



# 嘉里建設有限公司

KERRY PROPERTIES LIMITED

*(Incorporated in Bermuda with limited liability)*

## Nomination Policy

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### 1. Policy Statement

- 1.1 This Nomination Policy (the “**Policy**”) of Kerry Properties Limited (the “**Company**”) sets out the key selection criteria and nomination procedures for selection of board members to ensure the board of directors of the Company (the “**Board**”) has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.
- 1.2 When making recommendations regarding the nomination of a candidate to the Board, election, re-election, re-designation or re-appointment of any existing member(s) of the Board for consideration, the nomination Committee of the Company (the “**Nomination Committee**”) should refer to the Policy, the Company’s Board Diversity Policy and the terms of reference of the Nomination Committee for guidance.

### 2. Selection Criteria

- 2.1 In identifying a candidate to become a Board member, the Nomination Committee will take into consideration of the following factors:
- (i) the perspective, skills and experience that the candidate can bring to the Board;
  - (ii) the merit and contribution which the candidate is expected to bring to the Board;
  - (iii) the accomplishment and experience of the candidate in relation to similar nature of business of the Company;
  - (iv) the expected commitment of time of the candidate;
  - (v) how the candidate contributes to diversity of the Board;

- (vi) a number of aspects of the Board diversity as stated in the Company's Board Diversity Policy, including but not limited to gender, age, cultural, educational background, ethnicity, professional experience, skills, knowledge and length of services of the candidate; and
  - (vii) any other factors that the Board deems relevant.
- 2.2 The Nomination Committee has the discretion to nominate any candidate, as it considers appropriate, for the Board's consideration and approval.
- 2.3 A candidate to be nominated as an Independent Non-executive Director of the Company must meet the mandatory qualification requirements as set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time.

### **3. Nomination Procedures**

- 3.1 A meeting of the Nomination Committee will be convened or a written resolution of the Nomination Committee will be circulated to Nomination Committee members to consider the candidate(s) to be nominated before a meeting of the Board to be held or a written resolution of the Board to be circulated to Board members to approve the appointment, re-designation, election or re-election of the candidate(s) as Board member(s).
- 3.2 Each proposed new appointment, re-designation, election or re-election of a director of the Company will be evaluated, assessed and/or considered against the factors as stated in 2.1 above. The Nomination Committee will recommend its views to the Board and/or the shareholders of the Company for consideration and determination.
- 3.3 The ultimate decision of appointment, re-designation, election or re-election will be made by the Board after consideration of the recommendation made by the NC.

### **4. Reporting**

- 4.1 The Nomination Committee will disclose the Policy annually, in the Corporate Governance Report of the Company's Annual Report.

### **5. Review of this Policy**

- 5.1 The Nomination Committee is responsible for the monitoring and regular review of this Policy to ensure its relevance and effectiveness. Any subsequent amendment of this Policy shall be reviewed by the Nomination Committee and approved by the Board.