



SOLOMON SYSTECH (INTERNATIONAL) LIMITED
(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2878)

(the “Company” and its subsidiaries (collectively, the “Group”))

Nomination Policy

(with effect from 1 January 2019)

1 Objective

1.1 The objective of the nomination policy of the Company (the “Policy”) is to:

- Set out the criteria and process in the nomination and appointment of directors of the Company (the “Directors”);
- Ensure that the board of Directors of the Company (the “Board”) has a balance of skills, experience and diversity of perspectives appropriate to the Company; and
- Ensure the continuity of the Board.

2 Responsibility

2.1 The ultimate responsibility for selection and appointment of the Director rests with the entire Board.

2.2 The Board has delegated its responsibilities and authority to the Nomination Committee of the Company (the “Nomination Committee”) for assessment and selection of the potential candidate to nominate to the Board for consideration.

2.3 The ultimate responsibility for reviewing the succession plan from time to time rests with the entire Board.

3 Selection Criteria

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

- Reputation for integrity;
- Qualifications including professional qualifications, skills, knowledge and

experience that are relevant to the Company's business and corporate strategy;

- Willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company;
- Requirement for the Board to have independent 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 candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- Any measurable objectives adopted for achieving diversity on the Board; and
- Any other factors applicable to the Company's operations.

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.

- 3.2 Subject to the provisions of the articles of association of the Company, retiring Directors are eligible for nomination by the Board to stand for re-election at a general meeting.
- 3.3 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.
- 3.4 The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

4 Nomination Process

4.1 Appointment of New Director

- 4.1.1 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, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- 4.1.2 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).
- 4.1.3 The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- 4.1.4 For any person that is nominated by a shareholder of the Company (the "Shareholder(s)") for election as a director at the general meeting of the Company (please refer to the Company's website for the relevant procedures), 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.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to the Shareholders in respect of the proposed election of director at the general meeting.

4.2 Re-election of Director at General Meeting

- 4.2.1 The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.
- 4.2.2 The Nomination Committee and/or the Board should also review and determine whether the retiring director continues to meet the criteria as set out above.
- 4.2.3 The Nomination Committee and/or the Board should then make recommendation to the Shareholders in respect of the proposed re-election of Director at the general meeting.

5 Review and Disclosure

- 5.1 The Board will conduct periodic review on the Policy as appropriate to ensure its continued effectiveness and comply with the Listing Rules and other relevant rules and regulations, amended from time to time.
- 5.2 A summary of the Policy and its progress should be disclosed in the Company's corporate governance report in accordance with the Listing Rules.

6 Confidentiality

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

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