

Tianjin Jinran Public Utilities Company Limited
(Stock code: 01265)

Rules of Procedure of the Nomination Committee of the Board

(Considered and approved by the 33rd Meeting of the 7th session of the Board of Directors)

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CHAPTER I GENERAL PROVISIONS

Article 1 In order to improve the corporate governance structure of Tianjin Jinran Public Utilities Company Limited (hereinafter referred to as “**the Company**”), enhance the scientificity and democracy of the election procedures of the Company’s Board of Directors (hereinafter referred to as the “**Board**”) and optimize the composition of the Board, the Company sets up the Nomination Committee of the Board.

Article 2 In order to carry out its work in a standardized and efficient manner, the Board has formulated the Rules of Procedure for the Nomination Committee of the Board of Directors of Tianjin Jinran Public Utilities Company Limited (hereinafter referred to as the “**Rules of Procedure**”) in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”), the Articles of Association, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Listing Rules**”) and other relevant provisions.

Article 3 The Nomination Committee is set up according to the resolution of the Board, it shall perform its duties independently in accordance with the relevant laws, regulations and policies, the Listing Rules, and the provisions of the Rules of Procedure, report to and be accountable to the Board. The main task of the Nomination Committee is to be responsible for the appraisal evaluation of the directors, general managers and other senior management of the Company and to make recommendations on their appointment and removal.

Article 4 The resolutions of the Nomination Committee shall comply with the provisions of the Articles of Association, the Listing Rules, the Rules of Procedure and other relevant laws and regulations. If the resolution of the Nomination Committee violates the provisions of the Articles of Association, the Listing Rules, the Rules of Procedure and other relevant laws and regulations, such resolution shall be invalid; if the decision-making procedure of the Nomination Committee violates the provisions of the Articles of Association, the Listing Rules, the Rules of Procedure and other relevant laws and regulations, the interested party concerned may apply to the Board to revoke such resolution within 60 days from the date of the resolution.

CHAPTER II COMPOSITION OF PERSONNEL

Article 5 The Nomination Committee shall comprise at least three members, all of whom shall be composed of directors and elected by the Board. A majority of the members must be independent non-executive directors.

Article 6 The Nomination Committee shall have a chairman, who shall be chairman of the Board or an independent non-executive director. The chairman of the Nomination Committee shall be appointed by the Board.

Article 7 The chairman of the Nomination Committee shall be responsible for convening and presiding over meetings of the Nomination Committee, and appoint another member to act in his or her place in the event that the chairman of the Nomination Committee is unable or unavailable to perform his or her duties. If the chairman of the Nomination Committee does not perform his or her duties nor designates another member to act in his or her place, the remaining members may elect one of them to perform the duties of the chairman of the Nomination Committee through negotiation.

Article 8 Members of the Nomination Committee must meet the following conditions:

- (1) there is no circumstance prohibiting him/her from acting as a director, supervisor, senior management of a company under the Company Law, the Articles of Association or the Listing Rules;

- (2) he or she has not been subject to public reprimand and has not been declared as an inappropriate candidate by a stock exchange within the past three years;
- (3) he or she has not been subject to any administrative penalty by the China Securities Regulatory Commission for material non-compliance of laws and regulations within the past three years;
- (4) he or she has good integrity and has human resource management, enterprise management, finance, law and other relevant professional knowledge or work background; and
- (5) he or she meets other conditions stipulated by relevant laws, regulations or the Articles of Association and the Listing Rules.

Article 9 Persons who do not meet the requirements for holding office as provided for in the preceding article shall not be elected as members of the Nomination Committee. If a member of the Nomination Committee is found to be unsuitable for the position under the circumstances specified in the preceding article during his or her term of office, the member shall resign voluntarily or be replaced by the Board.

The term of office of each session of the members of the Nomination Committee shall be three years, and shall be the same as the term of the same session of the Board of Directors. Upon expiration of their term of office, members may be re-elected. If a member ceases to serve as a director of the Company during the term, he or she will automatically lose his or her membership qualifications. Before the expiration of the term of office of the members of the Nomination Committee, unless there are circumstances stipulated in the Company Law, the Articles of Association, the Listing Rules or these Rules of Procedure, they shall not be dismissed without cause.

