

*(In the event of conflicts or inconsistent meaning between the Chinese and the English versions of the Rules, the Chinese version shall prevail.)*

## **COSCO SHIPPING Holdings Co., Ltd.**

### **Operation Rules for the Nomination Committee of the Board of Directors**

(Approved by the 2nd Meeting of the Seventh Session  
of the Board of Directors of the Company)

#### **Chapter I General**

**Rule 1** In accordance with the Company Law of the People’s Republic of China, the Corporate Governance Standards of Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies, The Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (collectively hereinafter referred to as the “Listing Rules of the Listing Places”), Shanghai Stock Exchange Guidelines for Self-regulation of Listed Companies No. 1 – Standardized Operation, the Articles of Association of COSCO SHIPPING Holdings Co., Ltd. (hereinafter referred to as the “Articles of Association”), the Company hereby establishes the Nomination Committee (hereinafter referred to as the “Committee”) of the Board of Directors and adopts the Operating Rules for the following purposes: to ensure the sustainable, standardized and healthy development of the Company, to standardize the appointment procedures for Directors and the General Manager, to improve the Company’s corporate governance structure, to strengthen the scientific decision-making by the Board of Directors and to enhance the standard of decision – making by the Board of Directors.

**Rule 2** As a special working body comprised of Directors of the Company, the Committee is mainly responsible for nomination of candidates for Directors and the General Manager, and for conducting researches and reviews and offering suggestions on nomination of candidates for Directors and the General Manager, and the selection standards and procedures.

**Rule 3** “Directors” in the Rules refers to members of the Company’s Board of Directors.

#### **Chapter II Composition**

**Rule 4** The Committee shall comprise three (3) to five (5) Directors, and the majority of the Committee members shall be independent non-executive Directors. The members of the Committee shall be nominated by the Chairman of the Board of Directors, or more than half of the independent non-executive Directors, or more than one third of the Directors, and shall be appointed and removed by a majority vote of all the Directors.

**Rule 5** The Committee shall have a chairman who shall be an independent non – executive Director, responsible for taking lead in all the work of the Committee. Chairman of the Committee shall be nominated by the Chairman of the Board of Directors, and shall be appointed and removed by votes of more then half of all the Directors.

**Rule 6** Members of the Committee shall be elected for a term of office equivalent to that of the Directors. Members of the Committee may serve consecutive terms or be re-elected upon the expiry of their terms of office. Any member of the Committee who ceases to be a member of the Board of Directors during his/her term of office shall automatically cease to be a member of the Committee. The Board of Directors shall fill the vacancy pursuant to Rules 4 and 5 mentioned above. If, as a result of the resignation of an independent Director, the proportion of independent Directors in the Committee fails to comply with the requirements of the Rules or the Articles of Association, the independent Director who intends to resign shall continue to perform his/her duties until the date of the appointment of the new independent Director. The Company shall complete the by-election within 60 days from the date of resignation of the independent Director.

**Rule 7** The corresponding contact department for the Committee is the Company's Human Resource Department. The corresponding responsible contact person for the Committee is the head of the Human Resource Department. The Human Resource Department and the General Office of the Board of Directors are responsible for the daily liaison and meeting arrangement for the Committee.

### **Chapter III Duties and Authority**

**Rule 8** The main duties and authorities of the Committee include:

1. advise the Board of Directors on composition of the Board of Directors based on the operation condition, asset scale and equity structure of the Company;
2. conduct researches on the standards and procedures of selecting Directors and senior management officers and make recommendations to the Board of Directors;
3. identify duly qualified candidates for Directors and senior management officers;
4. review the qualification of candidates for Directors and senior management officers and make recommendations to the Board of Directors;
5. review the qualification of the candidates for independent Director and form clear review opinions thereon; the Company shall disclose such review comments before the convening of the general meeting for the purpose of electing independent Director;
6. make recommendations on composition of other specialized committees of the Board of Directors;
7. review the independence of independent non-executive Directors at the offices on a yearly basis and report to the Board of Directors;
8. review the structure, size and composition of the Board of Directors (including the skills, knowledge and experiences) at least annually, and make recommendations on any proposed changes to the Board of Directors to complement the Company's corporate strategy;

9. make recommendations to the Board of Directors on the nomination, appointment, re-appointment, succession and dismissal of Directors, as well as the appointment or dismissal of senior management officers;
10. make recommendations to the Board of Directors on other matters as specified in the laws, administrative regulations and regulations of the China Securities Regulatory Commission and the Articles of Association;
11. review the diversity policy of the Board of Directors as appropriate, and review measurable targets for implementing the policy and the progress for achieving the target;
12. other duties as authorized by the Board of Directors.

**Rule 9** The Committee is accountable to the Board of Directors. The Committee's proposals shall be submitted to the Board of Directors for consideration and approval.

**Rule 10** A Committee member who fails to attend meetings for two consecutive times without proper reasons shall be deemed to be unable to perform his/her duties and the Board of Directors can make adjustment therefor.

#### **Chapter IV Working Procedures**

**Rule 11** Pursuant to applicable laws and regulations and the Articles of Association, and in light of the Company's actual circumstances and strategy, the Committee shall study the selection conditions, procedures and tenure of the Directors and senior management officers, and prepare written proposals which shall be submitted to the Board of Directors for consideration and approval before implementation accordingly.

