

CHINA OCEAN INDUSTRY GROUP LIMITED

中海重工集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00651)

(the “Company”)

NOMINATION POLICY

1. PURPOSE

This policy sets out the principles which guide the Nomination Committee of China Ocean Industry Group Limited (the “**Company**”) to identify and evaluate a candidate for nomination to (i) the board of directors of the Company (the “**Board**”) for appointment or (ii) shareholders of the Company for election, as a director of the Company.

2. NOMINATION CRITERIA

2.1 The Nomination Committee shall consider a number of factors in making nominations, including but not limited to the following:

2.1.1 Skills, Experience and Professional Expertise: The candidate should possess the skills, knowledge, experience and professional expertise which are relevant to the operations of the Company and its subsidiaries.

2.1.2 Diversity: Candidates should be considered on merit and against objective criteria, with due regard to the diversity perspectives set out in the Diversification of the Board.

2.1.3 Commitment: The candidate should be able to devote sufficient time to attend the board meetings and participate in induction, training and other board associated activities.

- 2.1.4 Standing: The candidate must satisfy the Board and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) that he/she has the character, experience and integrity, and is able to demonstrate a standard of competence commensurate with the relevant position as a director of the Company.
- 2.1.5 Independence: The candidate to be nominated as an INED must satisfy the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). Where applicable, the totality of the candidate’s education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an INED.

3. NOMINATION PROCEDURES

- 3.1 If the Nomination Committee determines that an additional or replacement director is required, the Committee may take such measures that it considers appropriate in connection with its identification and evaluation of a candidate.
- 3.2 The Nomination Committee may propose to the Board a candidate recommended or offered for nomination by a shareholder of the Company as a nominee for election to the Board and the appointment or re-appointment of Directors and succession planning for Directors is subject to the approval of the Board.
- 3.3 On making recommendation, the Nomination Committee may submit the candidate’s personal profile and a proposal to the Board for consideration. In order to be a valid Proposal, The Proposal must clearly indicate the nominating intention and the candidate’s consent to be nominated and the personal profile must incorporate and/or accompanied by the full particulars of the candidate that are required to be disclosed under the Listing Rules, including the information and/or confirmation required under 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, subject to any amendments as may be made by the Stock Exchange from time to time.

- 3.4 The Board shall observe the Board Diversity Policy and shall, subject to merit and suitability, continue in its endeavours to introduce more diversity into the Board, taking into account professional experience and qualifications, gender, age, cultural and educational background, and any other factors that the Board might consider relevant and applicable from time to time towards achieving board diversity.
- 3.5 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 which shall recommend its views to the Board and/or the Shareholders for consideration and determination.

4. MONITORING AND REVIEW OF THIS POLICY

- 4.1 The Nomination Committee will monitor the implementation of this Policy.
- 4.2 The Nomination Committee will from time to time review this Policy, as appropriate, to ensure the effectiveness of this Policy.

5. DISCLOSURE OF THIS POLICY

- 5.1 This policy will be published on the Company's website for investors' information.
- 5.2 A summary of this policy will be disclosed in the Corporate Governance Report to be included in the Company's Annual Report.

Hong Kong, September 2018