



## NOMINATION POLICY

### 1. Purpose

This policy sets out the principles which guide the Nomination Committee of Henderson Investment Limited (the “Company”) to identify and evaluate a candidate for nomination to (i) the board of directors of the Company (the “Board”) for appointment or (ii) the shareholders of the Company for election, as a director of the Company.

### 2. Nomination Criteria

2.1 The Nomination Committee shall consider a number of factors in making nominations, including but not limited to the following:-

2.1.1 Skills and Experience: The candidate should possess the skills, knowledge and experience which are relevant to the operations of the Company and its subsidiaries.

2.1.2 Diversity: Candidates should be considered on merit and against objective criteria, with due regard to the diversity perspectives set out in the Board Diversity Policy of the Company and the balance of skills and experience in board composition.

2.1.3 Commitment: The candidate should be able to devote sufficient time to attend board meetings and participate in induction, trainings and other board associated activities. In particular, if the proposed candidate will be nominated as an independent non-executive director (“INED”) and will be holding his/her seventh (or more) listed company directorship, the Nomination Committee should consider the reason given by the candidate for being able to devote sufficient time to the Board.

2.1.4 Standing: The candidate must satisfy the Board and The Stock Exchange of Hong Kong Limited that he/she has the character, experience and integrity, and is able to demonstrate a standard of competence commensurate with the relevant position as a director of the Company.

2.1.5 Independence: The candidate to be nominated as an INED must satisfy the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### **3. Nomination Procedures**

- 3.1 If the Nomination Committee determines that an additional or replacement director is required, the Committee may take such measures that it considers appropriate in connection with its identification and evaluation of a candidate.
- 3.2 The Nomination Committee may propose to the Board a candidate recommended or offered for nomination by a shareholder of the Company as a nominee for election to the Board.
- 3.3 On making recommendation, the Nomination Committee may submit the candidate's personal profile to the Board for consideration. The Board may appoint the candidate(s) as director(s) to fill a casual vacancy(ies) or as an addition to the Board or recommend such candidate to shareholders for election or re-election (where appropriate) at the general meeting.

### **4. Disclosure of this Policy**

- 4.1 This policy will be published on the Company's website for investors' information.
- 4.2 A summary of this policy will be disclosed in the annual Corporate Governance Report.