Article 10 If the number of members of the Nomination Committee is less than three due to the resignation or dismissal of members or other reasons, the Board shall elect new members as soon as possible

CHAPTER III DUTIES AND POWERS

Article 11 The Nomination Committee shall be primarily responsible for submitting to the Board its opinions or recommendations on the replacement and recommendation of candidates for new directors and senior management.

Article 12 The major duties and powers of the Nomination Committee are as follows:

- (1) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (2) establish criteria and procedures for the selection of directors;
- (3) identify individuals suitably qualified to become directors, and select or make recommendations to the Board on the nomination of such individuals as directors;
- (4) assess the independence of the independent non-executive directors;
- (5) make recommendations to the Board on the appointment or re-appointment of directors and on succession planning for directors, in particular the Chairman and the Managing Director;
- (6) conduct formal review of candidates for directors nominated by shareholders and the Supervisory Committee;

- (7) identify candidates for directors and propose to the current Board candidates for the next term of Board and submit them to the general meeting for voting;
- (8) consider the policy on diversity of board members;
- (9) consider other matters as defined or assigned by the Board from time to time in accordance with the provisions of relevant laws, regulations, the Articles of Association or the Listing Rules.

Article 13 After the Nomination Committee has considered the matters stipulated in the preceding article of the Rules of Procedure, it shall form a resolution for the meeting of the Nomination Committee, which shall be submitted to the Board together with relevant proposals.

Article 14 The exercise of the duties and powers of the Nomination Committee must comply with the relevant provisions of the Company Law, the Articles of Association, the Listing Rules and the Rules of Procedure, and shall not prejudice the interests of the Company and its shareholders.

Article 15 The Nomination Committee may, during the adjournment of meeting of the Board, make resolutions directly on the matters stipulated in Article 12 of the Rules of Procedure in accordance with the authorization of the Board (except that if the relevant matters are required to be decided by the Board, or if they are recommended to the Board by the proposal committee, in accordance with the provisions of relevant laws and regulations, the Articles of Association, the Listing Rules, the Rules of Procedure, or the requirements of good corporate governance, they must be deliberated by the Board). If the relevant proposal requires the approval of the general meeting, it shall be submitted to the general meeting for deliberation in accordance with the statutory procedures.

Article 16 The Company shall provide sufficient resources to the Nomination Committee to perform its duties. When the Nomination Committee performs its duties, the relevant departments of the Company shall cooperate, and the necessary expenses (including seeking independent professional advice) shall be borne by the Company.

Article 17 The Board shall fully respect the recommendations of the Nomination Committee regarding the nomination of candidates for directors and the management, and shall not set aside candidates for directors and the management nominated by the Nomination Committee without sufficient reasons or reliable evidence.

CHAPTER IV CONVENING AND NOTICE OF MEETINGS

Article 18 The Nomination Committee shall hold regular meetings and extraordinary meetings. At least one meeting of the Nomination Committee shall be convened in each financial year. Regular meetings shall be held within four months of the end of the previous financial year and before the regular meeting of the Board. The Chairman of the Nomination Committee or two or more members may request an extraordinary meeting of the Nomination Committee.

Article 19 The regular meetings of the Nomination Committee shall mainly discuss and deliberate on the work performance of the directors and senior management of the Company in the previous year and whether there are circumstances that require the replacement of the directors and senior management.

In addition to the provisions of the preceding paragraph, regular meetings of the Nomination Committee may also discuss other matters within the terms of reference and specified in the notice of the meeting.

Article 20 Meetings conducted by way of physical conference, or in manners other than physical conference through voting by correspondence. Except as otherwise provided in the Articles of Association, the Listing Rules or the Rules of Procedure, a meeting of the Nomination Committee may, provided that members can fully express their opinions, send resolutions to the e-mail address of the participating members by e-mail, and mail them to the Company after being signed by the participating members.

Article 21 Unless all members of the Nomination Committee unanimously agree to waive the notice requirement of the meeting, a notice of the meeting shall be given seven days before the convening of the meeting (excluding the day of the meeting).

Article 22 The notice of the meeting of the Nomination Committee shall include at least the following contents:

- (1) the time and place of the meeting;
- (2) the duration of the meeting;
- (3) the topics to be discussed at the meeting;
- (4) contact persons and contact information for the meeting; and
- (5) the date of the notice of the meeting.

Article 23 Meetings of the Nomination Committee may be notified in writing, by telephone, e-mail or other expedient manners. When notification is given in an expedient manner such as telephone or e-mail, unless due to address errors or technical reasons, if no written objection is received within two days from the date of notification, the notified person shall be deemed to have received the notice of the meeting.

