



萬科海外投資控股有限公司

VANKE OVERSEAS INVESTMENT HOLDING COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01036)

Terms of Reference for the Nomination Committee of the Board

(Revised in December 2025)

1. Membership

- 1.1 The Nomination Committee (the “**Committee**”) shall be appointed by the board of directors (the “**Board**”) of Vanke Overseas Investment Holding Company Limited (the “**Company**”) and shall consist of not less than two members (the “**Members**”) appointed by the Board from time to time.
- 1.2 The majority of the Members of the Committee shall be Independent Non-Executive Directors (“**INEDs**”). The Committee shall have at least one Member of a different gender.
- 1.3 The Chairman of the Committee shall be appointed by the Board and must be an INED or the chairman of the Board.

2. Secretary

- 2.1 The Company Secretary shall be the first secretary of the Committee.
- 2.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

3. Meetings

- 3.1 The Committee shall meet at least once a year. Additional meetings shall be held as the work of the Committee demands.
- 3.2 The quorum of a meeting of the Committee shall be two Members. A meeting of the Committee may be held by means of a telephone or tele-conferencing or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by voice with all other participants and participation pursuant to this provision shall constitute presence in person at such meeting.
- 3.3 Only Members are entitled to vote at meetings of the Committee. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

3.4 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

4. Attendance at Meetings

4.1 The Committee may invite external advisers or consultants or any other person it deems appropriate to its meetings.

5. Representation at Annual General Meetings of the Company

5.1 The Chairman of the Committee or in his/her absence, another Member or failing this the duly appointed delegate of the Chairman of the Committee, shall attend the Company's Annual General Meeting to answer shareholders' questions on the Committee's activities.

6. Duties and functions

The Committee shall: -

6.1 review the performance, structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional 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 develop and maintain a policy for the nomination of Board members which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and review periodically and disclose in the Company's corporate governance report the policy and the progress made towards achieving the objectives set in the policy. The Committee should ensure that the selection process is transparent and fair, and that it considers a broad range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy;

6.3 identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorship;

6.4 assess each Director's time commitment, contribution to the Board and ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or the Growth Enterprise Market and other significant external time commitments and other factors or circumstances relevant to his or her character, integrity, independence and experience;

6.5 assess the independence of INEDs;

6.6 make recommendations to the Board on the appointment or re-appointment of directors of the Company (the "Directors") and succession planning for the Directors, in particular the Chairman of the Board and the Managing Director;

6.7 develop and maintain a policy concerning diversity of Board members, and review periodically and disclose the policy on diversity or a summary of the policy in the Company's corporate

governance report; and

- 6.8 conform to any requirement or direction, that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited or any applicable law or regulation.

7. Reporting Procedures

- 7.1 The Committee shall report its activities, findings and recommendations to the Board on a regular basis. This may be done by tabling the minutes of a meeting of the Committee at the next meeting of the Board following that meeting of the Committee.
- 7.2 The Committee shall submit an annual report to the Board setting out the major matters dealt with at the committee meetings during the period.

8. Authority

- 8.1 The Committee is authorised by the Board to do any such things to enable the Committee to perform its duties and functions conferred on it by the Board.
- 8.2 The Committee is authorised by the Board where necessary to obtain independent professional advice at the Company's expenses.
- 8.3 The Committee shall be provided with sufficient resources to perform its duties.

9. Publication of these Terms of Reference

- 9.1 These terms of reference shall be posted on the websites of the Company and the Hong Kong Stock Exchange. A copy of these terms of reference shall be made available to any person without charge upon request.