



SIM TECHNOLOGY GROUP LIMITED
晨訊科技集團有限公司
(Incorporated in Bermuda with limited liability)

NOMINATION POLICY (“Policy”)
提名政策（「本政策」）

SIM Technology Group Limited (“**Company**”) endeavours to ensure its board (“**Board**”) of directors (“**Directors**”) has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy and in order for the Board to be effective. In order to fulfill the requirements, formal and transparent procedures for the selection, appointment and re-appointment of Directors should be formulated.

晨訊科技集團有限公司(「**本公司**」)竭力確保其董事(「**董事**」)會(「**董事會**」)成員在技能、經驗及觀點與角度多樣化方面保持適當的平衡，以支持其業務策略的執行及令董事會有效運作。為滿足此要求，必須制定正式及高透明度之程式以遴選、新委任及重新委任董事。

The nomination committee (“**Nomination Committee**”) of the Company has primary responsibility for identifying suitably qualified candidates to become members of the Board and making recommendations to shareholders (“**Shareholders**”) of the Company for election as Directors at general meetings or appoint Directors to fill casual vacancies, and in carrying out this responsibility, will give adequate consideration to this Policy.

本公司提名委員會(「**提名委員會**」)肩負物色具備合適資格可擔任董事會成員的人士的主要職責及向本公司股東(「**股東**」)推薦其於股東大會上參選董事或委任董事以填補空缺，並在履行此職責時，將充分考慮本政策。

Criteria for the nomination of a Director
董事的甄選準則

Board appointments will be made on a merit basis and candidates will be considered against objective criteria. The selection criteria used in assessing the suitability of a proposed Director (“**Candidate**”) are listed below:

董事會成員的委任將以用人唯賢的準則，根據客觀標準考慮可擔任董事會成員的人選。用以評估被提名董事(「**候選董事**」)的甄選準則如下：

- i. the Candidate’s academic background and qualifications (including professional qualifications, skills and knowledge which are relevant to the Company’s business and corporate strategy);
候選董事的學歷背景及資格(包括與本公司業務及企業策略有關之專業資格、技能及知識)；

- ii. the Candidate's relevant experience in the industry;
候選董事的與行業有關之經驗；
- iii. the Candidate's character and integrity;
候選董事的品格及誠信；
- iv. the Candidate's willingness and capacity to devote adequate time commitment in discharge of a director's duties;
候選董事是否願意及能夠投入足夠時間以履行董事之職責；
- v. whether the Candidate can contribute to the Board a diversity of perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
候選董事是否能為董事會貢獻不同方面之多樣性，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期等；
- vi. (where the Candidate is proposed to be appointed as an independent non-executive Director) whether the Candidate is in compliance with the criteria of independence under the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited; and
(若候選董事被建議委任為獨立非執行董事) 其是否符合根據香港聯合交易所有限公司證券上市規則(「**上市規則**」)下相關之獨立準則；及
- vii. any other factors as may be determined by the Nomination Committee or the Board from time to time.
由提名委員會或董事會不時訂定的任何其他條件。

Procedures for nomination of a Director

提名候選董事之程式

The nomination procedures for appointment and re-appointment of Directors are listed as follows:

新委任及重新委任董事之提名程式如下列：

1. Any Board member may nominate a Candidate for appointment as a Director, or the Nomination Committee may invite nomination of Candidates from the Board members for consideration;
任何董事會成員均可提名或提名委員會也可邀請董事會成員提名人選(「**候選董事**」)以作考慮；
2. the Nomination Committee shall evaluate the personal profile of each of the Candidates based on the criteria as set out under the above section;
提名委員會將按上列準則評估每一位候選董事之個人檔案；
3. the Nomination Committee shall undertake adequate due diligence in respect of each Candidate and make recommendation for the Board's consideration and approval;
提名委員會將對每一位候選董事進行充份的盡職調查並向董事會作推薦建議以供其

考慮及批核；

4. (for a Candidate whom may be nominated as an independent non-executive Director) the Nomination Committee should assess the Candidate's independence under Code Provisions B.1.6 (Best Recommended Practice) and B.2.3 of the Corporate Governance Code under the Listing Rules (“CG Code”), and Rule 3.13 of the Listing Rules;
(若候選董事被提名為獨立非執行董事) 提名委員會應按照上市規則的《企業管治守則》(「企業管治守則」) 守則第 B.1.6 條 (建議最佳常規) 及第 B.2.3 條, 以及上市規則第 3.13 條評估候選董事的獨立性。
5. (for a Candidate whom may be nominated by the Board as an independent non-executive Director at a general meeting) the Board should consider the following pursuant to Code Provision B.3.4 of the CG Code:
若候選董事將於股東大會上被董事會提名為獨立非執行董事, 董事會應按企業管治守則第 B.3.4 條考慮以下事項:
 - a) reasons why the Board considers the Candidate to be independent;
董事會認為該名候選董事屬獨立人士的原因;
 - b) if the Candidate will be holding his/her seventh (or more) listed company directorship, why the Board believes that the Candidate would still be able to devote sufficient time to the Board;
如果候選董事將出任第七家 (或以上) 上市公司的董事, 董事會認為該名人士仍可投入足夠時間履行董事責任的原因;
 - c) the perspectives, skills and experience that the Candidate can bring to the Board;
and
該名候選董事可為董事會帶來的觀點與角度、技能及經驗; 及
 - d) how the individual contributes to diversity of the Board;
該名候選董事如何促進董事會成員多元化;
6. (in the context of re-appointment of retiring Directors) the Nomination Committee shall review the Candidate's overall contribution and performance, including attendance of committees, board and general meetings, and level of participation and performance on the Board, and make recommendations to the Board for consideration and to the Shareholders for re-election at the general meetings; and
(于重選退任董事時) 提名委員會將檢閱候選董事之整體貢獻及表現 (包括於委員會、董事會及股東大會會議之出席率以及於董事會之參與程度及表現), 並向董事會及股東作推薦建議以于股東大會進行重選; 及
7. the Nomination Committee will convene a meeting for discussion of appointment or re-appointment the Candidate as a Director.
提名委員會將召開會議討論候選董事的委任或重新委任(若適用)。

This Policy will be reviewed by the Nomination Committee from time to time and at least annually to ensure its continued effectiveness and full compliance with the Listing Rules, the bye-laws of the Company and applicable laws of Bermuda.

提名委員會將不時並至少每年檢討本政策以確保其持續成效及符合上市規則、本公司章程細則及適用的百慕達法律要求。