



**China Flavors and Fragrances Company Limited**  
**中國香精香料有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3318)**

**NOMINATION POLICY**

*(adopted by the Company on 16 January 2019)*

**1. Objectives**

- 1.1 The Nomination Committee assists the board of directors (the “**Board**”) of China Flavors and Fragrances Company Limited (the “**Company**”) in making recommendations to the Board on the appointment of directors, and succession planning for directors.
- 1.2 This Policy provides the key selection criteria and principles of the Nomination Committee in making any such recommendations.

**2. Selection Criteria**

- 2.1 The Nomination Committee shall consider the following factors, which are not exhaustive and the Board has discretion if it considers appropriate, in assessing the suitability of the proposed candidate regarding the appointment of directors or re-appointment of any existing Board member(s) :-
  - (a) Reputation for integrity;
  - (b) Accomplishment, experience and reputation in the business and industry;
  - (c) Commitment in respect of sufficient time, interest and attention to the businesses of the Company and its subsidiaries;
  - (d) Diversity in all aspects, including but not limited to gender, age, cultural / educational and professional background, skills, knowledge and experience;
  - (e) Compliance with the criteria of independence, in case for the appointment of an independent non-executive director, as prescribed under Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange; and
  - (f) Any other relevant factors as may be determined by the Nomination Committee or the Board from time to time as appropriate.

2.2 The appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Company's Articles of Association and other applicable rules and regulations.

### **3. Nomination Procedures**

3.1 The proposed candidates will be asked to submit the necessary personal information in a prescribed form by the Nomination Committee.

3.2 The Secretary of the Nomination Committee shall convene a meeting, and invite nominations of candidates from Board members (if any), for consideration by the Committee. The Committee may also nominate candidates for its consideration.

3.3 For the appointment of any proposed candidate to the Board, the Nomination Committee shall undertake adequate due diligence in respect of such individual and make recommendations for the Board's consideration and approval.

3.4 For the re-appointment of any existing member(s) of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.

3.5 If a shareholder wants to propose a candidate to the Board for consideration, he/she shall refer to the "Procedures for a Shareholder to Propose a Person for Election as a Director", which is available on the Company's website.

3.6 The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.

### **4. Approval and Review of this Policy**

This Policy has been approved by the Board. Any subsequent amendment of this policy shall be reviewed by the Nomination Committee and approved by the Board.