

CHINA OVERSEAS PROPERTY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2669)

NOMINATION POLICY

1. Purpose

- 1.1 This policy sets out the principles which guide the Nomination Committee (the “**Nomination Committee**”) of China Overseas Property Holdings Limited (the “**Company**”) to identify and evaluate a candidate for (i) the selection of directors of the Company (the “**Director(s)**”), including the appointment of additional Directors, replacement of Directors, and re-election of Directors, by the board of directors of the Company (the “**Board**”) or (ii) the election of the Directors by the shareholders of the Company (the “**Shareholders**”).

2. Nomination Criteria

- 2.1 When making recommendations regarding the appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board, the Nomination Committee shall consider a variety of factors including without limitation the following in assessing the suitability of the proposed candidate: -
- (a) **Attributes Complementary to the Board:** The candidate should possess attributes that complement and expand the skill set, experience and expertise of the Board as a whole, having regard to the current structure, size, diversity profile and skills matrix of the Board and the needs of the Board;
 - (b) **Business Experience & Board Expertise and Skills:** The candidate should have the ability to exercise sound business judgment and also possess proven achievement and experience in directorship including effective oversight of, guidance to, assist and support management for making significant contributions to the Company’s success;
 - (c) **Board Diversity:** Diversity in all aspects, including but not limited to gender, age, cultural / educational and professional background, skills, knowledge and experience;
 - (d) **Time:** The candidate should have sufficient time for the proper discharge of the duties of a Director, including devoting adequate time for the preparation and participation in meetings, training and other Board or Company associated activities;
 - (e) **Reputation for integrity and credibility:** The candidate should be a person of integrity, honesty, good repute and high professional standing;
 - (f) **Independence:** Compliance with the criteria of independence as prescribed under Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) for the appointment of an independent non-executive director (“**INED**”); and
 - (g) **Other:** Any other relevant factors as may be determined by the Nomination Committee or the Board from time to time.

3. Nomination Procedures

3.1 Appointment of Additional Directors or Replacement of Directors

3.1.1 If the Nomination Committee determines that an additional or replacement director is required, the Nomination Committee may take such measures that it considers appropriate in connection with its identification and evaluation of a candidate from the labor market and within the Group.

3.1.2 On making recommendation, the Nomination Committee may submit the candidate's personal profile, consent to act and a proposal to the Board for consideration. The personal profile must incorporate the full particulars of the candidate that are required to be disclosed under the Rule 13.51(2) of the Listing Rules. If the candidate is proposed to be appointed as an INED, his or her independence shall be assessed in accordance with the factors set out in Rule 3.13 of the Listing Rules.

3.2 Re-election of Directors

3.2.1 Where a retiring Director, being eligible, offers himself for re-election, the Board shall consider and, if consider appropriate, make recommendation for 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 the Shareholders prior to a general meeting in accordance with the Listing Rules.

3.3 Nomination from Shareholders

3.3.1 No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by the Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

3.4 Each proposed new appointment, election or re-election of a Director shall be assessed and/or considered against the criteria and qualifications set out in the Nomination Policy by the Nomination Committee and operated under the Memorandum and Articles of Association of the Company and other relevant laws and regulations. The Nomination Committee shall recommend its views to the Board and/or the Shareholders for consideration and determination.

4. Approval and Review of this Policy

4.1 This policy has been approved by the Board. Any subsequent amendment of this policy shall be reviewed by the Nomination Committee and approved by the Board. A summary of this policy will be disclosed in the Corporate Governance Report to be included in the Company's Annual Report.

Adopted: 1 January 2019
Amended: 23 March 2023