

TEXWINCA HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(the “**Company**”)

NOMINATION POLICY

PURPOSE

This nomination policy (the “**Policy**”) aims to set out the procedures and criteria to be used by the Nomination Committee for the selection, appointment or re-appointment of directors of the board of directors of the Company (the “**Board**”).

NOMINATION CRITERIA

1. When considering a candidate nominated for directorship or a director’s proposed re-appointment, the Nomination Committee will have regard to the following factors:
 - (a) gender, age, skills, knowledge, experience, expertise, professional and educational qualifications, background and other personal qualities of the candidate;
 - (b) effect on the Board’s composition and diversity;
 - (c) commitment of the candidate to devote sufficient time to effectively carry out his /her duties. In this regard, the number and nature of offices held by the candidate in public companies or organisations, and other executive appointments or significant commitments will be considered;
 - (d) potential/actual conflicts of interest that may arise if the candidate is selected;
 - (e) independence of the candidate;
 - (f) in the case of a proposed re-appointment of an independent non-executive director, the number of years he/she has already served the Company; and
 - (g) other factors considered to be relevant by the Nomination Committee on a case by case basis.

NOMINATION PROCEDURES AND PROCESS

2. Subject to the provisions in the Company’s Bye-Laws, if the Board recognises the need to appoint or re-appoint a director, the following procedures should be followed:
 - (a) the Nomination Committee identifies or selects candidate(s), with or without assistance from external agencies or the Company, pursuant to the criteria set out in section 1(a) herein;

- (b) the Nomination Committee may use any process it deems appropriate to evaluate the candidate(s), which may include personal interviews, background checks, presentations or written submissions by the candidate(s) and third party references;
- (c) the Nomination Committee will hold meeting(s) to consider and approve the matter or make decisions by written resolutions;
- (d) the Nomination Committee provides to the Board with all the information required including information set out in Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the candidate(s);
- (e) the Nomination Committee makes recommendation to the Board including the terms and conditions of the appointment;
- (f) the Board deliberates and decides on the appointment based upon the recommendation of the Nomination Committee;
- (g) all appointments of directors should be confirmed by a letter of appointment or director service agreement setting out the key terms and conditions of the appointment of the directors;
- (h) if an individual is appointed as an independent non-executive director, the Company should receive a written confirmation of his/her independence according to Rule 3.13 of the Listing Rules.
- (i) the Company discloses the details of director(s) required under Rules 13.51(2) and 13.74 of the Listing Rules;
- (j) where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - the perspectives, skills and experience that the individual can bring to the Board; and
 - how the individual contributes to diversity of the Board;
- (k) Each independent non-executive director must not concurrently hold directorships in more than six companies listed on the Main Board or GEM of The Stock Exchange of Hong Kong Limited; and

- (1) if an independent non-executive director serves more than 9 years, his/her further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should include the reasons why the Board believes he/she is still independent and should be re-elected.

NOMINATION BY SHAREHOLDERS

3. The shareholders of the Company may also propose a person for election as a director, details of which are set out in the “Procedures for Shareholders to Propose a Person for Election as a Director” of the Company.

MONITORING AND REPORTING

4. The Nomination Committee shall report annually, in the corporate governance report set out in the Company’s annual report, a summary of the Policy.

REVIEW OF THE POLICY

5. The Nomination Committee will review the Policy, when necessary, and can be revised by the Board from time to time.