

NOMINATION POLICY

(Adopted on 10 December 2018)



1. PURPOSE

The Nomination Policy (the “Policy”) sets out the process and criteria of identifying potential candidates of G-Resources Group Limited (the “Company”). The nomination committee of the Company (“Nomination Committee”) should ensure the Board of Directors (the “Board”) has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

2. SELECTION CRITERIA

The Nomination Committee shall consider the following selection criteria in evaluating and selecting candidates for directorships:

- character and integrity;
- qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy;
- willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments;
- requirement for the Board to have independent non-executive 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 candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- succession planning or strategies for the ongoing effective performance of the Board as a whole;
- Board Diversity Policy and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board; and
- such other perspectives appropriate to the Company’s business.

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. NOMINATION PROCESS

3.1 Appointment of New Director

- 3.1.1 The Nomination Committee shall, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate and assess such candidate based on the selection criteria as set out in section 2 to determine whether such candidate is qualified for directorship.
- 3.1.2 If there is one or more desirable candidates, the Nomination Committee shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- 3.1.3 The Nomination Committee shall then recommend to appoint the appropriate candidate for directorship.
- 3.1.4 For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee shall evaluate such candidate based on the criteria as set out in section 2 to determine whether such candidate is qualified for directorship and where appropriate, the Nomination Committee and/or the Board shall make recommendation to shareholders in respect of the proposed election of director at the general meeting.

4. RE-ELECTION OF DIRECTOR AT GENERAL MEETING

- 4.1 The Nomination Committee shall review the overall contribution and service to the Company of the retiring director including his/her attendance of Board meetings and, where applicable, general meetings, and the level of participation and performance on the Board.
- 4.2 The Nomination Committee shall also review and determine whether the retiring director continues to meet the criteria as set out in section 2.
- 4.3 The Board, with the recommendation from Nomination Committee, shall then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

5. ULTIMATE RESPONSIBILITY FOR SELECTION AND APPOINTMENT

The nomination of directors is also subject to any restrictions under the Bermuda law and the Company's Bye-laws. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

6. MONITORING AND REPORTING

The Nomination Committee will disclose the Policy and the progress made towards achieving the objectives set out in the Policy in the corporate governance report in the annual report.

7. REGULAR REVIEW OF THE POLICY

The Nomination Committee will monitor and review the Policy periodically to ensure that it remains relevant to the Company's needs and reflects both current regulatory requirements and good corporate governance practice.