

Transport International Holdings Limited
(the “Company”)

Nomination Policy

1. Purpose

1.1 The nomination policy (the “Policy”) aims to set out the criteria, process and procedure for the Nomination Committee to identify and recommend suitable candidates for directorship with a view to ensuring that the Board has a balance of skills, experience and diverse perspectives appropriate to the requirements of the Company’s business.

2. Selection Criteria

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

- (a) Skills, knowledge and experience which are relevant to the operations of the Company and its subsidiaries.
- (b) Commitment in respect of sufficient time, interest and attention to the Company’s business.
- (c) Diversity of perspectives set out in the Board Diversity Policy of the Company and the balance of skills and experience in board composition.
- (d) Existence and degree of true independence of candidates for appointment or re-election of an Independent non-executive Directors.
- (e) Other requirements under the Listing Rules.
- (f) Any other relevant factors as may be determined by the Nomination Committee or the Board from time to time.

2.2 The appointment of any proposed candidate to the Board or re-election 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. Procedure

3.1 Subject to the provisions of the Company’s Articles of Association, if the Board recognizes the need to appoint a new Director, the following procedure should be adopted :-

- (a) The Nomination Committee, with or without assistance from Human Resources Department and external agencies, shall identify candidates in accordance with the selection criteria set out in this Policy.
 - (b) The Nomination Committee shall evaluate the candidates and recommend to the Board the appointment of the appropriate candidate for directorship.
 - (c) The Board shall decide the appointment based upon the recommendation of the Nomination Committee.
 - (d) The letter of appointment or the key terms and conditions of the appointment should be approved by the Remuneration Committee.
 - (e) The Company Secretary shall ensure that all disclosure obligations under the Listing Rules regarding the appointment or re-election are duly complied with.
- 3.2 In the context of re-appointment of any existing member(s) of the Board, the Committee shall make recommendations to the Board for succession planning at the Board level including, in particular, the Chairman and the Managing Director.
- 3.3 In respect of shareholders' nomination of any proposed candidate for election as a director of the Company, the "Members' Communication Policy", the details of which are available on the Company's website, shall apply.
- 3.4 The Board shall have the final decision of all matters relating to its recommendation of candidates to stand for election at a general meeting.

4. Review of the Policy

- 4.1 The Nomination Committee of the Company will review this Policy from time to time to ensure that the policy remains appropriate. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

5. Disclosure of the Policy

- 5.1 The Policy, as it may be revised as appropriate from time to time, will be published on the Company's website for public information.