

GREATER CHINA HOLDINGS LIMITED
大中華實業控股有限公司*
(the “Company”)

**POLICY OF THE BOARD OF DIRECTORS OF THE COMPANY REGARDING
NOMINATION OF DIRECTORS AND SENIOR OFFICERS**

1. GENERAL

- 1.1 The board of directors (the “Board”) considers the appointment of directors (the “Directors”) and senior officers to be the Board’s collective decision and thus does not set up a nomination committee.
- 1.2 The policy on the nomination of directors and senior officers is set out below.

2 POLICY ON NOMINATION MATTERS

- 2.1 The Board’s policy on nomination matters includes the following:
- (a) to review and assess the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;
 - (b) to review at least annually the structure, size and composition (including the skills, knowledge and experience) of the Board and to consider, where necessary, and make changes to complement the Company’s corporate strategy;
 - (c) to identify individuals qualified as candidates of the Board with criteria including his/ her qualification, experience, expertise and knowledge as well as the requirements under the Listing Rules;
 - (d) to give full consideration to and make change, if necessary, on the following matters:
 - (i) the role, responsibilities, capabilities, skills, knowledge and experience required as a member of the Board;
 - (ii) the terms of non-executive Directors;
 - (iii) the appointment and re-appointment of Directors;
 - (iv) succession planning of Directors in particular the chairman and the chief executive;
 - (v) the relevant requirements of the Listing Rules with regard to directors of a listed issuer;
 - (e) to conduct exit interviews with any Director upon his/ her resignation in order to ascertain the reasons for his/ her departure.

* *For identification purpose only*