

CHINA OVERSEAS PROPERTY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2669)

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. Constitution

- 1.1 The board of directors (the “**Board**”) of China Overseas Property Holdings Limited (the “**Company**”) has resolved to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”).

2. Membership

- 2.1 The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors, at least one director of a different gender.
- 2.2 The chairman of the Committee must be the chairman of the Board or an independent non-executive director, who shall be appointed or removed by the Board’s decision.

3. Secretary

- 3.1 The company secretary shall be the secretary of the Committee (the “**Secretary**”).

4. Meetings

- 4.1 Meetings shall be held at least once a year and may be convened by any member of the Committee (the “**Member**”) or by the Secretary on the request of a Member.
- 4.2 Notice of regular meetings shall be given to all Members at least 14 days before the meeting and may be given in writing or by telephone or by facsimile or electronic transmission or other similar means or in such other manner as the Committee may from time to time determine. For all other meetings, reasonable notice should be given.
- 4.3 For a regular meeting of the Committee, and as far as practicable in all other cases, an agenda and accompanying meeting papers should be sent, in full, to the Members. These should be sent in a timely manner and at least 3 days before the intended date of the meeting (or other agreed period).

- 4.4 A quorum shall be two Members. Members may participate in any meeting of the Committee by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
- 4.5 Resolutions of the Committee at any meetings shall be passed by a simple majority of votes of the Members present.
- 4.6 A resolution in writing signed by all the Members shall be as valid and effectual as if a resolution had been passed at a meeting of the Committee duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Members.
- 4.7 Proceedings of meetings of the Committee shall be governed by the provisions contained in the Articles of Association of the Company.
- 4.8 Draft and final versions of minutes of meeting of the Committee shall be sent to all Members for their comment and records respectively within a reasonable time after the meeting is held. Final version of minutes of meetings shall be kept by the Secretary and open for inspection by the Members and the Board.
- 4.9 All minutes of meeting of the Committee should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Members or dissenting views expressed.
- 4.10 At the invitation of the Committee, other members of the Board and any other persons may be invited to attend all or part of any meetings.
- 4.11 Only Members of the Committee are entitled to vote at the meetings. In the case of an equality of votes, the Chairman of the Committee shall have the casting vote.

5. *Authority*

- 5.1 The Committee is authorised by the Board to make full use of intermediary agencies for identifying qualified director candidates at the expense of the Company.
- 5.2 The Committee is authorised by the Board to conduct interviews with prospective candidates for nomination.

- 5.3 The Committee shall have the right to require the Company's management to furnish such available nomination-related information as may be required for the purpose of performing its duties. The information supplied must be complete and reliable.
- 5.4 The Committee is authorised by the Board to obtain independent legal or other professional advice in appropriate circumstances to perform its duties at the expense of the Company.
- 5.5 The Committee shall be provided with sufficient resources to perform its duties.

6. *Duties, responsibilities and powers*

The duties, responsibilities and powers of the Committee shall be:

- 6.1 to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional and industry experience, skills, knowledge and length of service) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 6.2 to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships with consideration on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- 6.3 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Chief Executive Officer, taking into account the Company's corporate strategy and with due regard for the benefits of diversity on the Board;
- 6.4 to assess each director's time commitment and contribution to the Board as well as the director's ability to discharge his or her responsibilities effectively;
- 6.5 to assess the independence of independent non-executive directors;
- 6.6 support the Company's regular evaluation of the board's performance;
- 6.7 to review the nomination policy on a regular basis, including the nomination procedures, selection, and recommendation criteria for director candidates; and
- 6.8 to review the board diversity policy on a regular basis, monitor the implementation of the policy and ensure the continued effectiveness of the policy.

7. *Reporting procedures*

- 7.1 The Committee shall report to the Board on a regular basis. The Chairman of the Committee shall report the findings and recommendations of the Committee, if any, at the next Board meeting following a meeting of the Committee. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

Adopted: 9 October 2015

Amended: 25 August 2025