



**VTech Holdings Limited**  
*(Incorporated in Bermuda with limited liability)*  
(Stock code: 303)

**Nomination Policy**

**1. Purpose**

This Policy sets out the selection criteria and procedures adopted by the Nomination Committee (the "Committee") of the board of directors ("Board") of VTech Holdings Limited (the "Company") to select and recommend suitable candidates for directorship of the Company. These criteria and procedures are designed to assist and enable the Board to have all the relevant information and necessary recommendations for determining the suitability of a candidate for appointment so that the Board shall continue to have a balance of skills, experience and diversity of perspectives appropriate to the requirements and ongoing and future development of the Company's business.

**2. Selection Criteria**

The Committee shall consider a variety of factors including but not limited to the following in assessing the suitability of all proposed candidates:

- a. Board Diversity Policy that takes into consideration a number of factors (including gender, age, cultural and educational background, skills, knowledge, industry and professional experience, business perspectives and the legitimate interests of the Company's principal shareholders).
- b. Accomplishment and experience appropriate to the requirements of the Company's business.
- c. Commitment in respect of sufficient time, interest and attention to the Company's business.
- d. Compliance with the criteria of independence under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") for the appointment of independent non-executive director.



- e. Any other relevant factors as may be considered by the Committee from time to time.

The above factors are for reference only, and not meant to be exhaustive and decisive. The Committee has the discretion to nominate any person, as it considers appropriate.

### **3. Nomination Procedures**

#### **Procedures for Appointment of New Director**

- 3.1 Subject to the provisions of the Company's Bye-laws, if the Board recognises the need to appoint a new director, the following procedures would generally be adopted:
  - a. The Committee, with or without assistance from external agencies, will identify candidates in accordance with the selection criteria and factors including such other factors covered in paragraph 2(e) in this Policy;
  - b. It will consider and evaluate the merits of each identified candidates;
  - c. It will recommend the candidate(s) considered most suitable for the Board's consideration and if the Board deems fit, appointment as a director of the Company in accordance with the Company's Bye-laws.
  - d. The Board will decide on the appointment based upon the recommendation of the Committee.
  - e. The Board has the final authority on determining suitable director candidate for directorship.
  - f. The Company Secretary shall ensure all disclosure obligations under the Listing Rules regarding the appointment are duly complied.



### **Procedures for Re-election of Director at General Meeting**

3.2 Where a retiring director, being eligible, offers himself or herself for re-election, the Board shall consider and, if consider appropriate, recommend such retiring director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring director will be sent to shareholders prior to a general meeting in accordance with the Listing Rules and the Company's Bye-laws.

### **Procedures for Nomination by Shareholders**

3.3 The Company's website sets out the procedures for shareholders to propose a person for election as a director pursuant to the Company's Bye-laws and the applicable law of Bermuda.

## **4. Review of the Policy**

The Committee will review this Policy periodically in line with the Company's strategy and recommend any proposed changes to the Board for approval.

March 2023