



Haier Smart Home Co., Ltd.*

海爾智家股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

Stock Code: 6690

Haier Smart Home Co., Ltd.

Implementation Rules for the Nomination Committee under the Board of Directors

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the appointment of senior executives of the Company, optimize the constitution of the Board of Directors and perfect the corporate governance structure, the Company has set up the Nomination Committee of the Board of Directors and formulated these rules in accordance with the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as "Hong Kong Listing Rules"), the Code of Corporate Governance of Listed Companies, the Articles of Association of Haier Smart Home Co., Ltd. (hereinafter referred to as "Articles of Association") and other relevant provisions.

Article 2 The Nomination Committee of the Board of Directors is a specific working body set up by the Board in accordance with a resolution at a general meeting. Its main responsibilities are to select and submit proposals on the standards and procedures for selecting candidates for directorship and senior management of the Company.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall comprise three to seven directors with independent directors as the majority.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board of Directors, more than half of the independent directors or one-third of all directors, and shall be elected by the Board.

* *For identification purpose only*

Article 5 The Nomination Committee shall have one chairman (convener) who shall be an independent director and be responsible for leading the work of the Committee. The chairman of the Committee shall be elected from the members, subject to the approval of the Board. The Nomination Committee shall have a vice chairman to assist the chairman in discharging duties; the vice chairman of the Committee shall be elected from the members, subject to the approval of the Board.

Article 6 The term of office of the Nomination Committee shall be identical to that of the Board. A member may offer himself/herself for re-election upon the expiration of his/her term of office. During his/her term of office, if any member ceases to be a director, his/her membership in the Nomination Committee shall lapse automatically, and the vacancy shall be filled by the person elected by the Board in accordance with Articles 3 to 5 above.

CHAPTER 3 RESPONSIBILITIES AND AUTHORITIES

Article 7 The primary responsibilities of the Nomination Committee include:

- (I) to at least annually review the structure, number and constitution of the Board of Directors (including skills, knowledge and experience) and to make recommendations to the Board of Directors about the size and the composition of the Board of Directors and proposed changes to the Board of Directors in order to match the Company's strategies according to the operating activities, size of assets and shareholding structure of the Company;
- (II) to study the selection criteria, procedures of directors and senior management, to make recommendations in this regard to the Board of Directors and to formulate policies of Board diversity;
- (III) to identify competent candidates of directors and senior management extensively and to select and nominate relevant persons as directors and senior management member or to make recommendations in this regard to the Board of Directors;
- (IV) to assess the independence of independent directors;
- (V) to make recommendations to the Board of Directors on appointment, reappointment and succession plans (especially the chairman of the Board of Directors and president);
- (VI) to conduct a review and make recommendation on director candidates and president candidates;

(VII) to conduct a review and make recommendation on other senior management members who are subject to appointment or dismissal by the Board of Directors;

(VIII) to handle other matters as ruled by laws, regulations, listing rules of the place where the Company's securities are listed and as authorized by the Board.

Article 8 The Nomination Committee shall be accountable to the Board of Directors. The Committee shall submit nomination proposals to the Board of Directors for approval. If the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for non-adoption in the resolution of the Board of Directors and disclose the same. Without sufficient reasons or reliable evidence, the controlling shareholders shall fully respect the proposals made by the Nomination Committee, and shall not propose an alternative candidate for directors or president.

Article 9 The Company shall provide sufficient resources to the Nomination Committee to perform its duties. The Nomination Committee shall seek independent professional advice if necessary when performing its duties at the cost of the Company.

CHAPTER 4 PROCEDURES OF DECISION MAKING

Article 10 The Nomination Committee shall, pursuant to the provisions of relevant laws, regulations and listing rules of the place where the Company's securities are listed as well as the Articles of Association together with the actual situation of the Company, examine the election requirements, selection process and terms of office for the Company's directors and senior management, form a resolution, file it for the record, submit it to the Board of Directors for approval and implement it in compliance therewith.

Article 11 The election and appointment procedures for directors and senior management:

(I) the Nomination Committee shall proactively communicate with the Company's relevant departments, examine the Company's demand for new directors and senior managers, and present such information in writing;

(II) the Nomination Committee may search extensively for candidates for directors and president from the Company, the enterprises in which the Company holds controlling or non-controlling interest and the HR market;

(III) to gather information about the occupation, academic qualifications, post title, detailed work experience and all the concurrent posts of the candidates and present such information in writing;

(IV) to seek the nominees' consent for nomination; otherwise, the nominees cannot be the candidates for directors or president;

- (V) to convene a Nomination Committee meeting to review the qualifications of the candidates on the criteria for directors and president;
- (VI) to make suggestion to the Board of Directors regarding the candidates for directors and new senior management and submit the relevant information to the Board of Directors one to two months prior to the election of new directors and appointment of new president; and
- (VII) to complete other follow-up work according to the decision and feedback from the Board of Directors.

CHAPTER 5 PROCEDURAL RULES

Article 12 The Nomination Committee shall send the notice of meeting to all the members two days before convening the meeting and the time limit of sending the above notice could be exempted for the temporary meetings held under special or emergency circumstances. A Nomination Committee meeting shall be presided over by the chairman of the Committee. When the chairman is unable to attend the meeting, he/she may appoint vice chairman or another member of the Committee (an independent director) to preside over the meeting on his/her behalf.

Article 13 A Nomination Committee meeting may only be convened with the presence of more than two-third of the members. Each member has one vote. Resolutions may only be passed by more than half of all the members of the Nomination Committee voting in favor of such resolutions.

Article 14 Votes may be made by a show of hands or by poll in a Nomination Committee meeting, while for voting at an extraordinary meeting of the Committee may also be by correspondence.

Article 15 The Nomination Committee may also invite directors, supervisors and other senior management of the Company to present at its meetings if necessary.

Article 16 The Nomination Committee may, if necessary, engage an intermediary to provide professional advice on its decision-making at the cost of the Company.

Article 17 The procedures for convening of a Nomination Committee meeting, its voting methods and proposals to be passed at such meeting must comply with the provisions of applicable laws, regulations, the Articles of Association and the implementation rules.

Article 18 Minutes shall be taken on all meetings of the Nomination Committee and signed by each attending member. All meeting minutes shall be kept by the Secretary of the Board for no less than ten years.

Article 19 Any resolution passed at a Nomination Committee meeting and the voting results must be reported in written to the Board of the Company.

Article 20 Members present at such meeting are obliged to keep all matters discussed at such meeting confidential, and shall not disclose any relevant information without authorization.

CHAPTER 6 ADDENDUM

Article 21 The matters which are not covered herein, shall be conducted in accordance with the requirements of the relevant state laws, regulations, the relevant regulatory rules of the securities regulatory agencies and stock exchanges where the Company's securities are listed and the Articles of Association. In case any of the implementation rules conflicts with the state laws, regulations, the relevant regulatory rules of the securities regulatory agencies and stock exchanges where the Company's securities are listed which are to be issued in the future or the Articles of Association as legally modified, the requirements of the relevant laws, regulations, regulatory rules and the Articles of Association shall prevail. In such case, corresponding amendments shall be made to the implementation rules immediately and submitted to the Board for consideration and approval.

Article 22 The implementation rules shall be construed and interpreted by the Board of the Company.

Article 23 The implementation rules shall be implemented from the date of approval by the Board. Since the effective date of the implementation rules, the Company's original Implementation Rules for the Nomination Committee under the Board of Directors of Haier Smart Home Co., Ltd. automatically lapsed.

Haier Smart Home Co., Ltd.
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