



**Bosideng International Holdings Limited**  
**波司登國際控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 3998)**

**MECHANISMS TO ENSURE INDEPENDENT VIEWS AND INPUT ARE AVAILABLE  
TO THE BOARD OF DIRECTORS**

**1. APPLICABLE SCOPE**

- 1.1 There mechanisms to ensure independent views and input are available to the board of directors (these “Mechanisms”) are applicable to Bosideng International Holdings Limited (the “Company”).

**2. PURPOSE**

- 2.1 These Mechanisms are to ensure that the board of directors of the Company (the “Board”) has a strong independent element, is capable of effectively making independent judgements, and has access to independent views and input.

**3. COMPOSITION OF THE BOARD AND BOARD COMMITTEES**

- 3.1 The Company shall always strive to maintain a balanced composition of executive, non-executive and independent non-executive Directors (“INED(s)”) on the Board so that there is always a strong element of independence on the Board.
- 3.2 The Board shall strive to ensure the appointment of at least three INEDs and maintain a ratio of at least one-third of its members being INEDs (or such higher threshold as may be required by the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) from time to time).
- 3.3 In addition to complying with the Listing Rules as to the composition of Board committees, other Board committees shall comprise a sufficient number of INEDs to ensure independent views are available to each Board committee.
- 3.4 The Board should review the structure, size and composition (including the skills, knowledge, experience, gender balance and length of tenure) as well as the implementation and effectiveness of the diversity policy of the Board at least on an annual basis to maintain a balanced composition of Directors on the Board.
- 3.5 Consideration should be given to the advantages of having a combination of Directors with different durations of tenure on the Board and Board committees, so to maintain a balance of Directors with deeper understanding of the Company as well as Directors with newer perspectives and insights.

#### **4. INDEPENDENCE**

- 4.1 The nomination committee of the Company (the “Nomination Committee”) must adhere to the director nomination policy of the Company and the independence assessment criteria as set out in the Listing Rules with regard to the nomination, appointment and re-appointment of INEDs.
- 4.2 Each INED is required to inform the Company as soon as practicable of any change in his/her own personal particulars that may affect his/her independence, so that the Company can inform the Stock Exchange as soon as practicable.
- 4.3 The Nomination Committee must assess the independence of all INEDs on an annual basis by reference to the independence criteria as set out in the Listing Rules to ensure that they can continue to exercise independent judgement.

#### **5. COMPENSATION**

- 5.1 No share options, grants or other forms of equity-based remuneration with performance-related elements will be granted to INEDs so as to maintain their objectivity and independence within the Board.

#### **6. BOARD DECISION MAKING**

- 6.1 The Company is committed to ensuring that all Directors (including INEDs) will be given equal opportunity and channels to communicate and express their independent views and inputs to the Board and the Board committees.
- 6.2 All Directors (including INEDs) may seek further information and documentation from the management on the matters to be discussed at Board meetings. They may also seek assistance from the company secretary of the Company and independent advice from external professional advisers at the Company’s expense.
- 6.3 Directors (including INEDs) shall not vote or be counted in the quorum on any Board resolution approving any contract or arrangement in which such Director or any of his/her associates has a material interest.
- 6.4 The chairmen of the Board shall hold meetings with the INEDs without the involvement of other Directors on at least an annual basis to discuss any issues and concerns.

#### **7. REVIEW OF THESE MECHANISMS**

- 7.1 The Board shall oversee the responsibility of conducting an annual review of the implementation and effectiveness of these Mechanisms.

*(Adopted by the resolution of the Board on June 23, 2022)*