

HISENSE HOME APPLIANCES GROUP CO., LTD.

(the “Company”)

Terms of reference for Nomination Committee of the Board of Directors

(Considered and adopted at the 2019 first meeting of the tenth session of the Board of Directors held on 28 March 2019)

Chapter 1 General

Rule 1. To standardize the creation of leaders of the Company, perfect the nomination system for directors and senior management of the Company and set up a sound corporate governance structure, the Company has specially established a nomination committee (the “Nomination Committee”) under the board of directors (the “Board”) and formulated these terms of reference pursuant to The Company Law of the People’s Republic of China, Code of Corporate Governance for Listed Companies in China, Articles of Association, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and other relevant rules.

Rule 2. The Nomination Committee is a specialized working organ under the Board that is primarily responsible for the selection and recommendation of candidates for the positions of director and senior management of the Company, and the standard and process of the selection system.

Chapter 2 Composition

Rule 3. The Nomination Committee shall consist of five directors, three of whom shall be independent non-executive directors.

Rule 4. The members of the Nomination Committee members shall be nominated by the chairman of the Board, one-half or more of the independent non-executive directors or one-third or more of the directors and shall be elected by the Board.

Rule 5. The Nomination Committee shall have one chairman (convener), who must be an independent non-executive director and shall lead the work of the committee. The convener shall be elected among the members and whole election shall be reported to the Board for approval.

Rule 6. The term of office of the members of the Nomination Committee shall be the same as their term of office on the Board. Where a member ceases to be a director of the Company during his term of office, he will be automatically disqualified as a member of the committee. The Board shall fill the vacancy of committee members pursuant to the above Rule 3 to Rule 5.

Rule 7. The human resources department of the Company shall assist in carrying out the daily work of the Nomination Committee, including the selection and nomination of individuals.

Chapter 3 Duties and Authority

Rule 8. The major duties of the Nomination Committee include:

- (1) to analyze the standard and process for selection of candidates for the positions of director and senior management and make recommendations to the Board;
- (2) to screen candidates qualified to become directors and senior management according to the Company's business model and specific needs and by comprehensive consideration of factors such as age, gender, education background, skills, professional knowledge, experience, etc., and to set up measurable targets to ensure the diversity of Board members;
- (3) to examine the candidates for the positions of director and senior management and make recommendations to the Board;
- (4) to review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually and make recommendations on any proposed changes to the Board in coordination with the Company's corporate strategies;
- (5) to assess the independence of the independent non-executive directors;
- (6) to make recommendations to the Board on the appointment or re-appointment of directors and succession plan for directors (in particular the chairman of the Board and the president);
- (7) other matters authorized by the Board.

Rule 9. The Nomination Committee shall be accountable to the Board and the proposal of the committee shall be submitted to the Board for its decision. Unless with sufficient reason or reliable evidence, the controlling shareholders shall give full respect to the recommendation made by the Nomination Committee; otherwise, no individual shall be nominated by the controlling shareholders as substituting candidate for director or senior management.

Chapter 4 Decision-making Process

Rule 10. Based on the requirements of relevant laws, regulations and Articles of

Association, and according to the actual situations of the Company, the Nomination Committee shall analyze the prerequisite for becoming the directors and senior management of the Company, the selection process and the term of office and shall prepare resolutions which shall be submitted to the Board for approval and be implemented accordingly.

Rule 11. The selection process for the positions of directors and senior management:

- (1) The Nomination Committee shall actively communicate with relevant departments and the shareholders and analyze the demand for the positions of directors and senior management of the Company in order to formulate written materials;
- (2) The Nomination Committee may extensively identify candidates for the positions of directors and senior management in the Company, its holding companies (investors), and in the employment market, etc.
- (3) The Nomination Committee shall collect the information of the candidates, such as occupation, educational qualification, title of his position, detailed working experience, including all part-time jobs, and shall formulate written materials of the aforementioned information.
- (4) Before the nomination, the Nomination Committee shall request the written consent from the nominees, otherwise, the nominees shall not be regarded as candidates for the positions of directors or senior management;
- (5) The Nomination Committee shall convene meetings and examine the qualifications of the candidates who are primarily elected according to the requirements for the positions of directors and senior management;
- (6) In respect of nomination for the positions of directors, the Nomination Committee shall provide the Board with its recommendations and relevant materials of the candidates for directorship two months before the nomination. In respect of nomination of senior management, the Nomination Committee shall provide the Board with its recommendation and relevant materials of the candidates for senior management one month before the nomination;
- (7) The Nomination Committee shall conduct any follow-up work according to the Board's decisions and feedback.

Chapter 5 Rules for proceedings of meetings

Rule 12. The Nomination Committee shall meet at least once every year. Seven days' notice shall be given to all members before the meeting. The meeting shall be chaired

by the convener, or, where the convener is unable to be present at the meeting, one of the members as authorized by the convener.

Rule 13. The meetings of the Nomination Committee shall only be held when two-thirds or more of members are present. Each member shall have one vote. Resolutions made at the meeting shall be passed by more than half of all members.

Rule 14. Resolutions at the meetings of the Nomination Committee shall be decided by show of hands or by poll. Emergency meetings may be convened by communication correspondence.

Rule 15. Where necessary, the Nomination Committee may invite directors, supervisors and senior management of the Company to be present at the meetings.

Rule 16. Where necessary, the Nomination Committee may appoint intermediary agencies to provide independent and professional advices for its decisions-making and such fees shall be borne by the Company.

Rule 17. The procedures for convening the meetings, the method of voting and the resolutions passed at the meetings of the Nomination Committee shall be in accordance with the relevant laws, regulations, Articles of Association and the rules in these term of reference.

Rule 18. Minutes shall be taken for the meetings of the Nomination Committee. Drafts and final versions of minutes of the meetings should be sent to all committee members for their comments and records respectively, in both cases within reasonable time periods after the meetings. Members present at the meeting shall sign on the final version of the minutes and the minutes shall be kept by the secretary of the Board of the Company.

Rule 19. The resolutions passed at and voting results of the meetings of the Nomination Committee shall be reported to the Board of the Company in written form.

Rule 20. Members who attend the meetings have the responsibility to keep confidential all matters discussed at the meetings confidential and shall not disclose any relevant information without authorization.

Chapter 6 Supplemental Provisions

Rule 21. These terms of reference shall be effective from the date on which the Board passes a resolution to approve the same.

Rule 22. Matters which are not provided for in these terms of reference shall be governed by the requirements of the relevant laws and regulations in China, the

Listing Rules and relevant rules and regulations and the Articles of Association. If these terms of reference are in conflict with any laws and regulations promulgated in China in the future or the Articles of Association as modified through procedures in compliance with laws, the terms of reference shall be implemented in accordance with the requirements of the relevant laws, regulations and Articles of Association and shall be modified forthwith and reported to the Board for approval.

Rule 23. The right to interpret these terms of reference belongs to the Board.

The English version of these terms of reference is for reference only and if there is any conflict between the English and the Chinese versions, the Chinese version shall prevail.

**The Board of Directors of
Hisense Home Appliances Group Co., Ltd.**
28 March 2019