選人。
- 為填補臨時空缺，提名委員會應就董事會之審議及批准提出建議。為提議候選人於股東大會上參選，提名委員會應向董事會提名候選人，供其審議及提出建議。
- 於向本公司股東（「股東」）發佈通函之前，被提名人士不得假定彼等已獲董事會提議於股東大會上參選。

- 3.4 In order to provide information of the candidates nominated by the Board or the Shareholders to stand for election at a general meeting, a circular will be sent to the Shareholders. The circular will set out the lodgment period for the Shareholders to make the nominations. 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 the Shareholders.
- 為提供董事會或股東提名參加股東大會選舉的候選人的資料，將向股東寄發一份通函。該通函將載列股東提交提名書的期限。根據適用法律、規則及規例之規定，有關建議候選人之姓名、簡歷（包括資歷及相關經驗）、獨立性、建議薪酬及任何其他資料將載於致股東之通函內。
- 3.5 A candidate is allowed to withdraw his or her candidature at any time before the general meeting by serving a notice in writing to the company secretary of the Company.
- 候選人可於股東大會前任何時間向本公司之公司秘書發出書面通知以撤回其候選人資格。
- 3.6 The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.
- 對推薦候選人於任何股東大會上參選的所有事宜，董事會擁有最終決定權。

Adopted on 21 January 2019

於2019年1月21日採納

**(中文本為翻譯稿，僅供參考用)**