

# Asymchem Laboratories (Tianjin) Co., Ltd.

## DIRECTOR NOMINATION POLICY

### Chapter I General Policy

**Article 1** Asymchem Laboratories (Tianjin) Co., Ltd. (the “Company”) has formulated this policy according to the Company Law of the People’s Republic of China, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Corporate Governance Code and the Corporate Governance Report set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Articles of Association of Asymchem Laboratories (Tianjin) Co., Ltd. (applicable after H-Share Issuance) (the “Articles”), the Terms of Reference of the Nomination Committee under the Board of Directors of Asymchem Laboratories (Tianjin) Co., Ltd. (the “Terms of Reference of the Nomination Committee”) and other laws, administrative regulations, rules and regulatory requirements.

**Article 2** The policy aims to:

- (i) set out the criteria and process in the nomination and appointment of directors of the Company;
- (ii) ensure the members of board of directors of the Company (the “Board”) has a balance of skills, knowledge, experience and diversity of perspectives appropriate to the Company; and
- (iii) ensure the continuity of the Board and maintain its leadership.

**Article 3** The policy applies to the directors of the Company.

**Article 4** The Board has delegated its responsibilities and authority for selection, nomination and appointment of directors of the Company to the Nomination Committee. Without prejudice to the authority and duties of the Nomination Committee as set out in its terms of reference, the entire Board has the ultimate responsibility for selection and appointment of the directors of the Company.

### CHAPTER II NOMINATION AND APPOINTMENT OF DIRECTORS

**Article 5** In evaluating and selecting candidate for directorship, the Nomination Committee and/or the Board shall consider the following criteria:

- (i) Character and integrity.
- (ii) Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the business and strategies of the Company and diverse aspects under the board diversity policy of the Company.
- (iii) Any measurable objectives adopted for achieving diversity on the Board members.

- (iv) Requirements for the Board to have independent non-executive directors in accordance with the Hong Kong Listing Rules and whether the candidates would be considered independent with reference to the guidelines set out in the Hong Kong Listing Rules.
- (v) Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and diversity.
- (vi) Willingness and ability to devote adequate time to discharge duties as a member of the Board and the committee(s) under the Board of the Company.
- (vii) Candidates for directorship shall be subject to the relevant requirements for the qualifications of directorship under the Company Law of the People's Republic of China, the Articles, the Terms of Reference of the Nomination Committee and other applicable laws and regulations.
- (viii) Such other perspectives that are appropriate to the Company's business may be amended by the Nomination Committee and/or the Board when necessary.

#### **Article 6 Appointment of new directors**

- (i) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate and the consent of the nominee, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- (ii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- (iii) The Nomination Committee should then make recommendations to the Board on the appointment of appropriate candidate for directorship, as applicable.
- (iv) For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- (v) Where appropriate, the Nomination Committee and/or the Board should make recommendations to shareholders in respect of the proposals to appoint directors at the general meeting.

#### **Article 7 Re-appointment of directors at the general meeting**

- (i) The Nomination Committee and/or the Board shall review the overall contribution and service to the Company of a retiring director, and the level of participation and performance in the Board.
- (ii) The Nomination Committee and/or the Board shall also review and determine whether the retiring directors still meet the criteria as set out above.
- (iii) The Nomination Committee and/or the Board should then make recommendations to shareholders in respect of the proposed re-election of director at the general meeting.

- (iv) Where the Board proposes a resolution to elect or re-elect a candidate as director at the general meeting, the relevant information of the candidate will be disclosed in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Hong Kong Listing Rules and/or applicable laws and regulations.
- (v) Where a shareholder of the Company nominates a candidate for election as a director of the Company, he/she shall comply with the procedures for shareholders to nominate a person for election as a director of the Company.

### **CHAPTER III MONITORING AND REVIEW**

**Article 8** The summary of this policy, including the nomination procedures and the process and criteria adopted for the selection and recommendation of directors, shall be disclosed in the Company's corporate governance report.

**Article 9** The Nomination Committee will conduct regular review on the structure, size and composition of the Board and the policy and make recommendations on revision to the Board when necessary to complement the Company's corporate strategy and business needs.

### **CHAPTER IV SUPPLEMENTARY PROVISIONS**

**Article 10** Terms used herein shall have the same meanings as those defined in the Articles unless otherwise specified.

**Article 11** For the matters which are not covered by this policy or contradict the laws and regulations currently enforced, issued from time to time or revised, the Hong Kong Listing Rules or the Articles being formulated or amended according to legal procedures upon this policy became effective, such laws and regulations, the Hong Kong Listing Rules, the Articles or the Terms of Reference of the Nomination Committee shall prevail, and this policy shall be amended in a timely manner and submitted to the board of directors of the Company for consideration and approval.

**Article 12** The policy was considered and approved by the board of directors of the Company, and shall come into force from the date when the Company's foreign shares listed overseas being listed on The Stock Exchange of Hong Kong Limited for dealing.

**Article 13** The board of directors of the Company shall be responsible for the interpretation of this policy.