**Rule 12** Specific working procedures:

1. actively communicate with relevant employees of the Company to study the demand for Directors and senior management officers of the Company and form written materials;
2. extensively identify and select candidates for Directors and senior management officers within the Company, enterprises with controlling stake or minority interest and talent markets, etc.;
3. collect and organize information of primary candidates such as occupation, educational background, title, detailed working experience and part-time jobs, and form written materials;
4. seek the views of the primary candidates on the nomination of Directors and senior management officers;
5. convene meetings of the Committee, and according to the appointment requirements for Directors and senior management officers, conduct qualification review on candidates, including qualification review on the primary candidates for independent non-executive Directors, and form clear review opinions thereon;

6. receive the letter of confirmation on independence from each independent non – executive Directors each year and conduct assessment accordingly;
7. submit proposals and relevant materials of persons to be nominated as Directors and senior management officers to the Board of Directors before meetings of the Board of Directors;
8. implement other follow-up work based on the Board of Directors’ decisions and feedback;
9. chairman of the Committee shall attend the Company’s annual general meetings and respond to questions raised by the shareholders. If the Chairman of the Committee cannot attend the meeting in person, at least one member of the Committee shall attend.

## **Chapter V Rules of Meetings**

**Rule 13** The Committee shall meet from time to time as circumstances dictate. Any member of the Committee, the Chairman of the Board of Directors, or the General Manager may convene meetings of the Committee. The meetings shall be chaired by the Chairman of the Committee. If the Chairman of the Committee cannot attend the meeting for any reasons, he/she shall authorize another member of the Committee who is an independent non-executive Director to chair the meeting. Such meetings shall, in principle, be held in the form of physical meetings, however, where necessary, video conferencing, teleconferencing or written resolutions may be adopted in accordance with the procedures provided that all attending Directors can fully communicate with each other and express their own opinions.

**Rule 14** The Human Resource Department of the Company shall notify each member of the Committee and attendance of the meeting five (5) days prior to the meeting in respect of time, venue and agenda and enclose the meeting materials.

**Rule 15** A Committee meeting may not be held unless it is attended by more than half of the members. If a member cannot attend the meeting in person, he/she shall review the meeting materials in advance to form his/her own clear opinions and authorize in writing another member to attend the meeting on his/her behalf, in which members who are also an independent Director shall authorize other independent Directors to attend the meeting on his/her behalf. The power of attorney shall contain items such as the names of the appointer and the appointee, the scope of authorization, the appointee’s limit of authority, the duration of the authorization, the signature of the appointer and the date. A member of the Committee may accept authorization by up to two (2) members. Each member shall have one (1) vote. A resolution proposed at a meeting shall be passed by more than half of all members present at the meeting.

**Rule 16** Voting of a meeting shall be by a show of hands. Voting of a meeting convened in writing shall be by means of communication. In the event that issues to be discussed at the meeting are related to a member of the Committee, such member concerned shall abstain from voting.

**Rule 17** The Directors, supervisors, senior management and other personnel may be invited to attend the meetings as required should the Committee consider necessary.

**Rule 18** The procedures of the meeting, the ways to vote, and the approved resolution shall conform to the applicable laws, regulations, the Article of Association and the requirements of the Rules.

**Rule 19** The resolutions passed at the Committee meeting and the voting result shall be submitted in writing to the Company’s Board of Directors and reported at the meeting of the Board of Directors. Where the Board of Directors decides not to adopt the recommendations of the Committee or not to adopt them in full, it shall record the opinions of the Committee and the specific reasons for not adopting them in the board resolution and disclose them.

**Rule 20** Committee members and non-voting representatives who attend the meeting shall keep confidential all information related to such meeting. Unauthorized disclosure is strictly prohibited.

**Rule 21** The Company shall ensure that the Committee has enough resources to perform its functions. The Committee may seek independent professional advice at the expense of the Company.

## **Chapter VI Supplementary Provisions**

**Rule 22** The Company’s Human Resource Department shall be responsible for maintaining complete written minutes of meetings, resolutions and suggestions, which shall be kept for record by the General Office of the Board of Directors. The draft and final versions of the meeting minutes/resolution/proposals shall be delivered to all Committee members within seven (7) days after the meetings. The draft version is for comments of the Committee members and the final version shall be signed by the member or Chairman of the Committee after being reviewed by the Committee members.

**Rule 23** The General Office of the Board of Directors shall keep the information/minutes/resolutions/proposals of the Committee meetings so that they are available for inspection anytime by all members of the Board of Directors. The information/minutes/resolutions/proposals shall be maintained for ten (10) years.

**Rule 24** The Committee members shall report to the Board of Directors at regular meetings about their fulfillment of duties as outlined in the Corporate Governance Code.

**Rule 25** The terms of reference of the Nomination Committee shall be made available at the website of COSCO SHIPPING Holdings Co., Ltd. and the website of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”).

**Rule 26** Any matters not covered herein shall be handled according to the relevant laws and regulations of the People’s Republic of China, the Listing Rules of the Listing Places and the Articles of Association. Should the Rules conflict with the laws and regulations to be issued by the State in the future, the Listing Rules of the Listing Places, or properly amended Articles of Association, the relevant laws and regulations by the State, the Listing Rules of the Listing Places and the Articles of Association shall prevail. The Board of Directors shall amend the Rules accordingly in a timely manner.

**Rule 27** The Board of Directors shall be responsible for the interpretations of the Rules.

**Rule 28** The Rules shall take effect upon approval by the Board of Directors, together with the Articles of Association (March 2024 Proposed Version) as approved by the Shareholders’ general meeting.