CHAPTER V DELIBERATION AND VOTING PROCEDURES

Article 24 A meeting of the Nomination Committee shall be held only if more than half of the members are present. If necessary, the Nomination Committee may invite other personnel related to the proposals of the meeting to attend the meeting to introduce the situation or express their opinions, but non-member directors do not have the right to vote on the proposals at the meeting.

Article 25 Members of the Nomination Committee may attend the meeting in person, or may entrust other members to attend the meeting on their behalf and exercise their voting rights. A member of the Nomination Committee can only entrust one other member to exercise the right to vote on his or her behalf at a time; if two or more persons are entrusted to exercise the right to vote on his or her behalf, the entrustment shall be invalid and the member shall be deemed to have not attended such meeting.

Article 26 If a member of the Nomination Committee entrusts other members to attend the meeting and exercise the right to vote on his or her behalf, he or she shall submit a power of attorney to the presiding officer of the meeting. The power of attorney shall be submitted to the presiding officer before voting at the meeting.

Article 27 The power of attorney shall be signed by the appointing person and the entrusted person. The power of attorney shall include at least the following:

- (1) the name of the appointing person;
- (2) the name of the entrusted person;
- (3) the matters subject to entrustment;
- (4) the instructions for exercising voting rights on the agenda of the meeting (favor, against or abstention) and an explanation of whether the entrusted person can vote according to his or her own wishes if no specific instructions are given;
- (5) the period of authorization for entrustment; and
- (6) the date the power of attorney was signed.

Article 28 If a member of the Nomination Committee does not attend the meeting in person, and does not entrust other members to attend the meeting on his or her behalf, he or she shall be deemed not to attend the relevant meeting. If a member of the Nomination Committee fails to attend two consecutive meetings, he or she shall be deemed to be unable to properly perform his or her duties and powers and the Board may remove him or her from office.

Article 29 The resolutions of the Nomination Committee shall be valid only if passed by a majority of all members (including members who are not present at the meeting). Each member of the Nomination Committee shall have one vote.

Article 30 After the presiding officer of the Nomination Committee announces the start of the meeting, it shall begin to deliberate the content of the proposals corresponding to each meeting topic in order.

Article 31 The Nomination Committee may freely discuss the topics of the meeting, but shall pay attention to maintaining the order of the meeting. Speakers must not use personally offensive or otherwise insulting or threatening language. The presiding officer of the meeting has the right to decide the time of discussion.

Article 32 The meeting of the Nomination Committee adopts the rule of centralized deliberation and sequential voting on the matters discussed, that is, after all the proposals have been deliberated by all the participating members, the proposals shall be voted on item by item in accordance with the order of deliberation of the proposals.

Article 33 Members attending the meeting shall deliberate on proposals and fully express their personal opinions in a conscientious and responsible manner; members are responsible for their own votes.

Article 34 Voting of the Nomination Committee shall be by a show of hands, and the order of voting shall be favor, against or abstention. Each member may only raise his or her hand once to vote on the same proposal, and if he or she raises his or her hand more than once, the last show of his or her hand shall prevail. When a member is present at a meeting on behalf of other members at the same time, if the appointing person agrees with his or her own vote on the proposal, he or she shall vote by show of hands once, but it shall be regarded as two votes. If the appointing person disagrees with his or her own vote on the proposal, he or she may vote once by a show of hands according to his or her own opinion and the opinion of the appointing person. If no special indication is made at the time of voting, any person entrusted to attend the meeting shall be deemed to have voted in line with the vote of the appointing person.

Article 35 If a resolution is passed at the meeting of the Nomination Committee convened not by attending in person, it may be voted by correspondence. In the case of correspondence voting, members of the Nomination Committee who have given their reply by e-mail shall be deemed to have attended the relevant meeting and agreed to the content of the meeting.

Article 36 The presiding officer of a meeting shall tally the voting results of each proposal and announce them on the spot, and the minutes taker shall record the voting results.

CHAPTER VI RESOLUTIONS AND MINUTES OF MEETINGS

Article 37 After each proposal obtains the required number of valid votes, a resolution of the Nomination Committee shall be formed upon the announcement of the presiding officer of the meeting. The resolution of the Nomination Committee shall take effect after signed by the members present at the meeting, and no amendment or change shall be made to the resolution of the Nomination Committee that has taken effect in no accordance with the legal procedures stipulated by laws, regulations, the Articles of Association, the Listing Rules and the Rules of Procedure.

