

## **Qingdao Haier Co., Ltd.**

### **Declaration of Candidate for Independent Director**

I, Shi Tiantao, Dai Deming and Qian Daqun have fully understood and agreed to be nominated by the nominator Board of Directors of Qingdao Haier Co., Ltd. (hereinafter referred to as “the Company”) as the candidate for independent director of the tenth session of the Board of Directors of the Company. I am hereby declaring in public that I am eligible to act as an independent director, and guarantee no relation with the Company that will influence my independence as an independent director of the Company. Below is the full text of my declaration:

I. I have the basic knowledge about the operation of listed companies, am familiar with relevant laws, administrative regulations, departmental rules and other normative documents, own work experience of more than five years in law, economy, finance, management or other areas that is required to perform the responsibilities of an independent director, and have obtained the certificate of qualifications for independent director in accordance with the *Guidelines on Training of Senior Management of Listed Companies* and other relevant provisions.

II. My eligibility for the position is compliant with the qualifications stipulated by the the *Articles of Association* of the Company and the requirements of the following laws, administrative regulations and departmental rules:

(i) Provisions of the *Company Law of the People's Republic of China* concerning the qualifications of directors;

(ii) Provisions of the *Civil Servant Law of the People's Republic of China* concerning the concurrent positions of civil servants;

(iii) Provisions of the *Notice on Regularizing the Holding of Independent Director and Independent Supervisor Positions by Cadres Managed by the Central Government in Listed Companies and Fund Management Companies after Resignation from Public Employment or Retirement* published by the CPC Central Commission for Discipline Inspection;

(iv) Provisions of the *Opinions on Strengthening the Anti-corruption and Clean Governance Building in Institutions of Higher Learning* published by the CPC Central Commission for Discipline Inspection, the Ministry of Education and the Ministry of Supervision concerning the concurrent positions of the members of leadership of institutions of higher learning;

(v) Provisions of the *Measures for the Administration of Insurance Institutions' Independent Directors* promulgated by the China Banking and Insurance Regulatory Commission;

(vi) Provisions on concurrent positions of securities analysts in the *Practicing Norms for Release of Securities Research Reports* promulgated by the Securities Association of China;

(vii) Situations specified by other laws, administrative regulations and departmental rules.

III. I have the independence, and do not belong to any of the following cases:

(i) Person working in the Company or its subsidiaries and his/her direct relatives and main social relations (direct relatives refer to spouse, parents and children etc., and major social relations mean brothers, sisters, parents-in-law, daughters-in-law, sons-in-law, spouses of brothers and sisters, and brothers and sisters of spouses etc.); Person working in the controlling shareholder, actual controller of the Company and its subsidiaries and his/her direct relatives;

(ii) Shareholders holding, directly or indirectly, more than 1% of the shares already issued by the Company and his/her direct relatives, or being a natural person shareholder among top ten shareholders of the Company and his/her direct relatives;

(iii) Person working in a corporate shareholder holding, directly or indirectly, more than 5% of the shares already issued by the Company, or a top five corporate shareholder of the Company, and the person's direct relatives;

(iv) Person working in the actual controller of the Company or its subsidiaries;

(v) Person offering financial, legal, consulting and other services to the Company, its controlling shareholder or respective subsidiaries, including all the

members of the project team of an intermediary that renders services, checkers at different levels, persons signing reports, partners and principal responsible persons;

(vi) Person working in an institution that maintains important business relations with the Company and its controlling shareholder or respective subsidiaries, or working in the controlling shareholder of such institution;

(vii) Person that has been involved in the above six situations in the past year;

(viii) A currently central management cadre of any organ or unit that is administered in accordance with or by reference to the civil service system, such as an organ of the Communist Party, an organ of National People's Congress, an organ of the Government, an organ of Chinese People's Political Consultative Conference, a judicial organ and an organ of prosecuting authority;

(ix) A resigned and retired (departed) central management cadre who intends to be under employment with a listed company, which is directly related to his/her previous business, within three years after his/her resignation and retirement (departure);

(x) A resigned and retired (departed) central management cadre who intends to hold an independent directorship without the approval of his/her previous Party organization (committee), Central Commission for Discipline Inspection and Central Organization Department as required, within three years after his/her resignation and retirement (departure);

(xi) A resigned and retired (departed) central management cadre who intends to hold an independent directorship without reporting to and filing with his/her previous Party organization (committee) as required, within three years after his/her resignation and retirement (departure);

(xii) The proposed appointment of independent director belongs to the circumstance where the resigned and retired (departed) central management cadre holds office in a company with over 25% of foreign investment falling within the managed areas and business scopes of his/her previous duties, within three years after his/her resignation and retirement (departure);

(xiii) Other situations considered by Shanghai Stock Exchange as having no independence.

IV. I have not had the following bad records:

(i) Receive an penalty imposed by China Securities Regulatory Commission in the past three years;

(ii) Has been given penalties of prohibition against entering the securities market from the China Securities Regulatory Commission and the term of such penalties has not expired;

(iii) Appraised in public by the stock exchange as being improper to act as a director, supervisor or senior management member of a listed company;

(iv) Receive public condemnation or at least three criticisms by the stock exchange in the past three years;

(v) Fail to attend the meetings of the Board of Directors twice successively in the period as an independent director, or fail to participate in at least one third of the meetings of the Board of Directors in person in the year;

(vi) Independent opinions expressed were obviously inconsistent with the fact when I was an independent director.

V. Including the Company, the number of domestic listed companies in which I act as an independent director does not exceed five, and I have worked consecutively for less than six years in the Company.

VI. I have checked my eligibility for independent director candidate in accordance with the *Guide of Shanghai Stock Exchange to the Filing and Training of Independent Directors in Listed Companies* of Shanghai Stock Exchange, and confirmed I meet the requirements.

I am fully aware of the responsibilities of an independent director, guarantee the aforesaid declaration is authentic, integral and accurate, and does not contain any false statements or misleading elements. I am fully aware of the potential consequences that may arise out of a false declaration. Shanghai Stock Exchange can confirm my eligibility and independence on the basis of this declaration.

I hereby undertake that when I am an independent director of the Company, I will comply with the laws and regulations, the rules, provisions and notices published by China Securities Regulatory Commission and the business rules of Shanghai Stock Exchange; accept the supervision of Shanghai Stock Exchange; ensure enough time and energy to perform my duty; make independent judgments; and be immune to the influences from substantial shareholders and actual controllers of the Company or other institutions or persons who are interested parties of the Company.

I hereby undertake that after I hold office, I will resign from the position of independent director within 30 days after an event that makes me no longer eligible to be an independent director happens.

It is hereby declared.

Declarant: Shi Tiantao, Dai Deming and Qian Daqun

29 April 2019