

HISENSE HOME APPLIANCES GROUP CO., LTD.

Terms of Reference for Remuneration and Appraisal Committee of the Board of Directors

(Considered and adopted at the 2024 first extraordinary meeting of the eleventh session of the board of directors of the Company on 8 January 2024)

Chapter 1 General Provisions

Rule 1. In order to further establish a comprehensive system for the appraisal and remuneration management for the directors and senior management of the Company and improve corporate governance structure, the Company has specially established a remuneration and appraisal committee (the “Remuneration and Appraisal 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, Measures for the Administration of Independent Directors of Listed Companies, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Self-Regulatory Guidelines No. 1 for Listed Companies on the Shenzhen Stock Exchange - Standardized Operation of Main Board Listed Companies and Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other relevant laws, regulations, rules, and provisions of the Articles of Association.

Rule 2. The Remuneration and Appraisal Committee is a specialized working organ under the Board that is primarily responsible for the formulation of the appraisal standard, carrying out of the appraisal and formulation and examination of the remuneration policy and proposal for the directors and senior management of the Company, and shall be accountable to the Board.

Chapter 2 Composition

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

Rule 4. The members of the Remuneration and Appraisal Committee shall be nominated by the

chairman, 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 Remuneration and Appraisal Committee shall have one chairman (convener), who must be an independent non-executive director and shall chair the work of the committee. The convener shall be elected among the members of the Remuneration and Appraisal Committee and shall be reported to the Board for approval.

Rule 6. The term of office of the members of the Remuneration and Appraisal Committee shall be the same as his 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 disqualified as a member of the committee accordingly. The Board shall fill the vacancy pursuant to the above Rules 4 to 6.

Rule 7. The remuneration management department of the Company shall assist in managing the daily work of the Remuneration and Appraisal Committee.

Chapter 3 Duties and Authority

Rule 8. The main duties of the Remuneration and Appraisal Committee include:

(1) to analyze, formulate the appraisal standard of the directors and senior management and to carry out the appraisal, select and examine the remuneration policy and proposal of directors and senior management of the Company, and make recommendations to the Board in the following matters:

- I. remuneration of directors and senior management;
- II. formulation or change of the share incentive scheme, employee stock ownership plan, granting of rights and interests to scheme participants, and fulfilment of the conditions for exercising the rights and interests;
- III. arrangement of shareholding plans by directors and senior management in the subsidiaries to be spun off;
- IV. other matters stipulated by laws, regulations, the securities regulatory rules of the place(s) where the Company's shares are listed and requirements of the Articles of Association.

(2) to make recommendations in situations where directors or senior management accept responsibilities and resign or are proposed to be dismissed for their defaults and failure to perform their duties;

(3) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and if the arrangements are not consistent with contractual terms, the compensation should be fair and reasonable and not excessive;

(4) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms, and if the arrangements are not consistent with contractual terms, the compensation should be reasonable and appropriate;

(5) to make recommendations to the Board for the remuneration of independent non-executive directors;

(6) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

(7) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

(8) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions of other positions within the Group;

(9) to ensure that no director or any of his associates is involved in deciding his own remuneration;

(10) other duties required under applicable regulatory rules and other matters authorized by the Board.

Where the recommendations of the Remuneration and Appraisal Committee on matters under item (1) are not adopted or are not fully adopted by the Board, the opinions of the Remuneration and Appraisal Committee and the specific reasons thereof shall be recorded in the resolutions of the Board and disclosed.

Rule 9. The Remuneration and Appraisal Committee shall consult the chairman and/or chief executive about the remuneration proposals for other executive directors. The remuneration plan recommended by the Remuneration and Appraisal Committee shall only be implemented after it has been reported to the Board for approval and considered and approved by the shareholders at the general meeting. The remuneration proposal for the senior management of the Company shall be reported to the Board for approval.

Chapter 4 Decision-making Process

Rule 10. The process for the appraisal of the directors and senior management by the Remuneration and Appraisal Committee are as follows:

(I) the directors and senior management of the Company shall report their work and conduct self-evaluation to the Remuneration and Appraisal Committee;

(II) the Remuneration and Appraisal Committee shall conduct performance appraisal on the directors and senior management according to the standard and process for performance appraisal;

(III) the committee shall make recommendations on the amount of remuneration and method of rewards to the directors and senior management according to the results of performance appraisal and the remuneration policy, which shall be put to voting by members and reported to the Board upon approval.

Chapter 5 Rules for Proceedings of Meeting

Rule 11. The Remuneration and Appraisal Committee shall meet at least once every year. Three days' notice shall be given to all members before the meeting, but the aforementioned notice period for convening the meeting may be exempted with the consent of all members. The meeting shall be chaired by the convener, or, where the convener is unable to present at the meeting, one of the members as authorized by the convener.

Rule 12. Meetings of the Remuneration and Appraisal 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.

Rule 13. Resolutions at the meetings of the Remuneration and Appraisal Committee shall be decided by show of hands or by poll. Ad hoc meetings may be convened and resolutions voted by correspondence.

Rule 14. Where necessary, the Remuneration and Appraisal Committee may invite directors, supervisors and senior management of the Company to be present at the meetings.

Rule 15. Where necessary, the Remuneration and Appraisal Committee may appoint intermediary agencies to provide independent and professional advices for its decision-making and such fees shall be borne by the Company.

Rule 16. Whenever matters in relation to a particular member are discussed at the meeting of the Remuneration and Appraisal Committee, such member shall refrain from attending the meeting.

Rule 17. Minutes shall be taken for the meetings of the Remuneration and Appraisal 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 the final version of the

minutes which shall be kept by the secretary of the Board of the Company.

Rule 18. Resolutions passed at and voting results of the meetings of the Remuneration and Appraisal Committee shall be reported to the Board of the Company in written form.

Rule 19. 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 16 Supplemental Provisions

Rule 20. These terms of reference shall be effective from the date on which the Board passes a resolution to approve the same.

Rule 21. Any matters not covered by these terms of reference shall be governed by the requirements of the relevant laws and regulations in China, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited 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, these terms of reference shall be implemented in accordance with the requirements of the relevant laws, regulations and Articles of Association, modified forthwith and reported to the Board for consideration and approval.

Rule 22. The Board shall be responsible for the interpretation of these terms of reference.

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

**The Board of Directors of
Hisense Home Appliances Group Co., Ltd.
8 January 2024**