

**HONG KONG EXCHANGES AND CLEARING LIMITED  
("HKEX")**

**NOMINATION POLICY**

**1.0 Objective**

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

**2.0 Selection Criteria**

- 2.1 The factors listed below would be used as reference by the NGC in assessing the suitability of a proposed candidate.

- Reputation for integrity
- Accomplishment and experience in the financial services industry, in particular, in the securities, commodities and futures markets
- Commitment in respect of available time and relevant interest
- 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

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

- 2.2 Retiring NEDs, save for those who have served as NEDs for a period of 9 consecutive years, are eligible for nomination by the Board to stand for re-election at a general meeting. For the avoidance of doubt, (a) the 9-year period for determining the eligibility of an NED (including a retiring Government Appointed Director who opts for election) for nomination by the Board to stand for election at a general meeting would count from his/her date of first appointment as an NED until the date of the forthcoming annual general meeting when his/her current term of service will expire at the end of that meeting; and (b) an NED who has been serving on the Board for a period of 9 consecutive years or more may continue to hold office until expiry of his/her current term.
- 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 an NED 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 an NED.
- 2.4 The NGC may request candidates to provide additional information and documents, if considered necessary.

### **3.0 Nomination Procedures**

- 3.1 The Secretary of the NGC shall call a meeting of the NGC, and invite nominations of candidates from Board members if any, for consideration by the NGC prior to its meeting. The NGC may also put forward candidates who are not nominated by Board members.
- 3.2 For filling a casual vacancy, the NGC shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the NGC shall make nominations to the Board for its consideration and recommendation.
- 3.3 Until the issue of the shareholder circular, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.
- 3.4 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 circular will set out the lodgment period for 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 shareholders.
- 3.5 A shareholder can serve a notice to the Company Secretary within the lodgment period of its intention to propose a resolution to elect a certain person as an NED, without the Board's recommendation or the NGC's nomination, other than those candidates set out in the shareholder circular. The particulars of the candidates so proposed will be sent to all shareholders for information by a supplementary circular.
- 3.6 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.
- 3.7 The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.
- 3.8 As there may be more candidates than the vacancies available, and the "gross-vote" method will be used to determine who shall be elected as an NED, shareholder proposed resolutions shall therefore take the same form as the resolutions proposed for the candidates recommended by the Board.

### **4.0 Confidentiality**

Unless required by law or any regulatory authority, under no circumstances shall a member of the NGC or a staff member of HKEX 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 NGC or Company Secretary or other staff member of HKEX approved by the NGC may answer enquiries from the regulatory authorities or the public but confidential information regarding nominations and candidates should not be disclosed.

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