

**HISENSE HOME APPLIANCES GROUP CO., LTD.**

**Terms of Reference for Nomination Committee of the Board of**

**Directors**

(Considered and adopted at the 2025 third extraordinary meeting of the twelfth session of the board of directors of the Company on 30 May 2025)

**Chapter 1 General Provisions**

**Article 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 rules pursuant to The Company Law of the People’s Republic of China, Code of Corporate Governance for Listed Companies in China, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Self-Regulatory Guidelines No. 1 for Listed Companies on the Shenzhen Stock Exchange - Standardized Operation of Main Board Listed Companies and other relevant provisions, and the requirements of the Articles of Association.

**. Article 2.** The Nomination Committee is a specialized working body established under the Board, which shall be responsible to the Board and perform its duties in accordance with the Articles of Association and the authorization of the Board.

**Chapter 2 Composition**

**Article 3.** The Nomination Committee shall consist of five directors, three of whom shall be independent directors. The Nomination Committee should have at least one director of a different gender.

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

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

**Article 6.** The term of office of the Nomination Committee members shall be consistent with their term as directors on the Board. If any member ceases to serve as a director of the Company during their term, they shall automatically lose their committee membership. The Board shall fill the vacancy in the Committee by following the provisions of Article 3 to 5 above.

Where the resignation of an independent director will cause the proportion of independent directors on the Nomination Committee to fail to meet the requirements, the resigning independent director shall continue to perform their duties until the date when a new independent director assumes office. The Company shall complete the by-election of independent directors within 60 days from the date of the resignation.

**Article 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**

**Article 8.** The Nomination Committee shall be responsible for formulating the criteria and procedures for the selection of directors and senior management personnel, conducting the selection and review of

candidates for directors and senior management positions and their eligibility for appointment, and making recommendations to the Board on the following matters:

- (i) nominate, appoint, or remove directors and promote diversity on the Board during the selection process, including but not limited to gender, age, cultural and educational background, professional experience, skills, regional and industry experience, race, knowledge, tenure, and any other factors the Board may from time to time deem relevant and appropriate to achieve diversity among Board members;
- (ii) appoint or dismiss senior management;
- (iii) Other matters as provided for in the laws and regulations, relevant provisions of the stock exchange and the Articles of Association.

The Nomination Committee shall review the qualifications of the nominated independent director candidates for appointment and form a clear opinion on the review.

If the Board does not adopt or only partially adopts the recommendations of the Nomination Committee, it shall record the Committee's opinions and the specific reasons for non-adoption in the Board's resolution and disclose such information.

**Article 9.** The Nomination Committee shall be accountable to the Board and proposals 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 recommendations made by the Nomination Committee; otherwise, no individual shall be nominated by the controlling shareholders as substituting candidate for director or senior management.

**Article 10.** The Nomination Committee shall annually review the implementation and effectiveness of the Board's diversity policy, and monitor progress towards achieving the measurable objectives adopted by the Board.

#### **Chapter 4 Decision-making Process**

**Article 11.** Based on the requirements of relevant laws, regulations and the Articles of Association, and according to the actual situations of the Company, the Nomination Committee shall analyze the prerequisites for becoming a director or senior management of the Company, the selection process and the term of office and when a resolution is taken it shall be submitted to the Board for approval and be implemented accordingly.

**Article 12.** Selection process for the positions of directors and senior management:

- (1) The Nomination Committee shall actively communicate with relevant departments and the shareholders, analyze the demand for the positions of directors and senior management of the Company and formulate written materials;
- (2) The Nomination Committee may extensively identify candidates for the positions of directors and senior management in the Company, enterprises under its control (investee companies), and in the employment market;
- (3) The Nomination Committee shall collect the information of the candidates, such as occupation, educational qualification, job title, detailed working experience including all part-time jobs, and shall formulate written materials of the aforementioned information;
- (4) Before nomination, the Nomination Committee shall request for 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**

**Article 13.** The Nomination Committee shall convene a meeting at least once a year, which shall be chaired by the convenor, who may the chairmanship to another member if the convenor is unable to attend.

**Article 14.** Meetings of the Nomination Committee shall only be held when two-thirds or more of the members are present. Each member shall have one vote. Resolutions made at the meeting shall be passed by more than half of all members.

**Article 15.** Nomination Committee meetings shall, in principle, be held in person. Provided that all participating members can fully communicate and express their views, meetings may, when necessary, be convened by

video conference, telephone, or other means in accordance with the prescribed procedures.

**Article 16.** Resolutions at the meetings of the Nomination Committee shall be decided by show of hands or by poll. Ad hoc meetings may be convened and resolutions voted by correspondence.

**Article 17.** Where necessary, the Nomination Committee may invite directors and senior management of the Company to be present at the meetings.

**Article 18.** 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.

**Article 19.** The meeting procedures, voting procedures, and the adoption of motions by the Nomination Committee shall be governed by relevant laws, regulations, the Articles of Association, and these rules.

**Article 20.** 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, the Board Secretary, and the minute-taker shall sign the final version of the meeting minutes. The meeting minutes shall be maintained by the Board Secretary of the Company.

**Article 21.** 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.

**Article 22.** Members who attend the meetings have the responsibility to keep confidential all matters discussed at the meetings and shall not

disclose any relevant information without authorization.

## **Chapter 6 Supplementary Provisions**

**Article 23.** These rules shall come into effect on the date of adoption by resolution of the Board.

**Article 24.** Any matters not addressed in these rules shall be governed by relevant PRC laws and regulations, the Listing Rules, and the Articles of Association. In the event of any conflict between these Rules and any laws or regulations subsequently promulgated by the PRC, or with the Articles of Association as amended through lawful procedures, the provisions of such PRC laws, regulations, and the Articles of Association shall prevail. These rules shall be promptly amended and submitted to the Board for review and approval.

**Article 25.** The Board shall be responsible for the interpretation of these rules.

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

Hisense Home Appliances Group Co., Ltd.

30 May 2025