Article 38 The Nomination Committee shall notify the Board of the resolution and the voting results.

Article 39 Meetings of the Nomination Committee shall be recorded in writing. Members and minutes recorders attending the meeting shall sign the minutes. Members present at the meeting have the right to request that their statements at the meeting be recorded in the record.

Article 40 The minutes of the meetings of the Nomination Committee shall include at least the following contents:

- (1) the date, place and name of the person convening the meeting;
- (2) the names of the persons attending the meeting, and those entrusted by others to attend the meeting shall be specially indicated;
- (3) the agenda of the meeting;
- (4) the main points of members' speeches;
- (5) the manner and result of voting on each resolution or proposal (the result of the vote shall indicate the number of votes cast in favor, against or abstention); and
- (6) other matters that shall be explained and recorded in the minutes of the meeting.

Article 41 Unless otherwise appointed by the Nomination Committee, the Company Secretary shall act as the secretary the Nomination Committee.

Article 42 Written documents such as resolutions and minutes of the Nomination Committee shall be sorted out by the Company Secretary and kept in the Company's archives permanently during the Company's existence.

CHAPTER VII ABSTENTION SYSTEM

Article 43 When an individual member of the Nomination Committee or his or her immediate family has a direct or indirect interest in the topic discussed at the meeting, the member shall disclose the nature and extent of the interest to the Nomination Committee as soon as possible.

Article 44 In the scenario mentioned in the preceding article, the interested members shall explain the relevant circumstances in detail at the meeting of the Nomination Committee and clearly indicate that they will abstain from voting. However, if the other members of the Nomination Committee agree after discussion that such interests will not have a significant impact on the voting matters, the interested members may participate in the voting.

Article 45 If the Board deems that it is inappropriate for interested members in the preceding article to participate in voting, it may revoke the voting results of the relevant proposals and request the disinterested members to vote again on the relevant proposals.

Article 46 The meeting of the Nomination Committee shall deliberate and make resolutions on the proposals without including interested members in the quorum. After the avoidance of an interested member, if the Nomination Committee does not have the minimum quorum to attend the meeting or is unable to make a resolution, all members (including interested members) shall make a resolution on procedural issues such as the submission of such proposals to the Board for deliberation, and the Board shall deliberate on such proposals.

Article 47 The minutes and resolutions of the Nomination Committee shall indicate that interested members are not counted in the quorum and do not participate in the voting.

CHAPTER VIII WORK EVALUATION

Article 48 The members of the Nomination Committee are entitled to evaluate the work of the directors and senior management of the Company in the previous year, and all relevant departments of the Company shall actively cooperate and provide the required information to the members in a timely manner.

Article 49 Members of the Nomination Committee have the right to access the following relevant information of the Company (including subsidiaries):

- (1) the Company's periodic reports;
- (2) the Company's announcements;
- (3) the resolutions and minutes of the Company's General Meeting, and meetings of the Board, the Supervisory Committee and the manager's office; and
- (4) other relevant materials deemed necessary by the members of the Nomination Committee.

Article 50 A member of the Nomination Committee may make enquiries with the directors or the senior management of the Company, which the directors or the senior management shall answer.

Article 51 The members of the Nomination Committee shall evaluate the work of the directors and senior management of the Company in the previous year based on the information they know and possess.

Article 52 Members of the Nomination Committee shall have the obligation to keep confidential the relevant information they learn about the Company until such information is disclosed.

CHAPTER IX SUPPLEMENTARY PROVISIONS

Article 53 The Rules of Procedure shall take effect on the date of adoption of the resolution of the Board.

Article 54 Matters not covered in the Rules of Procedure shall be implemented in accordance with the relevant provisions of national laws, regulations, the Articles of Association, the Listing Rules and other normative documents. If the Rules of Procedure contradicts national laws, regulations, the Listing Rules or the Articles of Association (including laws and regulations promulgated in the future, the Listing Rules and the Articles of Association as amended by legal procedures), they shall be implemented in accordance with the relevant national laws, regulations, the Articles of Association and the Listing Rules, and the Rules of Procedure shall be amended immediately, which shall submitted to the Board for deliberation and approval.

Article 55 Interpretation of the Rules of Procedure shall be vested in the Board.

Tianjin Jinran Public Utilities Company Limited

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