



KERRY LOGISTICS NETWORK LIMITED

嘉里物流聯網有限公司

(Incorporated in the British Virgin Islands and continued into
Bermuda as an exempted company with limited liability)

Stock Code 636

Nomination Policy

(Amended and approved by the Board of Directors on 29 November 2022)

Purpose

1. This Policy aims to set out key principles for nomination and/or re-appointment of a candidate to the board of directors (the “Board” and each director of the Board, a “Director”) of Kerry Logistics Network Limited (the “Company”).

Policy Statement

2. With a view to achieving a sustainable and balanced development, the Company has noted the importance of the Board and/or Nomination Committee’s role in ensuring the Board has a balance of skills, experience and diversity of perspectives and on matters of succession planning, in particular the chairman and the chief execution of the Company. The Nomination Committee must evaluate and assess the optimal composition of the Board, taking into account the Company’s culture, strategies and objectives.

Key Principles

3. **Diversity:** In line with the Board Diversity Policy of the Company, selection of candidates will be based on diversity, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, management experience, ethnicity and length of service. These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.
4. **Availability:** Each Board member must be able to devote sufficient time to the Board.
5. **Independence:** Each independent non-executive Director must satisfy the independence requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as amended from time to time.
6. **Integrity:** Each Board member must act with integrity, lead by example, and promote the desired culture to instill and continually reinforce values of acting lawfully, ethically and responsibly. He or she must have the character, experience and integrity and be able to demonstrate a standard of competence commensurate with his or her position as a Director.

Implementation

7. The Nomination Committee shall review the information obtained from the candidate and seek clarification, where required. The Nomination Committee shall then nominate suitable candidate(s) to the Board for it to consider and at its discretion make recommendations to shareholders for election or re-election as non-executive Directors at general meetings, or for it to consider and approve to appoint as non-executive Directors to fill casual vacancies.
8. The Board shall have the final decision and ultimate responsibility on all matters relating to its recommendation of candidates to stand for election or re-election at any general meeting, and the selection and appointment of Directors to fill casual vacancies.
9. The Nomination Committee shall meet to consider the performance of the Board and the need to refresh the Board to avoid entrenchment and to attract fresh thinking. It shall also consider board succession planning considerations, and to perform periodic reviews of such plan.

Monitoring and Reporting

10. The Nomination Committee will monitor the implementation of this Policy as appropriate and will report annually, in the Corporate Governance Report, on the implementation of this Policy and the progress made towards achieving the objectives stated in this Policy.

Review of this Policy

11. The Nomination Committee will review this Policy, as appropriate from time to time, to ensure the effectiveness of this Policy and that it remains relevant to the Company's needs and reflects both currently regulatory requirements and good corporate governance practice. The Nomination Committee will discuss about any revisions that may be required with, and recommend any such revisions to, the Board for consideration and approval.

Disclosure of this Policy

12. This Policy will be published on the Company's website for public information.

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